



Date:	Jan.'24	Release:	Publication
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Owner:	CyberDefenceDynamics		
Document Number:	POLMAN_CCE		


Revision History

Date of next review

Revision Date	Previous Revision Date	Summary of Changes	Changes Marked
06/01/22	01/07/21	Structural adjustment	
05/01/23	06/01/23	Update of the contract content / structures	
12/01/24	05/01/23	Verification	

Approvals

This document requires the following approvals. A copy with appropriate verisimilitude should be placed in the policy/project files as appropriate.

Name	Signature	Title	Date of Issue	Version
D.Strudwick		Managing Director	12/01/24	1.04

Purpose

The policy is intended to provide the necessary guidance regarding the establishment of commercial relationships between CDD and prospective client. This combines commercial and ethical policy areas and should provide very clear rules as to the type of businesses CDD wishes to engage with and upon what basis.

This policy is however, part of a library of commercial management approach including:

- Quality Assurance & Audit
- Safety Criticality in Software Engineering
- Health and Safety
- Ethics and Behaviours
- Cyber Security and Contingency Planning
- Environmental and Energy
- Government Security Management
- Special Projects
- Board Management
- Development Policy
- Commercial/Professional Insurance

Commercial Contractual Engagement Overview

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Advice *This provides the basis of CDD's contracts, but it should also be seen as a model for various styles of engagement for the performance of our services.*

Commercial Contractual Engagement

Executive Summary

(Specify the scope of the report e.g. Stage or Project)

Contract Structure

The general structure of the CDD contract incorporates the following areas, but not limited to these:

- Contract Structure
- Definitions
- Projects
- Governance
- Term and Termination
- Charges and Payment Terms
- Confidentiality
- Intellectual Property Rights and Licences
- Warranties
- Limitation of Liabilities
- Assignment and subcontracting
- No Waiver
- Agreement Around Assignments
- Entire Agreement/Amendments
- Notices
- Order of Precedence
- Personal Data
- Severable Agreement
- Law/Disputes

Definitions

Explicitly defines the principal terminology and abbreviations (4 pages.)

Projects

This area defines the obligations under the contract as to what is expected to be delivered. It does not include an exhaustive set of requirements, but such documents that these may describe may be referred to in this section. (7 sections.)

Governance

This section describes the options for representation in the preparation and delivery of the project. (7 sections.)

Term and Termination

This section encompasses the commencement date and continue for the period indicated in assignment and/or scope of work. (3 sections.)

Commercial Contractual Engagement

Charges and Payment Terms

This area of the contract covers payments mechanisms, rates and charging terms and exportation rules. (3 sections.)

Confidentiality

This section of the contract describes actions pertaining to commercial confidentiality undertakings. (3 sections.)

Intellectual Property Rights and Licences

This section of the contract encompasses the obligations under the contract in relation to:

- Ownership
- Granting of Licences by the Client
- Indemnity claims and their conduct

(4 sections.)

Warranties

The provision of appropriate quality mechanisms and warranties (in accordance with PASCAL and PEDDLE) and all appropriate exclusions. (2 sections.)

Limitation of Liabilities

This section details the framework of liability, restrictions, and/or its exclusion and/or obligations. (4 sections.)

Assignment and subcontracting

This sections describes engagement in matters relating to sub-contracts and assignment of rights under the contract. (2 sections.)

No Waiver

This describes waiver rights (1 section.)

Assignments, Statements of Work and Non-Disclosure

This describes how the contract is structured and properly attests to the preparation of work and its delivery. (3 sections.)

Entire Agreement/Amendments

A description of the arrangement of the contract and the process by which it might be varied. (4 sections.)

Notices

A description of the mechanisms possibly requiring invocation of various aspects of the contract. (2 sections.)

Commercial Contractual Engagement **Order of Precedence**

The mechanisms describing the precedence of information in the agreement in the event of conflict in the provisions. (1 section.)

Personal Data

The handling of personal data is described in 7 sections.

Severable Agreement

A description of the enforceability of the contract. (2 sections.)

Law/Disputes

This describes the actions to be undertaken in the event of formal contractual dispute. (3 sections.)