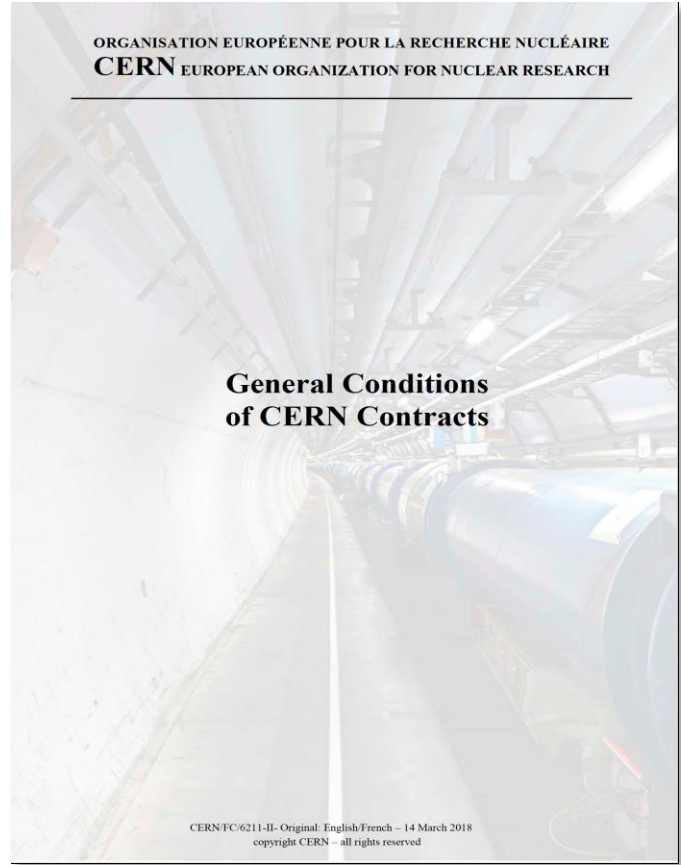
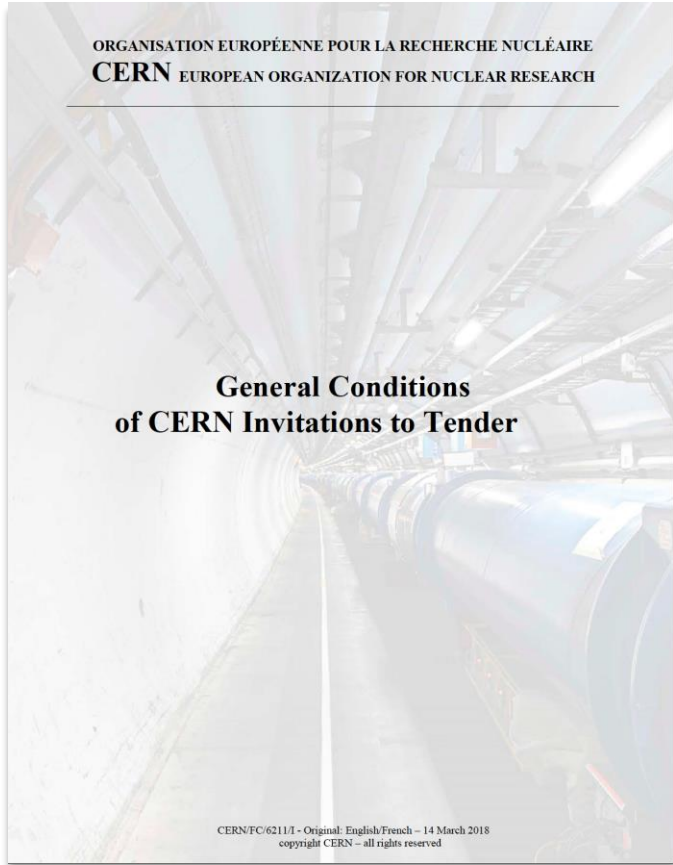




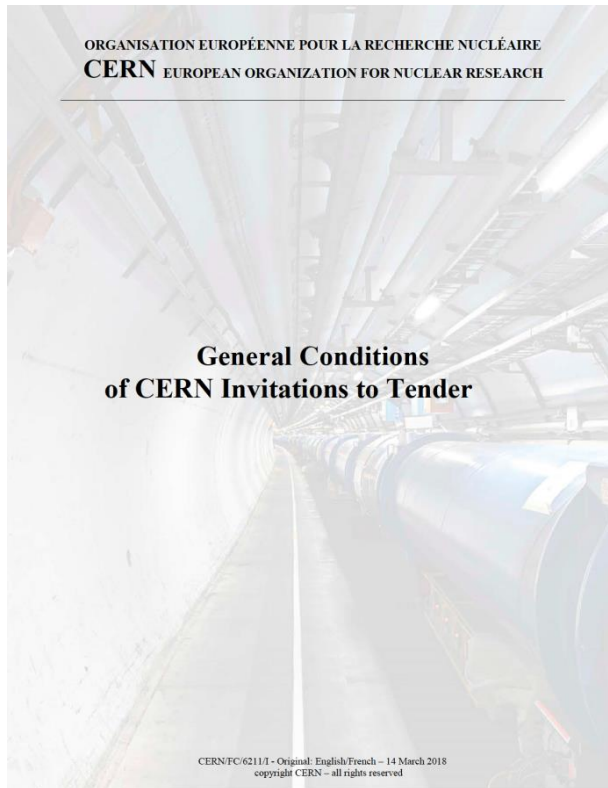
**General Conditions of CERN
Invitations to Tender &
General Conditions of CERN Contracts**

