

COMPUTERS—Cont'd

Cloud computing—Cont'd

- commentary, **23:281**
- customer content, **23:274**
- escrowed data, **23:269**
- guaranteed uptime under service level agreement provisions, **23:263**
- hosting and terms of service, **23:261**
- infrastructure as service agreement, **23:279**
- licence clause, **23:273**
- master cloud service agreement, **23:259; 23:283**
- master subscription agreement, **23:265**
- online file storage and distribution agreement, **23:96**
- personal data processing agreement for cloud services, **23:283.60**
- platform as service agreement, US form, **23:280**
- request for information, **23:291**
- right to perform services for others, **23:276**
- server hosting, **23:275**
- service level availability, **23:282**
- service plan selection and payment, **23:267**
- service subscription agreement, software as, **23:290**
- social network site, **23:262**
- software as a service subscription agreement, **23:272**
- software as a service user agreement, **23:289**
- three party software as a service escrow agreement, **23:268**
- using remote access and control features, **23:277**
- utilization provisions, **23:266**

Confidentiality, **23:435-23:437**

- duty, **23:440**
- exclusions to, **23:438**
- legally required disclosure of confidential information, **23:442**
- supplier's proprietary information, **23:441**

Consulting services

- access, **23:355**
- approval requests, for, **23:357**
- change procedure for services, **23:351**
- client responsibilities, **23:358**
- computer, **23:349**
- digital media, **25:34**
- employment, offers of, **23:356**
- engagement letter for, **23:341**
- general agreement, **23:348**
- independent contractor, **23:347**
- professional services agreement
 - general, **23:342; 23:343**

COMPUTERS—Cont'd

Consulting services—Cont'd

professional services agreement—Cont'd

negotiated, **23:345**

short form, **23:344**

property rights, **23:353**

representations and warranties, service provider, **23:359**

steering committee, **23:354**

termination, **23:352**

Customer, most favoured, **23:501.30**

Data services

common data, assembly and sharing of, **23:250**

data center master service agreement, **23:240**

delay in data quotes, **23:257**

disclaimer of liability, **23:256**

document retrieval services member conduct, **23:257.50**

e-content, **23:244**

financial institution, **23:242**

geospatial sets, maintenance of, MOU, **23:249.40**

healthcare providers, **23:251**

licence agreement, **23:245; 23:247**

limited use data product, **23:249**

master agreement, **23:241**

master service agreement, IT products and services including application
development and maintenance, **23:257.100**

processing services, **23:237.50; 23:238**

restricted uses, **23:252; 23:255**

short form confidentiality agreement, **23:254**

site access licence, **23:248**

standard of care, **23:239**

terms of use, subscription news services, **23:246**

user-submitted content, **23.249.50**

Definitions

acceptance, **23:557**

date, **23:558**

final, **23:713**

notice, **23:559**

testing, **23:561**

test period, **23:560**

tests, **23:562**

account, **23:563**

balance, **23:564**

master, **23:565**

accounting principles, **23:565.50**

COMPUTERS—Cont'd

Definitions—Cont'd

- add-on, **23:567**
- adverse, **23:569**
- advertisers, **23:570**
- advertising rights, **23:571**
- affiliate, **23:572**
- agreement, **23:573**
 - interpretation of, **23:750.50**
- anonymous information, **23:574**
- applicable law, **23:575**
- application forms, **23:577**
- application software, **23:578**
 - package, **23:579**
- arm's length, **23:579.50**
- associated company, **23:580**
- authority, **23:583**
- authorized
 - officer, **23:584**
 - personnel, **23:585**
 - purposes, **23:586**
 - sub-contractor, **23:587**
 - user, **23:588**
- author's confidential information, **23:582**
- background information, **23:588.50**
- background technology, **23:589**
- background technology and third-party technology, **23:589.50**
- backup facility, **23:590**
- banner, **23:591**
- best practice, **23:592**
- billing period, **23:593**
- body corporate, related, **23:894**
- browser, **23:594**
- budget, **23:595**
- bug fixes, **23:596**
- bundled product, **23:597**
- business
 - day, **23:598; 23:599**
 - hours, **23:600; 23:822**
 - information, **23:601**
- buyer
 - companies, **23:602**
 - supplied equipment, **23:603**
- Canadian GAAP, **23:604.50**

COMPUTERS—Cont'd

Definitions—Cont'd

- Canadian price list, company, **23:619**
- card location, **23:605**
- change in law, **23:606.50**
- change in or of control, **23:606**
- change in ownership, **23:606.70**
- claims, **23:607**
- click-through, **23:608**
- client
 - addenda, **23:609**
 - content, **23:610**
 - event of default, **23:611**
 - properties, **23:612**
- closed network, **23:613**
- closing date, **23:614**
- code, **23:615**
- commencement date, **23:616**
- commercially reasonable efforts, **23:617**
- community server, **23:618**
- competitive business, **23:620**
- computer, **23:621**
 - facility, **23:622**
 - operations, **23:623**
 - software, **23:624**
 - technology, **23:625**
- confidential
 - data, **23:625.50**
 - information, **23:626-23:628**
 - material, **23:629-23:631**
- conflict in documents, **23:631.50**
- conflict of interest, **23:632**
- consultant developments, **23:633**
- consultant's business, **23:634**
- content owner
 - brand, **23:635; 23:636**
 - news services, **23:637**
 - search engine, **23:638**
 - software, **23:639**
 - system, **23:640**
- continuation period, **23:641**
- control, **23:642**
- control panel, **23:643**
- conversion, **23:644**

COMPUTERS—Cont'd

Definitions—Cont'd

- copy, **23:645**
- CPI, **23:604**
- custom developed software, **23:646**
- customer, **23:647**
 - affiliates, **23:648**
 - audit program, **23:648.50**
 - content, **23:649**
 - data, **23:650; 23:651**
 - information, **23:652**
 - non-specified, **23:821**
 - software, **23:650; 23:653; 23:655**
 - supplied resources, **23:654**
 - technology, **23:655**
- customization, **23:656**
- cutover, **23:657**
- cybersecurity, **23:657.50**
- data, **23:658**
 - entry, **23:659**
 - processing services, **23:660**
 - protection law, **23:662**
 - protection law(s) (and regulations), **23:662.50**
 - security policy, **23:661**
- date of acceptance, **23:663**
- day, **23:664**
- deficiency, **23:666**
 - error, or, **23:665**
 - notice, **23:667**
- deliverables, **23:668**
- deposit, **23:670**
- deposit documents, **23:670.50**
- derivative work, **23:671**
- description of services, **23:672**
- designated
 - computers, **23:675**
 - equipment, **23:676**
 - location, **23:677**
 - system, **23:678**
- designated administrative access, **23:674**
- design services, **23:673**
- design work, **23:673.50**
- developer products, **23:680**

COMPUTERS—Cont'd

Definitions—Cont'd

- development
 - licence, **23:681**
 - software, **23:682**
- disaster, **23:683**
 - notification, **23:684; 23:685**
- disclosed data, **23:685.50**
- disclosure, **23:686**
- discriminatory change in tax law, **23:686.50**
- dispute resolution procedure, **23:687**
- distributors, **23:688**
- document, **23:689**
- documentation, **23:688**
 - associated, **23:581**
- downtime, **23:691**
- effective date, **23:692**
- effective performance level, **23:693**
- electronic signatures, **23:703**
- emergency, **23:694**
- emergency maintenance, **23:695**
- employee total annual compensation, **23:696**
- encumbrances, **23:697**
- end-user, **23:698**
 - licence agreement, **23:699**
 - software, **23:700**
- enhancement, **23:701**
- enterprise, **23:702**
- entire agreement, **23:703**
- environmental attributes, **23:704.50**
- equipment, **23:706**
 - configuration, **23:707**
- equity interest, **23:707.50**
- error, **23:705**
- escrow agreement, **23:708**
- ethical standards, **23:708.50**
- excused unavailability, **23:709**
- excusing event, **23:709.50**
- expenses, **23:710**
 - non-personnel, **23:820**
- fees, **23:712**
 - additional, **23:568**
- final completion, **23:713.50**
- financial information, **23:714**

COMPUTERS—Cont'd

Definitions—Cont'd

- financial institution, **23:714.50**
- FIPPA, **23:710.50**
- force majeure, **23:715; 23:715.50**
- full system backup, **23:716**
- full-use programs, **23:717**
- full user, **23:718**
- functionality, **23:720**
- functional specifications, **23:719**
- GDPR (general data protection regulation), **23:720.50**
- general provisions - entire agreement, **23:722**
- global statistics, **23:723**
- good industry practice, **23:723.50**
- governing laws, **23:723**
- governmental approvals, **23:725.50**
- government authority, **23:725**
- GPL software, **23:721**
- guest operating systems, **23:726**
- hardware, **23:728**
- harmful code, **23:729**
- has knowledge or have knowledge, **23:729.30**
- hazardous material, **23:729.70**
- herein, hereof and hereunder, **23:730**
- hit, **23:731**
- home page, **23:732**
- hosting services, **23:733**
- house account, **23:734**
- HTML, **23:727**
- hyperlink, **23:735**
- implementation
 - date, **23:736**
 - period, **23:737**
 - plan, **23:738**
 - schedule, **23:739**
 - services, **23:740**
- impression, **23:741**
- industry standards, **23:742**
- information, **23:742.50**
- information management, **23:743**
- input data, **23:746**
- insolvency, act of, **23:566**
- insolvency legislation, **23:743.50**

COMPUTERS—Cont'd

Definitions—Cont'd

installation

date, **23:747**

sites, **23:748**

integrated product, **23:744**

intellectual property, **23:31; 23:749**

rights, **23:750**

interest rate, **23:750.30**

interpretation, **23:750.70**

inventions, **23:751**

ISO-compliant data security policy, **23:752**

IT, **23:753**

joint know-how, **23:754**

know-how, **23:754.50**

knowledge transfer, **23:755**

laws, **23:756**

laws and regulations, **23:758**

legal proceeding, **23:759**

liabilities, **23:760**

licence

agreement, **23:761**

fee, **23:762**

information, **23:763**

licensed

additional module, **23:764**

documentation, **23:765**

licensed software, **23:772.50**

materials, **23:766**

process, **23:767**

program, **23:768-23:771**

rights, **23:772**

third party software, **23:773**

licensee affiliate, **23:774**

link, **23:776**

loan application licence, **23:778**

losses, **23:778.50**

maintenance, **23:781**

fee, **23:782**

major impact, **23:783**

managed services, **23:783.50**

mandatory enhancements, **23:784**

manufacturing licence, **23:785**

COMPUTERS—Cont'd

Definitions—Cont'd

- marketing
 - arrangements, **23:786**
 - information, **23:787**
 - licence, **23:788**
- marks, **23:789**
- master file, **23:790**
- material, **23:791; 23:793**
 - adverse effect, **23:791.30**
 - breach, **23:791.70**
 - defect, **23:792**
- mean time to repair, **23:794**
- methodology, **23:795**
- MFIPPA, **23:796**
- milestone, **23:797**
 - date, **23:798**
 - payment, **23:799**
 - payment schedule, **23:800**
- minimum equipment configuration, **23:801**
- minor impact, **23:801**
- modifications, **23:803**
- module, **23:804**
- modules, components and scripts, **23:805**
- monthly revenue, **23:806**
- moral rights, **23:807**
- most favoured customer, **23:808**
- multiple disaster, **23:809**
- Municipal Freedom of Information and Protection of Privacy Act, **23:796**
- named user, **23:810**
 - seat licence, **23:811**
- nature of business, **23:812**
- necessary claims, **23:813**
- net invoice amount, **23:814**
- net present value, **23:814.30**
- network server, **23:814.70**
- network services, **23:815**
- non-excludable term, **23:818**
- nonexcusable event, **23:818.50**
- non-personal information, **23:819**
- non-personnel expenses, **23:820**
- notice, **23:823**
 - acceptance, of, **23:824**
- object code, **23:825**

COMPUTERS—Cont'd

Definitions—Cont'd

- OEM product, **23:826**
- open network, **23:827**
- open source software, **23:828**
- operating
 - environment, **23:829**
 - systems, **23:830**
- operations services, **23:831**
- order form, **23:832**
- organizational document, **23:832.50**
- output data, **23:833**
- outside website, **23:833.50**
- outsourcing agreement
 - committee, **23:834**
 - factor, **23:835**
- page, **23:837**
- page view, **23:838**
- parties to an agreement, **23:840**
- partner, **23:839**
- partnership agreements, **23:839.50**
- party or parties, **23:841**
- passwords, **23:842**
- payment schedule, **23:843**
- performance
 - dates, **23:845**
 - milestones, **23:846**
- permits, **23:846.70**
- permitted borrowing, **23:846.30**
- permitted encumbrances, **23:847**
- permitted number, **23:848**
- permitted use, **23:849**
- person, **23:844**
- personal data, **23:850**
- personal data breach, **23:850.50**
- personal information, **23:851**
- personal records, **23:851.50**
- personnel, **23:852**
- phase, **23:853**
- PHIPA, **23:836**
- planned downtime, **23:854**
- porting licence, **23:855**
- posting date, **23:856**
- PP persons, **23:836.50**

COMPUTERS—Cont'd

Definitions—Cont'd

- pre-existing works, **23:857**
- prescribed form, **23:857.50**
- price list, **23:858**
- prime contract, **23:858.50**
- prime contracting period, **23:859**
- prime contractor, **23:859.50**
- prior authorized sub-contractor services, **23:862**
- privacy laws, **23:862.50**
- procedures manual, **23:863**
- proceeding, **23:865**
- processing, **23:864.50**
- processor, **23:865**
- product, **23:866**
 - bundled, **23:597**
 - documentation, **23:867**
 - services, and, **23:870**
 - update, **23:868**
 - upgrade, **23:869**
- professional services, **23:871**
- program, **23:872**
- prohibited act, **23:872.50**
- project, **23:873**
 - charter, **23:874**
 - documentation, **23:875**
 - intellectual property, **23:875.50**
 - plan, **23:876**
 - schedule, **23:877**
 - staff, **23:878**
- proof of entitlement, **23:879**
- proposal, **23:880**
- proprietary data, **23:880.50**
- proprietary information, **23:31; 23:881**
- proprietary rights, **23:882**
- proprietary software solution, **23:882.50**
- prototype, **23:883**
- provider
 - hardware, **23:884**
 - software, **23:885**
 - system, **23:886**
- public access module, **23:887**
- purchased assets, **23:888**
- rates, **23:890**

COMPUTERS—Cont'd

Definitions—Cont'd

- receiver, **23:891**
- recipient, **23:892**
- recovery centre operations manual, **23:893**
- references, referenced documentation and interpretation, **23:893.70**
- registered name, **23:893.30**
- related body corporate, **23:894**
- release, new, **23:816**
- relevant change in law, **23:894.30**
- representatives, **23:894.70**
- requirements of law, **23:895**
- research and development, **23:896**
- residual information, **23:897**
- residuals, **23:898**
- resolution, **23:899**
- response level and service levels, **23:899**
- response time, **23:900**
- restricted person, **23:900.50**
- RFP, municipal, **23:889**
- run-time version, **23:901**
- sale, **23:902**
- sample programs, **23:903**
- screen, **23:904**
- sender, **23:905**
- service
 - fees, **23:907**
 - level, **23:908; 23:909**
 - provider event of default, **23:911**
- services, **23:912**
 - sub-contractor, prior authorized, **23:862**
- service time, **23:910**
- software, **23:913**
 - contracts, **23:915**
 - custom developed, **23:646**
 - documentation, **23:611**
 - new, **23:817**
 - problems, **23:918**
 - services, and, **23:914**
 - source code, **23:919**
 - support services, **23:920**
- source
 - code, **23:921**
 - code escrow, **23:921.50**

COMPUTERS—Cont'd

Definitions—Cont'd

source—Cont'd

materials, **23:922**specifications, **23:923**detailed, **23:679**functional, **23:719**specified customer, **23:924**standards, **23:924.50**statement of work, **23:925**statutory reference, **23:926**subcontractor, **23:927**services, prior authorized, **23:862**subdistributor, **23:928**sublicence, **23:929**sublicensee, **23:930**sublicensing revenues, **23:931**subscription fee, **23:932**subscription plan, **23:932.50**subsidiary, **23:933**substantial completion, **23:933.50**successor in interest, **23:934**supervening events, **23:934.50**supplemental services, **23:935**supplied information, **23:936**

supplier

business hours, **23:937**developed property, **23:938**intellectual property, **23:939**servers, **23:940**supply agreement, **23:941**support, **23:942**agreement, **23:943**request, **23:944**software, **23:945**system, **23:946**design specifications, **23:947**software, **23:948**software package, **23:949**taxes, applicable, definition, **23:576**tax or taxes, **23:949.50**

technical

services, **23:950**support, **23:951**

COMPUTERS—Cont'd

Definitions—Cont'd

- technology, **23:952**
 - background, **23:589**
- term, **23:953**
- terms and conditions, **23:953.50**
- territory, **23:954**
- test criteria, **23:955**
- third party
 - components, **23:956**
 - products, **23:958**
 - programs, **23:959**
 - software, **23:960**
- tool bar, **23:961**
- tools, **23:962**
- trademark assets, **23:963**
- trade secrets, **23:964**
- traffic, **23:965**
- training, **23:966**
- transaction date, **23:967**
- transfer date, **23:967.50**
- trial mode, **23:968**
- trial package, **23:969**
- uninsurable, **23:969.50**
- unique applications software, **23:970**
- updates, **23:971**
- upgrade, **23:972**
- uptime, **23:973**
- URL, **23:974**
- usage, **23:974.50**
- usage statistics, **23:975**
- use, **23:976**
- use of intellectual property, **23:977**
- user, **23:978**
- value-added package, **23:979**
- variation notice, **23:980**
- vendor, **23:981**
- virtual machine, **23:982**
- warranty period, **23:983**
- web
 - analytics service, **23:984**
 - browser, **23:985**
 - pages, **23:986**
 - server, **23:987**

