



Framework Services Agreement



Contents

PART A DEFINITIONS AND INTERPRETATION	5
1. DEFINITIONS	5
2. INTERPRETATION	5
PART B TERM, PURPOSE AND PRECEDENCE	6
3. FIXED TERM	6
4. OPTIONAL RENEWAL	6
5. PURPOSE	7
6. PRECEDENCE	7
PART C PURCHASE ORDERS	7
7. AFFILIATES	7
8. PURCHASE ORDERS	7
PART D SERVICES	8
9. SERVICES	8
10. SUPPLIER TOOLS AND EQUIPMENT	9
11. PERSONNEL	9
PART E SERVICE COMMENCEMENT AND DELIVERY	9
12. SERVICE COMMENCEMENT AND COMPLETION DATES	9
PART F DELAY	10
13. DUTY TO INFORM	10
14. EXTENSION OF TIME	10
15. LIQUIDATED DAMAGES	10
PART G SITES	11
16. SITE ACCESS	11
PART H PERFORMANCE ASSURANCES	11
17. SERVICE LEVELS	11
18. PERFORMANCE BOND	12
19. SUPPLIER WARRANTIES AND REPRESENTATIONS	12
PART I KEY CUSTOMER RIGHTS	13
20. THIRD PARTY CO-OPERATION	13
21. AUDIT	13
22. SUSPENSION	14
23. STEP-IN RIGHTS	14
24. CUMULATIVE RIGHTS	15
PART J PAYMENT, INVOICES AND TAXES	15
25. GENERAL PAYMENT TERMS	15
26. INVOICING	15
27. DISPUTED INVOICES	15
28. OTHER PAYMENTS	16



29. TAXES	16
PART K INDEMNITIES	16
30. INDEMNITIES	16
31. CONDUCT OF PROCEEDINGS	17
PART L LIABILITY	17
32. UNLIMITED LIABILITY	17
33. LIMITED LIABILITY	18
34. PHYSICAL DAMAGE	18
PART M INSURANCE MATTERS	18
35. INSURANCE	18
PART N TERMINATION AND FORCE MAJEURE	18
36. MUTUAL TERMINATION	18
37. CUSTOMER TERMINATION	18
38. CONSEQUENCES OF TERMINATION	19
39. FORCE MAJEURE	20
PART O INTELLECTUAL PROPERTY RIGHTS	21
40. EXISTING IPR	21
41. NEW IPR	21
42. IPR INDEMNITY	21
PART P DISPUTES	22
43. DISPUTES	22
PART Q CONFIDENTIALITY AND PRIVACY	22
44. CONFIDENTIALITY	22
45. NO ANNOUNCEMENTS, STATEMENTS OR PUBLICITY	23
46. DATA PROTECTION	23
PART R CONTRACT MANAGEMENT	23
47. CO-OPERATION	23
48. AUTHORISED REPRESENTATIVES	23
PART S CORPORATE CONDUCT MATTERS	24
49. ANTI-BRIBERY & CORRUPTION	24
50. REPUTATION	24
PART T ENTIRE AGREEMENT, ASSIGNMENT, SUBCONTRACTING AND WAIVER	24
51. ENTIRE AGREEMENT AND COUNTERPARTS	24
52. ASSIGNMENT AND NOVATION	24
53. SUBCONTRACTING	25
54. WAIVERS	25
55. SEVERABILITY AND ILLEGALITY	25
PART U NATURE AND NON-EXCLUSIVITY OF DEALING	25
56. RELATIONSHIP	25



57. NON-EXCLUSIVITY	25
58. THIRD PARTY RIGHTS	25
PART V CONTRACT ADMINISTRATION	26
<hr/>	
59. NOTICES	26
60. VARIATION	26
61. FAVOURABLE TERMS	26
62. LANGUAGE	26
PART V GOVERNING LAW AND JURISDICTION	26
<hr/>	
63. GOVERNING LAW AND JURISDICTION	26
SCHEDULE 1 DEFINITIONS	28
<hr/>	
1. DEFINITIONS	28
SCHEDULE 2 CHARGES & PAYMENT SCHEDULE	33
<hr/>	
1. DEFINITIONS	33
2. CHARGES	33
3. PAYMENT SCHEDULE	33
4. INVOICE DUE DATE FOR PAYMENT	33
5. BANK ACCOUNT DETAILS	33
SCHEDULE 3 SERVICES	34
<hr/>	
1. DEFINITIONS	34
2. SERVICES	34
3. DELIVERY SCHEDULE	34
4. DOCUMENTATION	34
5. TERRITORY	34
6. SITES	35
7. KEY PERSONNEL	35
SCHEDULE 4 LIQUIDATED DAMAGES	36
<hr/>	
1. DEFINITIONS	36
2. LIQUIDATED DAMAGES	36
SCHEDULE 5 RESPONSIBILITY MATRIX	37
<hr/>	
1. DEFINITIONS	37
2. RESPONSIBILITY MATRIX	37
3. COMPREHENSIVE UNDERSTANDING	37
SCHEDULE 6 SERVICE LEVELS	38
<hr/>	
1. DEFINITIONS	38
2. REQUIRED SERVICE LEVELS / SLA	38
3. MEASUREMENT & REPORTING	38
4. SERVICE CREDITS	38
SCHEDULE 7 INSURANCE	39
<hr/>	
1. DEFINITIONS	39
2. SPECIFIC INSURANCE OBLIGATIONS	39



3. ADDITIONAL INSURANCE PROVISIONS	39
SCHEDULE 8 CUSTOMER POLICIES	40
<hr/>	
1. DEFINITIONS	40
2. HEALTH & SAFETY	40
3. ANTI-BRIBERY & CORRUPTION	40
4. SECURITY POLICY	40
5. SUPPLIER CODE OF CONDUCT	40
SCHEDULE 9 PERFORMANCE BOND	41
<hr/>	
1. DEFINITIONS	41
2. SPECIFIC PERFORMANCE BOND OBLIGATIONS	41
3. FORM OF PERFORMANCE BOND	41
SCHEDULE 10 NOTICES	42
<hr/>	
1. DEFINITIONS	42
2. ADDRESSES	42
