



## Confidentiality Agreement (Potential Partner)

### **LONG FORM**

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
  - Disclosure of Confidential Information
  - List of Confidential Information Elements
  - Subsequent Disclosure of Additional Information
  - Definitions
- CONSIDERATION
  - Obligation of Confidentiality
  - Duration of the Obligation of Confidentiality
  - Surrender of the Confidential Information Elements
- SPECIFIC DISPOSITIONS
  - Representatives of the Parties
  - Electronic Communications
  - Ownership of the Confidential Information
  - Intellectual Property Relating to the Confidential Information
  - No Licence Relating to the Confidential Information
  - Persons Having Access to the Confidential Information
  - Confidentiality Required from the Potential Partner's Representatives
  - Purposes of Access to the Confidential Information
  - Use of the Confidential Information
  - No Liability for Unauthorized Use
  - Accuracy of the Confidential Information
  - Conduct of the Disclosure Process
  - Location of the Disclosure Process
  - Persons Who May be

- Questioned by the Potential Partner
  - Cooperation by the Business
  - Beginning of the Disclosure Process
  - Duration of the Disclosure Process
  - End of the Disclosure Process
  - Renunciation of the Disclosure Process
  - Obligations of the Potential Partner
  - Obligations of the Business
  - Representations and Warranties of the Potential Partner
  - Representations and Warranties of the Business
  - Early Surrender of the Confidential Information Elements
  - Release From the Obligation of Confidentiality
  - Legal or Judicial Obligation to Disclose the Confidential Information
  - Covenant Not to Compete
  - Undertaking Not to Solicit Clients
  - Undertaking Not to Solicit Personnel
  - Injunction
  - Damages
  - Extension of Duration of a Breached Undertaking
  - Separate Undertakings
  - Reasonableness of the Undertakings
  - Judicial Reduction of the Undertakings
  - Discretionary Reduction of the Undertakings
  - Relationship Between the Parties
  - Other Agreements Between the Parties
  - No Defence
  - Reasonable Legal Expenses
  - Professional Expenses Relating to the Disclosure Process
  - Professional Fees Relating to this Agreement
- GENERAL PROVISIONS
    - "Force Majeure"
    - Severability



- Notices
  - Headings
  - Schedules
  - No Waiver
  - Cumulative Rights
  - Entire Agreement
  - Amendments
  - Number and Gender
  - No Right to Transfer
  - Calculating Time Periods
  - Currency
  - Governing Law
  - Election of Domicile
  - Counterparts
  - Successors
  - Joint and Several Liability
  - Elapsed Time
  - Language
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- EFFECTIVE DATE
  - TERM OF THE AGREEMENT
  - TERMINATION
  - ACKNOWLEDGEMENT BY THE PARTIES
  - SIGNATURES OF THE PARTIES
  - INTERVENTION
  - SCHEDULE: LIST OF CONFIDENTIAL INFORMATION ELEMENTS
  - SCHEDULE: POTENTIAL PARTNER'S REPRESENTATIVES
  - SCHEDULE: PERSONS WHO MAY BE QUESTIONED BY THE POTENTIAL PARTNER

### **SHORT FORM**

- IDENTIFICATION OF THE PARTIES
- OBJECT
  - Disclosure of Confidential Information
  - List of Confidential Information Elements
  - Subsequent Disclosure of Additional Information
  
- CONSIDERATION
  - Obligation of Confidentiality
  - Duration of the Obligation of Confidentiality
  - Surrender of the Confidential



## Information Elements

- SPECIFIC PROVISIONS
  - Covenants Not to Compete, Not to Solicit Clients, Not to Solicit Personnel
  - Injunction
  - Damages
  - Reasonableness of the Undertakings
  - Judicial Reduction of the Undertakings
- EFFECTIVE DATE, TERM AND TERMINATION OF THE AGREEMENT
- SIGNATURE OF THE PARTIES