

Practical Law **Australia**

Practical Law Automated Documents User guide

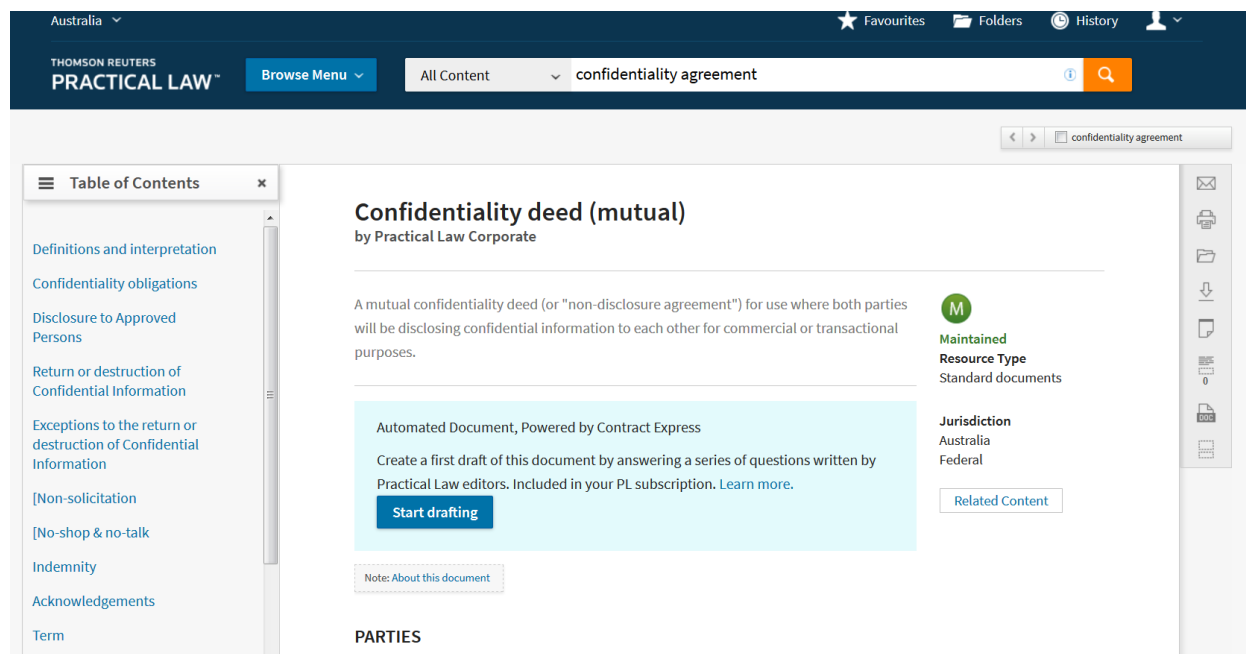
Practical Law Automated Documents, powered by Contract Express, help you to create first draft documents faster. The ability to share information from one document across a suite of relevant documents, allows you to produce ancillary documents at the touch of a button.

Select and draft a document

1. Getting started

Log into Practical Law Australia using your OnePass.

Standard Documents with document automation functionality will show a blue box with a dark blue **Start drafting** button at the start of the document content.



Note: You can also select from a list of Automated documents available [here](#).

On the selected document page, click the **Start drafting** button to enter the document automation environment.

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About this document

This mutual confidentiality deed can be used where two parties will be disclosing confidential information to one another in the context of a commercial transaction such as a joint venture or a proposed acquisition involving the issue or transfer of shares in both parties (where those parties are companies).

This type of instrument is also commonly known as a "confidentiality agreement" or "non-disclosure agreement", although this example is drafted as a deed rather than an agreement in order to minimise doubt about adequacy of contractual consideration.

This document should be read together with its integrated drafting notes. For more information, see [Standard document, Confidentiality deed \(mutual\)](#).

*Answering this questionnaire will populate the fields and optional sections in the Standard Document template to help you get closer to a first working draft of your document. However, you should not assume that the draft will be ready for immediate use. **A suitably qualified legal advisor should always carefully review the draft and amend it as appropriate for the relevant facts and circumstances.***

The questionnaire guides you through entering all key data into the document (such as buyer and seller details), as well as creating the major changes to the document (for example, whether you want a long-form or short-form version of the document).

Note: a green **progress bar** appears in the top left corner, indicating the level of document completion.

