

Framework Schedule 6 (Order Form Template and Call-Off Schedules)

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Order Form

CALL-OFF REFERENCE: Project_1232

THE BUYER: Department for International Trade (DIT)

BUYER ADDRESS Old Admiralty Building, Westminster London
SW1A 2BL

THE SUPPLIER: TP Health Ltd

SUPPLIER ADDRESS: First Floor,
Rickyard Barn, Pury Hill Business Park
Towcester
Northamptonshire NN12 7LS

REGISTRATION NUMBER: 5770728

DUNS NUMBER: 349752654

SID4GOV ID: N/A

This Order Form, when completed and executed by both Parties.

APPLICABLE FRAMEWORK CONTRACT

This Order Form is for the provision of the Call-Off Deliverables and dated 31st December 2021. It is issued under the Framework Contract with the reference number RM6182 Framework for the provision of Occupational Health and Employee Assistance Programme.

CALL-OFF LOT(S):
Lot 1 Occupational Health and Employee Assistance Programmes, Fully Managed

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CALL-OFF INCORPORATED TERMS

The following documents are incorporated into this Call-Off Contract. Where numbers are missing, we are not using those schedules. If the documents conflict, the following order of precedence applies:

1. This Order Form including the Call-Off Special Terms and Call-Off Special Schedules.
2. Joint Schedule 1(Definitions and Interpretation) RM6182.
3. The following Schedules in equal order of precedence:
 - Joint Schedules for **RM6182**
 - Joint Schedule 2 (Variation Form)
 - Joint Schedule 3 (Insurance Requirements)
 - Joint Schedule 4 (Commercially Sensitive Information)
 - Joint Schedule 5 (Corporate Social Responsibility)
 - Joint Schedule 6 (Key Subcontractors)
 - Joint Schedule 7 (Financial Difficulties)
 - Joint Schedule 10 (Rectification Plan)
 - Joint Schedule 11 (Processing Data)
 - Call-Off Schedules for **RM6182**
 - Call-Off Schedule 1 (Transparency Reports)
 - Call-Off Schedule 3 (Continuous Improvement)
 - Call-Off Schedule 4 (Call-Off Tender)
 - Call-Off Schedule 5 (Pricing Details)
 - Call-Off Schedule 8 (Business Continuity and Disaster Recovery)
 - Call-Off Schedule 9 (Security)
 - Call-Off Schedule 10 (Exit Management)
 - Call-Off Schedule 12 (Clustering)
 - Call-Off Schedule 13 (Implementation Plan)
 - Call-Off Schedule 14 (Service Levels)
 - Call-Off Schedule 15 (Call-Off Contract Management)
 - Call-Off Schedule 16 (Benchmarking)
 - Call-Off Schedule 18 (Background Checks)
 - Call-Off Schedule 20 (Call-Off Specification)

4. CCS Core Terms (version 3.0.8)

No other Supplier terms are part of the Call-Off Contract. That includes any terms written on the back of, added to this Order Form, or presented at the time of delivery.

CALL-OFF SPECIAL TERMS**Clause 14 (Data Protection)**

Framework Ref: RM6182

Project Version: v1.0

Model Version: v3.6

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Clause 14 (Data Protection) of the Core Terms. After Clause 14.8 a new clause 14.9 and 14.10 shall be inserted as follows:

“14.9 The Supplier shall on Contact award, enter into the Data Processing Agreement set out in Annex 1 to the Order Form with the Cluster Member. The Data Processing Agreement shall govern the Processing of the Cluster Member’s Personal Data during the Term.

14.10 The Supplier shall process the Cluster Member’s Personal Data in accordance with the Data Processing Agreement and shall ensure that the Supplier Staff process Personal Data only in accordance with the Data Processing Agreement.”

Joint Schedule 1 (Definitions)

The following definitions in Joint Schedule 1 (Definitions) have been amended: - amendment to Data Protection Legislation, Data Protection Officer, Data Subject, Employment Regulations, GDPR, Law, Personal Data, Personal Data Breach, Protected Measures, LED, Sub processor.

The “Definitions” section of Joint Schedule 1 is hereby amended by inserting the following new definitions in the appropriate place to preserve the alphabetical order of the definitions therein.

