



G-Cloud 9 Call-Off Contract

This Call-Off Contract for the G-Cloud 9 Framework Agreement (RM1557ix) includes:

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Part A - Order Form



Digital Marketplace service ID number:	8294 0453 8233 056
Call-Off Contract reference:	prj_2469
Call-Off Contract title:	HMCTS Scheduling and Listing: Software to support project learning
Call-Off Contract description:	Contract for the delivery of software and supporting services to support the HMCTS Scheduling and Listing projects testing over a limited roll-out.
Start date:	15 August 2018
Expiry date:	14 August 2019
Call-Off Contract value:	£24,700 exc VAT
Charging method:	Monthly in arrears
Purchase order number:	To be provided upon contract signature

This Order Form is issued under the G-Cloud 9 Framework Agreement (RM1557ix).

Buyers can use this order form to specify their G-Cloud service requirements when placing an Order.

The Order Form cannot be used to alter existing terms or add any extra terms that materially change the Deliverables offered by the Supplier and defined in the Application.

There are terms in the Call-Off Contract that may be defined in the Order Form. These are identified in the contract with square brackets.

From: the Buyer	Ministry of Justice 
To: the Supplier	Zipporah Ltd.  Company number: 482699
Together: the 'Parties'	

Principle contact details

For the Buyer:		
For the Supplier:		

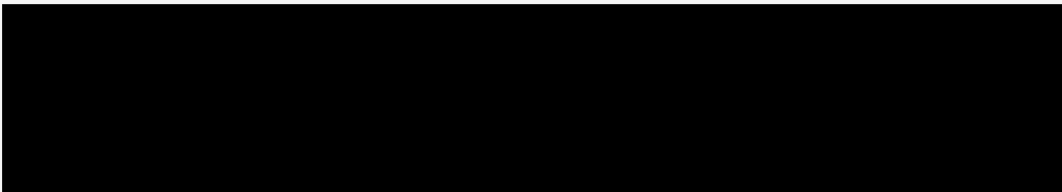
Call-Off Contract term


Start date:	This Call-Off Contract Starts on 13 August 2018 and is valid 12 months, until 12 August 2019 .
Ending (termination):	The notice period needed for Ending the Call-Off Contract is at least 30 Working Days from the date of written notice for disputed sums or at least 30 days from the date of written notice for Ending without cause.
Extension period:	This Call-Off Contract can be extended by the Buyer for 1 period of up to 12 months, by giving the Supplier 6 weeks written notice before its expiry. Extensions which extend the Term beyond 24 months are only permitted if the Supplier complies with the additional exit plan requirements at clauses 21.3 to 21.8.

Buyer contractual details

This Order is for the G-Cloud Services outlined below. It is acknowledged by the Parties that the volume of the G-Cloud Services used by the Buyer may vary during this Call-Off Contract.

G-Cloud lot:	This Call-Off Contract is for the provision of Services under: Lot 2 - Cloud software	
G-Cloud services required:	The Services to be provided by the Supplier under the above Lot are listed in Framework Section 2 and outlined below:	
	Zipporah e-bookings Advance - Generic Bookings and Appointments (Service ID 829404538233056) module with unlimited user access SaaS annual fee.	Licence for 1 year
	Styling & configuration (set up)	4 days
	Non-Technical Configuration (set up)	2 days
	Styling & configuration (ongoing as required)	2 days
	Project Management	4 days
	Training	1 day (2 facilitators)
Additional services:	None	

