Ministry of Defence

Contract Number: 701478374

PROJECT SOCIETAS

SCHEDULE 1

DEFINITIONS OF CONTRACT

The following definitions are provided in addition to those set out in DEFCON 501 (Definitions and Interpretations)

Accounting Reference Date	means in each year the date to which the Contractor prepares its annual audited financial statements.
Alternative Dispute Resolution (ADR)	means a process agreed between the Parties for resolving Disputes, undertaken in accordance with DEFCON 530
Amber	means under-performance in relation to Key Performance Indicators and Collaboration. Red, Amber and Green KPI performance thresholds are set out in Appendix 1 to Schedule 2.2 (Performance and Collaboration). Red, Amber and Green performance categories for Collaboration are set out Condition 10.3.2 of Schedule 2.2 (Performance and Collaboration)
Annual Contract Profit Margin	means for the relevant Contract Year, the Profit Fee at Risk as a percentage of Contract Price for the Core Services
Arbitration Act 1996	means legislation in relation to arbitration; the Arbitration Act 1996 is "An Act to restate and improve the law relating to arbitration pursuant to an arbitration agreement; to make other provision relating to arbitration and arbitration awards; and for connected purposes".
Authority Commercial Branch	means the authorised Commercial Officer representatives as notified to the Contractor by the Authority.
Authority Financial Year	means the twelve (12) month period adopted by the Authority for financial accounting and budgeting commencing 1st Apr through to 31st March inclusive of each year.
Annual Change	means a change pursuant to the Annual Change process set out in Paragraph 3 (Annual Change) of Schedule 7.2 (Change Control Procedure) arising from the annual review and agreement of the SQEP, CIS SQEP and training requirements
Annual Command Plan	means the document compiled annually by the Director JEWOSC setting out the JEWOSC strategic direction for the forthcoming year of operation
Articles	as defined in DEFCON 501, supplemented by Condition 4.9 of the Terms and Conditions of Contract
The Authority	as defined in DEFCON 501
Authority Data	means the data, text, drawings, diagrams, or images (together with any database made up of any of these) which are embodied in any electronic, magnetic, optical or tangible media, and which are: (i) supplied to the Contractor by or on behalf of the Authority; and/or

	(ii) which the Contractor is required to generate, process, store or transmit pursuant to this Contract; or (b) any Personal Data for which the Authority is the Data Controller.
Authority Notice of Change (ANC)	As defined at condition 3 of DEFCON 620
Authority's Representative(s)	shall have the same meaning as 'Representative of the Authority' as defined in DEFCON 501
Base Case Financial Model	means the Financial Model projecting the Costs and the Contract Price in relation to the provision of the Contractor Deliverables prepared by the Contractor as at the Effective Date consistent with the requirements of Annex 2 (Financial Model) of Schedule 6.1 (Pricing and Payment), as contained in Appendix 1 (Base Case Financial Model) to Annex 2 (Financial Model) of Schedule 6.1 (Pricing and Payment)
Bill Paying Branch	means Defence Business Services, the MOD's invoice processing Authority
Business Continuity	means the advance planning and preparation undertaken to ensure that an organisation will have the capability to operate its critical business functions during emergency events
Business Continuity Plan (BCP)	means the plan to be provided to the Authority as set out in Schedule 7.7 (Business Continuity) Condition 1.1
Business Continuity Review Report (BCRR)	means the report to be provided to the Authority as set out in Schedule 7.7 (Business Continuity) Condition 3.3
Business Day	as defined in DEFCON 501
Campaign Plan	means the Plan which sets out the Authority's strategy and approach to maximise sales opportunities and implementation of new products, service lines and customers; and identify opportunities to expand the EWOS export business, including key regions of interest and promotion of EWOS services.
Carried Forward KPI Assessment	means an assessment made against a KPI following a Non-Assessed Period in accordance with Condition 6 of Schedule 2.2 (Performance and Collaboration)
CEESIM	means Combat Electromagnetic Environment Simulator
Centre of Excellence (CoE)	means a place where the highest standards are maintained.
Certificate of Conformity	means a document to be issued by the Contractor to certify that an Article meets the

