

FGO - DSC TERMS AND CONDITIONS – OUTLINE OF CONTENTS

It is proposed that the DSC will comprise:

- (i) a short 'DSC Agreement' signed by all Parties to give force to the DSC Terms and Conditions
- (ii) the DSC Terms and Conditions, which can be modified only by way of UNC Code Modification
- (iii) the DSC Service Documents, whose governance will be at a lower level (eg 'owned' by and subject to amendment by the UNCC or a Sub-Committee, but potentially under tailored modification rules).

The DSC Terms and Conditions will contain basic legal provisions which are unlikely to need to change.

Set out below is an initial list of possible contents for the DSC Terms and Conditions. In some cases it may prove appropriate to move certain of these into a DSC Service Document.

Outline contents of DSC Terms and Conditions

- 1 Interpretation and Definitions
- 2 Key provisions
 - a. CDSP to provide Services
 - b. Customers to pay CDSP charges
 - c. Agreement to give effect to UNC provisions which confer functions on CDSP or bind or benefit CDSP
 - d. Agreement to be bound by and give effect to DSC Service Documents
- 3 Invoicing and Payment
- 4 Intellectual Property Rights
- 5 [Data Security and Protection]
- 6 Confidentiality
- 7 Warranties
- 8 Term and Termination
- 9 [Liability]
- 10 [Insurance]
- 11 Force Majeure
- 12 Assignment and Sub-contracting
- 13 Notices
- 14 Publicity
- 15 Entire Agreement and Variations
- 16 Waiver
- 17 No partnership or agency
- 18 Rights of Third Parties

19	Disputes
20	[Expert Determination]
21	Governing law and Jurisdiction
22	[Counterparts]