You do not have to answer all the questions in order to navigate to the next page. However, you will get the most benefit when answering as many questions as you can; as this process creates a more advanced and focused first draft of your document.

2. Navigating within the document while drafting

To move to the next section, use the **Save & Continue** button at the bottom of the page or the **"Next"** or **"Previous"** links along the top of the page (the information you input will be automatically saved).

The screenshot displays the Thomson Reuters Practical Law interface. At the top, there is a navigation bar with the logo 'PRACTICAL LAW' on the left and 'Back to Practical Law Projects Address Book Rachael Lane' on the right. Below the navigation bar, there are navigation links: '← Previous', '→ Next', 'Preview', 'View', and 'Save & Close'. The main content area is titled 'Confidential Information' and contains the following text:

The definition of Confidential Information is a critical element of this document and should be carefully considered. It should be sufficiently broad and non-exhaustive to cover all of the information that may need to be disclosed, but not so broad that it is difficult to ascertain whether or not the parties intended certain information to be confidential.

The provided list contains categories of information that are commonly included in this definition.

For information on how to draft this definition, see [Drafting note, Definition of Confidential Information](#).

Select the appropriate categories to include in the definition of Confidential Information:

- (select all)
- books and records
- documents, including professional advices
- accounts and financial records, both historical and current
- budgets, estimates, forecasts and financial models
- software and databases
- the existence and terms of any agreement, arrangement or understanding (including this deed)
- any analysis, discoveries, theories, mathematical methods and test results
- know-how and trade and business secrets
- business and marketing plans or proposals
- customer and market research information
- other

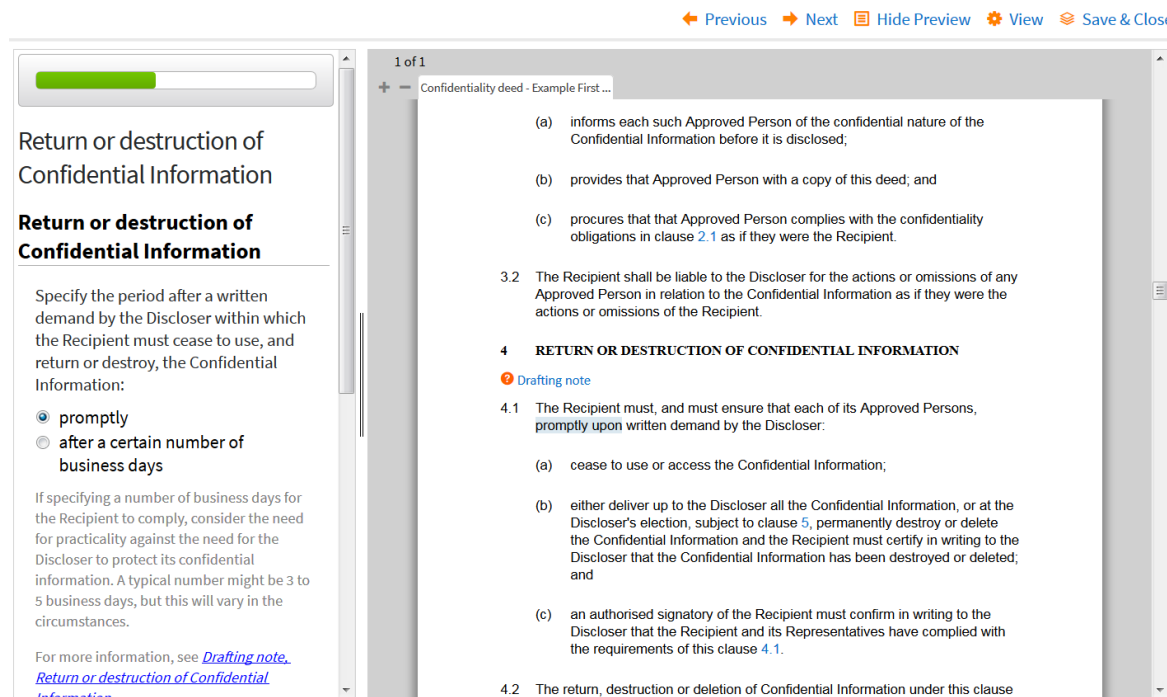
"If "other" is selected, then add each new category item on a new line in the text box that appears.