	required standards or specification, which complies with the requirements set out in DEFCON 627
Change Control Procedure	means the procedures set out in DEFCON 620 and Schedule 7.2
Charges	means any of the charges for the provision of the Services, Contractor Deliverables and the performance of any of the Contractor's other obligations under this Contract, as determined in accordance with this Contract
Chief Information Officer	means the MOD's lead on cyber security and resilience and risk management
CIS	means Communication and Information Systems as set out in the Statement of Requirement at Schedule 2.1
CIS SQEP	means contractor-provided Suitably Qualified Experienced Personnel to support CIS operations, which for the purposes of the Contract are categorised by the levels set out in the SQEP Competency Framework at Appendix 1 to Schedule 2.1
CIS SQEP Delivery Plan	means the plan that details the Contractor's proposed approach to the delivery of CIS SQEP to meet the needs of the Authority.
Collaboration Fee	means the Collaboration Fee incentive payment which may be paid to the Contractor subject to collaboration in accordance with Part B of Schedule 2.2 (Performance and Collaboration)
Command Group	means the personnel appointed to fulfil the roles and responsibilities set out at Condition 2.2 of Schedule 7.1 (Governance)
Commander Heads	means members of the JEWOSC management team
Commander JCG	means the Authority 1* leading the Joint Cyber and Electromagnetic Activities (CEMA) Group, which is referred to under the acronym of Joint Cyber Group
Commercial Product Assurance (CPA)	means the name of the current National Cyber Security Centre scheme which provides independent testing of smart meters or recognised smart metering products
Comparable Supply	means the supply of services to another customer of the Contractor that are the same or similar to any of the Contractor Deliverables
Conditions	means the terms and conditions set out in this Contract
Confidentiality Agreement	means an agreement to protect Confidential Information as set out in Appendix 2 to Schedule 2.3 (Security Management)
Confidential Information	means the information defined at Condition 1.1 in the Confidentiality Agreement at Appendix 2 to Schedule 2.3 (Security Management)
Contract Price	as defined in DEFCON 501

Contract Review Board	means the personnel/roles and responsibilities set out in Schedule 7.1 (Governance), Part C Condition 1
Contract Year	means individual contract years (ranging from Contract Year 1 to 10), commencing from the Effective Date of Contract, and lasting 365 days (or 366 days in leap years)
Contractor	means the prime and their consortia members who will deliver the Services
Contractor Change Proposal	shall have the meaning defined in DEFCON 620 (Contract Change Control Procedure)
Contractor Commercially Sensitive Information	means the Information listed in the completed DEFFORM 539A (Contractor's Commercially Sensitive Information Form), which is information notified by the Contractor to the Authority, which is acknowledged by the Authority as being commercially sensitive.
Contractor Deliverables	as defined in DEFCON 501
Contractor Group	means, individually or in any combination, Contractor, the Contractor's parent, affiliates, subsidiaries and subcontractors, and each of their respective directors, officers, agents, representatives, employees and invitees
Contractor's Place of Work	shall be the Contractor's normal place of work as defined in Annex 1 of Schedule 2.1 (SQEP Requirement) and includes local offices where business or training are undertaken
Contractor Public Store Account	as defined in DEFSTAN 05-099
Control	means the power of a person to secure that the affairs of the Contractor are conducted in accordance with the wishes of that person: a. by means of the holding of shares, or the possession of voting powers in, or in relation to, the Contractor; or b. by virtue of any powers conferred by the constitutional or corporate documents, or any other document, regulating the Contractor; and a change of Control occurs if a person who Controls the Contractor ceases to do so or if another person acquires Control of the Contractor.
Core Services	means SOR Service Requirement (SR) References, (as set out under Part 2 Service Requirements in Schedule 2.1 (Statement of Requirement)) which are listed in Condition 3.1 of Schedule 6.1 (Pricing and Payment)
Core Service Payment(s) (CSP)	means the payments in relation to the SOR Service Requirement (SR) References, (as set out under Part 2 Service Requirements in Schedule 2.1 (Statement of Requirement)) which are listed in Condition 3.1 of Schedule 6.1 (Pricing and Payment)

Corporate Change Event	means: (a) any change of Control of the Contractor or parent undertaking of the Contractor; (b) any change of Control of any member of the Contractor Group which, in the reasonable opinion of the Authority, could have a material adverse effect on the Contractor Deliverables; (c) any change to the business of the Contractor or any member of the Contractor Group which, in the reasonable opinion of the Authority, could have a material adverse effect on the Contractor Deliverables; (d) a Class 1 Transaction taking place in relation to the shares of the Contractor or any parent undertaking of the Contractor whose shares are listed on the main market of the London Stock Exchange plc; (e) an event that could reasonably be regarded as being equivalent to a Class 1 Transaction taking place in respect of the Contractor or any parent undertaking of the Contractor; (f) payment of dividends by the Contractor or the ultimate Parent Undertaking of the Contractor Group exceeding 25% of the net asset value of the Contractor or the ultimate parent undertaking of the Contractor Group respectively in any 12 month period; (g) an order is made or an effective resolution is passed for the winding up of any member of the Contractor Group; (h) any member of the Contractor Group stopping payment of its debts generally or becoming unable to pay its debts within the meaning of section 123(1) of the Insolvency Act 1986 or any member of the Contractor Group ceasing to carry on all or substantially all its business, or any compromise, composition, arrangement or agreement being made with creditors of any member of the Contractor Group; (i) the appointment of a receiver, administrative receiver or administrator in respect of or over all or a material part of the undertaking or assets of any member of the Contractor Group; and/or (j) any process or events with an effect analogous to those in paragraphs (e) to (g) inclusive above occurring to a member of the Contractor Group in a jurisdiction outside England and Wales;
CP&F	means the MOD Contracting Purchasing and Finance tool for managing end to end financial aspects of contracting, including set up of

