

TABLE OF CONTENTS

<i>Preface</i>	
<i>Acknowledgements</i>	
<i>Table of Cases</i>	
1. <i>Introduction</i>	
2. <i>The Commercial Agreement</i>	
3. <i>Title</i>	
4. <i>Date</i>	
5. <i>Parties</i>	
1. <i>Individuals</i>	
(a) <i>On Behalf of a Corporation to be Incorporated</i>	
(b) <i>Power of Attorney</i>	
(c) <i>Trustee</i>	
2. <i>Partnerships</i>	
3. <i>Corporations</i>	
4. <i>Defining Parties</i>	
6. <i>Recitals</i>	
7. <i>Consideration</i>	
1. <i>Principles and Cases</i>	
2. <i>Recommendations and Conclusion</i>	
8. <i>Interpretation Provisions</i>	
1. <i>Definitions</i>	
(a) <i>Types of Definitions and Their Uses</i>	
(b) <i>Principles and Cases</i>	
(c) <i>Recommendations and Conclusion</i>	
2. <i>Entire Agreement</i>	
(a) <i>Principles and Cases</i>	
(b) <i>Recommendations and Conclusion</i>	
3. <i>Extended Meanings</i>	
(a) <i>Principles and Cases</i>	
(b) <i>Recommendations and Conclusion</i>	
4. <i>Accounting Principles</i>	
(a) <i>Concepts and Principles</i>	
(b) <i>Application of GAAP or Other Policies</i>	

Table of Contents

	(c) Consistency	
	(d) Certainty	
5.	Headings	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
6.	References	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
7.	Capitalized Terms	
	(a) Principles and Cases	
	(b) Recommendations	
8.	Governing Law	
	(a) Principles and Cases	
	(i) Choice of Law	
	(ii) Choice of Forum	
	(b) Recommendations and Considerations	
9.	Business Day	
	(a) Principles and Cases	
	(b) Recommendations	
10.	Currency	
	(a) Principles and Cases	
	(b) Recommendations	
11.	Schedules and Appendices	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
9.	<i>Clauses</i>	
1.	Waiver	
	(a) Principles and Cases	
	(b) Recommendations	
2.	Remedies	
	(a) Principles and Cases	
	(b) Recommendations and Considerations	
3.	Liquidated Damages	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
4.	Arbitration	
	(a) Principles and Cases	
	(b) Recommendations and Considerations	
5.	Force Majeure	
	(a) Principles and Cases	

Table of Contents

	(b) Recommendations and Considerations	
6.	Limitation of Liability	
	(a) Principles and Cases	
	(b) Recommendations	
7.	Limitation of Actions	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
8.	Survival	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
9.	Costs and Legal Expenses	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
10.	Assignment	
	(a) Principles and Cases	
	(i) Novation and Delegation: The Impossibility of As-	
	signing a Contractual Burden	
	(ii) Presumption of Assignability	
	(iii) Contractual Provisions Restricting the Rights of As-	
	signment	
	(b) Recommendations and Conclusion	
11.	Joint and Several Obligations	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
12.	Time	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
13.	Notices	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
14.	Transmission by Facsimile or Other Electronic Means	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
15.	Prior Agreement	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
16.	Amendments	
	(a) Principles and Cases	
	(i) General	
	(ii) Oral Amendments	

Table of Contents

	(iii) Written Amendments	
	(iv) Treatment of Boilerplate Amendment Clauses	
	(b) Recommendations and Conclusion	
17.	Further Assurances	
	(a) Principles and Cases	
	(i) Implied Terms	
	(b) Recommendations and Conclusion	
18.	Severability	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
19.	English Language and French Language	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
20.	Binding Effect and Enurement	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
21.	Independent Legal Advice	
	(a) Principles and Cases	
	(i) General Rule and Exceptions	
	(ii) Duress	
	(iii) Inequality of Bargaining Power	
	(iv) Undue Influence	
	(v) Fiduciary Relationship	
	(vi) Unconscionability	
	(vii) Independent Legal Advice	
	(b) Recommendations and Conclusion	
22.	Acknowledgement	
	(a) Principles and Cases	
	(i) Consensus ad idem	
	(ii) Non est factum	
	(iii) Notice	
	(b) Recommendations and Conclusion	
23.	Counterparts	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
24.	Novation	
	(a) Principles and Cases	
	(b) Recommendations and Conclusion	
25.	Confidentiality	
	(a) Principles and Cases	

Table of Contents

	(i) The Equitable Duty of Confidentiality	
	(ii) The Confidentiality Clause: Why Bother?	
	(iii) Obligations to Disclose and Judicially Imposed Lim- itations	
	(b) Recommendations and Conclusion	
26.	“No Announcement” or “No Publicity”	
	(a) Principles and Cases	
	(i) Commercial Transactions	
	(ii) Severance Agreement	
	(iii) Litigation Settlements	
	(b) Recommendations and Conclusion	
27.	Independent Contractor	
	(a) Principles and Cases	
	(b) Recommendations and Conclusions	
10.	<i>Testimonium, Attestation and Seals</i>	
	1. Testimonium	
	2. Attestation and Seals	
	(a) Testimonium	
	(b) Attestation	
	(c) Seals	
	3. Recommendations and Conclusion	
11.	<i>Conclusion</i>	
	<i>Bibliography</i>	
	<i>Index</i>	

