



## Confidentiality, Non-Competition, Non-Solicitation Agreement (Partner)

### LONG FORM

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
  - Disclosure of Confidential Information
  - Handling of Confidential Information
  - Definitions
- CONSIDERATION
  - Obligation of Confidentiality
  - Duration of the Obligation of Confidentiality
  - Surrender of the Confidential Information Elements
- SPECIFIC DISPOSITIONS
  - Ownership
  - Creation of Confidential Information
  - Use of Confidential Information
  - Protection of Confidential Information
  - Partner's Obligations
  - Partner's Responsibilities
  - Respect for Intellectual Property
  - No Licence
  - Rights of the Business
  - No Liability for Unauthorized Use
  - Confidential Information Belonging to a Third Party
  - Release From the Obligation of Confidentiality
  - Legal or Judicial Obligation to Disclose the Confidential Information
  - Sanctions For Violating This Agreement
  - 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
  - Other Agreements Between the Parties
  - No Defence
  - Reasonable Legal Expenses
  - 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
- EFFECTIVE DATE
- TERM OF THE AGREEMENT
- TERMINATION
- ACKNOWLEDGEMENT BY THE PARTIES
- SIGNATURES OF THE PARTIES
- INTERVENTION

### ***SHORT FORM***

- IDENTIFICATION OF THE PARTIES
- OBJECT
  - Disclosure of Confidential Information
  - Handling of Confidential 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