



Attachment No 7

Template Call Off Order Form

Freight Procurement - Invitation to Tender Pack

The Template Call Off Order Form, to which the Template Call Off Terms and Conditions will be appended, will when completed in respect of a successful tender following a Mini-Competition comprise a Call Off Agreement. The Template Call Off Order Form will be included at Schedule 4 (Template Call Off Order Form and Template Call Off Terms and Conditions) of the Framework Agreement.

FRAMEWORK SCHEDULE 4

TEMPLATE CALL OFF ORDER FORM AND TEMPLATE CALL OFF TERMS AND CONDITIONS

GUIDANCE NOTE:

The Parties' attention is drawn to the various guidance notes and information/schedules in square brackets to complete/settle prior to signing the Call Off Agreement, which are highlighted in YELLOW in this document.

Before any Call Off Agreement is entered into, the Customer should ensure that all guidance notes and text highlighted in YELLOW have been addressed/settled (as appropriate, including deletion of all the Guidance Notes highlighted in YELLOW).

Customers awarding a Call Off Agreement by way of a Mini-Competition should note that they are responsible for identifying any parts of the Freight Operator's response to the Customer's Statement of Requirements which are relevant to the Call Off Agreement and incorporating them before signature.

The guidance notes have been included to assist the Customer in completing the required information with sufficient detail, but are not exhaustive.

If the Customer requires the assistance of the Freight Operator to fill in certain sections of the Template Call Off Order Form and Template Call Off Terms and Conditions prior to those becoming the Call Off Agreement, this will be agreed between the parties.

Delete this page before entering the Call Off Agreement.

PART 1 – [TEMPLATE] CALL OFF ORDER FORM

Guidance Note: In completing the Template Call Off Order Form, Customers must ensure that they are in compliance with Framework Schedule 5 (Call Off Procedure) and the provisions of Regulation 33. Customers entering into the Call Off Agreement following a Mini-Competition should note, in particular, the requirements under paragraphs 6 and 11 of Regulation 33; and complete the Template Call Off Order Form by reference to the Statement of Requirements and the tender submitted by the Freight Operator during the Mini-Competition.

SECTION A

This Call Off Order Form is issued in accordance with the provisions of the framework agreement for the provision of [] dated [] (the “**Framework Agreement**”). Terms defined in the Framework Agreement shall, unless otherwise defined herein, have the same meaning when used in this Call Off Order Form.

Guidance Note: specify above the type of Services provided under and the date of the Framework Agreement between the Customer and the Freight Operator pursuant to which this Call Off Agreement is entered into.

The Freight Operator agrees to supply the Services specified below on and subject to the terms of this Call Off Agreement (comprising this Call Off Order Form and the Call Off Terms and Conditions (set out at Appendix 5 (*Call Off Terms and Conditions*) below) as completed pursuant to and in accordance with Section B below).

Order Number	[]	<i>Guidance Note: include order number.</i>
From	[INSERT CONTRACTING AUTHORITY NAME] of [Insert Address] (the "CUSTOMER")	<i>Guidance Note: specify the full name and address of the Contracting Authority.</i>
To	[INSERT COMPANY NAME], a company registered in [•] with registered number [•], whose registered office is at [•] (the "FREIGHT OPERATOR")	<i>Guidance Note: specify the company name, registered number and registered address of the Freight Operator.</i>

SECTION B

The Call Off Terms and Conditions contained in Appendix 5 (*Call Off Terms and Conditions*) have been completed in the manner prescribed by paragraph 1 of this Section B below (*Input Required to Populate Call Off Terms and Conditions*) and shall so completed form the Call Off Terms and Conditions comprising part of this Call Off Agreement and entered into pursuant to this Call Off Order Form.

1. INPUT REQUIRED TO POPULATE CALL OFF TERMS AND CONDITIONS

	Clause reference in Call Off Terms and Conditions in relation to which input is required	Specific input required	Input required to populate and thereby complete Call Off Terms and Conditions
1.1	Recitals (in preamble to the Call Off Terms and Conditions)	Date of issue of Statement of Requirements in recital (C) Date of submission by Freight Operator of tender to Customer in recital (D)	(C) The Customer issued its Statement of Requirements for the provision of the Services (each as defined in the Framework Agreement) on [●]. (D) In response to the Statement of Requirements (as defined in the Framework Agreement) the Freight Operator submitted a tender to the Customer on [●] through which it provided to the Customer its solution for providing the Services (as defined in the Framework Agreement). On the basis of that tender, the Customer has selected the Freight Operator to provide the services to it in accordance with the terms of this Agreement.
1.2	Clause 1.1 (<i>Interpretation</i>)	Definition of "Arrival Terminal"	" Arrival Terminal " means [●]
1.3	Clause 1.1 (<i>Interpretation</i>)	Definition of "Capacity Commencement Date"	" Capacity Commencement Date " means [●]

