

# Joint Venture Shareholder Agreement Outline

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## 1. Introduction

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- Parties to the Agreement
- Preamble and Purpose
- Definitions

## 2. Formation of the Joint Venture

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- Establishment and Incorporation
- Business Name and Address
- Business Purpose

## 3. Share Capital and Shareholding

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- Share Structure
- Initial Shareholdings
- Subsequent Issuance of Shares

## 4. Governance and Management

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- Board Composition
- Appointment and Removal of Directors
- Decision-Making Process
- Matters Requiring Special Approval

## 5. Funding and Financial Matters

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- Initial Contributions
- Additional Funding Requirements
- Bank Accounts
- Accounting and Auditing

## 6. Dividend and Profit Distribution

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- Distribution Policy
- Reserves

## 7. Conflicts of Interest & Non-Compete

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- Obligations of Shareholders
- Permitted Activities

## 8. Transfer of Shares

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- Pre-emption Rights
- Permitted Transfers
- Tag Along / Drag Along Rights
- Valuation and Purchase Price

## 9. Deadlock and Dispute Resolution

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- Deadlock Resolution Mechanism

- Mediation/Arbitration Clauses

## 10. Confidentiality and Intellectual Property

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- Confidentiality Obligations
- Intellectual Property Ownership

## 11. Term and Termination

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- Term of the Agreement
- Events Causing Termination
- Consequences of Termination

## 12. Miscellaneous

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- Notices
- Amendments
- Governing Law
- Entire Agreement
- Counterparts

*This is a template outline for a basic joint venture shareholder agreement. Details should be tailored to the specific venture and jurisdiction.*