COMPUTERS—Cont'd

Definitions—Cont'd

web—Cont'd

site, **23:988**work, **23:989**order, **23:990**product, **23:991**schedule, **23:992**system design and implementation, **23:993**

Disclaimer

content, **23:106**copyright statement, with, **23:112**general, **23:107**preservation of intellectual property rights, and, **23:110**guidelines and, **23:108**illustrative purposes, information provided for, **23:118**information acquired through information providers, **23:116**investment advice, **23:115**legal notice, and, **23:113; 23:114**malfunction of console, computer or handheld device, **23:86; 23:111**online mall operator, of, for purchases, **23:101**performance levels, **23:117**social media, **23:455**third party network provider liability, **23:95**warranties, limitation of liability and indemnification of, **23:119**website legal disclaimer, **23:109**

Drafting, plain language

confidentiality, **23:402**

master agreement

equipment purchase, U.S. form, **23:399**services agreement, U.S. form, **23:401**software and services, U.S. form, **23:400**

non-disclosure agreement

reciprocal U.S. form, **23:398**unilateral form, **23:397**

E-commerce

See E-COMMERCE

Electronic acceptance

agreement, of, and provision of electronic notices, **23:458**terms and conditions, of, **23:459**Environment, impact on, **23:485.70**

Escrow

See source code escrow, *infra*

COMPUTERS—Cont'd

- Export
 - control, **23:133**
- Force majeure (excusable delay), **23:460; 23:461**
 - internet service interruptions, vandalism, **23:462**
- Funding and securitization
 - changes to, **23:463**
 - limitation on licence, **23:464**
- General contract provisions
 - acceptable use policy, **23:402.30**
 - accessibility, **23:79.30; 23:79.50; 23:79.70**
 - adverse circumstances, **23:402.70**
 - amendments, modifications, associated requirements and procedures, **23:498; 23:517**
 - by posting on provider's website, **23:501**
 - engineering changes, **23:499**
 - to website agreement, **23:500**
 - anti-corruption laws, compliance with, **23:434.30**
 - artificial intelligence
 - cooperation on, **23:416.30**
 - prohibition of, specified application or services, **23:416.70**
 - usage prohibition, **23:416.50**
 - authority of company, non-contravention, **23:465.50**
 - brokers, **23:467**
 - change in control, **23:426.40**
 - change orders, **23:426.50; 23:426.60; 23:426.70**
 - changes, **23:426.50**
 - changes orders, **23:426.70**
 - commercially reasonable efforts, **23:467.50**
 - confidential information covenants and duty, **23:434.60; 23:434.70; 23:442.50**
 - confidentiality of service provider, **23:434.40**
 - conflicting instruments, absence of, **23:465**
 - contractual and regulatory approvals, **23:468**
 - coordination with other vendors, **23:470**
 - counterparts and facsimile signatures, **23:443; 23:444**
 - cumulative rights, **23:469**
 - effect of waiver, **23:457.50**
 - entire agreement, **23:445; 23:446**
 - environment, impact on, **23:485.70**
 - glossary, **23:472**
 - hazardous materials, **23:485.50**
 - independent contractors, **23:472.50; 23:473**
 - independent status of parties (non-agency), **23:474**

COMPUTERS—Cont'd

General contract provisions—Cont'd

- innovation disclosure forms, **23:44.60**
- intellectual property — representations and warranties, **23:497.10**
- interpretation of agreement, **23:497.30**
- lawful purpose, **23:475**
- malicious code, disabling code, **23:497.100**
- most favoured customer, **23:501.30**
- no class actions, **23:476**
- no reliance, **23:501.70**
- parties to act in good faith, **23:482.50**
- parties to act reasonably, **23:477**
- personal guarantee, **23:478**
- quiet enjoyment, **23:447**
- reference to a statute, **23:479**
- residency, Canadian, **23:547.50**
- restrictions on developer, directors, members, officers, employees, **23:459.50**
- software licence covering licensor, **23:497.50**
- source code, **23:497.70**
- step-in rights, **23:551.120; 23:556.30**
- survival of covenants on assignment, **23:551.93**
- terms and conditions, changes to, **23:426.10; 23:426.20**
- typographical errors, **23:482**
- use of name and logo on client lists, **23:546.50**
- wireless services, provision of, **23:551.85**
- work, changes to, **23:426.30**

Indemnification, **23:486**

- reciprocal indemnity for breach of term, **23:487**

Independent contractor, consulting, **23:366**Information collection guideline, **23:44.40**Insurance, **23:492**

- all inventions, data, etc. belong to manufacturer not consultant, **23:494**
- assignment of IP rights and post-employment continuation as term of employment, **23:494**
- compliance with laws, **23:490; 23:491**
- contractor/sub-contractor information exchange, **23:494**
- proof of, **23:493**
- proof of WSIB, **23:494**

Intellectual property and copyright indemnity

- all inventions, data, works, discoveries, belong to licensor, **23:494.40**
- contractor/sub-contractor information exchange, **23:494.60**
- ownership and proprietary rights, **23:494.120**
- ownership of proprietary intellectual property, **23:494.140**

COMPUTERS—Cont'd

- Intellectual property and copyright indemnity—Cont'd
 - patent and copyright indemnity, **23:494.20**
 - property ownership, disclosure of inventions, obtaining protection, **23:494.160**
 - services, graphics, video & audio clips, **23:494.80**
 - use of trademarks, **23:494.100**
- Intellectual property assets
 - agreements, **23:44.50**
 - confidential information, **23:10; 23:11**
 - obligations statement, **23:14**
 - policy statement, **23:3**
 - alternate, **23:5**
 - confidentiality, **23:12**
 - confidentiality and non-disclosure, **23:6**
 - confidential materials, **23:13**
 - data protection agreement, **23:8**
 - definition, **23:33; 23:749; 23:750**
 - marking sample, **23:30**
 - moral rights, waiver of
 - consultant by, **23:23**
 - copyright assignment and
 - corporation, of, **23:25**
 - individual, of, **23:26**
 - subcontractor, of, **23:27**
 - creator, by, **23:22**
 - customer, by, **23:21**
 - employee, by, **23:24**
 - ownership and title
 - acknowledgment of, right to use residual knowledge, **23:40**
 - copyright in searched or retrieved documents, **23:43**
 - covenants, of, **23:37**
 - pre-existing deliverables and properties, **23:41**
 - restrictions, proprietary and copyrighted material, **23:42**
 - software and data, ownership rights, in, **23:39**
 - trade mark licence agreement, **23:38**
 - permission to reproduce, copyright and, **23:29**
 - privacy and security
 - customer personal information, measures to protect security and privacy of, **23:8.60**
 - exculpatory provisions, **23:8.10**
 - policy
 - company, **23:8.90**
 - customer's responsibility to enforce, **23:8.80**

COMPUTERS—Cont'd

Intellectual property assets—Cont'd

privacy and security—Cont'd

policy—Cont'd

general, **23:8.20**innovation and IP policy, **23:44.20; 23:44.30**merchant's, **23:8.40**messenger services, **23:8.50**rules, security and usage, **23:8.30**SSL or FTP software, use of, **23:8.70**

proprietary rights, protection of

clause, **23:14**client's, acknowledgment of, **23:20**confidentiality obligations, and, **23:31**definitions, **23:31**licensee, of, **23:20**restrictions, **23:35**software supplier, of, **23:19**website statement, **23:33; 23:34**publication of own work, restrictions, **23:28**

releases and waivers

personal image

parent, **23:50**student, **23:49**representations and warranties, **23:36**

residuals

definition, **23:36**residual information, **23:36**retention and use, **23:36**rights, **23:489**disclaimer of, and infringement, **23:488**

Internet

See INTERNET

Joint ventures

exclusive commercialization licence, **23:370**letter of intent, **23:395; 23:407**binding, **23:409**non-binding, **23:352; 23:406**software development, **23:397**teaming agreement, **23:365; 23:366**term sheet, non-binding (confidential), **23:376**

Licence

See microcomputer software licence, *infra*; software, *infra*

COMPUTERS—Cont'd

- Linking agreements
 - See INTERNET
- Maintenance and support
 - definition, **23:781**
 - fee, **23:782**
 - schedule, **23:340**
 - software, supplier's agreement, **23:338**
 - letter form, **23:339**
 - supplier form for hardware and software, **23:296.70**
- Marketing and sales
 - authorized distributor agreement, **23:359.60**
 - business conduct licence for territory (franchise agreement), **23:359.70**
 - cloud-related data infrastructure distribution, promotion, marketing and supporting agreement, **23:359.40**
 - commission agreement, **23:359.90**
 - distribution and sale agreement, **23:359.80**
 - internet services provider, representative agreement, **23:359.20**
 - manufacturer's representative agreement, **23:359.10**
 - sales representative agreement, **23:359.50**
 - software, exclusive right and licence to market and sub-licence anywhere in territory, **23:359.30**
 - third party social media service, **23:88.30**
- Master services agreement, **23:389.40**
 - professional services and intellectual property rights, **23:389.40;**
23:389.120
 - provision of information technology products and services, **23:389.60**
 - SaaS contracted services, **23:389.60**
 - subcontractor and customer, **23:389.20**
 - support, third party provided, **23:389.80**
 - technical, developmental and engineering services, **23:389.100**
- Memorandum of understanding
 - See also MEMORANDUM OF UNDERSTANDING
 - checklist, **23:413**
 - collaboratively maintain, update, and improve specified geospatial sets,
23:382.20
 - nonintent by parties to represent, **23:414**
 - promote and maintain a market for designated product, **23:415**
 - software application enhancement, **23:381.50**
- New products and equipment changes
 - changing equipment without incurring additional fees, **23:525**
 - complexity of software acknowledgment, **23:524**
 - perpetual licence, migration of, **23:523**
 - right to software on viable platform as technology evolves, **23:526**

COMPUTERS—Cont'd

Non-disclosure agreements

- business, **23:55; 23:57**
- confidential information, **23:67**
- confidentiality agreement
 - discloser's perspective, **23:63**
 - insert, **23:68**
 - Internet company acquisition, **23:66**
 - mutual, **23:65**
 - recipient's perspective, **23:64**
- employee, by, **23:54**
- mutual, **23:59**
 - reciprocal obligations, **23:58**
- software evaluation, **23:62**
- trade secret protection agreement, **23:69**

Notices and communications

- electronically, by, **23:511**
- email, by, **23:509**
- facsimile, by, **23:514**
- in-person communications, **23:513**
- personally, by certified mail, recognized overnight mail, courier, via fax or email, **23:511.50**
- personally, by courier, fax or registered mail, **23:510; 23:512**

Official language

- choice of English language, **23:515**
- English to prevail in event of discrepancy, **23:516**

Open data

- open government licence (Canada), **23:288**

Open source

- GNU general public licence, version 3 (GPL-3.0), **23:286**
- no open source contained, **23:516.70**
- open source initiative grant of perpetual licence provisions, **23:287**
- supplier-provided software, **23:516.50**
- terms of use, **23:516.50**

Optional clauses

- data ownership and rights, **23:287**
- definitive agreement affirmation, **23:384**
- financial obligations and commitments, **23:386**
- modifications, **23:389**
- operating plan, **23:385**
- period of agreement, **23:388**

Order of interpretation

- agreement, schedules, survival of covenants, **23:521**
- contra proferentem rule not applicable, **23:518**

COMPUTERS—Cont'd

- Order of interpretation—Cont'd
 - neutral construction, **23:519**
 - preamble, request for proposal and proposal response, between, **23:520**
 - revision to terms by posting a new version on provider's website, **23:522**
- Original equipment manufacturer agreement (OEM)
 - checklist, **23:393**
 - derivative product development licence agreement, **23:394.50**
 - device usage, **23:394**
 - optional clauses
 - communication costs, **23:394.160**
 - disaster recovery agreement, **23:394.120**
 - hot site, **23:394.180**
 - property of customer, **23:394.200**
 - RFP, disaster recovery centre, **23:394.100**
 - storage of back up files, **23:394.220**
 - software for general, office, personal, and ordinary industrial use only, **23:394.70**
- Outsourcing agreement, **23:334; 23:334.30**
 - consent, **23:337**
 - information technology, **23:335**
 - master agreement, BDC Commercial Solutions and Industry Resource Corp., **23:334.50**
- Preservation of rights, follow-through obligations and privileges
 - business downturn clause, **23:527**
 - click-wrap licences, **23:529**
 - customer satisfaction, **23:528**
 - functionality, **23:534**
 - government subcontract, **23:530**
 - most favoured customer, **23:531**
 - negotiation of a follow-on agreement, **23:532**
 - preventing licensors from involving licensee in their problems, **23:535**
 - preventing unknowing endorsements of vendors, **23:536**
 - prior licence rights under master licence agreement, **23:533**
 - purchases by affiliates, **23:536**
 - supplier warranty (performance of services), **23:538**
- Pricing and discounts
 - ability to migrate "perpetual" licence (new product), **23:544**
 - changing equipment without incurring additional fees, **23:545**
 - CPI adjustment on payments, **23:541**
 - discount levels, **23:542**
 - future maintenance costs, **23:539**
 - right to use software on viable platform as technology evolves, **23:546**
 - same pricing level on new software as discontinued software, **23:543**

COMPUTERS—Cont'd

- Privacy and security, **23:448**
 - confidentiality agreement, employee acknowledgment and agreement to be bound, **23:176.07**
 - data protection agreement, **23:176.05**
 - disclaimer
 - email, **23:454**
 - general, **23:455**
 - intellectual property rights and infringement, **23:450**
 - medical diagnostic software, **23:451**
 - nuclear applications, **23:452**
 - warranty (UCITA), **23:453**
 - PIPEDA obligations, **23:449**
 - social media privacy policy (California Civil Code “Shine the Light” law), **23:456**
- Professional ethics
 - See business conduct
- Proposal
 - teaming agreement for, **23:399**
- Publicity, use of name and logo on client lists, **23:546.50**
- Purchase order, **23:547**
 - risk allocation, **23:548**
- Request for proposal, **23:289**
 - business and contractual provisions, **23:290**
- Residency, Canadian, **23:547.50**
- Service acquisition agreement, **23:298**
- Service levels and response times, **23:481; 23:549; 23:550**
 - agreement, cloud services, **23:551.20**
 - guaranteed uptime, **23:551.60; 23:551.80**
 - network availability, uptime and scheduled downtime, **23:551.100**
 - objectives of, **23:551**
 - scheduled and unscheduled downtime, **23:551.40**
- Service provider’s agreement, **23:97.67; 23:97.70; 23:350**
 - cloud service agreement, **23:281.30**
 - master cloud services agreement, **23:282.30; 23:282.70**
 - multi-cloud data processing platform services, **23:283.30**
- Service user agreements
 - banking, customer agreement, **23:97.10**
 - open membership, **23:88.70**
 - subscription agreement, **23:272**
 - terms, **23:97.73**
 - user agreement, **23:271**
- Share purchases (software, component or hardware)
 - access to records after effective time, **23:395.40**

COMPUTERS—Cont'd

- Share purchases (software, component or hardware)—Cont'd
 - agreement, **23:395.20; 23:395.30**
 - checklist, legal due diligence review, **23:395.10**
 - cooperation on purchased assets audit after effective time, **23:395.50**
 - intellectual property (definitions, representations and warranties), **23:395.60**
- Social media, **23:193**
 - privacy policy, **23:194**
 - user agreement, **23:193**
- Software
 - acquisition agreement, **23:298**
 - definition, **23:913**
 - development agreement
 - joint venture, **23:397**
 - licence, and, **23:236**
 - specification agreement, **23:234; 23:235**
 - distribution agreement, **23:232**
 - evaluation non-disclosure agreement, **23:62**
 - implementation services agreement, US form, **23:208**
 - licence agreement, **23:197**
 - acceptance of software, **23:221**
 - additional services not provided, **23:225**
 - anti-virus warranty, **23:230**
 - beta test site, **23:209**
 - conversion guide, **23:229**
 - copyright and patent indemnity, **23:226**
 - CPU serial number, **23:228**
 - database, reservation of rights, **23:249.60**
 - database services subscriber, **23:212**
 - definitions and conditions, **23:216**
 - education and training, **23:227**
 - end-user, **23:97.20; 23:211; 23:212**
 - evaluation, activation, end user, **23:85.50; 23:203**
 - grant, of, **23:215**
 - installation services, **23:229**
 - maintenance and support, **23:223**
 - mobile application development agreement, **23:214**
 - modifications and use, **23:219**
 - modify, permission to, **23:220**
 - OEM licence agreement, **23:201**
 - patent and copyright indemnity, **23:226**
 - product warranty on, **23:222**
 - services, and, **23:210**

COMPUTERS—Cont'd

Software—Cont'd

- licence agreement, **23:197**—Cont'd
 - shareware, downloaded, **23:209**
 - site agreement, **23:200**
 - source code
 - definition, **23:919**
 - escrow provisions, **23:224**
 - sublicences, right to grant, **23:218**
 - supplier's typical form, **23:196**
 - term and termination, **23:217**
 - training and education, **23:227**
 - update agreement, right to, **23:202**
 - use and modifications, **23:219**
 - use and restrictions, **23:210**
- licensing provisions
 - licence covering licensor, **23:497.50**
 - source code, **23:497.70**
- proprietary markings on documentation, **23:30**
- request for proposal, **23:289**
 - business and contractual provisions, **23:290**
- service subscription agreement, software as, **23:272**
- third party software and virus protection, **23:168**

