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## **NEVER CUT & PASTE YOUR CONTRACTS**

**By: Frank A. Natoli, Esq.**

Contracts are legally binding documents. As long as the contract is legally enforceable and properly executed, whatever is written into the contract will be legally binding on the parties. Therefore, it is important that every provision of your contract be well considered and tailored to your specific needs. It is dangerous to cut and paste provisions from model contracts or other business contracts because those provisions may not be applicable to your situation or advantageous for your business.

While a contract may be set aside if it was created under duress or on the basis of a material misrepresentation, a court of law will not set aside a contract because a party mistakenly included a provision that was cut and pasted from another contract even if that provision creates an unfavorable outcome.

### **That Includes Online Terms of Use!**

Most websites contain online terms of use. These terms of use should be tailored to the specific business needs of each website because the terms of use create a contract between the users of the website and the owners of the website. For many businesses, the online terms of use is one of the most widely used business contracts because it is a contract created with every user of its website. For example, terms of use can protect a company from the misuse of information on the website and copyright violations. Terms of use can also protect companies that sell items or provide professional resources such as medical or legal information.

The terms of use can become a legally enforceable contract in a court of law. Therefore, it is important that companies give the same thought, consideration and legal attention to their website's terms of use that they do to other contracts. It is not advisable to copy and paste another company's online terms of use to your own website because your legal considerations may be significantly different or enforceable in a different jurisdiction than the other website.

Every contract, whether it is a traditional written contract signed by each party or online terms of use, must be tailored to your specific needs in order to provide you with the best legal protection. Therefore, cutting and pasting from other contracts is strongly discouraged and creating your own individualized contract is necessary for your business.

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