At the bottom of the main content area, there is a 'Save & Continue' button. On the left side of the screenshot, there is a sidebar with a list of document sections, each with a checkmark icon:

- ✓ About this document
- ✓ Defining the Potential Transaction and Permitted Purpose
- ✓ Defining the Confidential Information
- ✓ Identifying the First Party
- ✓ Notice details for First Party
- ✓ Identifying the Second Party

3. Previewing while drafting

Click on the "Preview" option in top-right corner to view the questionnaire and draft view concurrently and make real time changes in either frame.



Note: the Preview feature is intended to give an approximate view of the document. It is not intended to represent the final, finished version. To see how the end document will appear, users should download a Word version. Formatting and layout are automated so page breaks, extra carriage returns etc will be correctly displayed in Word.

In Preview mode, you can answer the questions appearing in the panel on the left-hand side and see how the document draft changes in the panel on the right.


When answering a question, the corresponding section of the document where the changes are being made is highlighted in the panel on the right.

Return or destruction of Confidential Information

Specify the period after a written demand by the Discloser within which the Recipient must cease to use, and return or destroy, the Confidential Information:

- promptly
- after a certain number of business days

If specifying a number of business days for the Recipient to comply, consider the need for practicality against the need for the Discloser to protect its confidential information. A typical number might be 3 to 5 business days, but this will vary in the

- (c) procures that that Approved Person complies with the confidentiality obligations in clause 2.1 as if they were the Recipient.
- 3.2 The Recipient shall be liable to the Discloser for the actions or omissions of any Approved Person in relation to the Confidential Information as if they were the actions or omissions of the Recipient.
- 4 RETURN OR DESTRUCTION OF CONFIDENTIAL INFORMATION**
-  Drafting note
- 4.1 The Recipient must, and must ensure that each of its Approved Persons, within ... Business Days of receipt of a written demand by the Discloser:
 - (a) cease to use or access the Confidential Information;
 - (b) either deliver up to the Discloser all the Confidential Information, or at the Discloser's election, subject to clause 5, permanently destroy or delete the Confidential Information and the Recipient must certify in writing to the Discloser that the Confidential Information has been destroyed or deleted; and

Navigate through the pages of the questionnaire using the **Save & Continue** button or the **Next (or Previous)** links.

4. Document view options

There are several options available to work with your document: Use **"View"** popup in the top-right corner to select your preferred content, conditional wording and presentation options.

Content

- Document wording and drafting notes
- Document wording only
- Drafting notes only

Conditional Wording

- Show excluded wording as strike-through
- Enclose conditional wording within brackets
- Annotate brackets with sequential numbers

Presentation

- Show space characters and end-of-paragraph markers

Save

5. Finalising your draft document

Once you have finished answering the questions, click the **"Save & Close"** link in the top-right corner, above the document draft view.

You will be taken to the document summary view where you can:

- **Download Word version** of the document by clicking on the document name.
- View document creation and update history in the **"History"** section.
- View previous versions of the document by clicking on the **"View Versions"** button.
- Return to questionnaire or draft view by clicking on the **"Edit Questionnaire"** link below the blue header ribbon.

[Edit Questionnaire](#) [Rename](#) [Delete](#)

Confidentiality deed - Example First Party and Example Second Party

Click on "Edit Questionnaire" to open the questionnaire, or on the document name to download the generated document. Any previous versions of the generated document can be accessed by clicking the "View Version" button. It's also possible to Rename or Delete the document from here.

Overview

Status: **Incomplete**

Project: [Confidentiality deed - First Party and Second Party](#)

Documents

[+ Upload New Document](#)

Document	Actions
Confidentiality deed - Example First Party and Example Second Party	View Versions

Comments

[+ New comment](#)

No comments

History

To create additional documents, click on the hyperlinked Project name. A "New Document" option is available in that view.

Access and use previous projects

You can access your previous projects in a number of ways:

1. From within the Practical Law Australia website: when logged in, click the user profile icon in the top-right header and click the **My Automated Documents** link to access your Automated Documents project dashboard.

Click the **Projects** link in the blue header ribbon to display the list of all current projects and to access options to create new projects.

All projects are listed alphabetically. You can search for a project using the search bar.

2. From within Automated Documents: click the **Projects** link in the welcome screen. You will see the listing of all your projects and folders (including Archive) in the Dashboard. Projects are displayed in alphabetical order, and you can also search by keyword.