Location:	<p>The Services will be delivered to:</p> 																														
Quality standards:	<p>The quality standards required for this Call-Off Contract are defined in the Service Definition for this service as published on the Digital Marketplace.</p> <p>Security standard include:</p> <ul style="list-style-type: none"> • TLS Version 1.2 and above • Recent Healthcheck and pen test subject to HMCTS Security Team view of documentation provided 																														
Technical standards:	<p>The technical standards required for this Call-Off Contract are defined in the Service Agreement for this service as published on the Digital Marketplace in the requirements included below:</p> <table border="1"> <thead> <tr> <th>Req_ID</th><th>Requirement Description</th></tr> </thead> <tbody> <tr> <td>Req_1.0</td><td>User/resource management</td></tr> <tr> <td>Req_1.1</td><td> <p>Manage judicial records (e.g. tickets, other attributes):</p> <ul style="list-style-type: none"> • Recording an individual's availability, details and qualifications, the type and the geographic area of work. </td></tr> <tr> <td>Req_1.2</td><td> <p>Search for available resources</p> <ul style="list-style-type: none"> • Resources including rooms, Judges and equipment, such as video facilities. </td></tr> <tr> <td>Req_1.3</td><td> <p>User roles with different levels of permission (e.g. being able to list across a region vs into a specific court)</p> <ul style="list-style-type: none"> • Creating roles and assigning these roles to a set of system users including permission levels. </td></tr> <tr> <td>Req_2.0</td><td>Appointment booking</td></tr> <tr> <td>Req_2.1</td><td> <p>Access list in real time and add / amend / delete a listing</p> <ul style="list-style-type: none"> • Allocating a hearing to a meeting slot and the ability to amend/reassign/delete it. </td></tr> <tr> <td>Req_2.2</td><td>Reacting / reordering and relisting on the day</td></tr> <tr> <td>Req_2.3</td><td> <p>Overbooking:</p> <ul style="list-style-type: none"> • Including allowing allocation of more hearings than can be accommodated in the time allocated, assuming some will be cancelled. </td></tr> <tr> <td>Req_3.0</td><td>Calendar</td></tr> <tr> <td>Req_3.1</td><td> <p>Visual calendar displays of lists</p> <ul style="list-style-type: none"> • Visual displays of booking information showing appointments/meetings. </td></tr> <tr> <td>Req_4.0</td><td>Report and filter</td></tr> <tr> <td>Req_4.1</td><td> <p>Flag special requirements</p> <ul style="list-style-type: none"> • This is to indicate specific needs for a hearing which may include the need for special equipment or that vulnerable individuals are attending </td></tr> <tr> <td>Req_4.3</td><td>Create alerts for things that need review by other users</td></tr> <tr> <td>Req_4.4</td><td>Ability to export list/report from the list (handled in strategic solution through publishing component)</td></tr> </tbody> </table>	Req_ID	Requirement Description	Req_1.0	User/resource management	Req_1.1	<p>Manage judicial records (e.g. tickets, other attributes):</p> <ul style="list-style-type: none"> • Recording an individual's availability, details and qualifications, the type and the geographic area of work. 	Req_1.2	<p>Search for available resources</p> <ul style="list-style-type: none"> • Resources including rooms, Judges and equipment, such as video facilities. 	Req_1.3	<p>User roles with different levels of permission (e.g. being able to list across a region vs into a specific court)</p> <ul style="list-style-type: none"> • Creating roles and assigning these roles to a set of system users including permission levels. 	Req_2.0	Appointment booking	Req_2.1	<p>Access list in real time and add / amend / delete a listing</p> <ul style="list-style-type: none"> • Allocating a hearing to a meeting slot and the ability to amend/reassign/delete it. 	Req_2.2	Reacting / reordering and relisting on the day	Req_2.3	<p>Overbooking:</p> <ul style="list-style-type: none"> • Including allowing allocation of more hearings than can be accommodated in the time allocated, assuming some will be cancelled. 	Req_3.0	Calendar	Req_3.1	<p>Visual calendar displays of lists</p> <ul style="list-style-type: none"> • Visual displays of booking information showing appointments/meetings. 	Req_4.0	Report and filter	Req_4.1	<p>Flag special requirements</p> <ul style="list-style-type: none"> • This is to indicate specific needs for a hearing which may include the need for special equipment or that vulnerable individuals are attending 	Req_4.3	Create alerts for things that need review by other users	Req_4.4	Ability to export list/report from the list (handled in strategic solution through publishing component)
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Service level agreement:	The service level and availability criteria required for this Call-Off Contract are defined in the Service Definition and Terms of Service for this service as published on the Digital Marketplace.				
Onboarding:	<p>Onboarding meeting</p> <p>An initial onboarding meeting will be held with the supplier on 21 August 2018. The meeting will include:</p> <ul style="list-style-type: none"> • Agreement of ways of working with the Supplier • Providing detailed information to support the requirements • Agreeing a detailed implementation plan • Agreeing a detailed exit plan.  <p>Initial product configuration period</p> <p>Configuration progress meetings will take place weekly by telephone during September; this will include a QA review process in mid-September.</p> <p>Identified project team members will be trained as administrators in third week of September.</p> <p>The project expects the Supplier to complete configuration by end of September. The configured product will be handed over to the Authority for use and additional configuration. By the end of October, the Authority expects to have completed a period of project team use and additional configuration. The tool will then be deployed by the Authority into its Court sites.</p> <p>The Supplier will be expected to provide product support from the point of handover.</p>				

