

Joint Venture Shareholder Agreement Outline

1. Introduction

- Parties to the Agreement
- Preamble and Purpose
- Definitions

2. Formation of the Joint Venture

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

3. Share Capital and Shareholding

- Share Structure
- Initial Shareholdings
- Subsequent Issuance of Shares

4. Governance and Management

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

5. Funding and Financial Matters

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

6. Dividend and Profit Distribution

- Distribution Policy
- Reserves

7. Conflicts of Interest & Non-Compete

- Obligations of Shareholders
- Permitted Activities

8. Transfer of Shares

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

9. Deadlock and Dispute Resolution

- Deadlock Resolution Mechanism

- Mediation/Arbitration Clauses

10. Confidentiality and Intellectual Property

- Confidentiality Obligations
- Intellectual Property Ownership

11. Term and Termination

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

12. Miscellaneous

- 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.