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# Channel Partner Agreement Task Force December 8, 2010

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# Agenda

- **Review common/standard language for agreements**
- **Review ‘Elevator Speech’**
- **Process Update “newsletter” from Tony**



# Structure and Contents of Agreements

*The following is a list of sections currently included in the International Associate and/or Authorized Education Provider agreement.*

*\*sections that are standard to almost any legal agreement and protect the interests of both parties.*

- General – IA/AEP
- Definitions – IA/AEP - review
- Allied Organizations - IA
- Distributor – IA - review
- Reprinter – IA - review
- Exam Promoter - IA
- Responsibilities - IA
- KPI - IA
- Proprietary Confidential Info – IA\*
- Assignment and Transfer of Rights – IA/AEP\*
- Ethical Standards – IA/AEP\*
- APICS Rights and Responsibilities – IA/AEP
- AEP's Responsibilities – AEP
- Designation and License - AEP
- Promotional Activities - AEP
- Performance Measures - AEP
- Payment Issues - AEP
- Term and Termination – IA/AEP - review
- General Indemnification – IA\*
- Proprietary Rights Indemnification – IA\*
- Warranty – IA\*
- AEP Warranties – AEP\* - change title
- AEP Indemnification – AEP\* - change title
- APICS Indemnification – AEP\*
- Limitation of Liability – IA/AEP\*
- Confidential Information – AEP\*
- Taxes Duties – IA\*
- Non-Discrimination – IA/AEP\*
- APICS Right to Audit - IA
- Marketing Materials/Support - IA
- Intellectual Property Rights – IA/AEP\*
- APICS Link and Logo – IA\*
- Independent Contractor – IA/AEP - review
- Entire Agreement – IA\*
- Severability – IA\*
- Waiver – IA\*



# Elevator Speech

## Why is APICS doing this?

- Agreements will clarify the relationship between chapters and corporate.
- Allow chapters to focus on what they do best
- Improve the member experience
- Protect the APICS brand
- Allow corporate to provide additional services if needed such as legal advice, administrative resources, continuity, access to subject matter experts, and more.
- Corporate will benefit from a stronger delivery channel for products and services, passion and commitment from the chapters, local engagement and access to the voice of the customer.

## Why now?

- The strategic directions committee proposed - and the board approved - this priority in 2009.
- There is no specific occurrence that is driving the timing.
- There are significant risks in terms of brand protection, chapter legal status, etc. that need to be addressed.



# Process Update “newsletter” from Tony