	electronic purchase orders and electronic receipting of Contractor Deliverables.
Critical Performance Failure	Critical Performance Failure has the meaning given to it in paragraph 4.6 (Critical Performance Failure) of Schedule 2.2 (Performance and Collaboration).
Crown Use	in relation to a patent means the doing of anything by virtue of Sections 55 to 57 of the Patents Act 1977 which otherwise would be an infringement of the patent and in relation to a Registered Design has the meaning given in paragraph 2A(6) of the First Schedule to the Registered Designs Act 1949.
Cyber Risk Profile	as defined in DEFCON 658 (Cyber)
Data Protection Legislation	means all applicable Law in force from time to time in the UK relating to the processing of personal data and privacy, including but not limited to: (1) UK GDPR; (2) DPA 2018; and (3) the Privacy and Electronic Communications (EC Directive) Regulations 2003 (SI 2003/2426) as amended, each to the extent that it relates to the processing of personal data and privacy.
DBS Finance	means Defence Business Services Finance, at the address stated in DEFFORM 111 Appendix - Addresses and Other Information.
Deduction(s)	means the amounts to be retained against KPIs categorised as either Amber or Red in the event of underperformance in accordance with Schedule 2.2 (Performance and Collaboration).
Default	means any breach of the obligations of the relevant Party (including fundamental breach or breach of a fundamental term) or any other default, act, omission, negligence or statement of the relevant Party, its employees, servants, agents or subcontractors in connection with or in relation to the subject matter of this Contract and in respect of which such Party is liable to the other. In no event shall a failure or delay in the delivery of an Authority responsibility or an activity to be carried out by the Authority or its representatives in accordance with the Contract be considered a Default
Defence Systems Approach to Training (DSAT)	DSAT is the system that must be used by those who are involved in the analysis, design, delivery, assurance, management and governance of Defence training and education in accordance with JSP 822 (Defence Direction and Guidance for Training and Education)

DEFFORM	means the MOD DEFFORM series which can be found at https://www.aof.mod.uk;
DEF STAN	means Defence Standards which can be accessed at https://www.dstan.mod.uk;
Deliver	means hand over the Contractor Deliverables to the Authority. This shall include unloading, and any other specific arrangements, set out in the Contract and Delivered and Delivery shall be construed accordingly.
Delivery Date	means the date as specified in the Contract on which the Contractor Deliverables or the relevant portion of them are to be Delivered or made available for Collection.
Department Heads	means members of the JEWOSC management team
Design Right(s)	has the meaning ascribed to it by Section 213 of the Copyright, Designs and Patents Act 1988.
Developed Vetting (DV)	means the level of security clearance required for individuals who are to be employed in posts which: a) require them to have frequent and uncontrolled access to TOP SECRET assets or require any access to TOP SECRET codeword material; And for individuals who: b) while not in such posts, will be in a position to directly or indirectly bring about the same degree of damage; c) require frequent and uncontrolled access to Category I nuclear material; d) require access to certain levels of classified material originating from another country or international organisation.
DI	means Defence Intelligence (DI), part of the Ministry of Defence for United Kingdom. DI provides intelligence products and assessments for policy makers in the MOD and UK Government.
Director JEWOSC	means the person appointed by the Authority with day-to-day responsibility for the JEWOSC's operations.

Disaster	means the occurrence of one or more events which, either separately or cumulatively, mean that the Services, or a material part of the Services will be unavailable.
Dispute	means any dispute, difference or question of interpretation arising out of or in connection with this Contract, including any dispute, difference or question of interpretation relating to the Services, failure to agree in accordance with the Change Control Procedure or any matter where this Contract directs the Parties to resolve an issue by reference to Dispute Resolution at Condition 22 of the Terms and Conditions of Contract.
Dispute Resolution	means the process to be followed by the Parties for resolving a Dispute in accordance with Condition 22 of the Terms and Conditions of Contract
Dispute Resolution Procedure	means a procedure for resolving a Dispute in accordance with Condition 22 of the Terms and Conditions of Contract
DPA 2018	means the Data Protection Act 2018
DSAT	means an acronym for Defence Systems Approach to Training. Please refer to Defence Systems Approach to Training in this Schedule 1 for the definition of DSAT
DV	is an acronym for Developed Vetting. Please refer to Developed Vetting in this Schedule 1 for the definition of DV
Effective Date of Contract	means the date specified on the Authority's DEFFORM 159 Acceptance of Tender letter (forecasted to be 12 Dec 2022)
Electronic Warfare (EW)	means military action that exploits electromagnetic energy to provide situational awareness and achieve offensive and defensive effects.
Electronic Warfare Operational Support (EWOS)	means the provision of Electronic Warfare support services to customers including UK Defence and front-line commands, X-government, and international allies (FVEYS and NATO), as well as other partner nations
Employers Liability Insurance	means the compulsory insurance that employers must take out pursuant to the Employers' Liability (Compulsory Insurance) Act 1969
Employing Subcontractor	as defined in Schedule 8 (Staff Matters: Transfer Regulations)
Ethical Wall Agreement	means a signed agreement to an internal communication barrier, providing separation between different teams / departments to

