



Supply of Goods and Services (Long)



Contents

PART A DEFINITIONS & 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	6
6. PRECEDENCE	7
PART C PURCHASE ORDERS & FORECASTING	7
7. PURCHASE ORDERS	7
8. FORECASTING	8
9. SCOPE CHANGES	8
PART D DELIVERABLES	8
10. DELIVERABLES	8
11. SPECIFICATIONS	9
12. SUPPLIER TOOLS AND EQUIPMENT	9
13. PERSONNEL	9
PART E DELIVERY, ACCEPTANCE AND REJECTION OF DELIVERABLES	10
14. DELIVERY	10
15. ACCEPTANCE	10
16. REJECTION OF DELIVERABLES	10
PART F DELAY	10
17. DUTY TO INFORM	10
18. EXTENSION OF TIME	11
19. LIQUIDATED DAMAGES	11
PART G SITES	12
20. SITE ACCESS	12
PART H PERFORMANCE ASSURANCES	12
21. SERVICE LEVELS	12
22. PERFORMANCE BOND	13
23. QUALITY ASSURANCE	13
24. DEFECTS LIABILITY	13
25. SUPPLIER WARRANTIES AND REPRESENTATIONS	14
PART I KEY CUSTOMER RIGHTS	15
26. THIRD PARTY CO-OPERATION	15
27. AUDIT	15
28. MITIGATION	16
29. SUSPENSION	16
30. STEP-IN RIGHTS	17
31. CUMULATIVE RIGHTS	17



PART J PAYMENT, INVOICES AND TAXES	17
32. GENERAL PAYMENT TERMS	17
33. INVOICING	17
34. DISPUTED INVOICES	18
35. OTHER PAYMENTS	18
36. TAXES	19
PART K TITLE AND RISK	19
37. TITLE	19
38. RISK	19
PART L INDEMNITIES	19
39. INDEMNITIES	19
40. CONDUCT OF PROCEEDINGS	20
PART M LIABILITY	20
41. UNLIMITED LIABILITY	20
42. LIMITED LIABILITY	21
43. PHYSICAL DAMAGE	21
PART N INSURANCE MATTERS	21
44. INSURANCE	21
PART O TERMINATION AND FORCE MAJEURE	21
45. MUTUAL TERMINATION	21
46. CUSTOMER TERMINATION	21
47. CONSEQUENCES OF TERMINATION	22
48. FORCE MAJEURE	23
PART P INTELLECTUAL PROPERTY RIGHTS	24
49. EXISTING IPR	24
50. NEW IPR	24
51. IPR INDEMNITY	24
PART Q DISPUTES	25
52. DISPUTES	25
PART R CONFIDENTIALITY AND PRIVACY	25
53. CONFIDENTIALITY	25
54. NO ANNOUNCEMENTS, STATEMENTS OR PUBLICITY	26
55. DATA PROTECTION	26
PART S CONTRACT MANAGEMENT	26
56. CO-OPERATION	26
57. AUTHORISED REPRESENTATIVES	26
PART T CORPORATE CONDUCT MATTERS	27
58. ANTI-BRIBERY & CORRUPTION	27
59. REPUTATION	27
PART U ENTIRE AGREEMENT, ASSIGNMENT, SUBCONTRACTING AND WAIVER	27
60. ENTIRE AGREEMENT AND COUNTERPARTS	27



61. ASSIGNMENT AND NOVATION	27
62. SUBCONTRACTING	28
63. WAIVERS	28
64. SEVERABILITY AND ILLEGALITY	28
PART V NATURE AND NON-EXCLUSIVITY OF DEALING	28
65. RELATIONSHIP	28
66. NON-EXCLUSIVITY	28
67. THIRD PARTY RIGHTS	28
68. SUPPLIER QUALIFICATION	28
PART W CONTRACT ADMINISTRATION	29
69. NOTICES	29
70. VARIATION	29
72. LANGUAGE	29
PART X GOVERNING LAW AND JURISDICTION	29
73. GOVERNING LAW AND JURISDICTION	29
SCHEDULE 1 DEFINITIONS	31
1. DEFINITIONS	31
SCHEDULE 2 CHARGES & PAYMENT SCHEDULE	37
1. DEFINITIONS	37
2. CHARGES	37
3. PAYMENT SCHEDULE	37
4. INVOICE DUE DATE FOR PAYMENT	37
5. BANK ACCOUNT DETAILS	37
SCHEDULE 3 DELIVERABLES	38
1. DEFINITIONS	38
2. PROCUREMENT OBJECTIVES	38
3. GOODS	38
4. SERVICES	38
5. SPECIFICATIONS	38
6. DELIVERY SCHEDULE	38
7. DOCUMENTATION	39
8. TERRITORY	39
9. SITES	39
10. KEY PERSONNEL	39
SCHEDULE 4 LIQUIDATED DAMAGES	40
1. DEFINITIONS	40
2. LIQUIDATED DAMAGES	40
SCHEDULE 5 RESPONSIBILITY MATRIX	41
1. DEFINITIONS	41
2. RESPONSIBILITY MATRIX	41
3. COMPREHENSIVE UNDERSTANDING	41



SCHEDULE 6 SERVICE LEVELS	42
1. DEFINITIONS	42
2. REQUIRED SERVICE LEVELS / SLA	42
3. MEASUREMENT & REPORTING	42
4. SERVICE CREDITS	42
SCHEDULE 7 DELIVERY PROCEDURE	43
1. DEFINITIONS	43
2. INCOTERM	43
3. DELIVERY PROCEDURE	43
SCHEDULE 8 ACCEPTANCE TESTING	44
1. DEFINITIONS	44
2. FACTORY ACCEPTANCE TESTING & PROCEDURES	44
3. ACCEPTANCE GENERALLY	44
4. EXAMPLE OF ACCEPTANCE CERTIFICATES	44
5. ACCEPTANCE CRITERIA	44
6. ACCEPTANCE TESTING	44
SCHEDULE 9 INSURANCE	45
1. DEFINITIONS	45
2. SPECIFIC INSURANCE OBLIGATIONS	45
3. ADDITIONAL INSURANCE PROVISIONS	45
SCHEDULE 10 CUSTOMER POLICIES	46
1. DEFINITIONS	46
2. HEALTH & SAFETY	46
3. ANTI-BRIBERY & CORRUPTION	46
4. SECURITY POLICY	46
5. SUPPLIER CODE OF CONDUCT	46
6. [OTHER?]	46
SCHEDULE 11 PERFORMANCE BOND	47
1. DEFINITIONS	47
2. SPECIFIC PERFORMANCE BOND OBLIGATIONS	47
3. FORM OF PERFORMANCE BOND	47
SCHEDULE 12 NOTICES	48
1. DEFINITIONS	48
2. ADDRESSES	48