

Software Development 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
 - Employees, Suppliers, Associates and Subcontractors of the Subcontractor
 - Background Technology Developed by the Subcontractor
 - Background Technology Developed by a Third Party
 - Software Product
 - 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 Software Product
 - Exclusivity of the Look and Feel of the Software Product
 - 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
 - Quality Control and Tests of the Software Product in Accordance with the ISO 9126 Standard
 - Verification, Testing and Approval Process
 - Modifications Requested During the Course of the Agreement
 - Additional Services
 - Software Product Maintenance and Update Services
 - Backup Copy of the Software Product
 - 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
- 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