

Global Legal Solutions[™]

37 Beach Road #02-01 Singapore 189679 www.gls.global

SUPPLY OF GOODS

Terms Of Contract

PRIVATE & CONFIDENTIAL

Version No.[•]Release Date[•]AuthorGLS



Table of Contents

<u>P</u> A	ART A DEFINITIONS AND INTERPRETATIONS	7
1.	DEFINITIONS	7
2.	INTERPRETATION	7
<u>P</u> A	ART B TERM AND PRECEDENCE	7
3.	FIXED TERM	7
4.	PRECEDENCE	7
<u>P</u> A	ART C PURCHASE ORDERS	8
5.	PURCHASE ORDERS	8
<u>P</u>	ART D GOODS	8
6.	GOODS	8
7.	DUTY TO INFORM	8
PA	ART E PAYMENT, INVOICES AND TAXES	8
8.	PAYMENT	9
9.	INVOICES	9
10	. DISPUTED INVOICES	9
11.	OTHER PAYMENTS	10
12	. TAXES	10
PA	ART F PACKAGING, DELIVERY AND ACCEPTANCE	10
13	. DELIVERY	10
14	. EXTENSION OF TIME	10
15	PACKING	11
16	ACCEPTANCE	11
<u>P</u> A	ART F SITES	12
17	ACCESS	12
<u>P</u>	ART G PERFORMANCE ASSURANCES	13
18	. PEFORMANCE BOND	13



19. DEFECTS LIABILITY PERIOD	13
20. WARRANTIES	13
PART I KEY CUSTOMER RIGHTS	14
21. AUDIT	14
22. SUSPENSION	14
23. STEP-IN RIGHTS	15
24. LIQUIDATED DAMAGES	15
25. CUMULATIVE RIGHTS	16
PART J TITLE AND RISK	16
26. TITLE	16
27. RISK	16
PART K INDEMNITIES	16
28. INDEMNIFIED MATTERS	16
PART L LIABILITY	17
29. UNLIMITED LIABILITY	17
30. LIMITED LIABILITY	17
31. PHYSICAL DAMAGE	17
PART M INSURANCE MATTERS	17
32. INSURANCE	17
PART L TERMINATION AND FORCE MAJEURE SCENARIOS	18
33. MUTUAL TERMINATION RIGHTS	18
34. CUSTOMER SPECIFIC TERMINATION RIGHTS	18
35. CONSEQUENCES OF TERMINATION	18
36. FORCE MAJEURE	19
PART O INTELLECTUAL PROPERTY RIGHTS	20
37. IPR	20
38. IPR INDEMNITY	20
PART P DISPUTES	20



20
21
21
21
21
22
22
22
22
22
22
23
23
23
23
23
23
23
23
23
24
24
24
24
24
24
24
26



1.	DEFINITIONS	26
<u>sc</u>	CHEDULE 2 PAYMENT TERMS	32
1.	DEFINITIONS	32
2.	GENERAL PAYMENT TERMS	32
3.	BANK ACCOUNT DETAILS	32
<u>sc</u>	CHEDULE 3 GOODS	33
1.	DEFINITIONS	33
2.	GOODS	33
3.	SPECIFICATIONS	33
4.	DOCUMENTATION	33
5.	DELIVERY SCHEDULE	33
6.	TERRITORY	33
7.	SITES	33
8.	STANDARDS	33
9.	AUTHORISED REPRESENTATIVES	33
<u>sc</u>	CHEDULE 4 LIQUIDATED DAMAGES	35
1.	LIQUIDATED DAMAGES	35
2.	DELIVERY DATE(S)	35
3.	DELAY CONSEQUENCES	35
<u>sc</u>	CHEDULE 5 RESPONSIBILITY MATRIX	36
1.	DEFINITIONS	36
2.	RESPONSIBILITY MATRIX	36
3.	COMPREHENSIVE UNDERSTANDING	36
<u>sc</u>	CHEDULE 6 ACCEPTANCE	37
1.	DEFINITIONS	37
2.	FACTORY ACCEPTANCE TESTING AND PROCEDURES	37
3.	INSPECTION ON DELIVERY	37



4.	ACCEPTANCE GENERALLY	37
5.	ACCEPTANCE PRINCIPLES	38
6.	ACCEPTANCE CRITERIA	38
7.	ACCEPTANCE TESTING	38
8.	ACCEPTANCE CERTIFICATES	38
<u>sc</u>	CHEDULE 7 INSURANCE	39
1.	DEFINITIONS	39
2.	SPECIFIC INSURANCE OBLIGATIONS	39
3.	ADDITIONAL INSURANCE PROVISIONS	40
<u>sc</u>	CHEDULE 8 WARRANTY OBLIGATION	41
1.	DEFINITIONS	41
2.	DEFECT LIABILITY PERIOD	41
<u>sc</u>	CHEDULE 9 CUSTOMER POLICIES	42
<u>SC</u> 1.		42 42
1.	DEFINITIONS HEALTH AND SAFETY	42
1. 2.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION	42 42
1. 2. 3. 4.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION	42 42 42
1. 2. 3. 4. 5.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION SECURITY POLICY	42 42 42 42
1. 2. 3. 4. 5.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION SECURITY POLICY SUPPLIER CODE OF CONDUCT	42 42 42 42 42
1. 2. 3. 4. 5. SC 1.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION SECURITY POLICY SUPPLIER CODE OF CONDUCT CHEDULE 10 PERFORMANCE BOND	42 42 42 42 42 42 43
1. 2. 3. 4. 5. <u>SC</u> 1. 2.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION SECURITY POLICY SUPPLIER CODE OF CONDUCT CHEDULE 10 PERFORMANCE BOND DEFINITIONS	42 42 42 42 42 42 42 43
1. 2. 3. 4. 5. <u>SC</u> 1. 2.	DEFINITIONS HEALTH AND SAFETY ANTI-BRIBERY AND CORRUPTION SECURITY POLICY SUPPLIER CODE OF CONDUCT CHEDULE 10 PERFORMANCE BOND DEFINITIONS SPECIFIC PERFORMANCE BOND OBLIGATIONS	42 42 42 42 42 42 42 43 43