

## Web Site Design Subcontract

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
  - Services
  - Deadline for Providing the Services
- CONSIDERATION
  - Price of the Services
  - Performance Bonus
  - Expenses Incurred
  - Physical or Electronic Invoicing Address
  - Terms and Conditions of Payment
- SPECIFIC PROVISIONS
  - Representatives of the Parties
  - Electronic Communications
  - Obligations of the Developer
  - Obligations of the Subcontractor
  - Intellectual Property
    - Definitions
    - Respect of Third Party Intellectual Property (By the Subcontractor)
    - Respect of Third Party Intellectual Property (By the Developer)
    - Information Elements Provided by the Developer
    - Domain Name
    - Employees, Suppliers, Associates and Subcontractors of the Subcontractor
    - Background Technology Developed by the Subcontractor
    - Background Technology Developed by a Third Party
    - Web Site
    - Software Components
    - Subcontractor's Residual Rights
    - References to Intellectual Property Rights and Credits
    - Protection of Intellectual Property Rights Vested in the Developer
  - Confidentiality and Non-Disclosure Undertaking
  - Exclusivity of the Subcontractor's Services
  - Exclusivity of the Functionalities of the Web Site
  - Exclusivity of the Look and Feel of the Web Site
  - Reciprocal Undertaking Not to Solicit Personnel
  - Undertaking Not to Solicit Clients
  - No Right to Contact the Developer's Client
  - Useful Information

- Performance Methods
  - Relationship Between the Parties
  - Subcontracting
  - Verification, Testing and Approval Process
  - Modifications Requested During the Course of the Agreement
  - Additional Services
  - Web Site Maintenance and Update Services
  - Backup Copy of the Web Site
  - Representations and Warranties of the Subcontractor
  - Training Provided by the Subcontractor
  - Technical Support Provided by the Subcontractor
  - Limitation of Warranty
  - Limitation of Liability
  - Security Deposit
  - Interests
  - Change of Tax Rates or New Taxes
  - Collection Costs
  - Suspension of Services in the Event of Failure to Pay
  - Termination of the Agreement (by the Developer)
  - Termination of the Agreement (by the Subcontractor)
  - No Intermediary
  - Professional Fees Relating to this Agreement
  - Interests
- 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
  - TERMINATION
  - ACKNOWLEDGEMENT BY THE PARTIES
  - SIGNATURES OF THE PARTIES
  - SCHEDULE: SPECIFICATIONS