

Sample Software Licence Agreement

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This Agreement is dated 1 November 2014

BETWEEN:

Smiths Contracting Pty Ltd (ABN 222 222 222) of 1 Smith Lane, Smithville, Sydney NSW 2000 (**Licensor**); and

Bill Williams (ABN 123 123 123) of 1 Williams Street, Williamsville, Sydney NSW 2000 (**Licensee**)

RECITALS:

- A. The Licensor owns certain computer software.
- B. The Licensor has agreed to grant to the Licensee a licence to use that computer software and its associated documentation on the terms and conditions set out in this Agreement.

OPERATIVE PROVISIONS:

1. Definitions and interpretation

In this Agreement, unless the context indicates the contrary:

Commencement Date means 1 November 2014.

Confidential Information means all information provided by one party to the other in connection with this Agreement where such information is identified as confidential at the time of its disclosure or ought reasonably be considered confidential based on its content, nature or the manner of its disclosure, but excluding:

- (a) information that enters the public domain or is disclosed to a party by a third party, other than through a breach of this Agreement; and
- (b) information developed independently by a party.

Documentation means any and all proprietary documentation made available to the Licensee by the Licensor for use with the Licensed Software, including any documentation available online.

Fees means the fees calculated in accordance with Schedule 2.

Force Majeure Event means any event beyond the control of the relevant party.

GST has the meaning given in A New Tax System (Goods and Services Tax) Act 1999 (Cth), or any other similar tax.

Intellectual Property Rights means all intellectual property rights, including all copyright, patents, trade marks, design rights, trade secrets, domain names, know how and other rights of a similar nature, whether registrable or not and whether registered or not, and any applications for registration or rights to make such an application.

Licensed Software means the Intelligent Legal software owned by the Licensor and delivered to the Licensee by the Licensor pursuant to this Agreement.

Moral Rights has the meaning given under the Copyright Act 1968 (Cth) and includes any similar rights existing in other countries.

Term means 4 years.