	protect client confidentiality and prevent any conflicts of interest
EW for EWOS Training Course	means the generic EWOS modular training with an aim to equip JEWOSC personnel with the necessary knowledge, skills and attitudes in order to progress on to, and succeed at, their downstream role / equipment specific training
Exit Information	means the information set out in Conditions 2.1.1 to 2.1.7 in Schedule 7.6 (Exit Management)
Exit Manager	means the person appointed by each Party for managing the Parties' respective obligations on Exit in accordance with Condition 29 of the Terms and Conditions of Contract and Schedule 7.6 (Exit Management)
Exit Plan	As noted in Schedule 7.6 under Condition 1.1.1 on Page 2
Expiry Date	means the date specified in Condition 12.1 of the Terms and Conditions of Contract
Exports Generation Support Costs	means the Contractor's costs in relation to support to Authority export generation, which are payable in arrears subject to Condition 7 of Schedule 6.1 (Pricing and Payment)
Financial Distress Event	means the occurrence of one or more of the events listed in Condition 20.3 of the Terms and Conditions of Contract
Financial Model	means the Base Case Financial Model or where an Updated Financial Model exists, the most recent Updated Financial Model
Firm Price	means the definition as set out in Condition 1.3.1 of Schedule 6.1 (Pricing and Payment)
Fixed Price	means the definition as set out in Condition 1.3.2 of Schedule 6.1 (Pricing and Payment)
Flexible Working	means a way of working that suits an employee’s needs.
Force Majeure	As defined in Condition 25.1 of the Terms and Conditions of Contract
Front Line Commands	means in relation to all or any of the following: Air, Land or Maritime (e.g. RAF, Army, Navy, incl. Marines)
Full Time Equivalent (FTE)	means a measure that allows the JEWOSC to calculate the equivalent number of full-time employees it would have on a given period of time
FVEYS (Five Eyes)	means the FVEYS (Five Eyes); an intelligence alliance comprising Australia, Canada, New Zealand, the United Kingdom and the United States
GDPR	Please refer to "UK GDPR" in this Schedule 1 for the definition of GDPR
General Change in Law	means a change in law where the change is of a general legislative nature (including taxation or duties of any sort affecting the Contractor) or which affects or relates to a Comparable Supply

GFA	means an acronym for Government Furnished Assets; please refer to Government Furnished Assets in this Schedule 1 for the defined term
GFE	means an acronym for Government Furnished Equipment; please refer to Government Furnished Assets in this Schedule 1 for the defined term. See also Issued Property in this Schedule 1.
Government Furnished Assets (GFA)	Government Furnished Assets (GFA) is an umbrella term covering equipment and MOD assets that are provided to industry in support of contracts/this Contract. GFA may consist of: Government Furnished Equipment (GFE); Government Furnished Resource (GFR); Government Furnished Information (GFI); Government Furnished Facilities (GFF)
Government Security Classifications	means the classification policy for HM Government information assets which came into force on 2 Apr 2014
Green	means performing to the required standard in relation to Key Performance Indicators and Collaboration. Red, Amber and Green KPI performance thresholds are set out in Appendix 1 to Schedule 2.2 (Performance and Collaboration). Red, Amber and Green performance categories for Collaboration are set out Condition 10.3.2 of Schedule 2.2 (Performance and Collaboration)
Information	means any information in any written or other tangible form disclosed to one Party by or on behalf of the other Party under or in connection with the Contract.
Insolvency Continuity Plan (ICP)	means the plan in relation to continuity and management of the Contractor Deliverables following Insolvency Events as set out in Condition 2.8 of Schedule 7.7 (Business Continuity Management)
Insolvency Event	means with respect to any person: (a) that person suspends, or threatens to suspend, payment of its debts, or is unable to pay its debts as they fall due or admits inability to pay its debts, or: (i) (being a company or a LLP) is deemed unable to pay its debts within the meaning of section 123 of the Insolvency Act 1986, or (ii) (being a partnership) is deemed unable to pay its debts within the meaning of section 222 of the Insolvency Act 1986; (b) that person commences negotiations with one or more of its creditors (using a voluntary arrangement, scheme of arrangement or otherwise) with a view to rescheduling any of its debts, or makes a proposal for or enters into

