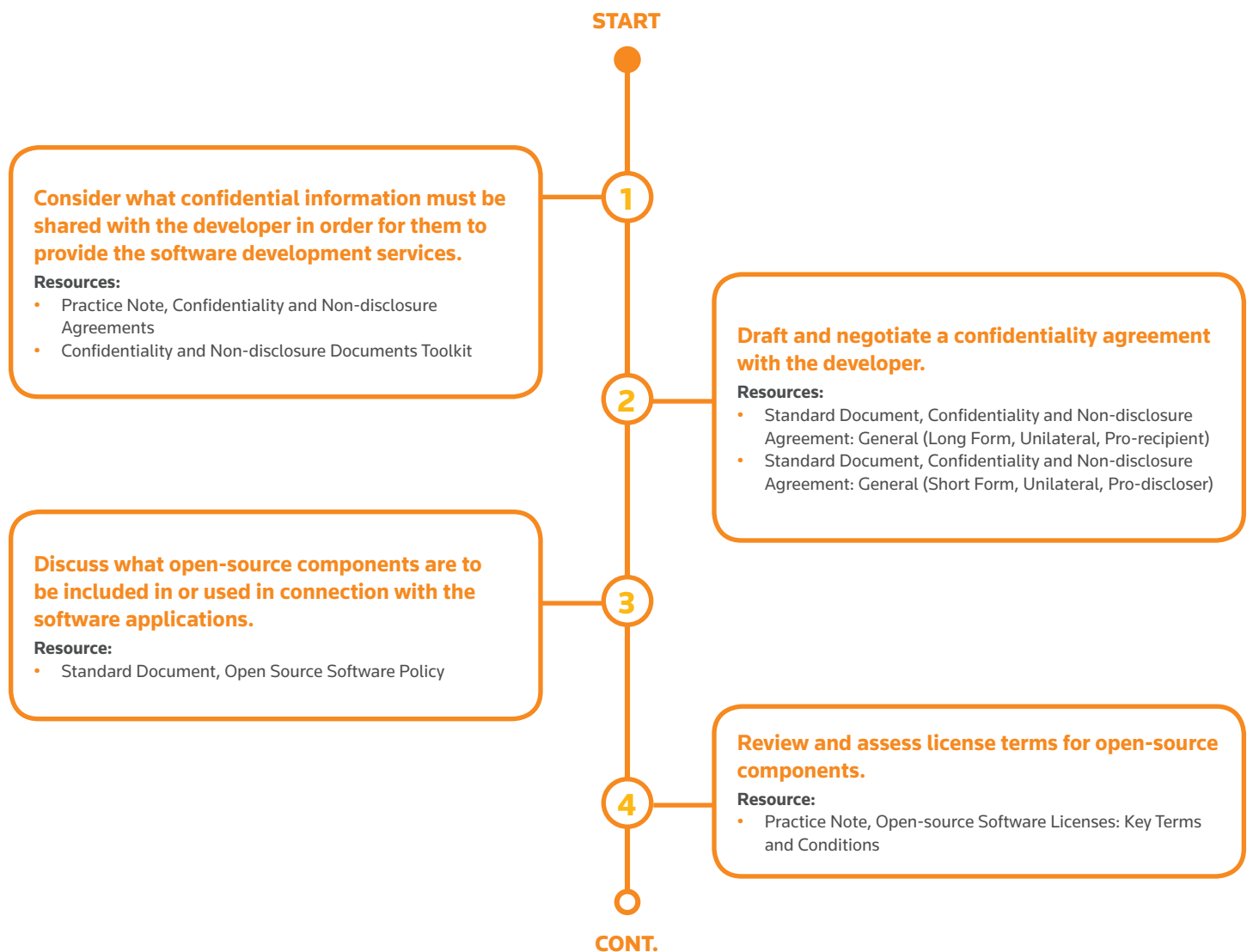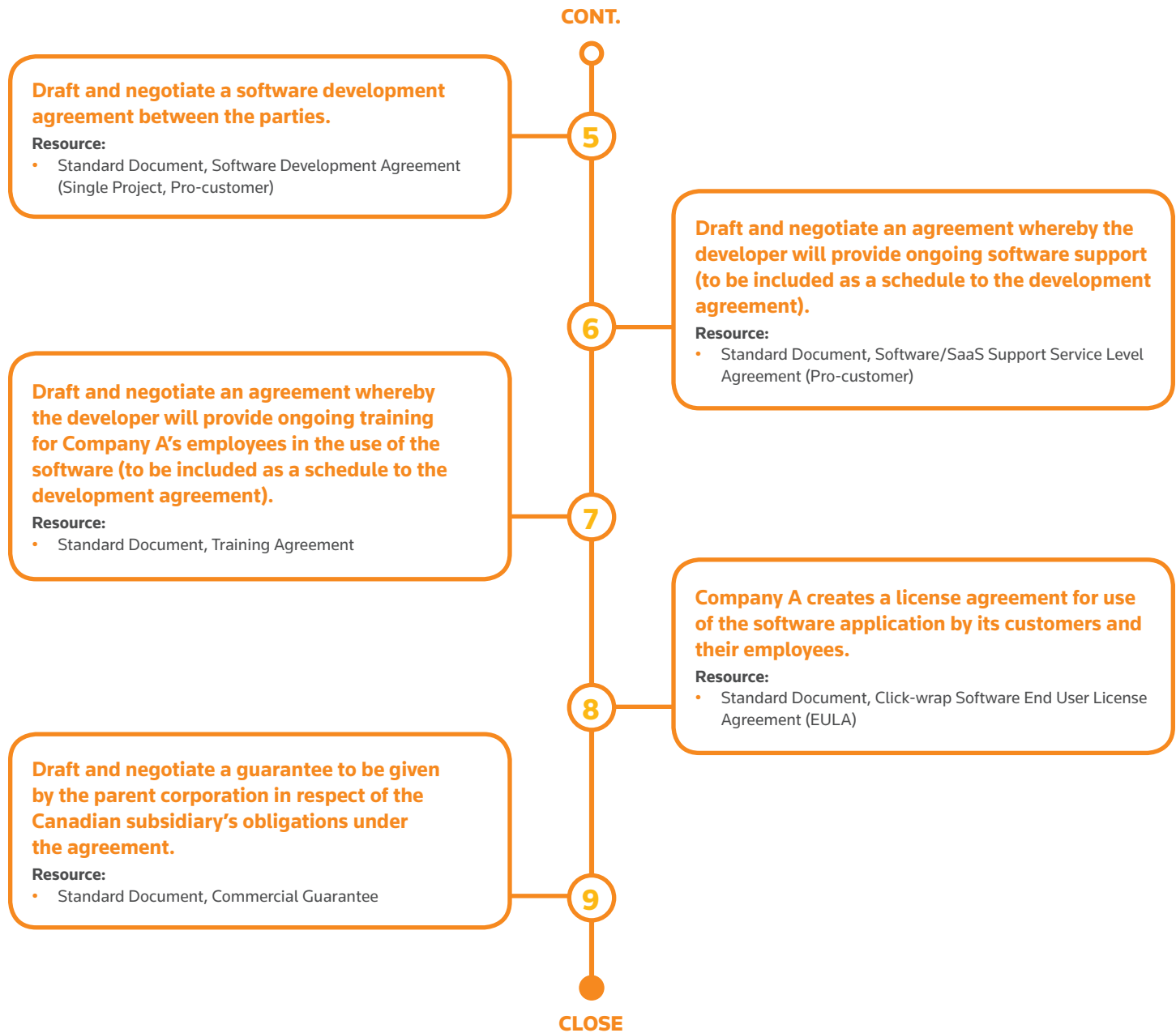# Transactional Task-line
E-Commerce & Technology

