

marks and applications for any of the foregoing, together with all trade secrets, know-how, rights to confidence and other intellectual and industrial property rights in all parts of the world.

- 'Project' - the creation of the Website.
- 'Project Price' - the cost of the Project as stated in Schedule 1.
- 'Retained Copyright' - computer code or script, whether compiled or not, written by the Designer in HTML, CGI-bin, Perl, Java or any other computer language and incorporated into the Website.
- 'Specification' - the document attached to Schedule 2 subject to any Specification Addenda.
[amongst other things, the Specification should deal with the graphics having a consistent cross-platform appearance and the Website being able to deal properly with the maximum trafficload that the client anticipates]
- 'Specification Addendum' - an amendment to the Specification agreed by the parties in writing pursuant to Clause 10 below.
- 'Third Party Copyright' Intellectual Property Rights owned by third parties in software used by Designer in creation of the Website.
- 'Website' - a compilation of one or more webpages being a combination of text, data, sound, images or other material accessible through WWW to be developed by the Designer pursuant to the Specification.

2. THE AGREEMENT

3. PRICE AND PAYMENT

3.1

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4. INTELLECTUAL PROPERTY AND INDEMNITIES

4.1

4.2

4.3 .

5. LIMITATION OF LIABILITY

5.1

5.2 .

6. TESTING AND ACCEPTANCE OF WEBSITE

6.1 .

6.2

6.3

6.4

7. CONFIDENTIALITY

8. WARRANTIES

8.1 .

8.3

9. PERSONNEL

9.1

9.2 .

10. CHANGE CONTROL

10.1

10.2 .

10.3 .

10.4 .

10.5 .

11. TIME

11.1

11.2

12. ENTIRE AGREEMENT AND SEVERANCE

12.1 .

12.2 .

12.3 .

13. NOTICES

14. FORCE MAJEURE

15. WAIVER

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16. DISPUTE RESOLUTION

17. HEADINGS

18. GOVERNING LAW

Signed below on behalf of the parties by their duly authorised representatives as of the date first above written.

By :

By :

Title :

Title :

For and on behalf of :

For and on behalf of :

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parties to cross-check all references to Schedules and having determined which items are relevant, create schedules inserting detail as appropriate!