

# BENCHMARKING GRID

## GENERAL PARTNERSHIP AGREEMENT (Long Form)

**1.00 BENCHMARKING GRID**

BENCHMARK AGREEMENT: A03300	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
<b>IDENTIFICATION AND ADDRESSES</b>		
<b>IDENTIFICATION OF PARTIES :</b>		
PARTNER 1		
PARTNER 2		
<b>RECITALS</b>		
(A) Description of partnership activities		
(B) Desire to put rules of governance in writing		
(C) Private instrument		
(D) Mutual agreement		

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1 If the clause situated in the Matching Provisions column is deficient in some way (see the list of deficiency codes located after list of deficiencies), we recommend placing an asterisk next to that clause number and to record the deficiency in the list of deficiencies that appears at page 28 of this document.

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BENCHMARK AGREEMENT: A03300		MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
<b>0.00</b>	<b>INTERPRETATION</b>		
<b>0.01</b>	<b>Definitions</b>		
0.01.01	Activities		
0.01.02	Agreement		
0.01.03	Collaborators		
0.01.04	Contribution		
0.01.05	Contribution for Losses		
0.01.06	Financial Year End		
0.01.07	Founding Partner(s)		
0.01.08	Interest(s)		
0.01.09	Legal Representatives		
0.01.10	Net Distributable Income		
0.01.11	Ordinary Course of Business		
0.01.12	Ordinary Resolution		
0.01.13	Partner		
0.01.14	Partnership		
0.01.15	Prime Rate		

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0.01.16 Private Contributions		
0.01.17 Reserved Contributions		
0.01.18 Responsible Partner		
0.01.19 Source Partner		
0.01.20 Special Resolution		
0.01.21 Unanimous Resolution		
<b>0.02 Entire Agreement</b>		
<b>0.03 Applicable Law</b>		
<b>0.04 Non-Compliance</b>		
0.04.01 Severability		
0.04.02 Substitute Provision		
<b>0.05 Miscellaneous</b>		
0.05.01 Cumulative Rights		
0.05.02 No Waiver		
0.05.03 Time and Days		
a) Time of the Essence		

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BENCHMARK AGREEMENT: A03300	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
b) Computation of Time		
c) Delays		
0.05.04 Financial References		
0.05.05 Gender and Number		
0.05.06 Headings		
<b>1.00 INCORPORATION</b>		
<b>1.01 Partnership Name</b>		
<b>1.02 Family Name</b>		
<b>1.03 Objective</b>		
<b>1.04 Capital</b>		
<b>1.05 Partnership's Place of Business</b>		
1.05.01 Head Office		
1.05.02 Change of Place of Business		
1.05.03 Additional Business Locations		
<b>1.06 Legal Publicity</b>		

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BENCHMARK AGREEMENT: A03300	MATCHING PROVISION(S)	VARIATIONS/ OBSERVATIONS 1
1.06.01      Enterprise Registrar		
1.06.02      Former Partner		
<b>2.00 GOVERNANCE OF PARTNERSHIP</b>		
<b>2.01 Administration</b>		
2.01.01      Board of Directors		
2.01.02      Powers of Board of Directors		
2.01.03      Dismissal and Replacement		
2.01.04      Approval		
a)      By Unanimous Resolution		
b)      By Special Resolution [OR Ordinary Resolution]		
2.01.05      Responsibility		
<b>2.02 Banking Matters</b>		
2.02.01      Commercial Bank Account		
2.02.02      Signature or Endorsement		