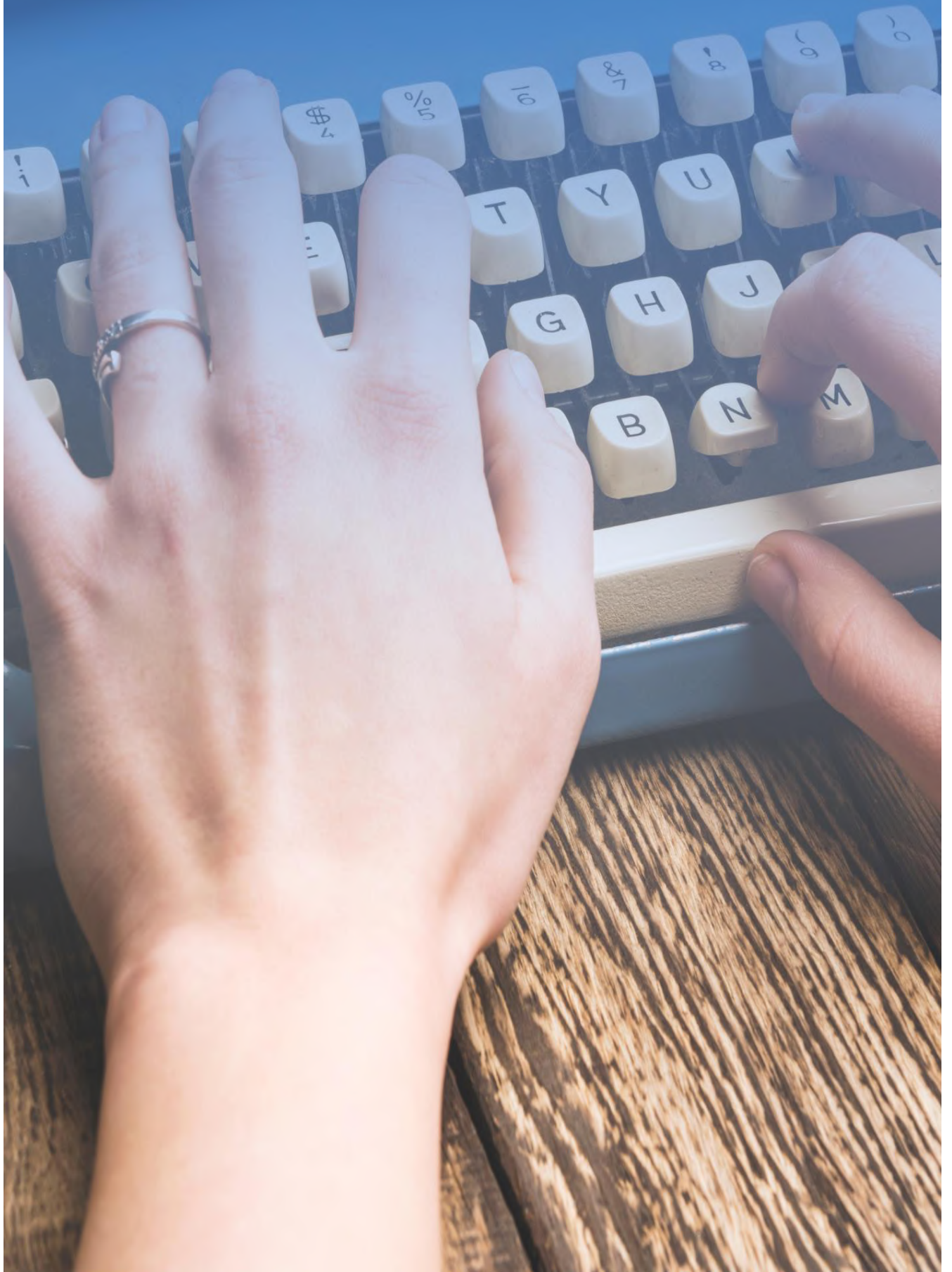


# VIEW SAMPLE



# **Heads of Agreement**

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General Heads of Agreement

Date:

THIS AGREEMENT dated

2021

**PARTIES:**

[NAME] (ACN/ABN [For tax reasons, normally an ABN will be required. However if a company has no ABN, the ACN may be used in certain circumstances. See sections 153 and 1344 of the Corporations Act.] of [ADDRESS] (abbreviation)

OF THE FIRST PART

**AND**

[NAME] (ACN/ABN [For tax reasons, normally an ABN will be required. However if a company has no ABN, the ACN may be used in certain circumstances. See sections 153 and 1344 of the Corporations Act.] of [ADDRESS] (abbreviation)

OF THE SECOND PART

- A. The parties have agreed in principle to enter into a contract, the particulars of which are contained in this Heads of Agreement.
- B. Upon signing this Heads of Agreement a formal contract will be prepared. Until signature and exchange of that contract this Heads of Agreement will prevail.

**Terms**

**1 HEADS OF AGREEMENT**

- (a) These Heads of Agreement constitutes an agreement in principle between the parties. This document is a binding contract, and is intended to be superseded by a contract in the form attached as Annexure A to this Agreement.
- (b) In consideration for doing so, the parties agree that the costs and disbursements of the preparation of the Contract will be borne equally by the parties to this Heads of Agreement.
- (c) The Contract will include the terms set out below. It will also contain additional terms, but they will not be unusual or unreasonable.

**2 TERMS OF CONTRACT**

- (a) [LIST TERMS HERE]

**Execution**

**Executed as a deed**

<b>EXECUTED</b> for and on behalf of [ <b>COMPANY NAME</b> ] <b>PTY LTD</b> (ACN ### ### ###) in accordance with Section 127(1) of the <i>Corporations Act</i> 2001 by authority of the Directors:		
..... Signature of Director ..... Name of Director		..... Signature of Director/Secretary ..... Name of Director/Secretary

<b>SIGNED SEALED &amp; DELIVERED</b> by [ <b>NAME</b> ] in the presence of:		
..... Signature of Witness ..... Name of Witness		..... Signature

# Annexure A

The parties agree to enter into a contract in the following form.

## Form of Contract

**THIS AGREEMENT** dated 2021

### **PARTIES:**

[NAME] (ACN/ABN [For tax reasons, normally an ABN will be required. However if a company has no ABN, the ACN may be used in certain circumstances. See sections 153 and 1344 of the Corporations Act.] of [ADDRESS] (abbreviation)

OF THE FIRST PART

### **AND**

[NAME] (ACN/ABN [For tax reasons, normally an ABN will be required. However if a company has no ABN, the ACN may be used in certain circumstances. See sections 153 and 1344 of the Corporations Act.] of [ADDRESS] (abbreviation)

OF THE SECOND PART

## Recitals

- A. The parties having previously entered into a Heads of Agreement dated [DATE].
- B. The Heads of Agreement dated [DATE] will merge with the terms of this agreement.
- C. In the event of any conflict between these terms and those in the Heads of Agreement, the terms of this Agreement shall prevail.

## Terms

### **1 DEFINITIONS & INTERPRETATION**

#### **1.1 Definitions**

In this Deed, unless otherwise indicated by the context:

- (a) Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in the state in which the subject matter of this agreement is to be performed[Sydney, Brisbane, Melbourne etc.];
- (b) Business Hours means from 9.00 am to 5.00 pm on a Business Day;
- (c) Force Majeure Event means any:
  - (i) act of God;
  - (ii) outbreak or escalation of hostilities (whether or not war has been declared) or any other unlawful act against public order or authority;
  - (iii) industrial dispute;
  - (iv) restraint; or
  - (v) other event which is not within the reasonable control of the parties;
- (d) Person includes a natural person, body corporate, partnership, joint venture, association or other incorporated or unincorporated legal entity;
- (e) Ineffective means void, illegal or unenforceable;

## **1.2 Interpretation**

In this Agreement, unless otherwise indicated by the context:

- (a) the singular includes the plural and vice versa; words importing a gender include the other genders;
- (b) other grammatical forms of