Source code

- definition, **23:919**
- escrow provisions, **23:224**
- licensing provisions, **23:497.70**
- three-party agreement, **23:361**
- two-party agreement, **23:360**

Step-in rights, **23:556.30**

Subcontractors

- authority to engage, **23:466**
- reservation of rights to use, **23:480**

System acquisitions

- acceptance test plan, **23:313**
- access to equipment, **23:330**
- building space and plans, **23:308**
- changes in work, **23:326**
- co-location services agreement, space licence and services, **23:296.30**
- confidentiality
 - proprietary information, and, **23:318**
 - reciprocal, **23:319**
- custom system development agreement, **23:297**
- delivery and installation of hardware, **23:310**

COMPUTERS—Cont'd

System acquisitions—Cont'd

good faith, parties to act in, **23:329**
implementation agreement, **23:295**
indemnity for breach of terms, **23:320**

inspection

factory, at, **23:311**
installation site, at, **23:309**

installation, **23:306**

training, and, **23:307**

internet services and co-location agreement, **23:296.50**

liability for suppliers limited, **23:328**

manufacturer's changes, **23:322**

movement of system, **23:327**

operating problems, **23:325**

other services, **23:331**

parties' responsibilities, **23:302**

price and payment schedule, **23:305**

prime contractor responsibility, **23:304**

progress meetings, **23:332**

project co-ordinator, **23:332**

purchase of equipment, **23:299**

representations and warranties, **23:315**

request for proposal, **23:289**

business and contractual provisions, **23:290**

software licence, **23:299**

spare parts availability, **23:324**

subcontractors not allowed, **23:321**

supplier form, **23:301**

supplier form for hardware and software support and maintenance,
23:296.70

teaming agreement, **23:292; 23:293**

technical support, **23:340**

test, chronological, and acceptance procedures, **23:312**

training and installation, **23:307**

upgrade, hardware, supplier warranty, **23:323**

user documentation, **23:314**

warranty

performance standards, **23:316**

product, **23:317**

representations and, **23:315**

service acquisition agreement, **23:296**

Taxes, applicable, definition, **23:576**

Term, definition, **23:953**

DISCLAIMERS—Cont'd

Website—Cont'd

- online mall operator, of, for purchases, **23:101**
- online rewards, **23:97.63**
- performance levels, **23:117**
- user agreement, **23:83.50**
- warranties, limitation of liability and indemnification, **23:119**

DISTRIBUTION AGREEMENTS

- Digital media, **25:37**
- Exclusive sales agreement, **35:69**
- Motion pictures
 - See MOTION PICTURES
- Non-exclusive sales agreement, **35:70**
- Software, **23:264**
- Wholesale distributor agreement, heavy equipment, **24:5**

DOCTORS

- See PHYSICIANS

DOMESTIC CONTRACTS

- Partnership agreement, clause as to, **45:57; 45:58**

E-COMMERCE

- See also INTERNET
- Accessibility policy, **23:99**
- Accessing conference centre wireless network from wireless device, **23:86.50**
- Auction site agreement, **23:93.30**
- Banking services agreement, customer, **23:97.10**
- Buying policy, **23:98**
- Cardmember agreement for online purchases, **23:90.50**
- Changes to terms by provider, **23:103**
- Consent to electronic delivery, **23:93.60**
 - financial institutions, **23:93.50**
- Content providers digital photo offering platform, terms and conditions, **23:93.70**
- Cookies
 - notice, **23:170; 23:171; 23:173**
 - policy, collection, processing, and storage, **23:176**
 - provider uses, notice, **23:173**
 - use of, **23:165**
 - website notice, **23:172**
 - website notice and explanation, **23:174**
- Cookies, use of, **23:160**
- Credit card information, user agreement to provide information to merchandise provider, **23:82**

E-COMMERCE—Cont'd

- Cryptocurrency trading, customer agreement, **23:395.70**
- Digital wallet, hosted, user agreement, **23:395.75**
- Electronic bill payment services, **23:97.11**
- Electronic cheque payment agreement, **23:97.12**
- Electronic financial services access and usage terms and conditions, **23:97.13**
- End user licence agreement, online purchase of digital software, **23:97.20**
- Exchanges, **23:102**
- Export control, **23:104**
- Fulfillment services agreement, **23:97.16**
- Information services, software and content, terms and conditions, **23:97.40**
- Internet store, purchase terms and conditions, **23:93**
- Manufacturer and online merchant agreement, **23:84**
- Mobility service provider
 - acceptable use by customer, **23:176.70**
 - acceptable use policy (mobile device), **23:176.80**
 - arbitration protocol, **23:176.50**
 - terms and conditions, enterprise customer agreement, **23:176.20**
 - terms and conditions of service (voice and data), **23:176.10**
 - terms of service, small business, **23:176.40**
 - website user terms, **23:176.30**
- Online bill delivery, payment and management services agreement, **23:97.65**
- Online procurement marketplace agreement, **23:92**
- Personal information
 - credit card security, **23:166**
 - email communications, **23:167**
 - general data protection regulation (EU), **23:160**
 - policy, **23:161**
 - use of, **23:163**
 - definition and, **23:159**
- Portfolio stock and quotes trading agreement, terms and conditions, **23:97.85**
- Privacy policy, **23:160**
 - merchant, of, **23:164**
 - messenger service, **23:165**
 - personal information, **23:161**
 - definition of, **23:159**
 - use of, **23:163**
 - security and, **23:164; 23:165**
 - service provider statement, **23:162**
- Provider's changes to terms, written notice, **23:103**
- Restrictions and forfeiture, **23:105**
- Returns, **23:102**
- Rewards program, terms and conditions, **23:97.60**

E-COMMERCE—Cont'd

- Sale, terms and conditions of, **23:85**
 - electronic mall, **23:86**
- Security
 - credit card information, **23:166**
 - email communications, **23:167**
 - online shopping, **23:90**
 - privacy policy, and, **23:164; 23:165**
- Shopping policy, **23:83**
- Subscription agreement
 - magazine, **23:88**
 - membership-oriented service, **23:88**
 - web trading (U.S.), **23:94**
- Terms of service, **23:97**
 - not-for-profit, **23:99**
- Third party data
 - services and support software and documentation subscription, with, end user agreement, **23:97.14**
 - site, web services, EULA (US form), **23:97.15**

EMPLOYMENT

- Advances on commission, **27:51**
- Agreements, compliance with other, **27:71**
- Apprenticeship
 - See APPRENTICESHIP
- Arbitration
 - See ARBITRATION
- Assignment
 - attention to business, sales representative, **27:20**
 - inventions, of, **27:30; 27:31; 27:40**
 - rights, of, **27:68**
- Attention to business, **27:20**
- Automobile
 - allowance, **27:55**
 - provision of, **27:52**
- Background checks, **27:69**
- Baseball player, **10:2**
- Basketball general manager, **10:11**
- Basketball player, **10:3**
- Benefits, **27:53**
- Bonds
 - See BONDS, fidelity bonds
- Bonus, **27:54**
- Change of duties, **27:70**
- Claims, satisfaction of, **27:86**

EMPLOYMENT—Cont'd

- Commission, **27:22**
- Conditions of, **27:72**
- Confidential information
 - acknowledgment by employee, **27:39**
 - agreements, **27:29-27:33**
 - athletic team, **10:12**
 - definition of, **27:46**
 - employee not to divulge, **27:43**
 - prior employment, no restrictions due to, **27:84**
 - sales representative, **27:23**
 - trade secrets, **27:45**
- Confidentiality agreement, **27:29**
- Contract, restrictions on, **27:85**
- Contract letter, **27:3-27:6**
 - detailed, **27:7-27:9**
 - fixed term, **27:25-27:28**
- Counterparts, **27:73**
- Covenants by employee
 - intellectual property to be property of employer, **27:30; 27:31**
 - investments, prohibited, **27:47**
 - non-competition, **27:42; 27:44**
 - non-solicitation, **27:44**
 - not to divulge information, **27:43**
 - not to divulge trade secrets, **27:45**
 - not to engage in other business, **27:44**
 - survival of, **27:88**
- Deduction from wages, authorization for, **27:50**
- Digital media, **25:34**
- Electronic signature, **27:74**
- Endorsements, athletes, **10:31-10:34**
- Engagement in other business, **27:44**
- Execution by facsimile, **27:76**
- Executive agreement, **27:13**
 - asset purchase, **27:14; 27:15**
 - general, **27:13**
 - informal, **27:17**
 - share transaction, **27:16**
- Expenses, **27:48**
 - relocation, **27:83**
 - weekly accounts to be rendered, **27:49**
- Facsimile, execution by, **27:76**
- Fixed term contracts
 - basic, **27:25**

EMPLOYMENT—Cont'd

- Fixed term contracts—Cont'd
 - detailed, **27:26**
 - extension, **27:27; 27:28**
- Football player, professional contract, **10:5; 10:6**
- Formal agreement, **27:10-27:12**
- Full time and attention, **27:77**
- Golf professional, agreement with, **10:13; 10:14**
- Governing law, **27:78**
- Hockey player, **10:4**
- Hours of work, **27:56**
- Independent contractor agreement, salesperson, **20:4**
- Independent legal advice, **27:79**
- Information, employee not to divulge, **27:43**
- Intellectual property to be property of employer, **27:30-27:32; 34:50; 34:51**
- Inventions, assignment of, **27:40**
- Letter employment contract, **27:3-27:9**
- Manager, **27:18**
- Merchandise for personal use, acknowledgment of receipt, **27:62**
- Modification of agreement, **27:80**
- Moral rights, waiver of, **27:46**
 - software, **23:24**
- National sports organization athlete, agreement with, **10:1**
- Non-competition covenants, **27:44**
 - acknowledgment, **27:39**
 - effect of, **27:42**
 - engaging in other business, **27:44**
 - remedies for breach, **27:39**
- Non-disclosure agreements with employees
 - computers, **23:54**
 - intellectual property, **34:39; 34:40**
- Non-solicitation covenants, **27:44**
- Offer of, sale of business, **54:41**
- Offices, resignation from, **27:65**
- Overtime, **27:56**
- Personnel policies, **27:82**
- Physician
 - hospital, by, **33:14**
- Prior agreements, cancellation of, **27:75**
- Probationary employee, termination of, **27:64**
- Probationary period, **27:64**
- Property
 - acknowledgment of receipt of, **27:61**
 - management consultant, **39:4**

EMPLOYMENT—Cont'd

- Property—Cont'd
 - return of, **27:66**
- Provisions, survival of, **27:88**
- Real estate agent or broker, **20:3**
- Registered retirement savings plan, **27:57**
- Release by employee to employer on termination, **52:8**
- Relocation expenses, **27:83**
- Reports, sales representatives, by, **27:24**
- Return of property, **27:66**
- Salary, **27:58**
 - review of, **27:59**
- Sale of business
 - offer of employment to employees, **54:41**
 - provisions of employment, **54:57**
- Sales representatives, **27:19**
 - attention to business and authority, **27:20**
 - commission, **27:22**
 - confidential information, **27:23**
 - real estate, **20:3**
 - independent contractor, **20:4**
 - reports, **27:24**
 - territory, award of, **27:21**
- Severability, **27:87**
- Ski school director, **10:17**
- Survival of provisions, **27:88**
- Termination, **27:67**
 - probationary employee, **27:64**
 - resignation from offices, **27:65**
- Territory, award of, **27:21**
- Theatre, general manager of, **58:27**
- Trade reimbursement agreement, **27:63**
- Trade secrets, **27:45**
- Vacation, **27:60**
- Wage assignments, **9:13**
 - notice to employer of, **9:67**
- Waiver, **27:89**
- Weekly accounts to be rendered, **27:49**

ENGINEER

- Professional services agreement, **21:25**

ENTERTAINMENT

- See **ATHLETICS; BROADCASTING; MOTION PICTURES; DIGITAL MEDIA; PUBLISHING AGREEMENTS; RECORDINGS; TELEVISION; THEATRES**

ENVIRONMENTAL

- Asset purchase, matters pertaining to, **54:53**
- Loan clauses, **38:10**
- Supply agreement, matters pertaining to, **54:21**

EQUIPMENT LEASES

- See LEASES

ESCROW AGREEMENTS

- Agent
 - construe instruments, agent not to, **28:21**
 - co-operation of parties with, **28:18**
 - delivery and payment instructions, **28:24**
 - delivery by, **28:14**
 - duties of, **28:20**
 - indemnification of, **28:8**
 - instructions in agreement complete, **28:19**
 - payment of fees, of, **28:9**
 - permission to disregard notices and warnings, **28:10**
 - purchaser to act as, **28:28**
 - resignation of, **28:25**
 - responsibility for notifying parties concerning transactions, **28:22**
- Attestation clause when delivery in escrow, **4:70**
- Authority of person executing instruments, **28:11**
- Buy-sell agreement, escrow as part of, **28:26**
- Collateral documents, delivery of, **28:17**
- Co-operation of parties with escrow agent, **28:18**
- Definition, **23:708**
- Deposit into escrow, **28:15**
- Dividends or income of securities held in escrow, **28:12**
- Duties of agent, **28:20**
- General form, **28:3**
- Indemnification of escrow agent, **28:8**
- Interest income, tax on, **28:29**
- Irrevocability of, **28:6**
- Primary agreement, escrow part of, **28:5**
- Share purchase agreement, escrow as part of, **28:27**
- Source code
 - software licence provisions, **23:224**
 - three-party agreement, **23:395**
 - two-party agreement, **23:394**
- Substitution of party's representative, **28:16**
- Tax on interest income, **28:29**
- Time for performing conditions, **28:23**
- Time of essence, **28:7**

ESCROW AGREEMENTS—Cont'd

Value of shares, securities, **28:13**

EXHIBITIONS

Kiosk, construction of, **41:4**

Licences

occupy specific area, **41:2**

operate trade fair, **41:1**

Space lease, **41:3**

Trade fair, licence to operate, **41:1**

FISHING

Mortgage, sale of catch collateral to, **29:2**

Processed catch, sale of, **29:4**

Processing of catch, **29:3**

Sale of catch, **29:1**

FRANCHISES

Continuing services of franchisor, **30:6**

Deposit agreement form, **30:8**

Fast food restaurant, agreement for

accounting records, **30:4**

advertising, **30:4**

confidentiality, **30:4**

death of franchisee, **30:4**

design and construction, **30:4**

fee and royalty, **30:4**

force majeure, **30:4**

grant, **30:4**

guarantor's covenants, **30:4**

incapacitation of franchisee, **30:4**

insurance, **30:4**

operation of, **30:4**

premises, use of, **30:4**

restrictive covenants, **30:4**

sale of, **30:4**

term, **30:4**

termination, **30:4**

trademarks, **30:4**

training and assistance, **30:4**

transfer, **30:4**

Maintenance of integrity of system, **30:6**

Purchase and sale of franchised business, **30:13**

Reassignment option, **30:10**

Securing of licence and royalty fees, clause to ensure, **55:56**

Service franchise, agreement for, **30:5**

FRANCHISES—Cont'd

- Sublease provisions, **30:9**
- Territorial agreement, **30:12**

GAS

- See OIL AND GAS

GENERAL CONTRACT CLAUSES

- Data ownership and rights, **42:97**
- Dispute resolution, **42:107**
- Drugs, dangerous weapons and searches, **42:97.50**
- Entire agreement, **42:107.30, 42:107.70**
- Financial obligations and commitments, **42:99**
- Force majeure (excusable delay), **42:109**
- Good faith negotiations, **42:110**
- Knowledge sharing, **42:112**
- Modifications, **42:113**
- Modifications and assignment, **42:114**
- Notice, **42:118**
- Period of agreement, **42:120**
- Public announcement, **42:121**
- Successors and assigns, **42:126**

GIFTS

- Charitable, **31:14**
 - advantage, acknowledgment of value, **31:24**
 - declaration of gift, **31:23**
 - valuation of for tax purposes, **31:25**
 - acknowledgment of, **31:26**
- Inter vivos
 - acceptance of gift, **31:12; 31:13**
 - conditional gift, **31:6**
 - declaration of gift, **31:5**
 - income reserved to donor, **31:7**
 - life estate, **31:8**
 - life estate with remainder, **31:9**
 - life interest in share capital, additional powers of donee, when, **31:10**
 - reconveyance of gift, **31:15**
 - renunciation of gift, **31:14**
 - spousal claims, exclusion of property from, **31:11**
- Mortis causa
 - declaration, **31:17**
 - demand for return, **31:19**
 - donee's endorsement, **31:18**

GUARANTEES

- Acknowledgment
 - amalgamation, on, **32:20**
 - loan amount, increase in, **32:19**
- Alberta, Guarantees Acknowledgment Act, **32:18**
- Bankruptcy, creditor's cost guarantee, **16:88**
- Bond, **18:74**
- Certificates
 - See supporting certificates, *infra*
- Continuing, **55:50**
 - joint and several guarantors, **32:4**
 - single guarantor, **32:3**
- Debts of specific nature, **32:8**
- Demand for payment, **32:22**
- Exchange rate on liability judgment, **32:12**
- Limitation of guarantee obligations
 - loan agreements, **32:6**
 - specific debt, **32:8**
 - trade accounts, **32:7**
- Loan agreements, **32:6**
- Payment, of, **17:17**
- Personal property security, general assignment with guarantee, **55:15**
- Proposal, for, **16:31**
- Recourse, limitation as to
 - amount, **32:9**
 - reduction of maximum liability, and, **32:10**
- Release of guarantors, consent to, **32:24**
- Sale of business guarantee by parent company, **54:38**
- Security agreement, of, **55:49**
- Supporting certificates, corporate
 - authority, **32:15; 32:16**
 - independent legal advice, **32:17**
 - notary public, of, Alberta, **32:18**
 - resolution, **32:14**
- Termination of, **32:23**
- Trade accounts, **32:7**