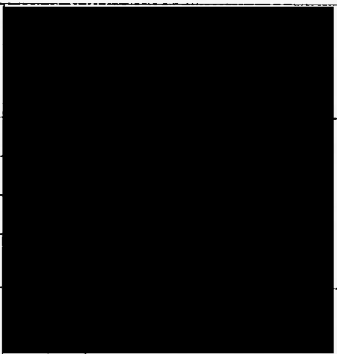
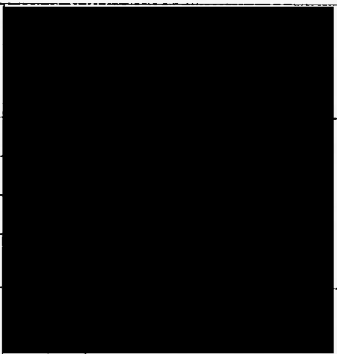
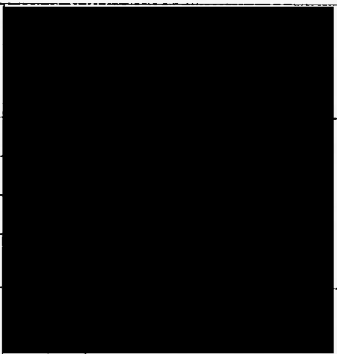
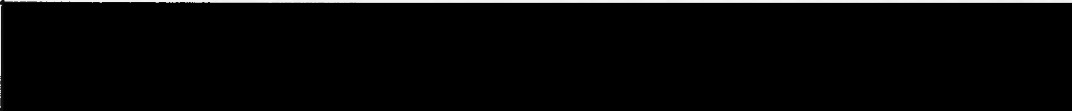
Offboarding:	<p>The offboarding plan for this Call-Off Contract is:</p> <ul style="list-style-type: none"> • The Authority will cease usage of the product – This will happen on a site-by-site basis • The Authority will advise the Supplier to migrate any data from the product in line with the Exit Plan. • The Supplier must delete all HMCTS data (including role data) held at the end of the test period and provide the Authority with confirmation of deletion.
Limit on Parties' liability:	<p>The annual total liability of either Party for all Property defaults will not exceed 125% of the Charges payable by the Buyer to the Supplier during the Call-Off Contract Term.</p> <p>The annual total liability for Buyer Data defaults will not exceed 125% of the Charges payable by the Buyer to the Supplier during the Call-Off Contract Term (whichever is the greater).</p> <p>The annual total liability for all other defaults will not exceed 125% of the Charges payable by the Buyer to the Supplier during the Call-Off Contract Term (whichever is the greater).</p>
Insurance:	<p>The insurance(s) required will be:</p> <ul style="list-style-type: none"> • a minimum insurance period of 6 years following the expiration or Ending of this Call-Off Contract • professional indemnity insurance cover to be held by the Supplier and by any agent, Subcontractor or consultant involved in the supply of the G-Cloud Services. This professional indemnity insurance cover will have a minimum limit of indemnity of £1,000,000 for each individual claim or any higher limit the Buyer requires (and as required by Law) • employers' liability insurance with a minimum limit of £5,000,000 or any higher minimum limit required by Law
Force majeure:	<p>A Party may End this Call-Off Contract if the Other Party is affected by a Force Majeure Event that lasts for more than 30 consecutive days.</p>
Audit:	<p>The following Framework Agreement audit provisions will be incorporated under clause 2.1 of this Call-Off Contract to enable the Buyer to carry out audits.</p> <p>Not applicable.</p>
Buyer's responsibilities:	<p>The Buyer is responsible for adhering to their obligations as outlined in the Terms of Service for this service as published on the Digital Marketplace.</p>
Buyer's equipment:	<p>The Buyer is responsible for adhering to their obligations as outlined in the Terms of Service for this service as published on the Digital Marketplace.</p>

Supplier's information

Subcontractors or partners:	The following is a list of the Supplier's Subcontractors or Partners: Not applicable
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Call-Off Contract charges and payment

The Call-Off Contract charges and payment details are in the table below. See Schedule 2 for a full breakdown.