In Joint Schedule 11(Processing Data) of the Data Protection Act references to GDPR have been replaced with references to UK GDPR.

CALL-OFF START DATE:	1 st January 2022
CALL-OFF EXPIRY DATE:	1 st January 2024
CALL-OFF INITIAL PERIOD:	2 (two) years
Number of extension periods	1 year
Maximum end date of extension period	1 st January 2025

CALL-OFF DELIVERABLES

See details in Call-Off Schedule 20 (Call-Off Specification)

MAXIMUM LIABILITY

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The limitation of liability for this Call-Off Contract is stated in Clause 11.2 of the Core Terms.

The Estimated Year 1 Charges used to calculate liability in the first Contract Year is **£120,000** Estimated Charges in the first 12 months of the Contract.

CALL-OFF CHARGES

See details in Call-Off Schedule 5 (Pricing Details)

All changes to the Charges must use procedures that are equivalent to those in Paragraphs 4, 5 and 6 (if used) in Framework Schedule 3 (Framework Prices).

REIMBURSABLE EXPENSES

N/A

PAYMENT METHOD

BACS

BUYER'S INVOICE ADDRESS:

All invoices should be sent, quoting a valid purchase order number (PO Number), to:

Department for International Trade
c/o UK SBS, Queensway House
West Precinct
Billingham
TS23 2NF

[REDACTED]
[REDACTED]

The Trade Remedies Authority
c/o UK SBS, Queensway House
West Precinct
Billingham
TS23 2NF

[REDACTED]
[REDACTED]

UK Export Finance
1 Horse Guards Road
London
SW1A 2HQ

[REDACTED]

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[REDACTED]

BUYER'S AUTHORISED REPRESENTATIVE

[REDACTED]

[REDACTED]

Old Admiralty Building, Westminster, London SW1A 2BL

BUYER'S ENVIRONMENTAL POLICY

<https://www.gov.uk/government/publications/the-green-book-appraisal-and-evaluation-in-central-government>

<https://www.gov.uk/government/publications/procurement-policy-note-0620-taking-account-of-social-value-in-the-award-of-central-government-contracts>

The Environmental Information Regulations 2004 together with any guidance and/or codes of practice issued by the Information Commissioner or relevant government department in relation to such regulations.

BUYER'S SECURITY POLICY

<https://www.gov.uk/government/publications/security-policy-framework>

SUPPLIER'S AUTHORISED REPRESENTATIVE

[REDACTED]

Executive Director

[REDACTED]

First Floor Rickyard Barn,

Pury Hill Business Park Towcester,

Northamptonshire, NN12 7LS

SUPPLIER'S CONTRACT MANAGER

[REDACTED]

Service Delivery Director

[REDACTED]

First Floor Rickyard Barn,

Framework Ref: RM6182

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Pury Hill Business Park Towcester,

Northamptonshire,

NN12 7LS

PROGRESS REPORT FREQUENCY

Quarterly on the first Working Day of each quarter

PROGRESS MEETING FREQUENCY

Quarterly on the first Working Day of each quarter

KEY STAFF

[REDACTED]

[REDACTED]

[REDACTED]

First Floor Rickyard Barn,

Pury Hill Business Park Towcester,

Northamptonshire, NN12 7LS

[REDACTED]

[REDACTED]

[REDACTED]

First Floor Rickyard Barn,

Pury Hill Business Park Towcester,

Northamptonshire, NN12 7LS

KEY SUBCONTRACTOR(S)

Health Assured

Registered in England and Wales No. 06314620.

Registered Address:

The Peninsula, Victoria Place,

Manchester

M4 4FB

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COMMERCIALLY SENSITIVE INFORMATION
Not applicable

SERVICE CREDITS
Service Credits will accrue in accordance with Call-Off Schedule 14 (Service Levels).

ADDITIONAL INSURANCES
Not applicable

GUARANTEE
Not applicable

SOCIAL VALUE COMMITMENT

The Supplier agrees, in providing the Deliverables and performing its obligations under the Call-Off Contract, that it will comply with the social value commitments in Call-Off Schedule 4 (Call-Off Tender)]

For and on behalf of the Supplier:	For and on behalf of the Buyer:
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