	any compromise or arrangement with one or more of its creditors or takes any step to obtain a moratorium pursuant to Section 1A and Schedule A1 of the Insolvency Act 1986 other than (in the case of a company, a LLP or a partnership) for the sole purpose of a scheme for a solvent amalgamation of that person with one or more other companies or the solvent reconstruction of that person; (c) another person becomes entitled to appoint a receiver over the assets of that person or a receiver is appointed over the assets of that person; (d) a creditor or encumbrancer of that person attaches or takes possession of, or a distress, execution or other such process is levied or enforced on or sued against, the whole or any part of that person's assets and such attachment or process is not discharged within fourteen (14) days; (e) that person suspends or ceases, or threatens to suspend or cease, carrying on all or a substantial part of its business; (f) where that person is a company, a LLP or a partnership: (i) a petition is presented (which is not dismissed within fourteen (14) days of its service), a notice is given, a resolution is passed, or an order is made, for or in connection with the winding up of that person other than for the sole purpose of a scheme for a solvent amalgamation of that person with one or more other companies or the solvent reconstruction of that person; (ii) an application is made to court, or an order is made, for the appointment of an administrator, or if a notice of intention to appoint an administrator is filed at Court or given or if an administrator is appointed, over that person; (iii) (being a company or a LLP) the holder of a qualifying floating charge over the assets of that person has become entitled to appoint or has appointed an administrative receiver; or (iv) (being a partnership) the holder of an agricultural floating charge over the assets of that person has become entitled to appoint or has appointed an agricultural receiver; or (g) any event occurs, or proceeding is taken, with respect to that person in any jurisdiction to which it is subject that has an effect equivalent or similar to any of the events mentioned above.

Intelligence Mission Data (IMD)	means all-source intelligence to keep personnel safe, protect equipment and give insight on adversaries.
Interim Training Period	means the period from Service Commencement Date until the Training Review (under SOR SR Ref 2.2) and implementation (under SOR SR Ref 2.3) has been enacted.
Issued Property	Issued Property is the defined contract term used for all GFE provided to a Contractor under DEFCON 611 (Issued Property)
IR35 Off-Payroll Rules (Intermediaries Legislation)	Means UK Government legislation in relation to taxation; the off-payroll working rules can apply if a worker (including contractors) provides their services through their own limited company or another type of intermediary to the client.
Item Number	means an identification reference given for pricing purposes to contractor deliverables as set out at in the Price Schedule at Annex 1 to Schedule 6.1 (Pricing and Payment)
Item ID Number	means an identification reference given for a subset of Item Numbers for pricing purposes as set out at in the Price Schedule at Annex 1 to Schedule 6.1 (Pricing and Payment)
JEWOSC	means the Joint Electronic Warfare Operational Support Centre
JEWOSC Joint Business Agreement Review Boards	means the personnel/roles and responsibilities set out in Schedule 7.1 (Governance), Part B Condition 4
JEWOSC Management Board	means the personnel/roles and responsibilities set out in Schedule 7.1 (Governance), Part B Condition 3.
Job Level	means Job Level in relation to the following 4 categories of SQEP: SQEP level 1 - trainee; SQEP level 2 - supervised practitioner; SQEP level 3 - practitioner; SQEP level 4 - expert.
Job Role	means in relation to groupings of staff posts that share common tasks for which an individual SQEP Competency Framework can be developed.
Job Role Owner	means the nominated Authority person responsible for designed their assigned Job Role and keeping it up to date.
Key Performance Indicators	means the mechanism under the Contract for measuring performance categorised as Green, Amber and Red, as set out in Schedule 2.2 (Performance and Collaboration)
Key Subcontractor	means any Subcontractor which, in the opinion of the Authority, performs (or would perform if

