Contents

FOREWORD		5
INTRODUCTI	ON	7
MAIN AGREE	MENT FORM	11
SECTION I SPECIAL CON	NDITIONS	13
SECTION II GENERAL CO	ONDITIONS	15
ARTICLE 1 1.1	DEFINITIONS AND INTERPRETATION	
ARTICLE 2 2.1 2.2	FORMATION OF THE JOINT VENTURE Object and Purposes Administrative Office	16
3.1 3.2 3.3 3.4	FINANCIAL PLANS, CONTRIBUTIONS, PROFIT AND LOSS SHARING Financial plans Contributions Warranties on Contributions Profit and Loss Sharing and Distribution	16 16 17
3.5 3.6	Shared Assets At the Termination of the Joint Venture:	
ARTICLE 4 4.1 4.2 4.3	ORGANISATION AND DECISION MAKING General Organisation Steering Committee Project Management	18 18
ARTICLE 5 5.1 5.2 5.3	PRINCIPLES OF JOINT OPERATION Good Faith and Fair Dealing Duty to Inform and Co-operate Exclusivity	21 21
5.4 5.5 5.6 5.7 5.8	Same Regard to the Best Interests of the Joint Venture as to Individual Interests of the Joint Venture Members Non-payment by Employer No Authority to represent Prohibition of Corruption Compliance with Applicable Laws and Standards of Ethics.	22 22 22
ARTICLE 6 6.1 6.2	PREPARATION, SUBMISSION AND ACCEPTANCE OF THE OFFER	
ARTICLE 7	SECURITIES	24
ARTICLE 8 8.1 8.2	INSURANCE Work Insurance Other Insurance	24
ARTICLE 9 9.1 9.2 9.3 9.4	FINANCIALS AND ACCOUNTING Joint Venture Account Invoicing Payments Financing	25 25 25
9.5 9.6	Unpaid Working Capital	26

ARTICLE 10 10.1 10.2 10.3	TAXES Tax Obligations Value-Added Tax Taxation of the Joint Venture	26 27
ARTICLE 11	CONFIDENTIALITY	
ARTICLE 12 12.1 12.2 12.3 12.4	LIABILITY Liability towards the Employer and/or Third Parties Liability towards the other Joint Venture Members. Liability of the Joint Venture Project Management and Limitation of Liability Exclusion of further Claims	28 28
ARTICLE 13 13.1 13.2 13.3 13.4 13.5 13.6 13.7	EXPULSION. Grounds for Expulsion. Procedure of Expulsion. Continuation of the Joint Venture. Use of Property. Liability for Work Provided. Liability for Damages. Execution by Substitution.	
ARTICLE 14 14.1 14.2 14.3	DURATION AND TERMINATION Effective Date Causes for Termination Consequences of Termination	30
ARTICLE 15	CLAIMS, DISPUTE RESOLUTION AND ARBITRATION	31
ARTICLE 16	CHOICE OF LAW	31
ARTICLE 17 17.1 17.2 17.3 17.4 17.5 17.6 17.7 17.8 17.9 17.10 17.11 17.12 17.13 17.14 ANNEX 1	MISCELLANEOUS Duty to Mitigate Assignment Amendments Communications in Writing Written Form Partial Invalidity, Omissions Language of the Agreement, Correspondence, Documentation Waivers Entire Agreement Counterparts Announcements Alleging Lack of Capacity Waiver of Sovereign Immunity and Similar Privileges. Provisions to Continue.	
	ONS	34
APPENDIX I	LANSRRUPTION CLAUSE	
ICC INTERNATIONAL CONTRACTS SERIES		
ABOUT THE II	NTERNATIONAL CHAMBER OF COMMERCE (ICC)	49