HOSPITALS

- Admission to, **33:17**
- Blood transfusions, refusal of, **33:51**
- By-laws, **33:7**
- Clinical experience agreement, **33:10**
- Confidentiality of patient's records
 - employee's agreement, **33:56**
 - release, **33:57-33:59**

HOSPITALS—Cont'd

Consents

- anaesthetics, use of, **33:26**
- artificial insemination, **33:33**
- autopsy, **33:43**
- birth, presence of father, **33:31**
- child, **33:40**
- disability, person unable to give due to, **33:41**
- disposal of tissues, limbs or organs, **33:30**
- educational demonstration, **33:39**
- fertilization, in vitro, **33:34; 33:35**
- HIV testing, **33:21**
- medical photography, **33:22; 33:23**
- medical records, release of, **33:57-33:59**
- private health care, request for, **33:42**
- research
 - drug under clinical investigation, treatment with, **33:38**
 - educational demonstration, **33:39**
- samples and specimens, taking of, **33:20**
- sterilization, **33:32**
- substitute
 - disabled patient, **33:41**
 - minor child, **33:40**
- surgery, **33:24; 33:25**
- tests, **33:19; 33:24; 33:25**
- transplants or donations, for, **33:27-33:29**
- treatment, **33:24; 33:25**

Constating documents

- articles of incorporation, **33:1**
- by-law, **33:7**
- charter
 - audit/finance committee, **33:2**
 - board chair, **33:9**
 - corporate governance committee, **33:4**
 - executive committee, **33:6**
 - ex-officio non-voting directors, **33:5**
 - quality committee, **33:8**
- code of conduct and ethics, **33:25**

Corporate agreements

- clinical experience, university non-affiliate, **33:10**
- hospital programs and service transfer, **33:11**

Emergency, medico-legal statement of, **33:47**Employment of physician, **33:14**

- chief of department agreement, **33:15**

HOSPITALS—Cont'd

- Medico-legal emergency statement, **33:47**
- Orders for treatment
 - general, **33:46**
 - no CPR, **33:48**
 - out-patient admittance, **33:45**
- Patients
 - consents
 - See consents, supra
 - releases, by
 - See releases from liability, infra
- Photography, medical, consent to, **33:22; 33:23**
- Releases from liability
 - blood transfusions, refusal of, **33:51**
 - general treatment, refusal of, **33:50**
 - leaving hospital against medical advice, **33:53**
 - responsibility of adult patient, **33:54**
 - temporary absence, **33:52**
- Restructuring agreements, hospital programs and transfer of services, **33:11**

INDEMNITY AGREEMENTS

- Escrow deposit, **18:11**
- General form, **18:9**
- Indemnity bonds
 - See BONDS
- Independent legal advice, certificate of, **18:10**
- Lost stock certificate
 - surety indemnifying, **18:117**
 - surety joining, **18:118**
- Officer or director of company, **18:12**

INDUSTRIAL AND INTELLECTUAL PROPERTY

- See COMPUTERS; COPYRIGHT; INDUSTRIAL DESIGNS;
TRADEMARKS

INDUSTRIAL DESIGNS

- Appointment of agent for Canadian application, **34:7**
- Assignment, **34:8**
 - employee, by, **27:40**

INSURANCE

- Assignment of policies
 - See ASSIGNMENT
- Bonds
 - See BONDS, fidelity

INSURANCE—Cont'd

Construction

See BUILDING CONTRACTS

Leases, **26:20**Partners to obtain mutually, **45:55**Seller to obtain, **54:16**

Transportation of goods

See INTERNATIONAL TRANSACTIONS, direct export sales

INTELLECTUAL PROPERTY

See COMPUTERS; COPYRIGHT; INDUSTRIAL DESIGNS; DIGITAL MEDIA; PATENTS; TRADEMARKS

INTERNATIONAL TRANSACTIONSAgency agreement, **35:63**appointed by buyer, **35:65**appointed by principal, **35:64**Client information form, new, **35:5**Consortium agreement, **35:82; 36:11**

Direct export sales

acknowledgment of order, **35:9**bill of lading, **35:15**

conditions of sale

consumer products, **35:10**heavy equipment, **35:11**demand draft against letter of credit, **35:41**documentary credit, **35:45**

export sales agreement

long form, **35:13**short form, **35:12**

financing

See financing, *infra*

insurance

cargo clauses, **35:16-35:18**air, excluding sendings by post, **35:19**classification clause, **35:33**container clauses, **35:20**

extension clauses

frozen/chilled food, **35:29.50**frozen/chilled meat, **35:31.30**frozen food clauses, excluding frozen meat, **35:30; 35:31**frozen meat clauses, **35:32**radioactive contamination clause, **35:34**

strikes clauses

air cargo, **35:25**

INTERNATIONAL TRANSACTIONS—Cont'd

- Direct export sales—Cont'd
 - insurance—Cont'd
 - strikes clauses—Cont'd
 - cargo, **35:24**
 - frozen food, excluding frozen meat, **35:26**
 - frozen meat, **35:27; 35:31.70**
 - Timber Trade Federation, **35:28**
 - Timber Trade Federation clauses, **35:29**
 - war clauses
 - air cargo, excluding sendings by post, **35:23**
 - cargo, **35:21**
 - sendings by post, **35:22**
 - quotation, **35:8**
 - sales agreement, **35:12; 35:13**
 - standard time draft, **35:40**
- Distribution agreement
 - exclusive, **35:65**
 - non-exclusive, **35:70**
 - export and import controls
 - Export and Import Permits Act, **35:39**
 - number, application for, **35:38**
 - permit, application for, **35:39**
 - cancellation request, **35:40**
 - general declaration, **35:39.50**
- Financing
 - drafts
 - demand draft against letter of credit, **35:44**
 - sight draft, **35:48**
 - standard time draft, **35:43**
 - letter of credit, **35:46**
 - assignment of, **35:52**
 - partial, **35:53**
 - proceeds of, **35:54**
 - confirmed advice of, **35:55**
 - documentary credit, **35:45**
 - amendment to, **35:51; 37:7**
 - guarantee, **35:60**
 - irrevocable credit, notification of, **35:50**
 - preferred payment credit, **35:49**
 - promissory note, **35:58**
 - demand, **35:59**
 - standby credit, **35:47**

INTERNATIONAL TRANSACTIONS—Cont'd

Financing—Cont'd

- letter of credit, **35:46**—Cont'd
- transfer, advice of, **35:56**
- partial, **35:57**

Joint ventures

see also **JOINT VENTURES**

- contractual agreement, **35:80**
 - assignment of interest to third party, **35:83**
 - outsourcing, **35:85**
 - outsourcing agreement, **35:85**
 - termination of, **35:84**
- equity agreement, **35:81**
- letter of intent
 - binding, **35:78**
 - non-binding, **35:79**
- term sheet
 - non-binding, equity joint venture, **35:79.50**

Licensing

- agreement, **35:73**
- non-disclosure agreement, **35:73**
- technology transfer agreement, **35:75; 35:76**

Marketing

See agency agreement, *supra*; distribution agreement, *supra*

Non-disclosure agreement, **35:73**Retainer agreement, **35:4**Sales representation agreement, **35:66**

Transportation of goods

- bill of lading, **35:15**
- insurance

See direct export sales, *supra*

Value-added reseller agreement, **23:392****INTERNET**

See also **COMPUTERS**

Access agreement, **23:145**

Advertising

- agreement, **2:26**
- web link, **2:27**
- rights, definition, **23:295**

Applicable laws, **23:146**Co-location agreement, **23:150**Development agreement, website, **23:138; 23:139**Directory data, prohibitions on use, **23:146**

INTERNET—Cont'd

- Disclaimer
 - See COMPUTERS
- End-user licence agreement, **23:153**
- Hosting agreement, **23:98**
 - services, **23:141.50; 23:142; 23:142.30; 23:142.50**
 - virtual, **23:141**
- Intellectual property protections
 - content warranty (synchronizing and uploading), **23:126**
 - copyright
 - compilation, of, **23:125**
 - division of rights, **23:123**
 - individual content, of, **23:125**
 - licence, **23:128**
 - licensed materials, **23:122**
 - reservation of rights, **23:121**
 - statement, **23:120**
 - trademark notice, and, **23:130**
 - licensed materials, **23:122**
 - permissions, **23:131**
 - reservation of rights, **23:121**
 - trademark
 - copyright and trade mark notice, **23:130**
 - reciprocal rights to use of, **23:129**
 - usage policy, **23:127**
- Licence agreement, downloaded software, **23:101**
- Linking agreement, **23:132**
 - brief statement, **23:134**
 - content, and, **23:154**
 - interim, **23:135**
 - organization and its members, between, **23:136**
 - simple form, **23:133**
- Personal information
 - definition and use of, **23:159**
 - policy, **23:161**
 - use of, **23:163**
- Portal services agreement, **23:137**
- Privacy policy, **23:160**
 - security and, **23:164; 23:165**
 - service provider's statement, **23:162**
- Production video on demand agreement, **57:6**
- Security
 - credit card information, **23:166**
 - email communications, **23:167**

INTERNET—Cont'd

Security—Cont'd

- privacy policy, and, **23:164; 23:165**
- third party software and virus protection, **23:168**

Service level agreement, **23:149**Services and co-location agreement, **23:296.50**Subscription agreement, **23:143**

- acceptable use policy, **23:144**

Terms of service, **23:97**Terms of use, **23:155; 23:156**

Usage policy

- content, **23:154**
- general, **23:155; 23:156**
- public agency, **23:157**

Website

- advertising agreement, **2:26**
 - development agreement, **23:138**
 - service, and, **23:139**
 - hosting agreement, **23:140; 23:141**
 - services, **23:142**
 - linking agreement between organization and its members, **23:136**
 - links to other sites, advertising agreement, **2:27**
 - terms of use, **23:155; 23:156**
 - third party content, incorporation of
 - letter, **23:151**
 - licensing alliance, **23:152**
 - writer's agreement, **12:15-12:17**
- Wi-fi and internet access points, terms and conditions of use, **23:186**
- city facilities, **23:182**
 - city library, **23:182**
 - conference centre, **23:186**
 - public usage, **23:186**
 - shopping centre, **23:191; 23:192**
 - third party provided, **23:186**
 - transit authority - wi-fi terms of service, **23:182**

INTER VIVOS GIFTS

See GIFTS

JOINT VENTURES

Agreement

- amending, **36:14**
- consortium, **36:11**
- joint services, **36:9**
- land development, **36:6**

JOINT VENTURES—Cont'd

Agreement—Cont'd

- pre-incorporation, **36:12**
- pre-negotiation, **36:2**
- product development, **36:7**
- product manufacturing, **36:8**
- software development, **36:10**

Computers

See COMPUTERS

Digital media

See DIGITAL MEDIA

Interest, **36:13**

International transactions

See INTERNATIONAL TRANSACTIONS

Land development, **36:6**

Letter of intent

- binding joint venture (contractual joint venture), **36:5**
- non-binding joint venture (equity joint venture), **36:4**

Mining, **43:1**

Pre-negotiation confidentiality, **36:2**

Television, property development, **57:48**

Termination, **36:15**

Term sheet, non-binding (equity joint venture), **36:3**

JURATS

Declarant

- blind, **3:32**
- illiterate, **3:30**
- using an interpreter, **3:30**

Two persons declaring at different times, **3:30**

LEASING AGREEMENTS

Aircraft

See AVIATION

Business purpose certificate and undertaking, **26:12**

Commencement on non-delivery, **26:18**

Default

- final demand, **26:28**
- notice, intention to sell, **26:29**

Delivery and acceptance certificate, **26:23**

Equipment

- captive market, **26:3**
- schedule, **26:22**
- third party funder, **26:4**

Fair booth, **41:3**

LEASING AGREEMENTS—Cont'd

- Farming
 - See AGRICULTURE
- Funding obligation, **26:21**
- Insurance coverage, notice of, **26:20**
- Lien waiver request, **26:17**
- Mining
 - See MINES AND MINERALS
- Modification of
 - additional lessee, **26:5**
 - assignment, **26:6**
 - equipment
 - amendment, **26:9**
 - name amendment, **26:10; 26:11**
 - remove lessee, **26:7**
 - terms, in, **26:8**
- Motor vehicles, **53:11**
- Oil and gas
 - See OIL AND GAS
- Ownership verification, **26:16**
- Payment
 - direction, **26:25**
 - pre-authorized payment, **26:27**
 - schedule, **26:24**
- Power of attorney to lease, **47:27**
- Purchase, option to, **26:15**
- Space lease, **41:3**
- Stadium, **10:24**
- Theatres
 - See THEATRES
- Vehicle waiver, **26:19**
- Vendor not an agent, **26:13**
- Waiver by landlord, **26:14**

LETTER OF CREDIT

- See BANKING

LETTER OF INTENT

- Asset purchase and sale
 - asset purchase, multi-location outlets, **42:27**
 - asset purchase, US form, **42:29**
 - asset purchase agreement, in contemplation of signing, non-binding, **42:27**
 - asset purchase and franchise agreement, **42:30.50**
 - asset purchase including employment agreement, **42:27**

LETTER OF INTENT—Cont'd

Asset purchase and sale—Cont'd

- asset purchase including employment agreement in contemplation of adopting definitive asset purchase agreement, **42:30**
- asset purchase proposal agreement, US form, **42:29**
- entire assets and rights purchase, **42:25.120**

Business (generic)

- business relationship, **42:2**
- intention to engage in negotiation for definitive agreement, **42:3**
- sale of business, **42:4; 42:4.30**

Business commercial undertakings and dealings

- digitization of paper records, **42:4**
- facility establishment and operation, non-binding, **42:4**

Equipment sale and purchase, **42:8.50**

General clauses, **23:395; 42:6**

- confidential information, **42:95**
- confidentiality, **42:94, 42:94.30**
- counterparts/PDF signatures, **42:95.50**
- due diligence, **42:98**
- electronic signature, **42:98.50**
- entire agreement, **42:107.70**
- governing law, **42:110.50**
- grant of property rights, **42:6.50**
- intention to engage in negotiations for definitive agreement, **42:96**
- miscellaneous, **42:112.50**
- no binding commitment towards final agreement, **42:115.50**
- purchased assets, **42:122**

Invitation to submit, grant application, **42:1.50**

Joint venture, **23:374; 23:395; 42:6**

- binding, **23:375; 35:78**
- non-binding, **23:352; 35:79; 42:23**

Manufacturing, **40:81; 40:82**

- appointment as nonexclusive reseller, **42:8**
- proposed purchase of manufactured goods, **42:7**

Official outfitter and supplier, **42:21.70**

Play, option to produce, **58:1**

Project bid

- commitment value limit, **42:10**
- joint venture, **42:9**
- requirement for separate execution of confidentiality agreements, **42:13**
- services, **42:11**
- services (alternate), **42:12**

Sale of business, **42:4; 54:29**

Share/asset purchase and sale, **42:15; 42:16; 42:19**

LETTER OF INTENT—Cont'dShare exchange, **42:20**

Share purchase and sale

acquire all issued and outstanding equity interests, **42:21.30**acquire 100% of company's common shares, **42:21**acquire 100% of company's shares, **42:25.70**definitive stock purchase agreement, **42:25, 42:25.30**preliminary terms of acquisition, reverse equity stock split, **42:22**share acquisition, non-binding, **42:23.50**share and land purchase, **42:25.100**share purchase, non-binding, **42:23**share purchase to establish wholly owned subsidiary, **42:20**share transaction to reflect merger between parent and subsidiary, **42:24**

Software development, licensing and marketing

amended and restated, **42:16.50**business/asset purchase, **42:17**emerging and advanced opportunities program, **42:14.50**exclusive marketing license, **42:33.50**invitation to submit, performing river-bed maintenance services, **42:14.70**joint development of software program, **42:14.30**licensing agreement, **23:411**licensing and support agreement, **42:14.30**licensing arrangement, **42:14**purchase 100% of seller's shares, binding, **42:21**share and assets purchase, **42:16**strategic partnership, **42:18**Software tool set, migration of, **42:14.30**

Tenders

pending execution of formal contract, limiting commitment value, **42:31**sale of assets, granting territorial rights for distribution, promotion, marketing and sale of specialty products, **42:32**

Term sheets

academia spin-off company, **42:33.100**commercial property rental, **42:37.120**engineering, procurement, and construction contract, **42:37.100**financing, **42:34**intellectual property licensing, **42:37.140**non-binding, **42:23**purchase of company, **42:37**software partner alliance program, **42:37.50**

Territorial related sales

manufacturer and industry association, **42:33.50**territorial distribution and sale of specified products to VARs, binding, **42:33**