Payment method:	The payment method for this Call-Off Contract is BACS.								
Payment profile:	<p>The payment profile for this Call-Off Contract is:</p> <table border="1"> <tr> <td>Zipporah e-bookings Advance - Generic Bookings and Appointments (Service ID 829404538233056) module with unlimited user access SaaS annual fee.</td><td rowspan="5"></td></tr> <tr> <td>Styling & configuration (set up)</td></tr> <tr> <td>Non-Technical Configuration (set up)</td></tr> <tr> <td>Project Management</td></tr> <tr> <td>Training</td></tr> <tr> <td>Styling & configuration (ongoing as required)</td><td></td></tr> </table>	Zipporah e-bookings Advance - Generic Bookings and Appointments (Service ID 829404538233056) module with unlimited user access SaaS annual fee.		Styling & configuration (set up)	Non-Technical Configuration (set up)	Project Management	Training	Styling & configuration (ongoing as required)	
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Training									
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Invoice details:	The Supplier will issue electronic invoices monthly in arrears]. The Buyer will pay the Supplier within 30 days of receipt of a valid invoice.								
Who and where to send invoices to:									
Invoice information required – for example purchase order, project reference:	<p>All invoices must include:</p> <p>The Call-off Contract reference stated on this call-off agreement.</p> <p>A valid purchase order number for the services being invoiced</p> <p>A breakdown of the services for which the invoice has been issued</p>								
Invoice frequency:	Invoice will be sent to the Buyer as and when the services within the Call-Off Contract have been delivered. For the delivery of Zipporah e-bookings Advance - Generic Bookings and Appointments software, this will be once the software has been successfully delivered to and accessed by the Buyer.								
Call-Off Contract value:	The total value of this Call-Off Contract is £24,700 exc VAT.								

Call-Off Contract charges:	The breakdown of the Charges is:		
	Product	Breakdown	Charge
	Zipporah e-bookings Advance - Generic Bookings and Appointments		
	Styling and configuration (set up) (4 days)		
	Non-technical configuration (set up) (2 days)		
	Project Management (4 days)		
	Training (1 day, 2 facilitators)		
	Styling and configuration (ongoing ad hoc) (2 days)		
	TOTAL DUE (exc VAT)		£24,700

Additional buyer terms

Performance of the service and deliverables:	<p>This Call-Off Contract will include the following implementation plan, exit and offboarding plans and milestones:</p> <ul style="list-style-type: none"> Initial onboarding meeting: 21 August 2018 Completion of initial configuration by the Supplier: by end of September 2018. Hand-over of the configured product to the Authority: w/c 1 October 2018. Completion of additional configuration by the Authority: by the end of October 2018. Deployment of tool by the Authority into its Court sites: w/c 29 October 2018.
Personal Data and Data Subjects:	<p>Will Schedule 7 – Processing, Personal Data and Data Subjects be used:</p> <ul style="list-style-type: none"> Yes

1. Formation of contract

- 1.1 By signing and returning this Order Form (Part A), the Supplier agrees to enter into a Call-Off Contract with the Buyer.
- 1.2 The Parties agree that they have read the Order Form (Part A) and the Call-Off Contract terms and by signing below agree to be bound by this Call-Off Contract.
- 1.3 This Call-Off Contract will be formed when the Buyer acknowledges receipt of the signed copy of the Order Form from the Supplier.
- 1.4 In cases of any ambiguity or conflict the terms and conditions of the Call-Off Contract and Order Form will supersede those of the Supplier Terms and Conditions.

2. Background to the agreement

- (A) The Supplier is a provider of G-Cloud Services and agreed to provide the Services under the terms of Framework Agreement number RM1557ix.
- (B) The Buyer provided an Order Form for Services to the Supplier.

Signed:	Supplier	Buyer
Name:		
Title:		
Signature:		
Date:		

Schedule 1 - Services

Zipporah e-bookings Advance - Generic Bookings and Appointments (Service ID 829404538233056) module with unlimited user access SaaS annual fee.	Licence for 1 year
Styling & configuration (set up)	4 days
Non-Technical Configuration (set up)	2 days
Styling & configuration (ongoing as required)	2 days
Project Management	4 days
Training	1 day (2 facilitators)
Additional Styling & configuration	2 days

Schedule 2 - Call-Off Contract charges

For each individual Service, the applicable Call-Off Contract Charges (in accordance with the Supplier's Digital Marketplace pricing document) can't be amended during the term of the Call-Off Contract. The detailed Charges breakdown for the provision of Services during the Term will include:

Product	Charge Period	Monthly Cost	Charge
Zipporah e-bookings Advance - Generic Bookings and Appointments			
Styling and configuration (set up) (4 days)			
Non-technical configuration (set up) (2 days)			
Project Management (4 days)			
Training (1 day, 2 facilitators)			
Styling and configuration (on-going ad hoc) (2 days)			
TOTAL DUE (exc VAT)			£24,700.00