Contacts management and the Address Book

The Address Book removes the need to re-enter contact details every time the user starts working on a document in a new Project. Instead, contact details can be pulled into the document from the contacts "database". This functionality is seamlessly incorporated into the drafting process so there is no need to exit the document in order to find and re-use the contact.

Once a contact has been created, it can be re-used in all subsequent documents across various Projects.

1. Adding contacts in questionnaire or draft view

If a contact has been previously created or used locally in any document and incorporated by the user into the Address Book, it can be pulled into a new document by clicking the **"Set Contact"** button in the questionnaire.

Address Book opens in a popup window; user marks the required contact and clicks **"Select"** button (note, searching for contact is also possible or filtering by contact category to narrow down the selection).

As a result, the contact appears in the questionnaire and throughout all relevant locations in the draft view on the right-hand panel.

Users can also **add new contacts** in this view by selecting the **"New Contact"** option at the top of the list; if this option is chosen, users need to select the contact type from the drop-down menu in the top-right corner and click **"Select"** button. The user is taken back into the questionnaire where they input the contact information. **"Save to Address Book"** option is available in this view to ensure the details of this contact are available for future projects.

The newly-added contact becomes a "local" contact associated with the specific document. This association is indicated in the Address Book by a "document" symbol next to the contact name.

2. Editing Contacts in the Address Book

Users can access the Address book from Project Dashboard (or from within any document or Project) by clicking on the "Address book" tab on the blue header ribbon.

Individual contacts can be amended by clicking on the blue hyperlinked contact name, which brings up the detailed contact information. Note that changes made to a contact in this view will not be automatically applied across all documents this contact appears in; the user will have a choice of where and when to apply the changes.

If the edited contact is used in any projects (the "Usage" button is visible beside the contact's name). Changes made to the contact will not be automatically replicated in all the projects this contact appears in. Instead, when opening relevant project, users are notified that the contact(s) linked with this project have been changed and the changes can be applied when the relevant document is opened.

3. Deleting contacts

Delete contacts in the Address Book by ticking the box beside the contact to be deleted. A **"Delete"** option will appear in top-right corner.

However, if a contact is used in any projects (or is associated with other contacts as an appointment) it cannot be deleted from the Address Book. The **"View Usage"** link indicates if a contact is associated with a project or another contact. If the user attempts to delete such a contact, a warning message will be displayed.

To permanently delete a used contact, you will need to remove it from within the Project where the contact is used. Once the contact is removed, the "Usage" information disappears and the "Delete" button can be used in Address Book again.

4. Editing Contacts from within the document

Amend the contact details while drafting the document by clicking on the hyperlinked contact name in the draft. The relevant question will be highlighted in the panel on the left, where you can amend the contact details as required.

These changes will be automatically saved and replicated in the Address Book when you click the "Save" button. Note, the "Save to Address Book" option is selected by default; if you do not want to replicate the changes made to contact in the Address book, the "Save to Address book" option needs to be de-selected.

Create and manage Folders, Projects and Documents

One of the key features of Practical Law Document Automation is that you can store and re-use data from one document in other related documents.

If you create, for example, a share purchase agreement, the details about purchase price, target company, buyer and seller, conditions of sale and the date of completion will be entered as part of that document. This information is stored and can be used in all the ancillary documents (confidentiality agreement, board minutes, disclosure letters etc) which are required as part of the deal.

1. Project dashboard

The Project dashboard displays the list of all your folders and projects, allowing you easy and structured access to already created documents. Click on the **"Projects"** link in the top right corner of the page to access your dashboard.

The screenshot shows the Practical Law Project dashboard. At the top, there is a dark blue header with the Thomson Reuters logo and the text 'PRACTICAL LAW'. Navigation links include 'Back to Practical Law', 'Projects', 'Address Book', and a user profile 'Rachael Lane'. On the right side of the header, there are buttons for 'New Folder' and 'New Project'. Below the header, the page title is 'My Projects'. A light blue informational box contains instructions: 'From here you can manage projects and folders. Clicking on a folder or project will open it and display its contents. Click "New Project" to create a new project, or "New Folder" to create a new folder. Select an item in order to Move or Delete it.' Below this is a search bar with the placeholder text 'Search...'. A table lists the projects and folders:

<input type="checkbox"/>	Name	Modified By	Last Modified
<input type="checkbox"/>	Archive		
<input type="checkbox"/>	Confidentiality deed - First Party and Second Party	Rachael Lane	19:42:00



2. Folders

You can manage your workload more efficiently by moving completed projects or those associated with a particular client, for example, to a Folder. To create a new folder, click **"New Folder"** link in top-right corner and name the folder when prompted.