LETTER OF INTENT—Cont'd

Training centre, establishment of, **42:4.70**

LICENCES

Computer

See COMPUTERS

Copyright

See COPYRIGHT

Digital media

See DIGITAL MEDIA

International agreements

See INTERNATIONAL TRANSACTIONS

Licensing and royalty fees, **55:54**

Manufacturing

See MANUFACTURING, trademark licence

Motion pictures

See MOTION PICTURES

Patents

See PATENTS

Recordings

See RECORDINGS

Sporting event, **10:26**

Television

See TELEVISION

Theatre

See THEATRES

Trade fairs

See EXHIBITIONS

Trademarks

See TRADEMARKS

LIENS

Alberta

affidavit verifying claim, **21:30**

affidavit verifying claim (by two way videoconferencing), **21:31**

affidavit verifying claim by other than lienholder, **21:32**

affidavit verifying claim by other than lienholder (by two-way
videoconferencing), **21:33**

certificate of lis pendens, **21:34**

discharge of lien, **21:35**

statement of lien, **21:29**

British Columbia

certification of completion, **21:38**

claim of lien, **21:37**

general instrument, **21:36**

LIENS—Cont'd

Manitoba

- affidavit verifying claim, **21:40**
- certificate of substantial performance, **21:42**
- claim for lien, **21:39**
- notice of claim for lien, **21:41**
- notice to lienholder, **21:44**
- pending litigation order, **21:43**

New Brunswick

- affidavit verifying claim for lien, **21:48**
- affidavit verifying information in written notice of lien, **21:45**
- certificate of discharge, **21:46**
- certificate of pending litigation, **21:47**
- certificate of substantial performance of the contract, **21:50**
- claim for lien, **21:49**
- written notice of lien, **21:51**

Newfoundland and Labrador

- affidavit verifying claim, **21:53**
- claim of lien, **21:52**

Northwest Territories

- affidavit verifying claim, **21:55**
- claim of lien, **21:54**
- discharge of lien, **21:56**

Nova Scotia

- affidavit verifying claim, **21:58**
- certificate of lis pendens, **21:59**
- claim of lien for registration, **21:57**

Nunavut

- affidavit verifying claim, **21:61**
- claim of lien for wages, **21:60**

Ontario

- bonds, **18:44,18:46, 18:47**
- certificate of action under s. 36 of the Act, **21:65**
- certificate of substantial performance of the contract under s. 32 of the Act, **21:63**
- claim for lien under s. 34 of the Act, **21:64**
- discharge of lien under s. 41 or 42 of the Act, **21:66**
- written notice of lien under s. 1(1) of the Act, **21:62**

Prince Edward Island

- affidavit verifying claim, **21:68**
- certificate of discharge, **21:69**
- claim of lien, **21:67**

Saskatchewan

- certificate of action, **21:71**

LIENS—Cont'd

Saskatchewan—Cont'd

- certificate of substantial performance of subcontract, **21:70**
- claim of lien, **21:73**
- discharge of lien, **21:72**
- written notice of a lien, **21:74**

Yukon

- claim of lien for materials or machinery placed or furnished, **21:75**
- receipt for discharge of lien, **21:76; 21:77**

LOANS

Bank Act loans

See **BANKING**

Banker's acceptance, **38:6**

Commitment letters

- commercial mortgage, **38:3**
- non-revolving term loan, **38:1**
- revolving line of credit, **38:2**

Construction

See **BUILDING CONTRACTS**

Covenants, **38:8**

Environmental clauses, **38:10**

General clauses, **38:11**

General form

- credit facility, with, **38:7**
- unsecured loan, **38:4**

Increase in corporate acknowledgment, **32:19**

Operating loan, **38:6**

Promissory notes

See **PROMISSORY NOTES**

Representations, warranties, **38:9**

Term loan, **38:5; 38:6**

- non-revolving commitment letter, **38:1**

Tooling loan agreement, **40:89**

MAINTENANCE SERVICES

See **MANAGEMENT AGREEMENTS**

MANAGEMENT AGREEMENTS

Building maintenance services, **39:14; 39:15**

- proposal for, **39:28**

Commercial property, warehouse facilities, **39:5**

Computers

See **COMPUTERS**

Elevator service

- complete maintenance, **39:18**

MANAGEMENT AGREEMENTS—Cont'd

- Elevator service—Cont'd
 - partial maintenance, **39:19**
- Landscape maintenance, specifications for, **39:29**
- Music, agreement to supply, **39:17**
- Office equipment maintenance, **39:20; 39:21**
- Office premises, equipment and services, agreement to provide, **39:3**
- Partnership
 - See PARTNERSHIPS
- Paved areas, sweeping of, **39:30**
- Property management agreement, **39:2**
- Property management consultant, agreement for personal services of, **39:4**
- Refuse removal services, shopping centre, **39:10**
- Security guards, agreement to supply, **39:16**
- Snow removal
 - commercial, **39:11**
 - specification form, **39:27**
- Supplier form for hardware and software support and maintenance, **23:296.70**
- Tender confirmation letter, **39:31**
- Towel service, **39:23**
- Uniform rental service, **39:22**
- Window cleaning services, **39:12; 39:13**
 - tender on, **39:25; 39:26**

MANUFACTURING

- Accounting records, accessibility of, **40:45**
- Agency agreements
 - See AGENCY AGREEMENTS
- Computers
 - See COMPUTERS
- Conditions of sale, **40:6**
- Confidentiality, **40:51; 40:83; 40:84**
- Delivery, **40:29; 40:30**
 - loss or damage in transit, **40:23**
- Distribution, **40:13.10; 40:13.40**
- Distributorship agreement, heavy equipment, **24:5**
- Documentation, conflicts in, **40:64**
 - electronic communication, **40:65**
- Electronic data interchange, **40:88; 40:89**
- Employees
 - confidentiality of information, **40:51; 40:83; 40:84**
 - employment of, **40:55**
 - health and safety, **40:57**
 - inventions, ownership of, **40:50**
 - managing co-ordinator, **40:59**

MANUFACTURING—Cont'd

- Employees—Cont'd
 - workers' compensation, **40:56**
- Export restrictions, **40:34**
- Forecasts, **40:24**
- Foreign manufacturer, **40:10; 40:13.30**
- General clauses
 - amendments to agreement, **40:60**
 - arbitration, **40:61**
 - assignment, **40:62**
 - commitment, agreement not to be, **40:72**
 - disclaimer, **40:64.30**
 - dispute resolution, **40:64.70**
 - force majeure, **40:67**
 - indemnification, **40:68**
 - insurance, **40:69**
 - language, **40:70**
 - law, compliance with, **40:63**
 - limitation of liability, **40:71**
 - publicity, **40:73**
 - relationship of parties, **40:74**
 - reliance on outside assurances, **40:66**
 - remedies, **40:75**
 - survival, **40:76.50**
 - taxes, **40:42**
 - termination of agreement, **40:77**
- Grants, **40:43**
- Hazardous materials, **40:58**
- Inspection of procedures, **40:44**
- Intellectual property, **40:47**
 - confidentiality of, **40:51**
 - improvements to products, **40:53**
 - indemnification for, **40:48**
 - inventions, ownership of, **40:50**
 - non-disclosure of, **40:52; 40:85**
 - trademarks
 - general clause, **40:49**
 - licence, **40:86**
 - user agreement, **40:87**
 - transfer of technology, **40:54**
- Inventory, **40:27**
- Letter of intent, **40:81**
- Minimum orders, **40:85**
- Non-disclosure agreement, **40:85**

MANUFACTURING—Cont'd

- Orders
 - See minimum orders, *supra*; purchase order, *infra*
- Packaging of products, **40:9; 40:28**
- Payment for goods, **40:40**
- Pricing
 - adjustments, **40:37**
 - commitment to, **40:38**
 - generally, **40:36**
 - most-favoured treatment, **40:39**
- Product development, **40:13.10**
 - joint venture, **40:13.20**
- Proprietary process, sale of, **40:11; 40:12**
- Purchase order
 - acknowledgment of, **40:45**
 - cancellation of, **40:25**
 - confirmation of, **40:7**
 - forecast of, **40:24**
 - general, **40:3**
 - machinery parts, **40:4**
 - technical liaison representative, **40:76**
- Quality of goods, **40:20**
 - inspection, **40:21**
 - rejection of shipment, **40:22**
 - review and acceptance by buyer, **40:31**
- Quotation, **40:2**
- Records of parts and tools, **40:44**
- Samples, manufacturing according to, **40:8**
- Security interest in goods, **40:41**
- Technology manufacturing, **40:13.70**
- Technology trial, **40:13.50**
- Termination of agreement, **40:77**
- Time and material agreement, **40:91**
- Tooling loan agreement, **40:90**
- Trademark licence, **40:86**
- Trademark use agreement, **40:87**
- Value-added reseller, **40:13.60**
- Warranties, **40:78-40:80**
- Work, scope of, **40:18**

MASTER SERVICE AGREEMENT

- Business, commercial(government) undertakings and dealings
 - statement of work for delivery of designated municipally related services, **42:64.50**
- Business processes, execution version, US form, **42:65**

MASTER SERVICE AGREEMENT—Cont'd

- Business process outsourcing services, BDC Commercial Solutions, Inc. and Industry Resource Corp., **23:334.50**
- Commentary, **42:63**
- Commentary, terms and conditions for incorporation into service agreements, **42:63.50**
- Confidential information, **42:84.50**
- Confidentiality, **42:94.70**
- Construction, supply of, **42:65.60**
- Construction, US form, **42:64**
- Consulting, software development, and related services, **42:78.100**
- Consulting or technical services implemented through SOWs, **42:77**
- Consulting services and/ or technical support service, **42:65**
- General clauses
 - fees and costs, **42:108**
 - knowledge sharing, **42:112**
 - non-binding MOU, **42:117**
 - operating plan (statement of work/work plan), **42:119**
 - recording and monitoring calls, **42:122.50**
 - right to audit, **42:123**
 - scope of agreement, **42:123.50**
- Generic, **42:68**
 - associated statement of work, **42:68.50**
 - incorporating and replacing previously executed agreement, **42:69**
- Government-related work as authorized via work order, **42:65.50**
- Healthcare
 - patient services, **42:75.180**
- Managed services, **42:78.20**
- Management services, **42:75.160**
- Professional services and IP rights, **42:78**
- Provision of services, **42:67.50**
- Provision of technical, developmental, engineering, procurement, construction and consulting services, **42:78**
- Technology
 - business processes, **42:70**
 - cloud services subscription and project services, **42:75.140**
 - contact centre to provide technical support and customer service, operation of, US form, **42:75.10**
 - containing additional sample exhibits, **42:72**
 - customer data collection, management and use of terms of use, **42:75.80**
 - digital trust products and services, **42:71.50**
 - managed services, service levels agreement, **42:75.20**
 - patient services, **42:75.180**
 - provision of information technology products and services, **42:75.120**

MASTER SERVICE AGREEMENT—Cont'd

Technology—Cont'd

- SaaS contracted services, **42:75.100**
- storage of electronic records, **42:75.60**
- technology analysis and remediation, US form, **42:74**
- terms and conditions, **42:71**
- third party provided support services, **42:75**
- U.S. form, **42:73**
- website services and professional services, **42:75.40**

MEDIATION

See also ARBITRATION

Agreements

- comprehensive, **7:114**
- short, **7:113**
- terms, and, **7:112**

Contractual provisions regarding submission to mediation

- agreement, pursuant to, **7:109**
- contract, dispute founded in, **7:107**
- governing law, **7:110**
- language of, **7:110**
- location of, **7:110**
- tort, dispute founded in, **7:108**

Costs, motion for, **7:105****MEMORANDUM OF UNDERSTANDING**Academic collaboration, **42:38.10**Commentary, **42:1**Company purchase, **42:42.105**

Computers See COMPUTERS

Consulting and professional services

- consulting services, **42:45**

Definitions, **42:79-42:91.70**Digital health funding commitment and high-level governance arrangements,
42:42.140

Educational Institution

- operating network, **42:42.110**

Energy

- oil production facility, acquisition of equity interest to fund, **42:42.120**
- strategic partnership agreement, **42:42.130**

Fuel supply, **42:78.50**

General clauses

- acknowledgments, **42:92**
- amendments, **42:101**
- binding agreement modification, **42:102**

MEMORANDUM OF UNDERSTANDING—Cont'd

General clauses—Cont'd

- binding effect; succession, **42:93**
- choice of laws, **42:103**
- conduct and legal compliance, **42:104**
- confidentiality of MOU, **42:94.30, 42:105**
- definitive agreement, **42:106**
- definitive documents, **42:106.50**
- dispute resolution, **42:107**
- entire agreement and understanding between parties, **42:107.30**
- fees and costs of MOU and agreement, **42:108**
- force majeure, **42:100**
- information exchange, **42:100.50**
- intellectual property rights ownership, **42:100.60**
- invalidity of certain provisions, **42:111**
- no authority to bind a party, **42:115**
- no drafting inference, **42:116**
- section headings, **42:124**
- US form, **42:42.60**

General/generic use, **42:39; 42:42.80**

- no legally binding or enforceable right or obligation, **42:40**

Government and public alliances

- consultation, cooperation, exchange of information, **42:38.50**
- data sharing alliance, **42:45.30**
- license of name and likeness rights key material terms, **42:42.80**
- operational, administrative, financial, auditing, reporting, **42:45.25**

Healthcare and not-for-profits (NFPs)

- charitable donations, **42:44**
- hospital collaboration terms, **42:43**
- hospitals integration, executive committee governance model, **42:42.180**
- initiative to integrate care for persons eligible for healthcare, **42:42.200**
- services provider and facilitator, **42:42.210**

Home construction, **42:42.100**

Investments Partner, **42:57.50**

Landlord and tenant

- lease buy-out, **42:46**
- office lease agreement, **42:47**

Litigation settlement terms, **42:47.50**

Municipalities and public benefit non-profit corporations

- acquisition of municipal rights of way to provide telecom services, **42:45.40**
- consulting, **42:38.70**
- fiber optic network agreement, **42:45.60**
- public benefit non-profit corporation, use of municipal land by, **42:45.80**

MEMORANDUM OF UNDERSTANDING—Cont'd

- Municipalities and public benefit non-profit corporations—Cont'd
 - recognizing union as a legal representative of specified categories of employees, **42:45.100**
 - smart city alliance, **42:45.120**
- Not-for-profit
 - alliance collaboration and governance terms, **42:42.220**
 - annual industry, specific trade show, **42:42.240**
 - renewal, **42:42.260**
- Pharmaceuticals, development and sale of product, seeking investment partner, binding, **42:48**
- Project partnership engagement, **42:42.20**
- Project related contract(s), territorial related sales, **42:42**
- Project team for educational planning, **42:45.20**
- Promote and sustain market for designated product and/or services, **42:53**
- Public-private
 - design-build contract guarantee of all obligations, **42:52.50**
 - network support services municipal utility and internet related services provider, **42:51**
 - regional health network data exchange, **42:52**
 - treatment of non-public information, **42:49**
 - unified health network, **42:50**
- Public sector network agreement, **23:194.70**
- Real estate, purchase agreement (with restrictions), **42:57**
- Regional collaboration (governmental), **42:42.160**
- Research, collaborative program, **42:52.70**
- Sale of business, territorial related sales, **42:41**
- Sales
 - industry and designated professionals association, **42:53.70**
 - licence and reseller agreement, **42:53.60**
 - promote and sustain market for designated product and/or services, **42:53**
 - world heritage site listing, bid to establish, **42:53.50**
- Schools, provision of services to, **42:38.20**
- Share purchase, **42:58**
 - MOU and SLA, **42:59.50**
 - pursuant to joint venture agreement, **42:59**
- Software, hardware, technology innovation and associated services and initiatives
 - app promotion, **42:62.60**
 - customer engagements, **42:62.90**
 - joint development and marketing of technology (summary of terms), **42:62.50**
 - pilot program to demonstrate commercial viability of specified technology, **42:60**
 - pilot project, software application, **42:61**

MEMORANDUM OF UNDERSTANDING—Cont'd

- Software, hardware, technology innovation and associated services and initiatives—Cont'd
 - possible tech-related development agreement, **42:62**
 - resale and support, **42:62.80**
 - software application enhancement, **42:61.50**
 - specified data sets, collaboratively maintain, update, improve, **42:62.70**
 - tech-related collaboration opportunities, **42:60.50**
- Strategic partnership agreement, **42:42.40**
- Term sheets
 - development and provision of systems infrastructure and support services, **42:78.140**
 - joint venture documents, amendment of, **42:78.160**
 - waterfront modernization project, **42:78.120**

MINES AND MINERALS

- Arbitration, **43:23**
- Consulting services agreement, **43:4**
- Diamond drilling agreement, **43:3**
- Freedom to compete, **43:24**
- Geophysical survey, **43:2**
- Hand cobbing, **43:16**
- Joint venture and option agreement, **43:1**
- Lease, **43:5**
 - purpose, **43:12**
 - renewal of, **43:13; 43:14**
- Net smelter returns, **43:8**
- Option and joint venture agreement, **43:1**
- Option to purchase mining property, **43:20**
- Ores to be joint property, **43:17**
- Performance of lease, disputes not to interrupt, **43:19**
- Profit sharing, **43:7**
- Royalties
 - calculation of, tenant not dealing at arm's length with treatment plant, **43:9**
 - minimum annual payment, **43:8**
 - payment, method of, **43:10**
 - payments, **43:6**
- Sale of mining property, **43:21**
- Tenant
 - conduct of operations, **43:15**
 - default by, **43:11**
 - sealing off of workings, **43:22**
 - termination, report on, **43:18**
 - treatment plant, not dealing with at arm's length, **43:9**

