



Commonwealth of Australia

Standard Form Contract

Drafting Note:

This template is to be used with the Commonwealth Standard Form Request for Offer Template for routine procurement of general goods and services with an estimated value of less than \$80,000 and which the agency has assessed as being a low risk procurement. It should not be used for Covered Procurements or for ICT procurements where it would be appropriate to use the SourceIT contracts (see <http://www.finance.gov.au/procurement/ict-procurement/contract-framework/sourceit-model-contracts/index.html>).

Instructions to assist you to complete this Contract are in white text on a purple background. Where you need to insert details, the text is highlighted in yellow. Standard model clauses are in normal black text and not highlighted. Don't forget to delete any options you do not use.

Delete this box, all drafting notes and all yellow highlighting, before offering this Contract.

Parties

Name **Commonwealth of Australia as represented by [insert Name of Agency]**

ABN: [insert Agency ABN]

Address [insert Business Address of Agency]

Contract name **Commonwealth**

Name **[insert Name of Supplier]**

ABN/ACN/ARBN: [insert Supplier ABN/ACN/ARBN]

Address [insert Business Address of Supplier]

Contract name **Supplier**

A. Background

- A.1** The Commonwealth requires the provision of the Supplies.
- A.2** The Supplier has fully informed itself on all aspects of the Commonwealth's requirements and has:
- submitted an offer; and
 - represented that it has the requisite skills and experience to meet those requirements.
- A.3** The Commonwealth has agreed to engage the Supplier, and the Supplier has agreed to be engaged, to provide the Supplies on the terms and conditions of this Contract.

B. This Contract

- B.1. Supplies:** The Supplier agrees to provide the Supplies to the Commonwealth and the Commonwealth agrees to purchase the Supplies in accordance with the terms of this Contract.
- B.2. Contract Documents:** This Contract comprises:
- the Special Conditions (if any);
 - this document including the Statement of Requirement;

Insert Identification Details

- (c) The *Commonwealth General Conditions of Contract* available at <https://www.tenders.gov.au/?event=public.document.list> in the form they appeared at 9:00 am (local Canberra time) on the date of this Contract; and
- (d) *Annex 1 – Supplier’s Offer* (if any).

If there is any ambiguity or inconsistency between the documents comprising the Contract, the document appearing higher in the list will have precedence to the extent of the ambiguity or inconsistency.

B.3. Special Conditions: The Supplier must comply with the Special Conditions (if any).

B.4. Definitions: Some terms are given special meanings in clause 2.38 of the *Commonwealth General Conditions of Contract*. Where a term is defined in the *Commonwealth General Conditions of Contract*, that term has the same meaning in each of the documents comprising this Contract, unless when read in context, it appears that a different meaning is intended.

Statement of Requirement

1.1 Term

Drafting Note:

Use Option A when you want to specify the duration of the Contract, or use Option B if you want to specify the end date. Delete the other option.

Option A

The commencement date is [insert date] or when the Contract is signed by the second party whichever is the latter. The term of this Contract is [insert period e.g. 6 months] from the commencement date.

Option B

The commencement date is [insert date] or when the Contract is signed by the second party, whichever is the latter. The term of this Contract is until [insert date]

1.2 The Supplies

Drafting Note:

Use Option A if you want to specify the details of the Supplies. Use Option B if the details are the same as those set out in RFO Schedule 2 – Offer. If you use Option B you must attach the Respondent’s Offer at Annex 1. Delete the option not used

Option A

Insert a full description of goods and/or services required. Timeframes and any critical dates should be included, as appropriate, as well as details of any facilities and assistance that the Commonwealth has agreed to provide. Where an RFO was issued these details should be consistent with those included in RFO Schedule 1- Statement of Requirement. If no RFO was issued, see the Standard Form Request for Offer template for assistance on how to present the description of the Supplies.

Option B

The Supplies are as set out in RFO Schedule 2 – Offer, included at Annex 1.

1.3 Timing and delivery date(s)

Drafting Note:

Use Option A if the delivery is a one off, or use Option B if there are a number of deliverables and/or they will be staged (e.g. deliver 6 now and 3 as second delivery). Delete the other option.

Option A

Delivery of the Supplies will commence on the commencement date set out in clause 1.1 and is to be completed by [insert date].

Option B

Supplies are to be delivered as specified in the following table:

Deliverable	Date
insert deliverable	insert date
insert deliverable	insert date

1.4 Delivery location and instructions

Drafting Note:

Insert details into the following table. Where an RFO was issued, these details should be consistent with those set out in RFO Schedule 1 – Statement of Requirement.

Insert Identification Details

Delivery Address and Instructions for Supplies	Drafting Note: For goods, insert full delivery details including person and/or position to whom supplies should be delivered, address for delivery and, if a pre-delivery inspection is required, details of the process for approval should be included here. For Services, insert full details of where the Services are to be undertaken or delete this section.
--	---

1.5 Specified Personnel

Drafting Note:
 Use Option A if you wish to name Specified Personnel here. Use Option B if the Specified Personnel will be the same people as identified in *RFO Schedule 2 - Offer*. If you use Option B you must attach the *Respondent's Offer at Annex 1*. Delete the option not used.

Option A

The Specified Personnel are:

Name	Position	Role
[Insert name]	[Insert position]	[Insert role]
[Insert name]	[Insert position]	[Insert role]
[Insert name]	[Insert position]	[Insert role]

Option B:

The Specified Personnel are as set out in RFO Schedule 2 - Offer, included at Annex 1.

1.6 Contract Price and payment

Drafting Note:
 Use Option A for a single payment upon completion. Use Option B for multiple payments based on milestones. Use Option C if the details are the same as those set out in *RFO Schedule 2 – Offer*. If you use Option C you must attach the *Respondent's Offer at Annex 1*. Delete the two options not used.