The 'Create Folder' dialog box is shown. It has a title bar 'Create Folder' with a close button 'x'. Below the title bar is a label 'Folder Name' and a text input field containing 'Example Folder'. At the bottom, there are two buttons: 'Save' (dark blue) and 'Cancel' (grey).

All folders are listed in the Dashboard view at the top of the contents list.

You can move selected Projects into folders. Tick the box beside the project name and click the **"Move"** option which will become visible below the blue header ribbon. The list of available folders will be displayed, then select required folder by clicking on its name and finally click **Save**.

 New Folder  New Project

My Projects

 From here you can manage projects and folders. Clicking on a folder or project will open it and display its contents. Click "New Project" to create a new project, or "New Folder" to create a new folder. Select an item in order to Move or Delete it.

Search... 

<input type="checkbox"/>	Name	Modified By	Last Modified
<input type="checkbox"/>	 Archive		
<input type="checkbox"/>	 Example Folder		
<input type="checkbox"/>	 Confidentiality deed - First Party and Second Party	Rachael Lane	19:42:00

3. Documents in projects

Documents are organised into "projects" so all documents relating to a lease are held in a lease transaction project. Creating and changing details to any of these documents will change the shared data for all of the documents in the project.

You are not limited to creating specific documents in specific projects. Practical Law Automated Documents allows you to add any document to any project. Where applicable, the contacts list will be shared for all documents in that project. For example, if you are working on a share purchase project and want to include a lease, you can create the lease from within your share purchase project.

You can create new projects (and add documents into those projects) by clicking the "New Project" link in top-right corner; a list of categories will be displayed. Clicking on the required category name will display the list of available documents. Click on the document name to start the drafting process.

Create New

Search Templates



All Recent By Category

Title	Description
 Board minutes - appointment of directors or company secretaries	
 Confidentiality deed (mutual)	
 Confidentiality deed poll (one-way)	
 Confidentiality deed poll - mediation	
 Confidentiality deed poll - mediation ATTACH_VERSION	
 Consent to act as alternate director	
 Consent to act as company secretary	
 Consent to act as company secretary ATTACH_VERSION	
 Consent to act as director	
 Consent to act as director ATTACH_VERSION	
 Deed of assignment	

Note: the project and selected documents are automatically saved with a default name; you can change the naming convention by using the "Rename" buttons in project or document views respectively.

4. Creating additional documents in a project

In project view, click on the "New document" link with orange "+" icon in top-right corner.

+ New Document Rename

Confidentiality deed - First Party and Second Party

(Information icon) Click on a document name to open the questionnaire. Or click on "New Document" to create a new document within this project. To rename the project click on Rename and to delete a document from this project, select the document and click Delete.

Documents

<input type="checkbox"/>	Document	Status	Modified By	Contacts update available	Last Modified
<input type="checkbox"/>	Confidentiality deed - Example First Party and Example Second Party	Incomplete	Rachael Lane	No	19:41:52

A new page opens displaying the list of all available project categories, click on the relevant category to display the list of available documents. You can also search by "Recent" or "All" documents or search for a document by typing in the keyword in the "Search Templates" box.

Clicking on the required document name will take you to the questionnaire/draft view.

5. Archive your documents and projects

To manage the project list more efficiently, users can archive old or inactive projects listed in the Project Dashboard.

First, select the project by ticking the box beside its name and click the "Move" option which will become visible below the blue header ribbon. A popup box will appear with suggested locations, including the Archive folder. Select the required folder by clicking on its name and click "Save".

Move to Folder ✕

(Information icon) Moving a document or folder does not change the rights other users have on it.

My Documents

My Documents

Select subfolder:

- Archive
- Example Folder

Save Cancel

Further assistance

Training

To request further training, please contact our Training team.

Tel: 1800 020 548

Email: LRA.Trainers@thomsonreuters.com

OnePass

Should you have any issues with your OnePass username or password, please contact Technical Care.

Technical Care (technical assistance and access enquiries)

Tel: 1800 020 548

Email: TechCare.ANZ@thomsonreuters.com

Account

For queries related to your account, please contact Customer Care.

Customer Care (general account and billing enquiries)

Tel: 1300 304 195

Email: Care.ANZ@thomsonreuters.com