MOTION PICTURES

See also TELEVISION; THEATRES

Actors

- cast list credit rider, **57:32**
- extras, **57:45**
- feature player, credit rider, **57:31**
- insurance rider, **57:29**
- name and likeness, **57:30**
- principal performer's agreement, **57:26**
- television performer's agreement, **57:34**
 - minor, **57:34.50**

Composer's agreement, **57:35; 57:36**

licence of rights, **57:38**

Consignment agreement, representation of stock footage by film library, **57:62**

Crew member's agreement, **57:33**

Distributor's agreement, **57:52**

- exhibition, **57:53**
- full digital rights, **57:3**
- licence for exclusive rights, **57:1**
- selected markets, for, **57:60**
- sub-distribution, **57:55**

Exhibition distribution agreement, **57:53**

Feature film agreement, **57:21**

Film line producer's agreement, **57:23**

Harmonized or goods and services tax, **57:90; 57:91**

warranties where no requirement to register, **57:92**

Lender's licence of rights to producer, **57:10**

Location

- recognizable premises, **57:43**
- set-up release, **57:42**

Minor, intervention agreement, **57:15**

Mobile application development agreement, **57:56**

Music commissioning agreement, **57:39**

Music synchronization agreement, **57:40**

Music synchronization licence, library, **57:41**

Name, use of, **57:44**

Option

- book rights for film and television agreement, **57:19**
- novel, rights to, **12:91; 12:92**
- screenplay, existing, **57:12; 57:17**
- screenplay to be written, **57:16**

Production agreement for motion picture, **57:22**

Release and licence

- with fee, **57:46**

MOTION PICTURES—Cont'd

- Release and licence—Cont'd
 - without fee, **57:47**
- Releases
 - location set-up, **57:42**
 - privacy, **57:44**
 - recognizable premises, **57:43**
- Riders
 - cast list credit, **57:32**
 - feature player credit, **57:31**
 - insurance, **57:29**
- Rights in literary work, option on, **12:91; 12:92**
- Sales agency agreement, **57:57**
- Screenplay
 - existing, option on, **57:12; 57:17**
 - rewriting services, agreement for, **57:20**
 - to be written, option on, **57:16**
- Stock footage
 - consignment agreement, film library, **57:62**
 - licence agreement, **57:63**
 - negotiated agreement, **57:64**
- Video, agreement for production of, **57:4; 57:5**
- Video game, publishing and development agreement, **57:93**

MUSIC

- See MOTION PICTURES; DIGITAL MEDIA; PUBLISHING AGREEMENTS; RECORDINGS; THEATRES

NON-DISCLOSURE AGREEMENTS

- Computers
 - See COMPUTERS
- Digital media
 - See DIGITAL MEDIA, confidential disclosure
- Intellectual property, **34:39; 34:40**
- International licensing, **35:71**
- Manufacturing
 - See MANUFACTURING
- Manuscript of, **12:4**

OFFICE CLEANING

- See MANAGEMENT AGREEMENTS

OFFICE EQUIPMENT

- See COMPUTERS; LEASES; MANAGEMENT AGREEMENTS

OIL AND GAS

Assignment

- consent request, **44:28**
- contract rights and approval, **44:14**
- disposition, of, Alberta, **44:40**
- easements, of, **44:38**
- facility interests, **44:30**
- lease, British Columbia, **44:11**
- notice of, general, **44:27**
- novation agreement, and, **44:29**
- right-of-way agreements, of, **44:39**
- surface leases, of, **44:36**
- surface rights, of
 - board order, **44:37**
 - general, **44:41**
- unit assignment
 - interests, of, **44:44**
 - notice of, **44:44**

Common stream operator agreement, **44:74**

Conveyance

- agreement, **44:3**
- petroleum, natural gas and general rights, **44:4**
- royalty, of, **44:6**

Disposition

- assignment of, Alberta Crown surface rights, **44:40**
- transfer of, Manitoba, **44:15**
- undivided interest in, **44:17**

Easement, assignment of, **44:38**

Facility interests, assignment of, **44:30**

Gas

- processing agreement, **44:72**
- purchase and sale agreement, **44:71**
- transportation agreement, **44:73**

Lease

assignment of, British Columbia, **44:11**

Crown

- See Crown lease transfer, *supra*
- natural gas, Alberta (CAPL), **44:50**
- petroleum and natural gas
 - See petroleum and natural gas lease, *infra*
- surface
 - See surface lease, *infra*

Licence

exploration, transfer of a share in, **44:13**

OIL AND GAS—Cont'd

Licence—Cont'd

significant discovery, transfer of a share in, **44:13**

Natural gas lease, Alberta (CAPL), **infra; 44:50**

no interest letter, **44:31**

Novation agreement and assignment, **44:29**

Operating agreement

CAPL (2015) operating procedure, **44:67**

construction, ownership and, **44:70**

joint, **44:66**

unit agreement, **44:68**

operating, **44:69**

Operator, notice of change of, **44:32**

Option agreement, **44:51**

Participation agreement, **44:65**

Petroleum and natural gas lease (CAPL)

Alberta, **44:47**

with grant, **44:45; 44:46**

Manitoba, **44:49**

Saskatchewan, **44:48**

Pipeline crossing agreement, Alberta (CAPL), **44:59**

Pooling agreement, **44:64**

Power of attorney, enduring Alberta, **44:52**

Processing agreement

common stream operator agreement, **44:74**

gas, **44:72**

Purchase and sale agreement, **44:2**

gas, **44:71**

Quit claim, **44:7**

uncertain ownership, **44:8**

Right of first refusal

exemption letter, **44:35**

notice, **44:33**

Right-of-way agreement

Alberta (CAPL), **44:57; 44:58**

assignment of, **44:39**

Royalty

conveyance, **44:6**

procedure

farmout and (CAPL), **44:60; 44:61**

overriding (CAPL), **44:62; 44:63**

Surface lease

Alberta (CAPL), **44:53; 44:54**

assignment of, **44:36**

OIL AND GAS—Cont'd

- Surface lease—Cont'd
 - British Columbia (CAPL), **44:55**
 - Saskatchewan (CAPL), **44:56**
- Transfer
 - agreement, of
 - federal, **44:12**
 - Saskatchewan, **44:19-44:25**
 - application, Saskatchewan, **44:26**
 - disposition, of, Manitoba, **44:15**
 - undivided interest in, **44:17**
 - form, Alberta, **44:9; 44:10**
 - procedure (CAPL), **44:5**
 - share, of
 - exploration licence, in, **44:13**
 - lease, former, **44:13**
 - permit, former, **44:13**
 - significant discovery licence, **44:13**
 - well licence, Manitoba, **44:18**
- Trust agreement, **44:42**
- Unit agreement, **44:68**
 - assignment of
 - interests, **44:44**
 - notice of, **44:43**
 - operating, **44:69**
- Well licence, transfer of, Manitoba, **44:18**

PARTNERSHIPS

- See also PUBLIC-PRIVATE PARTNERSHIPS
- Accountant, appointment of, **45:34**
- Accounting and valuation principles, **45:37**
- Acting within scope of business, **45:40**
- Age of majority representation, **45:16**
- Annual budget, **45:36**
- Annual valuation, **45:38**
- Arbitration
 - appointment of arbitrator, **7:56**
 - debts, award by arbitrator, **7:100**
 - dissolution, **7:103**
 - mutual releases, **7:102**
 - retirement of partner, **7:101**
 - submission agreement
 - one arbitrator, **7:8**
 - three arbitrators, **7:9**

PARTNERSHIPS—Cont'd

- Assets, ownership of
 - partners, **45:19**
 - partnership, **45:18**
- Assignment of partnership debts, **9:29**
- Bonds
 - See BONDS
- Budget, annual, **45:36**
- Compete, right to, **45:24**
- Death of partner, **45:51**
- Dissolution
 - agreement, **45:73**
 - arbitration award, **7:103**
 - death of partner, **45:51**
 - distribution of assets, **45:54**
 - expulsion of partner, **45:50**
 - termination of partnership, **45:53**
- Employees, admitting into, **45:9**
- Existing business
 - employees admitted, **45:9**
 - fresh capital, **45:6; 45:7**
 - new partner buying in, **45:8**
 - new working partner, **45:6**
- Fiscal year, **45:35**
- General form, **45:3**
 - amended and restated, **45:59**
- Income, outside, liability to account for, **45:23**
- Indemnity for prohibited acts, **45:39**
- Insurance
 - collateral agreement with trust company, **45:5**
 - mutual life, partners to obtain, **45:55**
- Land development agreement, **45:10**
- Limited liability partnership, **45:72**
- Limited partnership
 - accounting principles, **45:68**
 - agreement, **45:62-45:65**
 - sophisticated, **45:70**
 - dissolution, **45:73**
 - notice of, **45:74**
 - power of attorney, **45:66**
 - transfer and, **45:67**
 - prior notice to, **45:69**
 - subscription form, **45:66**

PARTNERSHIPS—Cont'd

Management

- agreement, **45:12**
- appointment, **45:31**
- arbitration, **45:33**
- consultation, **45:32**
- disagreements, settlement of, **45:28**
- division of responsibilities, **45:25**
- managing partner, **45:29**
- partners' authority, **45:27**
- review of partnership, **45:30**
- salaried working partner, **45:29**

Marriage contract, **45:57; 45:58**

Name

- restrictions on use, **45:14**
- right to use withdrawing partner's, **45:13**

New partners

- admission of, **45:46; 45:47**
- buying half interest, **45:8**
- capital
 - contribution clause, **45:49**
 - owner to provide, **45:6**
 - provided by, **45:7**
- profits, participation in, **45:48**

Power of attorney, **45:56; 45:66; 45:67; 47:69**

- commencement, **47:86**

Professional agreement, **45:4**Profits and losses, limitation on one partner, **45:21**Profits include partners' salaries and benefits, **45:9**Prohibited acts, indemnity for, **45:39**Purchase of interest, right of disaffected partner to sell or compel, **45:42**Purchase of partnership interest, restriction on, **45:41**

Removal of partner

- expulsion, **45:50**
- residence of partner, **45:52**

Representations and warranties, **45:15**

- age of majority, **45:16**
- interest, acquisition of, **45:17**

Residency of partner, **45:52**Transfer agreement, **45:11**Valuation, annual, **45:38**Variation of partnership interest, **45:45****PATENTS**

- Abstract and specification, **34:25**

PATENTS—Cont'd

- Agent, appointment of
 - associate, **34:17**
 - general form, **34:16**
 - revocation of, **34:18**
- Application under, s. 65
 - advertisement of, **34:21**
 - counterstatement, **34:22**
 - grant of licence, **34:20**
 - reply by applicant, **34:23**
 - revocation of patent, **34:20**
- Assignment
 - affidavits of execution
 - company, by, **34:29; 34:30**
 - individual, by, **34:28**
 - whole interest, of, **34:26**
 - prior to issue of patent, **34:27**
- Computer software, indemnity for infringement of, **23:226**
- Disclaimer, **34:12**
- Employees, agreement with, **34:39; 34:40**
- Final fee, small entity, **34:31**
- Hearing, demand for, s. 69, **34:24**
- Indemnity for infringement of patent, computer software, **23:226**
- Licences
 - exclusive, **34:36; 34:37**
 - for specific patent, **34:35**
 - non-exclusive, specific patent, **34:34**
 - software indemnity, **23:226**
- Petitions
 - grant of, for, **34:13**
 - invention by public servant, **34:15**
 - joint inventor, by, **34:14**
- Prosecution of application, names of assistants, **34:27**
- Reissue, application for, **34:11**
- Specification and abstract, **34:35**

PENSIONS

- Actuarial information summary, **46:7**
- Amendment, application to register
 - Canada, **46:5**
 - Ontario, **46:29**
- Annual information return
 - Alberta, **46:62**
 - Newfoundland and Labrador, **46:67**
 - Nova Scotia, **46:43**

PENSIONS—Cont'd

- Annual information return—Cont'd
 - Saskatchewan, joint, **46:51**
- Appeal in federal court, notice of, **46:13**
- Benefit reduction on death, agreement of spouse or common law partner, **46:11**
- Contributions, summary of, **46:30**
- Cost certificate, Alberta, **46:61**
- Death of member, statement to, **46:17**
- Designation as limited member, request for, Nova Scotia, **46:45**
- Employer
 - not subject to Companies' Creditors Arrangement Act or Part III of Bankruptcy and Insolvency Act
 - governed by a board of directors, declaration of, **46:24**
 - not governed by a board of directors, declaration of, **46:25**
 - subject to Companies' Creditors Arrangement Act or Part III of Bankruptcy and Insolvency Act
 - governed by a board of directors, declaration of, **46:26**
 - not governed by a board of directors, declaration of, **46:27**
- Financial hardship, withdrawal based on, attestation, **46:21**
- Forms of
 - defined benefit plan, **46:2**
 - defined contribution plan, **46:3**
- Investment information
 - return, **46:9**
 - summary, **46:30**
- Joint and survivor pension benefit, cessation of the payment, consent of spouse or common-law partner to, **46:20**
- Locked-in accounts, access to
 - financial institutions, application for, **46:34**
 - Superintendent of Financial Services, application for, **46:35; 46:36**
- Locked-in plans
 - British Columbia
 - spouse's consent to transfer to LIF, **46:40**
 - Canada
 - total amount held, attestation, **46:23**
- Marriage breakdown, Newfoundland and Labrador
 - notice of
 - entitlement, **46:70**
 - intention, **46:69**
 - objection of member, notice of, **46:74**
 - spouse, entitlement of, **46:71-46:73**
- Objection, notice of, **46:12**
- Payment of temporary income from LIF, application, Nova Scotia, **46:46**
- Pension benefit credit, application to transfer, **46:10**

PENSIONS—Cont'd

- Phased retirement benefit
 - statement to former member, spouse or common law partner, **46:19**
 - statement to member, spouse or common law partner, **46:18**
- Registered retirement income fund contract, transfer to, spouse's consent, Saskatchewan, **46:53**
- Register plan, application to
 - Alberta, **46:60**
 - British Columbia, **46:38**
 - Canada, **46:4**
 - Newfoundland and Labrador, **46:66**
 - Nova Scotia, **46:42**
 - Saskatchewan, **46:50**
- Registration, application for
 - Canada, **46:6**
 - Ontario, **46:28**
- Required information, **46:8**
- Retirement from plan, statement to member, **46:14**
- Sale of business, **54:40**
- Spousal/partner waiver
 - Alberta
 - permit commutation, on shortened life or non-residency status, **46:65**
 - post-pension, death benefit, commencement of, **46:64**
 - pre-pension, death benefit, commencement of, **46:63**
 - British Columbia
 - entitlement to, **46:39**
 - preretirement survivor benefits, **46:41**
 - Newfoundland and Labrador
 - joint and survivor pension, **46:68**
 - Nova Scotia
 - joint and survivor benefits, **46:44**
 - Ontario
 - joint and survivor pension, **46:32**
 - pre-retirement death benefit, **46:33**
 - Saskatchewan
 - designated beneficiary status, **46:54**
 - designated beneficiary status under LIRA, **46:52**
 - designation of beneficiary status under variable benefit account, **46:56**
 - 60% post-retirement survivor benefit, **46:58**
 - pre-retirement survivor benefit, **46:57**
- Spouse/common-law partner, attestation, **46:22**
- Termination of plan, statement to member
 - entitled to deferred pension benefit, **46:15**
 - not entitled to deferred pension benefit, **46:16**

PENSIONS—Cont'd

- Variable benefit account, transfer to, spouse's consent, Saskatchewan, **46:55**
- Waiver, **46:32; 46:33**
- Withdraw money from LIRA of LIF, application for
 - Newfoundland and Labrador
 - small balance, **46:75**
 - temporary balance, **46:76**
 - Nova Scotia
 - at age 65, **46:47**
 - shortened life expectancy, **46:48**

PERSONAL PROPERTY SECURITY

- Accession
 - intent to remove, notice of, **55:45**
 - objection to removal, **55:47**
 - renunciation of right to remove, **55:46**
- Accounts receivable agreement
 - Alberta, **55:11**
 - British Columbia, **55:11**
 - New Brunswick, **55:11**
 - Newfoundland and Labrador, **55:11**
 - Nova Scotia, **55:11**
 - Ontario, **55:10**
 - Prince Edward Island, **55:11**
 - Saskatchewan, **55:11**
- Acknowledgment, Ontario, **1:16**
- Assignments
 - guarantee, with, **55:15**
 - notice of
 - See notice, *infra*
 - recourse, with, **55:16**
 - recourse, without, **55:14**
 - vendor of goods, by, **55:18**
 - warranty of payment and financial details, with, **55:17**
- Consumer goods, **55:12**
- Corporate resolution authorizing agreement, certificate of, **55:53**
- Demand by
 - interested party, for satisfaction, **55:34**
 - other secured party, for satisfaction, **55:33**
 - secured party
 - for possession, **55:25**
 - for proof of other party's interest, **55:35**
- Disposition, notice of, **55:32**
 - application of proceeds, **55:41**
- Extension of security agreement, **55:52**

PERSONAL PROPERTY SECURITY—Cont'd

Fixtures

- intention to remove, notice of, **55:42**
- objection to removal, **55:44**
- renunciation of rights in, **55:43**

General security agreement

- Alberta, **55:5**
- British Columbia, **55:5**
- New Brunswick, **55:5**
- Newfoundland and Labrador, **55:5**
- Nova Scotia, **55:5**
- Ontario, **55:4**
- Prince Edward Island, **55:5**
- Saskatchewan, **55:5**

Guarantee

- assignment with, **55:15**
- continuing, **55:50**
- security agreement, of, **55:49**