	Clause reference in Call Off Terms and Conditions in relation to which input is required	Specific input required	Input required to populate and thereby complete Call Off Terms and Conditions
1.4	Clause 1.1 (<i>Interpretation</i>)	Definition of "Departure Terminal"	"Departure Terminal" means [●]
1.5	Clause 1.1 (<i>Interpretation</i>)	Definition of "Expiry Date"	"Expiry Date" means 23:59 on [●]
1.6	Clause 1.1 (<i>Interpretation</i>)	Definition of "Framework Agreement"	"Framework Agreement" means the framework agreement for the provision of freight capacity entered into between the Customer and the Freight Operator, pursuant to which this Agreement has been entered into and dated [●] 2019 with reference number [●].
1.7	Clause 1.1 (<i>Interpretation</i>)	Definition of "Purchase Price"	"Purchase Price" means [£/€] [●] per Lane Metre (accompanied)] [and] [£/€] [●] per Lane Metre (unaccompanied)]
1.8	Clause 8.4(D)	Choice of Sterling or Euro	[Insert Sterling or Euro as applicable]
1.9	Clause 18.1(C)(i) (<i>Notices</i>)	Notice details to be provided in relation to the Freight Operator	Address: [●] For the attention of: [●] E-mail: [●]
1.10	Clause 18.1(C)(ii) (<i>Notices</i>)	Notices details to be provided in relation to the Customer	Address: [●] For the attention of: [●] E-mail: [●]
1.11	Clause 28 (<i>Agent for Service</i>)	Name of the agent for service	[Insert name of the agent for service or replace text of Clause 28 with "NOT USED" if UK incorporated Freight Operator].

	Clause reference in Call Off Terms and Conditions in relation to which input is required	Specific input required	Input required to populate and thereby complete Call Off Terms and Conditions
1.12	Schedule 1 (<i>Purchased Capacity</i>)	Route and table included at Schedule 1.	See Appendix 1 (<i>Completed Schedule 1 of Call Off Terms and Conditions</i>) for the completed Schedule 1 which shall constitute Schedule 1 of the Call Off Terms and Conditions.
1.13	Schedule 2 (<i>Representatives</i>)	Details of the Initial Freight Operator Representative and the Customer Representative	See Appendix 2 (<i>Completed Schedule 2 of Call Off Terms and Conditions</i>) for the completed Schedule 2 which shall constitute Schedule 2 of the Call Off Terms and Conditions.
1.14	Schedule 7 (<i>Tender</i>)	Insert the Freight Operator's tender submitted in response to the Customer's Statement of Requirements as part of the relevant Mini-Competition.	See Appendix 3 (<i>Completed Schedule 7 of Call Off Terms and Conditions</i>) for the completed Schedule 7 which shall constitute Schedule 7 of the Call Off Terms and Conditions.
1.15	Schedule 8 (<i>Standard Terms of Carriage</i>)	Insert the Freight Operator's Standard Terms of Carriage submitted along with its tender in response to the relevant Mini-Competition.	See Appendix 4 (<i>Completed Schedule 8 of Call Off Terms and Conditions</i>) which shall constitute Schedule 8 of the Call Off Terms and Conditions.

FORMATION OF CALL OFF AGREEMENT

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

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

In accordance with paragraph 5 of Framework Schedule 5 (*Call Off Procedure*), the Parties hereby acknowledge and agree that this Call Off Agreement 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 Freight Operator within two (2) Working Days from such receipt.

For and on behalf of the Freight Operator:

Name and Title	
Signature	
Date	

For and on behalf of the Customer:

Name and Title	
Signature	
Date	

APPENDIX 1 – COMPLETED SCHEDULE 1 OF CALL OFF TERMS AND CONDITIONS

This Schedule 1 shall not be modified in any material respect without the prior written consent of the Customer.

Leg (one way only) - from [●] to [●]

Day	Trips per day	Scheduled Trip departure time (+/- 4 hours)	Scheduled Trip arrival time (+/- 4 hours)	Lane Metres per Trip (accompanied)	Lane Metres per Trip (unaccompanied)
[●]	[●]	[●]	[●]	[●]	[●]

The table above shall repeat ad infinitum for the term of this Agreement, except as varied by Clause 33 (Cancellation)

APPENDIX 2 – COMPLETED SCHEDULE 2 OF CALL OFF TERMS AND CONDITIONS

Initial Freight Operator Representative:	Name:	[●]
	Address:	[●]
	Mobile Telephone:	[●]
	Office Telephone:	[●]
	E-Mail:	[●]
Initial Customer Representative:	Name:	[●]
	Address:	[●]
	Mobile Telephone:	[●]
	Office Telephone:	[●]
	E-Mail:	[●]

APPENDIX 3 – COMPLETED SCHEDULE 7 OF CALL OFF TERMS AND CONDITIONS

[INSERT FREIGHT OPERATOR'S TENDER IN RESPECT OF THE RELEVANT MINI-COMPETITION]

APPENDIX 4 – COMPLETED SCHEDULE 8 OF CALL OFF TERMS AND CONDITIONS

[INSERT FREIGHT OPERATOR'S STANDARD TERMS OF CARRIAGE PROVIDED AS PART OF TENDER
HERE]

APPENDIX 5 - CALL OFF TERMS AND CONDITIONS

[CALL OFF TERMS AND CONDITIONS AS COMPLETED BY THE CALL OFF ORDER FORM TO BE INCLUDED HERE]