	appointed) a critical role in the provision of all or any part of the Contractor Deliverables.
Law	means any applicable law, subordinate legislation within the meaning of section 21(1) of the Interpretation Act 1978, regulation, order, regulatory policy, mandatory guidance or code of practice judgment of a relevant court of law, or directives or requirements of any regulatory body, delegated or subordinate legislation or notice of any regulatory body
Lead Industry Partner	means the chief representative for the prime contractor or consortia group responsible for the delivery of the Services **and** the Contractor's performance on a day to day basis
Legislation	means in relation to the United Kingdom any Act of Parliament, any subordinate legislation within the meaning of section 21 of the Interpretation Act 1978, or any exercise of Royal Prerogative
Management of Training System	the governance, management and assurance of training supported by documented products and processes.
Milestone Deliverable(s)	refers to any milestones set out in Appendix 2 to Schedule 2.1 (Contractor Deliverables).
Mission Data	means all-source intelligence to keep personnel safe, protect equipment and give insight on adversaries.
Mobilisation Phase	means the period between the Effective Date of Contract and the Service Commencement Date.
Mobilisation Plan	means the Contractor's approach to enabling the commencement of the delivery of the Contractor Deliverables from the SCD.
MOD Sharepoint	means a secure electronic environment that will be utilised to create the Project SOCIETAS Virtual Library for document storage, organisation, sharing, collaborative working, and access to information.
Motor Third Party Liability Insurance	means the legal minimum third party insurance required to drive on UK roads in order to provide cover for motor accidents causing damage or injury to any other person, vehicle, animal or property
National Cyber Security Centre (NCSC)	The NCSC is a UK government organisation which acts as a bridge between industry and government, providing a unified source of advice, guidance and support on cyber security, including the management of cyber security incidents
National Insurance Contributions (NICs)	Means contributions paid to the State to qualify for certain benefits and pensions

NATO	means the North Atlantic Treaty Organisation which is an inter-governmental military alliance based on the North Atlantic Treaty signed on 4 April 1949.
New Provider(s)	as defined in Schedule 8 (Staff Matters: Transfer Regulations).
Non-Assessed Period	means a quarterly period in relation to Key Performance Indicators (KPIs) as set out in Condition 6 in Schedule 2.2 (Performance and Collaboration) where it is not possible to assess a given KPI as the output relating to that KPI has not been required.
Notices	means all Notices, orders, or other forms of communication required to be given in writing under or in connection with the Contract.
Options	means the Services described as Options 1 and 2 (Pricing Periods 2 and 3 respectively) in the Price Schedule at Annex 1 to Schedule 6.1 (Pricing and Payment) which are to be provided by the Contractor if invoked by the Authority in accordance with Condition 12 (Contract Duration and Options).
Over and Above (O&A) Task(s)	means individual task(s) within the scope of the Contract which may be contracted for in accordance with Schedule 7.3 (Over and Above Tasking)
Over and Above (O&A) Tasking	refers to the process set out in Schedule 7.3 (Over and Above Tasking) to contract for additional tasks within the scope of the Contract
Overseas	shall mean non UK or foreign.
Parties	means the Contractor and the Authority, and Party shall be construed accordingly.
Partners Across Government (PAG)	means the UK Intelligence Community: GCHQ, MI5 and SIS.
Payment Report	means the report to be provided on a monthly basis by the Contract in accordance with Condition 2 of Schedule 6.1 (Pricing and Payment)
Performance Report	means the quarterly KPI report detailing performance against KPIs in accordance with

	Condition 2 of Schedule 2.2 (Performance and Collaboration)
Personal Data	as defined in DEFCON 532B (Where Personal Data is being processed on behalf of the Authority)
Previous Contractor	as defined in Schedule 8 (Staff Matters: Transfer Regulations)
Previous Contractor Employee	as defined in Schedule 8 (Staff Matters: Transfer Regulations)
Pricing Period 1	means the initial six (6) year period of the Contract from the Effective Date of Contract.
Pricing Period 2	means the first of the two (2) year optional extensions periods where invoked in accordance with Condition 12.5.1.
Pricing Period 3	means the second of the two (2) year optional extensions periods where invoked in accordance with Condition 12.5.2
Profit Fee at Risk	means the annual profit applicable to the Core Services each Contract Year which is subject to the KPIs and the Collaboration Fee mechanisms as set out in Schedule 2.2 (Performance and Collaboration)
Publishable Reporting Information	As defined in DEFCON 539 (Transparency)
Recovery Plan	means the plan to be provided by the Contractor detailing how a KPI assessed as Red will be restored to Green in accordance Condition 3.5 of Schedule 2.2 (Performance and Collaboration)
Red	means under-performance in relation to Key Performance Indicators (KPI) and Collaboration. Red, Amber and Green KPI performance thresholds are set out in Appendix 1 to Schedule 2.2 (Performance and Collaboration). Red, Amber and Green performance categories for Collaboration are set out in Part B Condition 10.3.2 of Schedule 2.2 (Performance and Collaboration)
Register(s)	means the Register(s) to be created by the Contractor in accordance with Schedule 7.6 (Exit Management) Condition 1.1.2.
Reimbursable Expense(s)	means travel and subsistence expenses properly and necessarily incurred in the performance of the Services, that have been subject to prior authorisation by the Authority in accordance with Condition 9 of Schedule 6.1 (Pricing and Payment),
Related Service Provider	means any person who provides services to the Authority in relation to this Contract
Relationship Management Plan	means the plan articulating the principles of ISO 44001 in accordance with Schedule 5 (Relationship Management)
Relevant Contract(s)	means any contracts and subcontracts held by the Contractor for provision of the Services