Scenario

Company A wants to upgrade some internally developed software applications, and wants to hire a large multinational developer (the Developer) to develop the new application as well as provide training and technical support on an ongoing basis. The Developer's Canadian subsidiary is contracting to do the work.

Once the software application is delivered, Company A will make it available to its customers so they can interact on a common platform.

START

1

Consider what confidential information must be shared with the developer in order for them to provide the software development services.
Resources:
- Practice Note, Confidentiality and Non-disclosure Agreements
- Confidentiality and Non-disclosure Documents Toolkit

2

Draft and negotiate a confidentiality agreement with the developer.
Resources:
- Standard Document, Confidentiality and Non-disclosure Agreement: General (Long Form, Unilateral, Pro-recipient)
- Standard Document, Confidentiality and Non-disclosure Agreement: General (Short Form, Unilateral, Pro-discloser)

3

Discuss what open-source components are to be included in or used in connection with the software applications.
Resource:
- Standard Document, Open Source Software Policy

4

Review and assess license terms for open-source components.
Resource:
- Practice Note, Open-source Software Licenses: Key Terms and Conditions

CONT.

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CONT.

Draft and negotiate a software development agreement between the parties.

Resource:
- Standard Document, Software Development Agreement (Single Project, Pro-customer)

(5)

(6)

Draft and negotiate an agreement whereby the developer will provide ongoing software support (to be included as a schedule to the development agreement).

Resource:
- Standard Document, Software/SaaS Support Service Level Agreement (Pro-customer)

Draft and negotiate an agreement whereby the developer will provide ongoing training for Company A's employees in the use of the software (to be included as a schedule to the development agreement).

Resource:
- Standard Document, Training Agreement

(7)

(8)

Company A creates a license agreement for use of the software application by its customers and their employees.

Resource:
- Standard Document, Click-wrap Software End User License Agreement (EULA)

Draft and negotiate a guarantee to be given by the parent corporation in respect of the Canadian subsidiary's obligations under the agreement.

Resource:
- Standard Document, Commercial Guarantee

(9)

CLOSE

Resources

* Note: Click on the resources listed below to see them on Practical Law Canada.

Practice Notes
- Confidentiality and Non-disclosure Agreements
- Open-source Software Licenses: Key Terms and Conditions

Standard Documents
- Click-wrap Software End User License Agreement (EULA)
- Confidentiality and Non-disclosure Agreement: General (Long Form, Unilateral, Pro-recipient)
- Confidentiality and Non-disclosure Agreement: General (Short Form, Unilateral, Pro-discloser)

- Open Source Software Policy
- Software Development Agreement (Single Project, Pro-customer)
- Software/SaaS Support Service Level Agreement (Pro-customer)
- Training Agreement
- Commercial Guarantee

Toolkit
- Confidentiality and Non-disclosure Documents Toolkit