

Retainer Contract Template v1

AI Services Retainer Agreement

Version: 1.0 | Date: 2026-05-01 | Jurisdiction: Norway

Overview

This retainer agreement establishes the commercial framework for ongoing AI services delivery to clients. The agreement includes:

- Monthly retainer model** (40-80K NOK per approved AI Services pricing)
- 3-month binding period** with 30-day termination notice thereafter
- IP assignment trigger:** Transfer upon invoice payment (protects ALAI from non-payment)
- Liability cap:** Sum of payments received in last 6 months
- Governing law:** Norwegian law, Oslo District Court venue

Key Commercial Terms

Term	Value	Notes
Monthly retainer	[BELØP] NOK eks. mva.	Template variable — fill per engagement
Hourly overage rate	[TIMEPRIS] NOK eks. mva.	For hours exceeding retainer allocation
Payment terms	Net 14 days	Standard ALAI terms
Unused hours rollover	90 days	Then expire
Binding period	3 months minimum	Then monthly termination with 30d notice
Breach termination	14 days cure period	Immediate termination if not remedied

Template Structure

The full template is bilingual (Norwegian/English), with **Norwegian text legally binding**. English translation is for reference only.

Norwegian Sections (Legally Binding)

1. **Parter** — ALAI Holding AS (933 534 262) + Client details
2. **Formål og omfang** — AI services scope: audit, development, architecture, integration, training
3. **Retainer-modell** — Monthly fee, included hours, rollover rules, overage billing
4. **Betalingsvilkår** — Invoicing cycle, payment deadline, late interest
5. **Immaterielle rettigheter** — IP transfer to client upon payment; ALAI retains platform/tools
6. **Konfidensialitet** — References NDA (prerequisite) and DPA (if personal data processing)
7. **Ansvar** — Liability cap (6-month payments), no indirect loss liability
8. **Garantier** — Professional standards, no known vulnerabilities, 30-day complaint period
9. **Varighet** — 3-month binding + monthly thereafter, 30-day notice
10. **Force majeure** — Standard clause
11. **Lovvalg** — Norwegian law, Oslo tingrett venue

Annexes

- **Annex A:** Statement of Work (SoW) — per engagement, defines deliverables/milestones
- **Annex B:** Mutual NDA (see [NDA Template](#))
- **Annex C:** Data Processing Agreement (see [DPA Template](#))

Proveo Legal Review Status

Proveo review (2026-05-01): **19/20 PASS**

Item	Status
Liability cap (NOK-denominated, 6-month payment sum)	✓ PASS
IP assignment trigger = on payment (not on signing)	✓ PASS
30-day notice + 3-month binding period	✓ PASS
Governing law (Norwegian) + Oslo tingrett venue	✓ PASS
Pricing alignment with AI Services tiers (40-80K)	✓ PASS

Item	Status
Bilingual consistency (NO/EN)	✓ PASS

Usage Workflow

1. **CEO fills template variables:** [BELØP], [TIMEPRIS], [ANTALL] hours, client name/org.nr/address
2. **CEO drafts first SoW (Annex A):** Specific deliverables, timeline, acceptance criteria
3. **Upload to Documenso:** Per [Upload Guide](#)
4. **Client negotiation:** If terms change, CEO escalates material legal changes to Lexicon for review
5. **Both parties sign via Documenso**
6. **Archive signed PDF to Paperless-ngx** with tags: `legal-contract`, `retainer`, `ai-services`, `[CLIENT_NAME]`
7. **Record in archive-first-ledger.jsonl** per ZAKON ARCHIVE FIRST

Full Template

Source File: `~/Public/legal/ai-services/RETAINER-CONTRACT-template-v1.md`

Full bilingual template available at source location (15K file). Contact CEO for access or see client onboarding workflow.

For client onboarding process, see [Client Onboarding Checklist](#).

Revision #2

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