Licensing and royalty fees, clause to secure, **55:54**

Lien waiver request, **26:17**

Notice

- accessions, intent to remove, **55:45**
- account debtors, to
 - assignment to secured party, **55:21**
 - default by principal debtor, **55:29**
- application of proceeds of disposition, **55:41**
- assignment, of
 - account debtor, to, **55:21**
 - debtor, to, **55:22**
- collateral
 - intention to retain, of, **55:36**
 - to secured party, other party's interest in, **55:30**
 - transfer of, **55:23**
- discharge, demand of for non-consumer goods
 - Alberta, **55:27**
 - British Columbia, **55:27**
 - Manitoba, **55:28**
 - New Brunswick, **55:27**
 - Newfoundland and Labrador, **55:27**
 - Nova Scotia, **55:27**
 - Ontario, **55:26**
 - Prince Edward Island, **55:27**
 - Saskatchewan, **55:27**
- disposition, **55:32**

PERSONAL PROPERTY SECURITY—Cont'd

Notice—Cont'd

- enforce security, intention to, **55:31**
- fixtures, intention to remove, **55:42**
- information request, **55:19**
- payment demand to debtor, **55:24**
- purchase money security interest in inventory, of, **55:20**
- transfer of collateral by debtor, **55:23**

Possession, demand by secured party, **55:25**

Purchase money security agreement

inventory, interest in

- Alberta, **55:7**
- British Columbia, **55:7**
- New Brunswick, **55:7**
- Newfoundland and Labrador, **55:7**
- notice of interest, **55:20**
- Nova Scotia, **55:7**
- Ontario, **55:6**
- Prince Edward Island, **55:7**
- Saskatchewan, **55:7**

non-inventory interest

- Alberta, **55:9**
- British Columbia, **55:9**
- New Brunswick, **55:9**
- Newfoundland and Labrador, **55:9**
- Nova Scotia, **55:9**
- Ontario, **55:8**
- Prince Edward Island, **55:9**
- Saskatchewan, **55:9**

Right of redemption, release of, **55:40**Subordination agreement, **55:51****PHYSICIANS**Emergency, statement of, **33:47**Employment with hospital, **33:14**

- chief of department agreement, **33:15**

Hospitals

See HOSPITALS

Medico-legal emergency statement, **33:47**

Orders

- no CPR, **33:48**
- out-patient treatment, **33:45**
- treatment, **33:46**

PHYSICIANS—Cont'd

- Privileges
 - professional staff
 - application for appointment, **33:12**
 - application for reappointment, **33:13**
- Release from liability by patient
 - blood transfusion, refusal of, **33:51**
 - general treatment, refusal of, **33:50**
 - leaving hospital against medical advice, **33:53**
 - temporary leave from hospital, **33:52**
- Release from liability by person responsible for patient, **33:54**

POWERS OF ATTORNEY

- Acknowledgment by spouse or common-law partner, Manitoba, **1:23**
- Actions
 - maintain at attorney's risk, **47:46**
 - prosecute and defend, **47:45**
- Agent, power to employ, **47:99**
- Alternates, appointment of, **47:91**
- Arbitration, power to submit dispute, **47:100**
- Banking
 - business transactions, **47:57; 47:59**
 - endorsement of bills and notes, **47:61**
 - generally, **47:57**
 - sign or draw bills or notes, **47:60**
- Bills and notes, power to sign and endorse, **47:60; 47:61**
- Business
 - accept service, **47:69**
 - branch office for corporation opening, **47:63**
 - conduct, **47:62**
 - execute document, **47:67**
 - filing of registration, **47:68**
 - voting at meetings generally, **47:64**
 - winding up of business, appoint trustee, **47:64**
- Change, attorney acting after commencements
 - corporation, by, **47:87**
 - individual, by, **47:85**
 - partnership, by, **47:86**
- Confirmation of acts, **47:104**
- Consent to act as attorney, **47:119**
- Death of principal
 - attorney continuing to act, **47:88**
 - power not revoked by, **47:89**
- Debts
 - collection of, **47:47**

POWERS OF ATTORNEY—Cont'd

Debts—Cont'd

- compromise those owing to principal, to, **47:52**
- payment of, **47:53**
- receive particular sum of money, **47:49**
- recovery of, **47:48**
- settlement of, **47:51**

Declarations by

- attorney, power operating, **47:118**
- attorney, powers unrevoked, **47:116**
- corporate attorney, power unrevoked, **47:117**

Duration of power

- existing power made irrevocable, **47:108**
- irrevocable
 - for fixed period, **47:94**
 - until given notice, **47:96**
- permanent, **47:93**

Execution of documents

- generally, **47:101**
- particular document, **47:67**

Extension of term by endorsement, **47:106**Foreign assets, to deal with, **47:55**

Former powers

- revoked, **47:103**

General form, **47:2; 47:3**

- subscribing witness, affidavit of, **47:9**
 - for virtually signed power of attorney for personal care not virtually commissioned, **47:10**
 - virtually commissioned, **47:11**
- use in foreign country, sale and mortgage of property, **47:8**

General power, **47:97**

Grant

- deed, by, **47:93**

Health care, **47:14**

Irrevocable power

- fixed period, **47:5; 47:79**
- general, **47:6; 47:108**
- notice given, until, **47:80**

Land, management of, **47:25**Leases, **47:27**Legacy, recovery of and consent to abatement, **47:54**Legal remedies, power to exercise, **47:43**Limited power of attorney, **47:7**Losses, attorney not liable, **47:105**

POWERS OF ATTORNEY—Cont'd

- Non-revocation of power on
 - change in partnership, **47:75**
 - death of principal, **47:89**
 - incapacity of principal, **47:90**
- Partnership, **45:56**
 - subscription form and, **45:66**
 - transfer and, **45:67**
- Personal affairs
 - access to information, **47:72**
 - compensation claim, **47:76**
 - not permitted, **47:78**
 - professionals, for, **47:79**
 - estate planning, conduct, **47:74**
 - gifts to make, **47:80**
 - health care, **47:14**
 - income tax returns, to file, **47:82**
 - loans, to make, **47:80**
 - matrimonial home, interest in, **47:84**
 - RDSP contributions, make, **47:81**
 - reimbursement claim, **47:77**
 - support of dependants, **47:75**
 - trust assets, to deal with, **47:83**
 - will
 - living, **47:70**
 - to obtain a copy, **47:72**
 - to review, **47:70**
- Personal care, Ontario, **47:13**
- Personalty
 - foreign assets, **47:55**
 - invest money, **47:38**
 - mortgages, in, **47:39**
 - leasing of, **47:42**
 - litigation guardian, **47:43**
 - manage, **47:41**
 - mortgage, to, **47:39**
 - safety deposit boxes, **47:7**
 - securities
 - accept, to, **47:34; 47:35**
 - deal with, **47:33**
 - dividends, to receive, **47:35; 47:36**
 - sell generally, **47:31; 47:32**
 - sell, generally, **47:30**

POWERS OF ATTORNEY—Cont'd

- Personalty—Cont'd
 - stock
 - See securities, *supra*
- Ratification of attorney's acts
 - general, **47:114**
 - specific, **47:115**
- Ratification of prior act, **47:110**
- Real estate
 - continuing power, Ontario, **47:15**
 - conveyance, execution of, **47:21**
 - general authority, **47:17**
 - management of, **47:25**
 - mortgaging, of, **47:22; 47:24**
 - offer to purchase, acceptance of, **47:18**
 - sale of, Quebec, **47:19**
 - spousal consent, **47:26**
 - tenants
 - collect rents, **47:28**
 - eject, **47:29**
- Receipts and discharges, power to give, **47:102**
- Revocation of registered power, **47:4; 47:109**
 - appointment of new attorney, and, **47:111**
 - notice and, **47:112**
 - ratification of prior act, and, **47:110**
- Special or limited power of attorney, **47:7**
- Substitution of, **47:98; 47:113**
- Trustee, appointment of
 - company, by, **47:91**
 - wind up firm's business, **47:64**

PROMISSORY NOTES

- Bank Act loan, under, **55:62-55:66**
- Conditional non-negotiable note, **48:10**
- Demand note, **35:59; 48:3; 48:4**
- Floating rate, **48:5**
- General form, **35:58; 48:2**
- Grid note, **48:12**
- Joint and several note, **48:7**
- Joint note, **48:6**
- Lien note, **48:11**
- Notice of dishonour, **17:24**
- Payable by instalments
 - principal and interest combined, **48:8**
 - principal plus interest, **48:9**

PROMOTIONS

See ADVERTISING

PUBLIC-PRIVATE PARTNERSHIPS

Agreements

concession

airport, **49:22**

toll road construction, operation and management, **49:20**

water and sanitation services, **49:21**

cooperative agreement, **49:15.20**

flood risk management, **49:17.50**

funding

contribution agreement, federal government, **49:26**

structure and content overview, **49:27**

grant program, federal government, **49:25**

provincial, **49:24**

general, **49:13**

land lease, government-owned land, **49:19**

medical

ambulance services, **49:19.70**

EMS provider, **49:19.30**

project base, **49:13.50**

traffic relief plan, term sheet, **49:13.70**

transit

abbreviations and definitions, **49:15.70**

bridge crossing project, municipal, **49:15**

design build contract, **49:16**

transportation facilities, design, build, finance, operate and maintain,
49:15.30

waterway bridge construction, **49:14**

water

purchase and sale, **49:18**

treatment plant project, **49:17**

water and wastewater facilities upgrade, design, build, finance and operate,
49:18.50

Definitions

accept, acceptance and accepted, **49:33**

accounting principles, **49:34**

affiliate, **49:35**

affiliated entity, **49:36**

airspace, **49:36.30**

allocate costs, **49:36.50**

alternative facility, **49:36.70**

alternative financing and procurement (AFT) project, **49:37**

ancillary documents, **49:38**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

Definitions—Cont'd

- applicable law, **49:39**
- applicable taxes, **49:40**
- approved project, **49:41**
- arms length terms, **49:42**
- authority, **49:43**
- background information, **49:44**
- bank rate, **49:45**
- base charge data, **49:46**
- base funding, **49:47**
 - agreement, **49:48**
- baseline progress schedule, **49:50**
- base performance data, **49:49**
- benefits factor, **49:51**
- betterment, **49:52**
- bid, performance, payment and restoration bonds, **49:53**
- business day, **49:54; 49:55**
- Canada, **49:55.50**
- Canadian GAAP, **49:54; 49:55**
- certificate for payment, **49:57**
- certificate of
 - final completion, **49:58**
 - insurance, **49:59**
 - substantial completion, **49:60**
- change in
 - control, **49:60.50**
 - costs, **49:61**
 - law, **49:62**
- change of
 - control, **49:63**
 - ownership, **49:64**
 - scope of work, **49:64.50**
- change order, **49:65**
- committed standby facility, **49:66**
- community, **49:67**
- compensation event, **49:68**
- concessionaire tools, **49:70**
- concession or concession as an agreement, **49:69**
- concessions, build-operate-transfer (BOT) and design-build-operate (DBO) projects, **49:71**
- confidential information, **49:72**
- confirmed change, **49:73**
- conflict in documents, **49:74**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

Definitions—Cont'd

- construction, **49:75**
 - documentation, **49:75.50**
 - documents, **49:76**
 - sub-contract, **49:77**
 - sub-contractor, **49:79**
 - sub-contract price payment, **49:78**
 - work, **49:80**
- contaminants, **49:81**
- contaminated materials, **49:81.50**
- contamination, **49:82**
- contract
 - administrator, **49:83**
 - documents, **49:84**
 - milestone, **49:135.30**
 - modification, **49:85**
 - price, **49:86**
- contributed investment, **49:87**
- control, **49:88**
- core refinancing, **49:89**
 - conditions, **49:90**
- CPI (consumer price index), **49:91**
- date of
 - commencement, **49:92**
 - substantial completion, **49:93**
- defect, **49:93.50**
- defective or nonconforming work, **49:94**
- design
 - data, **49:95**
 - professional services, **49:96**
 - work, **49:97**
- differing site conditions, **49:98**
- direct consultants (outside services expense), **49:99**
- directive plans, **49:100**
- discriminatory change in law, **49:101**
- emergency, **49:102**
- encumbrance, **49:103**
- environmental laws, **49:104**
- equipment, **49:105**
- equity interest, **49:106**
- ethical standards, **49:107**
- excusing event, **49:108**
- field order, **49:109**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

Definitions—Cont'd

- final completion, **49:110**
- financial institution, **49:111**
- fitout, **49:112**
- force majeure events, **49:113**
- GAAP, **49:113.50**
- generally, **49:32**
- geotechnical baseline report, **49:114**
- good industry practice, **49:115**
- governing body, **49:115.50**
- governmental authority, **49:116**
- has knowledge or have knowledge, **49:117**
- hazardous environmental condition, **49:117.50**
- hazardous material, **49:118**
- hazardous material removal process, **49:120**
- hazardous material(s), **49:119**
- hazardous substance, **49:120.30**
- hazardous waste, **49:120.70**
- independent certifier agreement, **49:120.100**
- infrastructure, **49:122**
- insolvency event, **49:121**
- intellectual property, **49:123**
 - rights, **49:124**
- interpretation, **49:125**
- intervening event, **49:126**
- key performance indicator (KPI), **49:127**
- latent defect, **49:127.50**
- law, **49:128**
- laws, **49:129**
- lenders, **49:130**
- lending agreement, **49:131**
- liability, **49:132**
- liquidated damages, **49:133**
- losses, **49:134**
- make good, made good, making good and derivatives thereof, **49:134.50**
- material change, **49:135**
- month, **49:136**
- multi-party agreement, **49:135.70**
- net present value, **49:137**
- nomenclature, **49:138**
- non-availability event, **49:139**
- non-excusable event, **49:140**
- non-material change, **49:141**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

Definitions—Cont'd

- OM (operations and maintenance), **49:142**
 - work, **49:143**
- OMR, **49:144**
- Ontario infrastructure plan, **49:145**
- operating costs, **49:145.50**
- operational services, **49:146**
- operations and management agreements, **49:146.50**
- operations concession arrangement, **49:147**
- operator, **49:148**
- organizational conflict of interests, **49:149**
- oversight, **49:150**
- partnership agreements, **49:151**
- P3 developer, **49:150.30**
- performance
 - indicators, **49:152**
 - management (PM), **49:153**
 - security, **49:154**
 - standard, **49:155**
- permits, **49:156**
- permitted borrowing, **49:157**
- permitted refinancing condition, **49:158**
- permitted security interest, **49:159**
- person, **49:160**
- personal information, **49:161**
- PPA documents, **49:163.50**
- P3 payments, **49:150.70**
- PP persons, **49:162**
- PP representative, **49:163**
- prime contract, **49:164**
- prime contractor(s), **49:165; 49:166**
- privacy laws, **49:167**
- prohibited act, **49:168**
- project, **49:169**
 - agreements, **49:170**
 - budget, **49:174**
 - charter, **49:175**
 - documents, **49:173**
 - finance, **49:176**
 - project contractor insolvency event, **49:171**
 - project contractor material breach, **49:172**
- project intellectual property, **49:177**
- project manual, **49:177.50**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

Definitions—Cont'd

- project property, **49:177.70**
- proprietary information, **49:178**
- provincial funding agreement, **49:179**
- public infrastructure, **49:180**
- public private partnership (P3), **49:181**
- public-private partnership agreement, **49:181.50**
- qualifying institution (Partnerships BC), **49:182**
- quality assurance (QA), **49:183**
- reference documents, **49:184**
- refinancing, **49:185**
- rehabilitation work, **49:186**
- reinstatement
 - plan, **49:187**
 - work, **49:188**
- release, **49:189**
- relevant assumptions, **49:193**
- relevant authority, **49:194**
- relevant change in law, **49:195**
- relevant event, **49:196**
- relief event, **49:190**
- reserved rights, **49:195.50**
- restricted person, **49:196**
- scheduled refinancing, **49:197**
- service commencement, **49:198**
- services, **49:199**
- shop drawings, **49:200**
- site, **49:201**
- site security plan, **49:202**
- site survey, **49:203**
- source code, **49:204**
- source code and source code documentation, **49:205**
- standards, **49:206**
- standby letter of credit, **49:206.50**
- subcontract, **49:207**
- subcontracting, **49:207.50**
- subcontractor, **49:208**
- submittals, **49:209**
- substantial completion, **49:210**
- suitable substitute concessionaires, **49:211**
- supervening events, **49:212**
- tax or taxes, **49:213**
- technical data, **49:213.50**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

Definitions—Cont'd

term, **49:214**
terminology, **49:214.30**
terms, **49:31.90**
third party agreements, **49:214.70**
transferable assets, **49:215**
underground facilities, **49:215.50**
unidentified archaeological remains, **49:216**
unidentified endangered species, **49:217**
unidentified environmental condition, **49:218**
unidentified geological obstruction, **49:219**
unidentified utility, **49:220**
uninsurable, **49:221**
uninsurable risk, **49:222**
unknown contamination, **49:223**
use, **49:224**
utilities, **49:225; 49:226**
work, **49:226.30**
work product, **49:226.70**
year, **49:227**