Where instalments will be paid, it is important to insert details of the timing of payments. For example, payments could be earned by the Supplier upon the achievement of milestones, delivery of certain goods or deliverables, or periodically over the term of the Contract. Tables to allow you to insert this detail are provided below.

Option A

The Contract Price is [insert amount] (including GST) which is payable by the Commonwealth in one instalment, in accordance with the Contract.

Option B

The Contract Price is [insert] (including GST) which is payable in instalments by the Commonwealth in accordance with the Contract, upon satisfactory completion by the Supplier (in the Commonwealth's sole opinion) of the milestones as set out in the following table:

Instalment	Amount of Instalment (incl GST)	Milestone	Expected date for completion of milestone
1	Insert instalment amount GST inclusive	Insert Milestone	Insert Milestone completion date
2	Insert instalment amount GST inclusive	Insert Milestone	Insert Milestone completion date

Insert Identification Details

3	Insert instalment amount GST inclusive	Insert Milestone	Insert Milestone completion date
---	--	------------------	----------------------------------

Option C

The Contract Price is as set out in *RFO Schedule 2 – Offer*, included at *Annex 1*, which is payable by the Commonwealth in accordance with the Contract.

1.7 Intellectual Property

Drafting Note:

If your agency seeks to own, rather than use, the intellectual property, refer to *the Statement of IP Principles for Australian Government Agencies*. If you make any change to the standard clause below, the changed clause must reflect the Principles.

The Supplier grants the Commonwealth a non-exclusive, irrevocable, perpetual, worldwide, fee-free licence (including a right to sublicense) to use, modify, adapt and publish the Supplies and any Material and any adaptation of the Supplies or any Material for any purpose other than commercial exploitation, to the extent that Material embodies any of the Supplier's Intellectual Property Rights.

The Supplier warrants that it owns all Intellectual Property Rights necessary to grant this licence, provide the Supplies and Material to the Commonwealth and to allow the Commonwealth to use the Supplies for their usual purpose and in the manner contemplated by the Statement of Requirement.

The Supplier warrants that the provision of the Supplies in accordance with the Contract will not infringe any third party's Intellectual Property Rights.

1.8 Contract Managers and Addresses for Notices

The Commonwealth's Contract Manager:

Name/position title: The person occupying the position of [insert position title], currently [insert name].

Postal Address: [insert postal address including postcode]

Telephone: [insert telephone area code and telephone number]

Mobile: [insert mobile number]

Email Address: [insert email address]

The Supplier's Contract Manager:

Name/position title: The person occupying the position of [insert position title], currently [insert name].

Postal Address: [insert postal address including postcode]

Telephone: [insert telephone area code and telephone number]

Mobile: [insert mobile number]

Email Address: [insert email address]

Both Contract Managers will be responsible for the general liaison and accepting and issuing any written notices under this Contract.

1.9 Address for Invoices

Drafting Note:

If the address for notices is the same as for invoices, delete this clause 1.9.

Name/position title: The person occupying the position of [insert position title], currently [insert name].

Postal Address: [insert postal address including postcode]

Email Address: [insert email address]

Special Conditions of Contract

Drafting Note:

For many Requirements it will not be necessary to specify any special conditions. However, some agencies have developed a range of special conditions (for example agency security specific requirements). Before completing this section, you should consider whether any of these agency specific clauses apply.

If your Requirement necessitates particular special conditions, please consult your agency procurement advice team before using this provision

If no special conditions apply, insert 'not applicable'.

CONSULTATION DRAFT

Insert Identification Details

Signing Page

EXECUTED as an Agreement

Signed for and on behalf of the
Commonwealth of Australia as
represented by the **[insert name of Agency]**
ABN **[insert Agency ABN]** by its duly
authorised delegate in the presence of

Signature of witness



Signature of delegate



Name of witness (*print*)

Name of delegate (*print*)

Position of delegate (*print*)

ON: [*insert date*]

Drafting Note:

Where the Supplier is a company with multiple directors, select the execution block below. If the Supplier is a company with a sole director or an individual or a partnership, use the relevant execution block below. Delete all signature blocks that do not apply.

Executed by **[insert company name of Supplier]** ACN: **[insert Supplier's ACN]**
in accordance with Section 127 of the
Corporations Act 2001

Signature of director



Signature of director/company secretary
(Please delete as applicable)



Name of director (*print*)

Name of director/company secretary (*print*)

ON: [*insert date*]

ON: [*insert date*]

Insert Identification Details

For a sole director company [delete if not relevant]

Executed by [insert company name of Supplier] ACN: [insert Supplier's ACN]
in accordance with Section 127 of the
Corporations Act 2001

Name of director/company secretary (*print*)



Signature of director/company secretary who state they are
the sole director/company secretary of [insert company name
of supplier]
(Please delete as applicable)

ON: [insert date]

For an individual or sole trader [delete if not relevant]

Executed by [insert name of Supplier] in
the presence of

Signature of witness



Signature of Supplier

Name of witness (*print*)

Name of Supplier (*print*)

ON: [insert date]

For a partnership [delete if not relevant]

Executed by [insert name of Supplier]
ABN: [insert Suppliers ABN]

in the presence of

Signature of witness

Signature of individual partner

Name of witness (*print*)

Name of individual partner (*print*)

ON: [insert date]

Annex 1 – Supplier’s Offer

Drafting Note:

Where you have referenced the successful respondent’s offer, you **MUST** attach it here. If you did not reference the successful respondent’s offer in this Contract, you should delete this Annex.

CONSULTATION DRAFT