Relevant Transfer	as defined in Schedule 8 (Staff Matters: Transfer Regulations)
Relevant Transfer Date	as defined in Schedule 8 (Staff Matters: Transfer Regulations)
Relevant Statutory Scheme	as defined in Schedule 8 (Staff Matters: Transfer Regulations)
Remediation Plan	means the plan to be provided by the Contractor on request to the Authority, setting out how the Contractor will return performance to contracted levels on the occurrence of material breach.
Replacement Services	means any services which are the same as or substantially similar to any of the Services and which the Authority receives in substitution for any of the Services following the expiry or termination or partial termination of this Contract, whether those services are provided by the Authority internally and/or by any third party.
Return on Investment (ROI)	means a performance measure used to evaluate the efficiency or profitability of an investment.
Security Check (SC)	means the level of security clearance required for individuals who are to be employed in posts which: a) Require them to have long-term, frequent and uncontrolled access to SECRET assets and/or occasional, supervised access to TOP SECRET assets And for individuals who: b) while not in such posts, will be in a position to directly or indirectly bring about the same degree of damage c) will have sufficient knowledge to obtain a comprehensive picture of a SECRET plan, policy or project d) are being considered for employment where it would not be possible to make reasonable career progress without security clearance for access to SECRET assets e) require access to certain levels of classified material originating from another country or international organisation.
Security Clearance	means a blanket term covering formal security clearance levels obtained through the UK National Security Vetting procedure
Secret Matter of the Contract	as defined in DEFCON 659A (Security Measures)

Services	as defined in DEFCON 501
Service Commencement Date	means the date that is six (6) weeks from the Effective Date of Contract (Effective Date of Contract forecasted to be 12 Dec 2022 and Service Commencement Date forecasted to be 1 Feb 2023)
Service Requirements (SR)	means the outputs and services identified by individual reference numbers, which are requested from industry and set out in the Statement of Requirement at Schedule 2.1.
Service Requirements Performance Indicators	means the performance indicators set out in Part 2 of the Statement of Requirement at Schedule 2.1
Service Credits	means the amount that the Contractor shall credit or pay to the Authority in the event of a failure by the Contractor to meet the agreed Service Levels as set out/referred to in Schedule 2.2 (Performance and Collaboration)
Small Medium Enterprise (SME)	means a blanket term which encompasses micro (less than 10 employees and an annual turnover under £2 million), small (less than 50 employees and an annual turnover under £10 million) and medium sized (less than 250 employees and an annual turnover under £50 million) businesses
SMART objectives	means a set of objectives and goals specific, measurable, achievable, realistic and timely that are put in place by parameters that bring structure and tractability together
Social Value	Social Value is the consideration of the social, economic and environmental impact of government projects and programmes, and its lasting impact on individuals, communities and the environment
Specific Change in Law	means a change in law that relates specifically to the business of the Authority and which would not affect a Comparable Supply
Specification	means the description of the Contractor Deliverables, including any specifications, drawings, samples and / or patterns, referred to in the Contract.
SQEP	means contractor-provided Suitably Qualified Experienced Personnel to support EW and MD operations, which for the purposes of the Contract are categorised by the levels set out in the SQEP Competency Framework at Appendix 1 to Schedule 2.1
SQEP, CIS SQEP, Training and Lead Industry Partner Provision Statement	means a statement to be provided annually to the Authority detailing actual SQEP, CIS SQEP, Training and Lead Industry Partner provided against the contracted requirement, in order to