General contract clauses, **49:247**

bond and insurance, **49:228**
conduct during pendency of dispute, **49:229**
conflicting and reconciliation provisions, **49:231**
conflict of terms, **49:230**
conflicts or inconsistencies in documents (contracts), **49:232**
conflicts or inconsistencies in documents (RFP's), **49:233**
construction and interpretation of agreement, **49:234**
costs of dispute resolution, **49:235**
dispute resolution, **49:236**
drug-free workplace, **49:237**
drugs, dangerous weapons and searches, **49:237.50**
eligible bidding entities (RFP), **49:237.70**
entire agreement; amendment, **49:238**
ethical standards, **49:239**
force majeure events and consequences, **49:239.30**
governmental authority, **49:239.70**
independent contractor, **49:239.100**
intellectual property, **49:240**
miscellaneous provisions, **49:241**
no reliance, **49:242**
ownership of work product, **49:243**
project requirements and good industry practice, **49:244**

PUBLIC-PRIVATE PARTNERSHIPS—Cont'd

General contract clauses, **49:247**—Cont'd

public private partnership agreement, **49:244.50**

public private partnership project, **49:244.70**

records, audits, and intellectual property, **49:245**

reference standards, **49:246**

site use, **49:246.50**

standby letter of credit, **49:247**

expiration date, **49:247**

forefeiture, **49:248**

reference to project agreement, **49:249**

requirement, **49:250**

Project agreements

arts centre, establishment of, letter of intent, **49:29.60**

civic centre, design, build, transfer, **49:31.85**

development agreement, covenant to enter, **49:30.60**

health care facility

design, construction, financing and maintenance of, **49:31.10**

regional hospital and Parkinson's treatment facilities, **49:31.20**

multi-use facility, design and build, **49:31.70**

municipal facility, construction, financing, operation, maintenance,
management and acquisition, **49:31.30**

operation, maintenance and management services, **49:31.75**

RFPs

disposition of lands, provision of new facilities, **49:30**

procurement project, with alternative financing, **49:29**

Term sheets

joint development agreement, **49:29.50**

operation and maintenance agreement, **49:29.30**

PUBLISHING AGREEMENTS

Accounts of sales by publisher, author's right to examine, **12:54**

Advertising

See ADVERTISING

Agency agreement, **12:82**

agent-facilitated electronic book self-publishing agreement, **12:85**

alternative exclusive literary agency, for, **12:83**

single and multiple works, **12:84**

Authority to publish, **12:30**

Author's alterations, **12:61**

Author's name, display of, **12:65**

Author's reserved rights, **12:31**

Author's warranties, **12:34; 12:35**

Author unable to continue, **12:75**

PUBLISHING AGREEMENTS—Cont'd

- Bankruptcy of publisher, **12:80**
 - author's right to request fair market value statement, **12:81**
- Book club sales, **12:70**
- Book tours, promotions through, **12:66**
- Cheap editions, **12:47**
- Collaboration agreement, **12:25**
 - termination of, **12:26**
- Collateral short subject production agreement, **12:93**
- Conflicting works, author's undertaking, **12:36**
- Copyright
 - see also COPYRIGHT
 - actions to protect, **12:39**
 - author's warranty, **12:35**
 - permissions, publishers to obtain, **12:57**
 - registration of, **12:38**
 - reproduction of copyright material, publishers to obtain permissions, **12:64**
- Date of publication, **12:32**
- Delay in publication, **12:33**
- Delivery of
 - manuscript, **12:56**
 - printing elements, milestones for, **12:55**
- Derivative works
 - See subsidiary rights
- Digital media
 - product, **25:34**
 - publisher's evaluation of product, **25:36**
- Extra editorial work, **12:59**
- Failure of author to perform obligations, remedies for publisher, **12:37**
- Free copies
 - author, for, **12:42**
 - sales promotion, for, **12:41**
- Freelance agreements
 - editor, with, **12:18**
 - writer, with, **12:13; 12:14**
 - website rights, **12:15**
- Ghost writing agreement, **12:27**
- Grant of right to publish, **12:30**
- Illustrations and maps, **12:63**
- Index, author to provide, **12:19; 12:62**
- Intellectual property, assignment of, **12:19**
- Limited edition (print) agreement, **12:9**
- Literary agent, agreement with
 - See agency agreement, *supra*

PUBLISHING AGREEMENTS—Cont'd

- Manuscript submission
 - confidentiality agreement, **12:3**
 - delivery of, **12:56**
 - unsolicited, letter agreement, **12:2**
- Marketing and co-promotion, **12:67**
- Minor, intervention by parents of, **12:6**
- Moral rights, waiver of, **12:19**
- Music publishing
 - see also RECORDINGS
 - administration agreement, **51:35**
 - agency agreement, **51:32**
 - collaboration agreement, **51:34**
 - composer and publisher agreement, **12:20; 12:21; 51:29-51:32**
 - assignment, **12:22**
 - distribution agreement, digital and mobile audio and video, **51:36**
 - sub-publishing agreements, **12:23; 12:24**
- New editions, **12:76**
 - advance for, **12:77**
- Next work
 - publisher's option, **12:78**
 - publisher's right of refusal, **12:79**
- Non-disclosure of manuscript, **12:4**
- Online interactive sessions, **12:66**
- Option
 - author's next work, **12:78**
 - motion picture and television rights, **12:92**
 - literary purchase agreement annexed, with, **12:91**
- Out-of-print provision, **12:73**
- Presentation copies
 - See free copies, *supra*
- Printing elements, delivery of, **12:55**
- Print serial rights, **12:14**
- Production
 - agreement, collateral short subject, **12:93**
 - discretions of publishers, **12:40**
- Promotion through book tours and interactive sessions, **12:66**
- Proofs, handling of, **12:60**
- Protection of manuscript, **12:58**
- Publication date, **12:32**
- Remainders, **12:43**
- Reprints
 - royalties on, **12:50**
 - website use, **12:16**

PUBLISHING AGREEMENTS—Cont'd

- Reproduction of copyright material, publishers to obtain permission, **12:64**
- Reproductive elements, author's right to, **12:81**
- Reserved rights, author's, **12:31**
- Reversion of rights
 - acknowledgment of, **12:11**
 - agreement, **12:12**
 - notice of, **12:10**
- Royalties
 - advance on, **12:51**
 - assignment of, **9:11; 9:12**
 - cheap editions, **12:47**
 - checklist, **12:8**
 - deductions for expenditures on author's behalf, **12:52**
 - exempt copies, **12:49**
 - foreign language editions, **12:48**
 - general clause, **12:44**
 - goods and services tax or harmonized sales tax, **12:45**
 - representations where not payable, **12:46**
 - remainders, **12:43**
 - reprints, **12:50**
 - statement checklist, **12:8**
- Serial rights, **12:69**
 - website, **12:17**
- Standard agreement between author and publisher, **12:5**
- Statement of sales, **12:53**
- Subsequent editions, **12:76**
 - advance for, **12:77**
- Subsidiary rights
 - author inducement, **12:90**
 - generally, **12:68**
 - jointly controlled, **12:71**
 - literary purchase agreement, **12:91**
 - option and licensing agreement between author and playwright for stage play, **12:88**
 - option on motion picture rights to novel, **12:91**
 - reversion of translation or foreign rights, **12:72**
 - theatrical dramatization, **12:89**
- Talking book, **12:28**
- Termination of agreement, **12:12; 12:74**
- Tradebook checklist, **12:7**
- Translation agreement, **12:86; 12:87**
- Unsolicited manuscript, letter and submission agreement, **12:2**
- Virtual reality video game, **25:38**

PUBLISHING AGREEMENTS—Cont'd

- Website rights
 - commissioned work, **12:15**
 - first serial rights, **12:17**
 - reprint, **12:16**
- Writers' union standard agreement, **12:7**

RADIO

- See BROADCASTING

RAILWAYS

- Bill of lading, **50:5**
- Carload transborder requirements, **50:6**
- Confidential transportation agreement, **50:3**
- Master agreement, **50:2**
- Shipping advice, **50:4**

RECORDINGS

- Administration agreement, **51:35**
- Agency agreement, music publishing, **51:30.50**
- Artist
 - advances to, **51:6**
 - bonus, performance, **51:16**
 - exclusive recording agreement, **51:1**
 - group recording agreement, **51:2**
 - option to terminate, by, **51:17**
 - recoupment of royalties, **51:23**
 - term of engagement, **51:5**
- Budget recording, **51:11**
- Collaboration agreement, **51:34**
- Composer, right to terminate, **51:28.50**
- Costs of, **51:13**
- Delivery of master recording, **51:12**
- Goods and services tax, **51:8**
 - warranties from recipient, **51:9**
- Licence agreement, master, **51:3**
- Music publishing agreement, **51:29-51:32**
 - collateral grant of, **51:15**
- Performance
 - bonuses, **51:16**
 - restrictions, **51:10**
- Producer's agreement, **51:18**
 - composition, definition of, **51:26**
 - credit, provision for, **51:27**
 - custom label, release on, **51:25**
 - services to be included, **51:20**

RECORDINGS—Cont'd

- Restrictions on, **51:24**
- Royalties
 - assignment of, **9:12**
 - calculation of, **51:7; 51:14**
 - goods and services tax, **51:8**
 - warranties from recipient, **51:9**
- Subsequent recordings, **51:28**
- Termination of agreement
 - artist's option to, **51:17**
 - composer's option to, **51:28.50**

RELEASES

- Accident claims
 - general, **52:12; 52:13**
 - infants, indemnity by parents, **52:14**
 - property damage with subrogation, **52:15**
- Acknowledgment of responsibility, patient release from hospital, **33:54**
- Athletics
 - baseball player, amateur, **10:20**
 - instructional course, **10:30**
 - participation in event, **10:29**
- Contests, promotional
 - declaration and, **2:34; 2:35**
 - travel companion, **2:36; 2:37**
- Employee, by, on termination, **52:8**
- Executor, to, **52:7**
- Full release, **52:4**
- General, all claims, **52:2**
- Guarantors, consent to release of, **32:24**
- Hospitals, liability of, **33:50-33:53**
- Intellectual property assets, **23:48-23:50**
- Medical records, **33:57-33:59**
- Motion pictures, use of location, **57:42; 57:43**
- Mutual release
 - arbitration award, **7:102**
 - by three persons, **52:3**
 - one party, arbitration award, **7:98**
- Personal appearance, **2:38; 25:29**
- Personal performance, synchronization licence, and, **58:43**
- Product use, **52:10**
 - parents of user, **52:11**
- Publisher, **25:21**
- Real estate transactions
 - mutual release in, **52:6**

RELEASES—Cont'd

- Real estate transactions—Cont'd
 - release in, **52:5**
- Rights of redemption, **55:40**
- Spouse, by, claims against spouse, **52:9**
- Surety to obtain, bond clause, **18:153**

REQUEST FOR PROPOSAL

- Municipal, definition, **23:889**
- Systems, **23:289**
 - business and contractual provisions, **23:290**

RESTAURANTS

- See FRANCHISES

RETAINERS

- Agreement, **35:4**
 - client information form, **35:5**

ROAD TRANSPORTATION

- Bills of lading, conditions of carriage
 - Alberta, **53:3**
 - British Columbia, **53:2**
 - Manitoba, **53:5**
 - New Brunswick, **53:8**
 - Nova Scotia, **53:9**
 - Ontario, **53:6**
 - Quebec, **53:7**
 - Saskatchewan, **53:4**
- Vehicle rental, **53:11**

ROYALTIES

- Advance on, **12:51**
- Assignment of, **9:11; 9:12**
- Benchmark results, client prohibition against disclosure, **23:264**
- Cheap editions, **12:47**
- Deductions, **12:52**
- Definitions
 - processor, **23:865**
 - response level and service levels, **23:899**
- Digital media, **25:48**
- Exempt copies, **12:49**
- Export and import controls
 - Export and Import Permits Act
 - number, application for, **35:38**
 - permit, application for, **35:39**
 - cancellation request, **35:40**

ROYALTIES—Cont'd

- Foreign language edition, **12:48**
- Goods and services tax or harmonized sales tax, **12:45**
- Joint ventures
 - see also **JOINT VENTURES**
 - contractual agreement, **35:85**
 - assignment of interest to third party, **35:83**
 - outsourcing, **35:85**
 - termination of, **35:84**
- Oil and gas
 - conveyance, **44:6**
 - procedure, **44:60-44:63**
- Outsourcing agreement, **35:85**
- Publishing, general clause, **12:44**
- Recordings, **51:7; 51:14**
- Remainders, **12:43**
- Reprints, **12:50**
- Statement checklist, **12:8**

SALE OF BUSINESS

- Accounts receivable
 - election, **54:47**
 - representation, **54:36**
- Assets, non-assignability of, **54:44**
- Assignment of
 - copyright, **54:65**
 - trademark, **54:64**
- Bills of sale
 - See **BILLS OF SALE**
- Broker, absence of, **54:45**
- Conveyance, general, **54:31**
- Copyright, assignment of, **54:65**
- Counterparts, signatures on, **54:52**
- Covenant and guarantee by parent company, **54:38**
- Employment
 - offer of, **54:41**
 - provisions for, **54:57**
- Environmental issues, **54:53**
- Financial statements, **54:56**
- Franchises
 - See **FRANCHISES**
- General conveyance, **54:31; 54:32**
- Guarantee by parent company, **54:38**
- Indemnity
 - assumption of liabilities, **54:35**

SALE OF BUSINESS—Cont'd

- Indemnity—Cont'd
 - infringement liability, **54:50**
 - product liability, **54:49**
 - retail sales tax, **54:48**
- Lease, representations as to, **54:37**
- Letter of intent, **54:29**
- Liabilities
 - assumption of by purchaser, **54:34**
 - indemnity respecting, **54:35**
- Management provision, **54:55**
- Pension plans, **54:40**
- Profit or loss during interim period, **54:43**
- Public notice, **54:51**
- Purchase and sale, agreement of, **54:30**
- Purchaser's conditions, **54:60**
- Regulatory approvals as condition precedent, **54:54**
- Representations and warranties of vendor, **54:59**
- Share purchase agreement, **54:58**
 - definitions used, **54:58**
 - employment provisions, **54:57**
 - non-competition, **54:63**
- Title, examination of, **54:46**
- Trademark, assignment of, **54:64**
- Vehicles, safety certificate, **54:42**
- Vendor's name, use of, **54:39**

SALE OF GOODS

- See also COMPUTERS; CONDITIONAL SALES AGREEMENTS;
INTERNATIONAL TRANSACTIONS; MANUFACTURING
- Advertising, **54:19**
- Agreement for, **54:2**
- Bailed property, **54:18**
- Billing and shipping, **54:8**
- Bills of sale
 - See BILLS OF SALE
- Changes to product, **54:9**
- Environmental matters, **54:21**
- Exclusive duty to buy, **54:5**
- Fish, **29:1; 29:2; 29:4**
- Force majeure, **54:23**
- Government compliance, **54:20**
- Indemnification, **54:15**
- Ingredient disclosure, special warnings, **54:12**
- Insolvency, **54:22**

SALE OF GOODS—Cont'd

- Inspection prior to delivery, **54:10**
- Insurance, **54:16**
- Intellectual property, **54:13**
- Inventory sale, at appraisal valuation, **54:3**
- Manufactured goods, sale of, **54:4**
- Purchase and sale of assets, agreement, **54:2**
- Purchase price
 - adjustment in, **54:7**
 - increase in, **54:6**
- Shipping and billing, **54:8**
- Supply agreement, **54:4**
- Technical information disclosed to buyer, **54:14**
- Tools at seller's expense, **54:17**
- Warranty by seller, **54:11**

SECURED TRANSACTIONS

- Bank Act security
 - See BANKING
- Conditional sales
 - See CONDITIONAL SALES AGREEMENTS
- Personal property security
 - See PERSONAL PROPERTY SECURITY

SERVICE AGREEMENTS

- See AVIATION; COMPUTERS; MANAGEMENT AGREEMENTS;
MASTER SERVICE AGREEMENT; DIGITAL MEDIA

SHIPPING

- See also INTERNATIONAL TRANSACTIONS
- Bills of lading, liner, **56:2**
- Charter parties
 - bareboat charter
 - barge, **56:6**
 - standard, **56:5**
 - general charter, uniform, **56:4**
 - time charter, uniform, **56:3**
- Deed of covenants, collateral to statutory mortgage, **56:1**

STATUTORY DECLARATIONS

- See also DECLARATIONS
- Attestation, **4:73**
- Attorney signing for principal, by, **3:27**
- Documents, declarations as to
 - alteration made before execution, **3:22**
 - execution by two witnesses, **3:23**

STATUTORY DECLARATIONS—Cont'd

Documents, declarations as to—Cont'd

- mailing of, **3:24**
- publication in newspaper, **3:25**
- signature
 - deceased person, by, **3:20**
 - document, on, **3:19**
- translation true and correct, **3:26**
- true copy, **3:17**

General forms

- one person, **3:15**
- several persons, **3:16**

TELECOMMUNICATIONSAnswer by respondent, **19:10**

Appeals

- CRTC, to, telecom order, **19:13**
 - answer, respondent, **19:14**
- leave to
 - notice of motion for, **19:26**
 - supporting affidavit, **19:27**
 - written representations, **19:28**
- limitation of material before court
 - affidavit, **19:33**
 - notice of motion, **19:32**
 - order, **19:34**
 - rule 324 letter, **19:31**
- notice of, **19:29**
 - intention to participate, **19:30**

Applications, **19:8**

Broadcasting

See BROADCASTING

Interrogatories, **19:11**

- response to, **19:16**

Intervention, **19:5**

Notices

- appeal, **19:29**
 - intention to participate, **19:30**
 - motion for leave, **19:26**
 - motion to limit material, **19:32**
- interested party
 - participate, intention to, **19:30**
 - tariff, **19:15**
 - to, **19:16**
- respondent, to, **19:9**