



Confidentiality Agreement (Potential Purchaser of a Business)

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 Purchaser'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 Purchaser
 - 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 Purchaser
 - Obligations of the Business
 - Representations and Warranties of the Potential Purchaser
 - 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 PURCHASER'S REPRESENTATIVES
 - SCHEDULE: PERSONS WHO MAY BE QUESTIONED BY THE POTENTIAL PURCHASER

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