

Crown Commercial Service

Call Off Order Form for Management Consultancy Services

FRAMEWORK SCHEDULE 4

CALL OFF ORDER FORM

PART 1 – CALL OFF ORDER FORM

SECTION A

This Call Off Order Form is issued in accordance with the provisions of the Framework Agreement for the “Provision of Defence Operational Training Capability (Maritime) [DOTC(M)] Collective Training Objectives (CTOs) Analysis and Training Demand” dated **04 September 2018**.

The Supplier agrees to supply the Services specified below on and subject to the terms of this Call Off Contract.

For the avoidance of doubt this Call Off Contract consists of the terms set out in this Template Call Off Order Form and the Call Off Terms.

Order Number	700044314
From	Navy Commercial Team ("CUSTOMER")
To	Nova Aerospace Limited ("SUPPLIER")
Date	20th December 2019 ("DATE")

SECTION B

1. CALL OFF CONTRACT PERIOD

1.1.	Commencement Date: 20th December 2019
1.2.	Expiry Date: End date of Initial Period: 31st March 2020 End date of Extension Period: N/A Minimum written notice to Supplier in respect of extension: N/A

2. SERVICES

2.1.	Services required: As detailed in the Statement of Requirements
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3. PROJECT PLAN

3.1.	Project Plan: As detailed in the Statement of Requirements
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4. CONTRACT PERFORMANCE

4.1.	Standards: Cyber Essentials Plus certification
4.2	Service Levels/Service Credits: Not applied
4.3	Critical Service Level Failure: Not applied
4.4	Performance Monitoring: Not applied
4.5	Period for providing Rectification Plan: In Clause 39.2.1(a) of the Call Off Terms

5. PERSONNEL

5.1	Key Personnel: As confirmed in Nova Aerospace Ltd's tender dated 17 th December 2019
5.2	Relevant Convictions (Clause 28.2 of the Call Off Terms):

6. PAYMENT

6.1	Call Off Contract Charges (including any applicable discount(s), but excluding VAT): £296,450.00 ex VAT
6.2	Payment terms/profile (including method of payment e.g. Government Procurement Card (GPC) or BACS): Monthly payment via Exostar/CP&F
6.3	Reimbursable Expenses: T&S claims may be invoiced separately, if agreed in advance of incurrance by the DOTC(M) Project Team
6.4	Customer billing address (paragraph 7.6 of Call Off Schedule 3 (Call Off Contract Charges, Payment and Invoicing)): Navy Commercial Department

6.5	Call Off Contract Charges fixed for (paragraph 8.2 of Schedule 3 (Call Off Contract Charges, Payment and Invoicing)): Total duration of the call off contract
6.6	Supplier periodic assessment of Call Off Contract Charges (paragraph 9.2 of Call Off Schedule 3 (Call Off Contract Charges, Payment and Invoicing)) will be carried out on: Not applicable
6.7	Supplier request for increase in the Call Off Contract Charges (paragraph 10 of Call Off Schedule 3 (Call Off Contract Charges, Payment and Invoicing)): Not Permitted

7. LIABILITY AND INSURANCE

7.1	Estimated Year 1 Call Off Contract Charges: The sum of £296,450.00 ex VAT
7.2	Supplier's limitation of Liability (Clause 37.2.1 of the Call Off Terms)
7.3	Insurance (Clause 38.3 of the Call Off Terms)

8. TERMINATION AND EXIT

8.1	Termination on material Default (Clause 42.2 of the Call Off Terms)): In Clause 42.2.1(c) of the Call Off Terms
8.2	Termination without cause notice period (Clause 42.7 of the Call Off Terms): In Clause 42.7 of the Call Off Terms
8.3	Undisputed Sums Limit: In Clause 43.1.1 of the Call Off Terms
8.4	Exit Management: Not applied

9. SUPPLIER INFORMATION

9.1	Supplier's inspection of Sites, Customer Property and Customer Assets: Not applicable
9.2	Commercially Sensitive Information: None

10. OTHER CALL OFF REQUIREMENTS

10.1	Recitals (in preamble to the Call Off Terms): Recital A
10.2	Call Off Guarantee (Clause 4 of the Call Off Terms): Not required
10.3	Security: Short form security requirements As detailed in the Security Aspects Letter
10.4	ICT Policy: Not applied
10.6	Business Continuity & Disaster Recovery: Not applied
10.7	NOT USED
10.8	Protection of Customer Data (Clause 35.2.3 of the Call Off Terms): As per Security Aspects Letter
10.9	Notices (Clause 56.6 of the Call Off Terms): Customer's postal address and email address: Navy Command Commercial Supplier's postal address and email address: Nova Systems
10.10	Transparency Reports In Call Off Schedule 13 (Transparency Reports)
10.11	Alternative and/or Additional Clauses from Call Off Schedule 14 and if required, any Customer alternative pricing mechanism:

	Not applicable
10.12	Call Off Tender: In Schedule 16 (Call Off Tender) As per tender submitted by Nova Aerospace Limited on 18 th December 2019
10.13	Publicity and Branding (Clause 36.3.2 of the Call Off Terms) Not applicable
10.14	Staff Transfer Annex to Schedule 10, List of Notified Sub-Contractors (Call Off Tender).
10.15	Processing Data Call Off Schedule 17
10.16	MOD DEFCONs and DEFFORM Call Off Schedule 15

The following MOD DEFCONs and DEFFORMs form part of this Call Off Contract:

DEFCONs

DEFCON No	Version	Description
DEFCON 76	12/06	Contractor's Personnel at Government Establishments
DEFCON 658	10/17	Cyber
DEFCON 532B	05/18	Protection of Personal Data

DEFCON 630	02/18	Framework Agreements
DEFCON 660	12/15	Official-Sensitive Security Requirements
DEFFORMs		
DEFFORM No	Version	Description
N/A		Security Aspects Letter

FORMATION OF CALL OFF CONTRACT

BY SIGNING AND RETURNING THIS CALL OFF ORDER FORM (which may be done by electronic means) the Supplier agrees to enter a Call Off Contract with the Customer to provide the Services in accordance with the terms Call Off Order Form and the Call Off Terms.

The Parties hereby acknowledge and agree that they have read the Call Off Order Form and the Call Off Terms and by signing below agree to be bound by this Call Off Contract.

In accordance with paragraph 7 of Framework Schedule 5 (Call Off Procedure), the Parties hereby acknowledge and agree that this Call Off Contract shall be formed when the Customer acknowledges (which may be done by electronic means) the receipt of the signed copy of the Call Off Order Form from the Supplier within two (2) Working Days from such receipt.

For and on behalf of the Supplier:

Name and Title	Signed by representative on original copy
Signature	
Date	

For and on behalf of the Customer:

Name and Title	Signed by representative on original copy
Signature	
Date	

CONTRACT REFERENCE: 700044314

PRICING SCHEDULE

SUPPLIER'S PRICING BREAKDOWN REDACTED