



Contract Authoring with Memba® Genesis™

Now you can create contracts in less time, team up for true collaboration and work more confidently.

THE MEMBA CHALLENGE: Lawyers have always used word processors to write standard contracts that are then used by their corporate customers. On the corporate side, these standard contracts are used as templates by human resources departments, sales departments and purchasing departments to define their contractual relationships with employees or third parties.

The fact that a standard contract was originally delivered as a word processor document raises several issues:

- Some contracts are extremely long and a word processor does not provide the necessary facilities to navigate the document and identify where work still has to be done.
- During the contract negotiation, the other party requires modifications to the standard contract. Some modifications are acceptable others are not. The word processor file does not contain any rules to control the scope of modifications. In the best case, the final contract is reviewed and corrected by a lawyer, which delays the negotiation. In the worst case, the contract is not reviewed and the organisation is put at risk.
- Negotiations generally happen through different channels: phone calls, meetings, emails and changes to the word processor file. The thread of notes and emails is essential for a reviewing lawyer to understand the business reasons for modifications and propose the appropriate wording. This vital information is rarely passed to the lawyer, so they have to guess, which may lead to misunderstandings.
- Files are exchanged by email and all parties accumulate new files with revisions. The longer and the more complex the negotiation, the more difficult it gets to keep an audit trail of who modified what and why. When the final version is completed, it has to be properly identified and secured so that nobody can modify it.

FEATURES AND BENEFITS: Memba Genesis is specifically designed to address these issues and meet the needs of people involved in the authoring and negotiation of contractual documents. Genesis has all the features of a word processor plus:

- User access levels,
- Versioning and audit trail of modifications,
- Annotations,
- Approval workflow,
- Attachment of appendices,
- Library of clauses,
- To-do list,
- Integration with word processors and document management systems.

Memba Genesis relies on Internet standards including XML and HTML. Memba Genesis files can be previewed and printed with Microsoft Internet Explorer or Netscape Navigator. Memba Genesis can import from and export to Microsoft Word. You can give your business partners the free limited edition of Genesis so they can review and annotate your contracts. With the full licensed version, you can author documents and control the reviewing cycle of each clause individually.

WHAT THIS MEANS FOR YOU? Memba Genesis provides the following key benefits:

- Improves productivity of contract authors;
- Accelerates contract negotiations;
- Mitigates risks by keeping an audit trail of all modifications;
- Enforces compliance to standard terms and conditions.

Used in conjunction with Memba Context, Memba Genesis offers a complete Enterprise Contract Management (ECM) platform.

If you want to know more about Genesis or Context please call us on our general enquiries line 020 8735 6160 or visit our website www.memba.com to download the Datasheet, the Product Guide, and schedule a demonstration.

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Memba® Genesis™ is more than a simple word processor. Genesis is the essential tool for contractual document authoring. You can use Genesis to draft your contracts, keep track of revisions and manage the approval cycle. Genesis has been specifically designed for contract authors, reviewers and administrators.

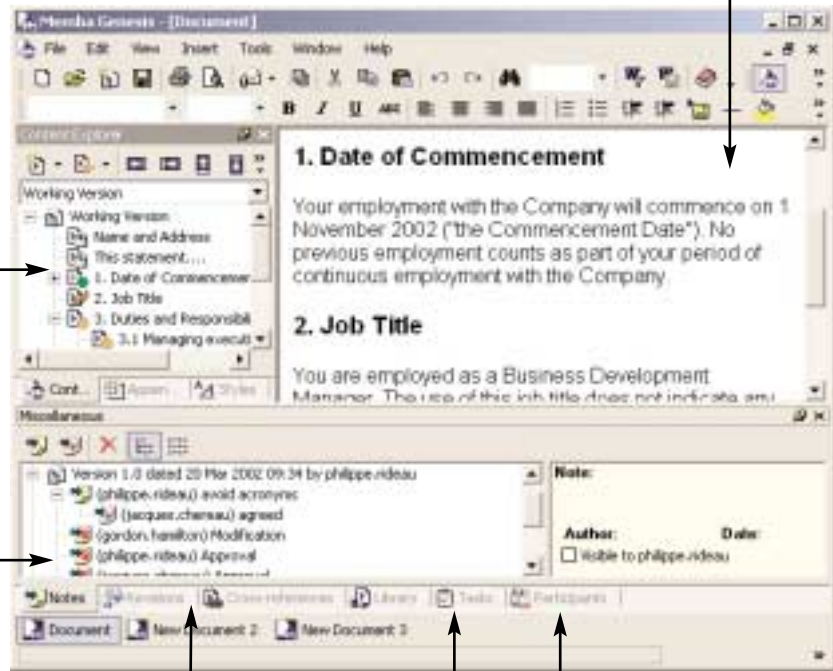
Genesis documents open in the **Document Window**. A document is divided into versions which contain a hierarchy of sections. Each section is divided into editable regions. Only the working version of a document can be modified. Click in the document window to activate an editable region in the working version. Type and format text with the tools available in the menus and toolbars.

The **Content Explorer** is a separate pane that displays a list of sections in the document. Use the Content Explorer to quickly navigate through the document and keep track of your location in it. When you click a node in the Content Explorer, Genesis jumps to the corresponding section in the document, displays it at the top of the document window, and highlights the node in the Content Explorer.

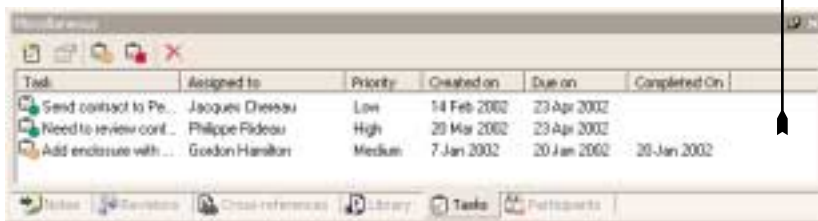
Each section has a status represented with an icon and which can be progressed depending on participant's role.

- Drafting in progress
- Completed, ready for approval
- Approved
- Rejected
- Finalised, Cannot be modified
- Deleted from previous versions

The **Notes** pane lets any user comment any section or request modifications on a section when the user does not have authoring rights.



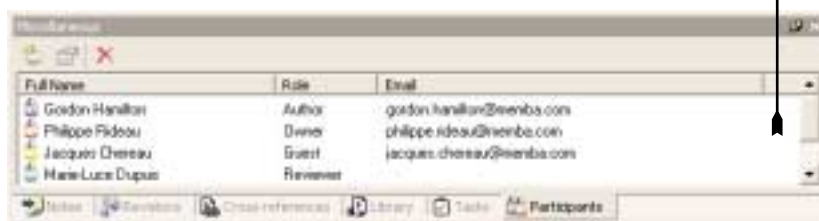
The **Revisions** pane displays the version history for the section selected in the content explorer. When the "display changes" option is checked, a redline view is shown.



The **Tasks** pane displays a todo list for the document. You can progress your tasks and assign tasks to the others.



The **Appendixes** pane displays the list of additions to the contract. You can embed any type of document, including spreadsheets, Gantt charts or AutoCAD plans.



The **Participants** pane displays a user list with the role they play against the document. Only owners of the document can add new participants.

