

CONVENTIONAL CONTRACT - CONDITIONS OF CONTRACT
MAJOR DIFFERENCES BETWEEN VERSION 002 DATED 1 JULY 2009 AND VERSION 3 DATED 1 JULY 2011

The most significant differences between Version 002 and Version 003 of the Conditions of Contract are outlined below. *This document does not represent a comprehensive list of every amendment incorporated in the new Version dated 1 July 2011.*

CLAUSE TITLE	CLAUSE NUMBER	SIGNIFICANT DIFFERENCES BETWEEN VERSIONS
Definitions and Interpretation Definitions	1. 1.1	<p><u>New definition:</u></p> <ul style="list-style-type: none"> • Financial Security; and • Performance Guarantee. <p><u>Existing definitions with significant changes:</u></p> <ul style="list-style-type: none"> • Additional Provisions; • Completion Date; • Conditions of Contract; • Confidential Information; • Non-Government Organisation or NGO; • Notice; • Occurrence; • Offer; • Order; and • Specifications. <p><u>Deleted definitions:</u></p> <ul style="list-style-type: none"> • Letter of Acceptance; and • Security.

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Formation of the Arrangement	2.1	<ul style="list-style-type: none"> clause amended regarding the documents that constitute the Contract.
	2.2	<ul style="list-style-type: none"> clause amended regarding the order of precedence of documents in clause 2.1.
	2.3	<ul style="list-style-type: none"> clause deleted.
Requirement for Goods and/or Services	7.6 -7.8	<ul style="list-style-type: none"> new clauses include the Customer's rights in respect of rejected Goods under a Contract.
List of Goods and/or Services and Pricing	10.	<ul style="list-style-type: none"> clause title changed – previously '<i>Price and Approved Expenses</i>'.
	10.3 & 10.5	<ul style="list-style-type: none"> clause deleted and moved to clause 11 regarding payment.
Payment	11.3	<ul style="list-style-type: none"> new clause
	11.7 & 11.8	<ul style="list-style-type: none"> new clauses regarding payment of invoices by a credit card or electronic facility and any associated fees and charges.
Performance Guarantee	14.	<ul style="list-style-type: none"> new clause.
Financial Security <i>(previously clause 14)</i>	15.	<ul style="list-style-type: none"> previous clause 14 – '<i>Security</i>' has been deleted and replaced with a new clause.
Commissions, Incentives and Collusion <i>(previously clause 15)</i>	16.2 -16.5	<ul style="list-style-type: none"> new clauses - represent a significant strengthening of the provisions under the Government terms and conditions regarding collusion and anti-competitive behaviour of Contractors.
Conflict of Interest <i>(previously clause 16)</i>	17.5	<ul style="list-style-type: none"> new clause regarding requirement for the Contractor to give Notice of a Conflict of Interest under 17.4 (a) or (b) to the Customer.
Confidentiality <i>(previously clause 15)</i>	19.2 (b) & (c)	<ul style="list-style-type: none"> new clauses include instances when the Contractor may disclose Confidential Information.
	19.6 – 19.8	<ul style="list-style-type: none"> new clauses include the terms of retention of Documents and/or Records by the Contractor.
Privacy and Personal Information <i>(previously clause 19)</i>	20.	<ul style="list-style-type: none"> clause amended to address the differences under the '<i>Information Privacy Act</i>' in regard to the Health Department.

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Liability <i>(previously clause 21)</i>	22.4	<ul style="list-style-type: none"> clause amended to clarify that where “no amount” or “nil” is inserted in item 18 of Schedule 1 as the liability cap, then the liability of the Party will be unlimited.
	22.6	<ul style="list-style-type: none"> new clause includes a Contractors limitation of liability under the Professional Standards Act.
Resolution of Disputes <i>(previously clause 26)</i>	27.2	<ul style="list-style-type: none"> clause amended so the terms apply to the mediator's fees and rules and not just the mediator.
	27.3 & 27.4	<ul style="list-style-type: none"> new clauses include details regarding costs and the continuation of the obligations under the Arrangement and/or Contract where a dispute exists.
Variation <i>(previously clause 27)</i>	28.9 & 28.10	<ul style="list-style-type: none"> clauses deleted - Price variations under the Contract are addressed under clause 10.
Termination of the Arrangement <i>(previously clause 30)</i>	31.5 (b)	<ul style="list-style-type: none"> new clause includes termination when a Contractor breaches provisions of clause 16.
	31.6	<ul style="list-style-type: none"> clause amended to specify the Principals right to claim damages for breach of the Contract.
Disclosure by Customer <i>(previously clause 32.10)</i>	33.10	<ul style="list-style-type: none"> clause amended to include disclosure of information provided by the Contractor about the Contractor, the Contract or the Goods and/or Services.
Right to Information and Disclosure <i>(previously clause 32.10)</i>	33.11	<ul style="list-style-type: none"> clause amended to include new disclosure and publication of procurement results for contracts over \$10 million requirements (as per clause 9.2 of the State Procurement Policy).
Clauses to Survive Termination <i>(previously clause 33)</i>	34.	<ul style="list-style-type: none"> clause amended to include the following clauses which will survive termination or expiration of the Contract: <ul style="list-style-type: none"> – clause 1 Definitions and Interpretation; – clause 4 Transferability/Portability of Goods and/or Services; – clause 14 Performance Guarantee; and – clause 15 Financial Security.