	support the financial reconciliation process set out in Schedule 6.1 under Condition 4
SQEP Competency Framework (SCF)	means the document outlining core competencies across Job Roles at Appendix 1 to Schedule 2.1, allowing the JEWOSC workforce to be flexibly deployed on transferable skills
SQEP Delivery Plan	means the plan that details the Contractor's proposed approach to the delivery of SQEP to meet the needs of the Authority.
Statement of Requirements (SOR)	means the Statement of Requirements at Schedule 2.1.
Statement of Training Task	means the Authority's annual training plan
Status Determination Statement (SDS)	means the statement in relation to IR35 which is issued to both the Contractor and worker as set out in Condition 37
Strategic Command (StratCom)	means the organisation previously known as Joint Forces Command (JFC) which supports the Ministry of Defence (MOD) by ensuring joint capabilities such as medical services, training and education, intelligence and information systems are developed and managed across the land, sea, air, space and cyber domains. StratCom also manages overseas joint operations.
Subcontract(s)	means any contract or agreement (or proposed contract or agreement) between the Contractor (or a Subcontractor) and any third party whereby that third party agrees to provide to the Contractor (or the Subcontractor) all or any part of the Contractor Deliverables or facilities or services which are material for the provision of the Contractor Deliverables or any part thereof or necessary for the management, direction or control of the Contractor Deliverables or any part thereof.
Subcontractor	means any Subcontractor engaged by the Contractor or by any other subcontractor of the Contractor at any level of subcontracting to provide Contractor Deliverables wholly or substantially for the purpose of performing (or contributing to the performance of) the whole or any part of this Contract and 'subcontract' shall be interpreted accordingly.
Subsequent Relevant Transfer	means a transfer of the employment of Subsequent Transferring Employees from the Contractor or any Employing Subcontractor to a New Provider or the Authority under the Transfer Regulations.
Subsequent Transfer Date	means the date on which the transfer of a Subsequent Transferring Employee takes place under the Transfer Regulations.

Subsequent Transferring Employee	means an employee wholly or mainly employed or otherwise assigned to the Services (or in respect of partial termination, the relevant part of the Services) whose employment transfers under the Transfer Regulations from the Contractor or any Employing Subcontractor to a New Provider.
Suitably Qualified and Experienced Personnel (SQEP)	means a person who has sufficient and specified qualifications and skills in a defined skills area and is able to implement that skill at varying levels.
TAF	Tasking Approval Form as processed in accordance with the Schedule 7.3 (Over and Above Tasking)
Tasking Form	means the form at Appendix 1 to Schedule 7.3 (Over and Above Tasking)
Term	means the period commencing on Effective Date of Contract and ending on the Expiry Date or on earlier termination of this Contract.
Termination Assistance Notice	means a notice issued by the Authority invoking the Termination Assistance Period, which places an obligation on the Contractor to assist in re-tendering of the Services.
Termination Assistance Period	means, the period specified in the Termination Assistance Notice for which the Contractor is required to provide the Termination Services.
Termination Services	means the services and activities to be performed by the Contractor pursuant to the Exit Plan at Appendix 1 to Schedule 7.6 (Exit Management), and any other services required during the Termination Assistance Period.
Thomson Building (TB)	means the building housing the Joint Electronic Warfare Operational Support Centre located at RAF Waddington
Training Review	means the training review set out under SR Ref 2.2.2 in the Statement of Requirements at Schedule 2.1.
Training System Review	means the training system review set out under SR Ref 2.2.3 in the Statement of Requirements at Schedule 2.1.
Transferring Contracts	means the subcontracts, licences for Contractor's Software, licences for Third Party Software or other agreements which are necessary to enable the Authority or any New Provider to perform the Contractor Deliverables, Services or the Replacement Services, including in relation to licences all relevant documentation.
Transferring Contractor Employees	means those employees of the Contractor and/or the Contractor’s subcontractors to whom the Employment Regulations will apply on the Relevant Transfer Date.

Transfer of Undertakings	as defined in Schedule 8 (Staff Matters: Transfer Regulations).
Transfer Regulations	as defined in Schedule 8 (Staff Matters: Transfer Regulations).
Transmission Layer Security (TLS)	As noted on Schedule 2.3 under Condition 17 on Page 4
Transparency Information	means the content of this Contract in its entirety, including from time to time agreed changes to the Contract, and details of any payments made by the Authority to the Contractor under the Contract.
TUPE	means the Transfer of Undertakings (Protection of Employment) Regulations 2006.
UK GDPR	means the General Data Protection Regulation (Regulation (EU) 2016/679) as retained in UK law by the EU (Withdrawal) Act 2018 and the Data Protection, Privacy and Electronic Communications (Amendments etc) (EU Exit) Regulations 2019
Updated Financial Model	means the Contractor's Financial Model as updated pursuant to Condition 5 (Updates to the Financial Models) of Annex 2 (Financial Model) of Schedule 6.1 (Pricing and Payment)
Value for Money	means the right balance of effectiveness and affordability.
Variation of Price	means the Authority mechanism in accordance with Defence Economics policy and process for varying Fixed Prices following the expiry of Firm Priced periods.
Virtual Library	means the data repository hosted by the Authority on the MOD Sharepoint (or any replacement system) containing the information about this Contract and the Services provided under it in accordance with Schedule 7.5 (Virtual Library and Records).
Working Day	means the period defined at Condition 2 of the SQEP Requirement at Annex 1 Schedule 2.1 (Statement of Requirement), which shall be any day other than a Saturday, Sunday or public holiday in England and Wales.
Working From Home	Refers to the Contractor working at their own accommodation as opposed to a MOD establishment or official place of work.