Florence Jacobs
Legal Service



Florence JACOBS
Legal Service

General Conditions of CERN Invitations to Tender



- To the attention of the bidders
- Rules applicable to the tendering process
- Reflect the principles laid down in the Procurement Rules

General Conditions of CERN Invitations to Tender

Key topics

Country of origin

Eligibility &
formal
requirements of
the bids

Award of
contract

Alternative
proposals

Subcontracting

Governing law
& arbitration

General Conditions of CERN Invitations to Tender

Key topics

Country of origin

- Member states (generally including Associate Member states)
- Percentage terms
- Relevant for the adjudication

General Conditions of CERN Invitations to Tender

Key topics

Eligibility & formal requirements of the bids

- Compliant bid by a bidder qualified on the basis of the MS criteria
- Bidder accepts all obligations of tender/future contract
- Formalities: language, signature, prices,...
- Validity of 6 months, can be prolonged

General Conditions of CERN Invitations to Tender

Key topics

Alternative Proposals

- Bidder may submit alternative proposal
- In addition to compliant bid
- Adjudication on basis of compliant bid
- Successful bidder's alternative proposal may be preferred by CERN

General Conditions of CERN Invitations to Tender

Key topics

Subcontracting

- Detail of subcontracted obligations, value and country of origin
- CERN's entitlement to reject
- Rules: exclusion, cap.

General Conditions of CERN Invitations to Tender

Key topics

Award of the
contract

- CERN's sole discretion
- No right of recourse by bidder
- Possible splitting

General Conditions of CERN Invitations to Tender

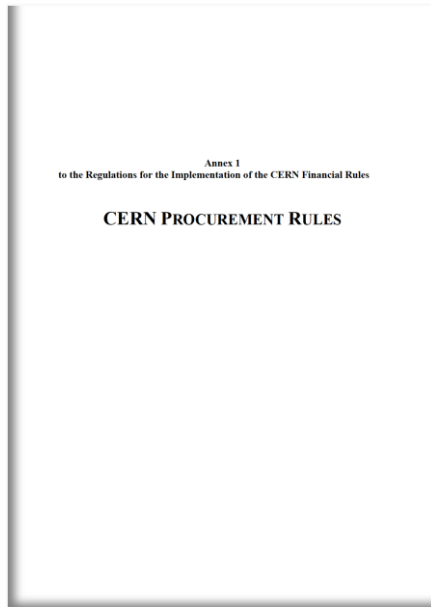
Key topics

Governing law &
arbitration

- Privileges and immunities
- Swiss substantive law
- Arbitration procedure set out in the General Conditions of CERN Contracts

General Conditions of CERN Invitations to Tender 2018: improved version

Reflect the amendments made to the



CERN Procurement Rules
approved by FC in June 2017

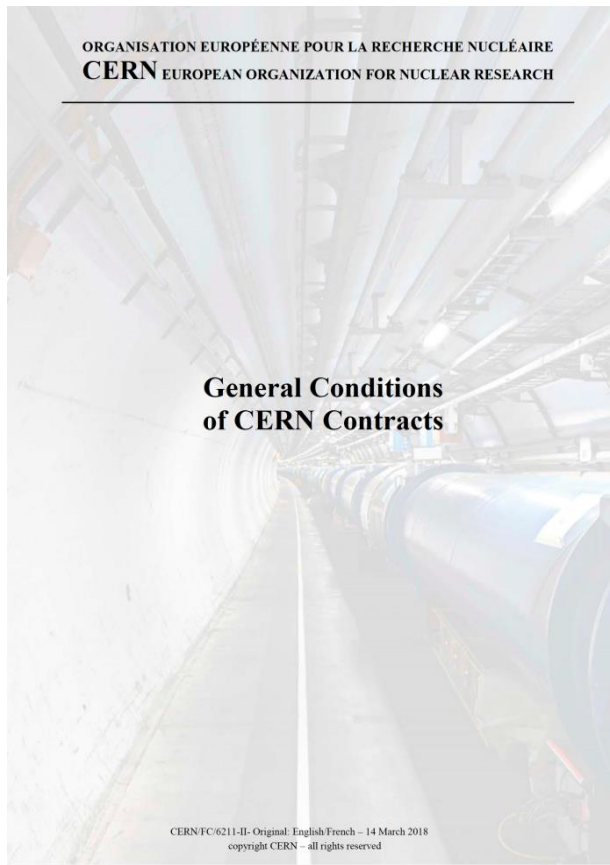
General Conditions of CERN Invitations to Tender 2018: improved version

NEW CONCEPT

Abnormally low
bids

CERN may reject bids considered « abnormally low » (new section 7.3 Procurement Rules)

General Conditions of CERN Contracts

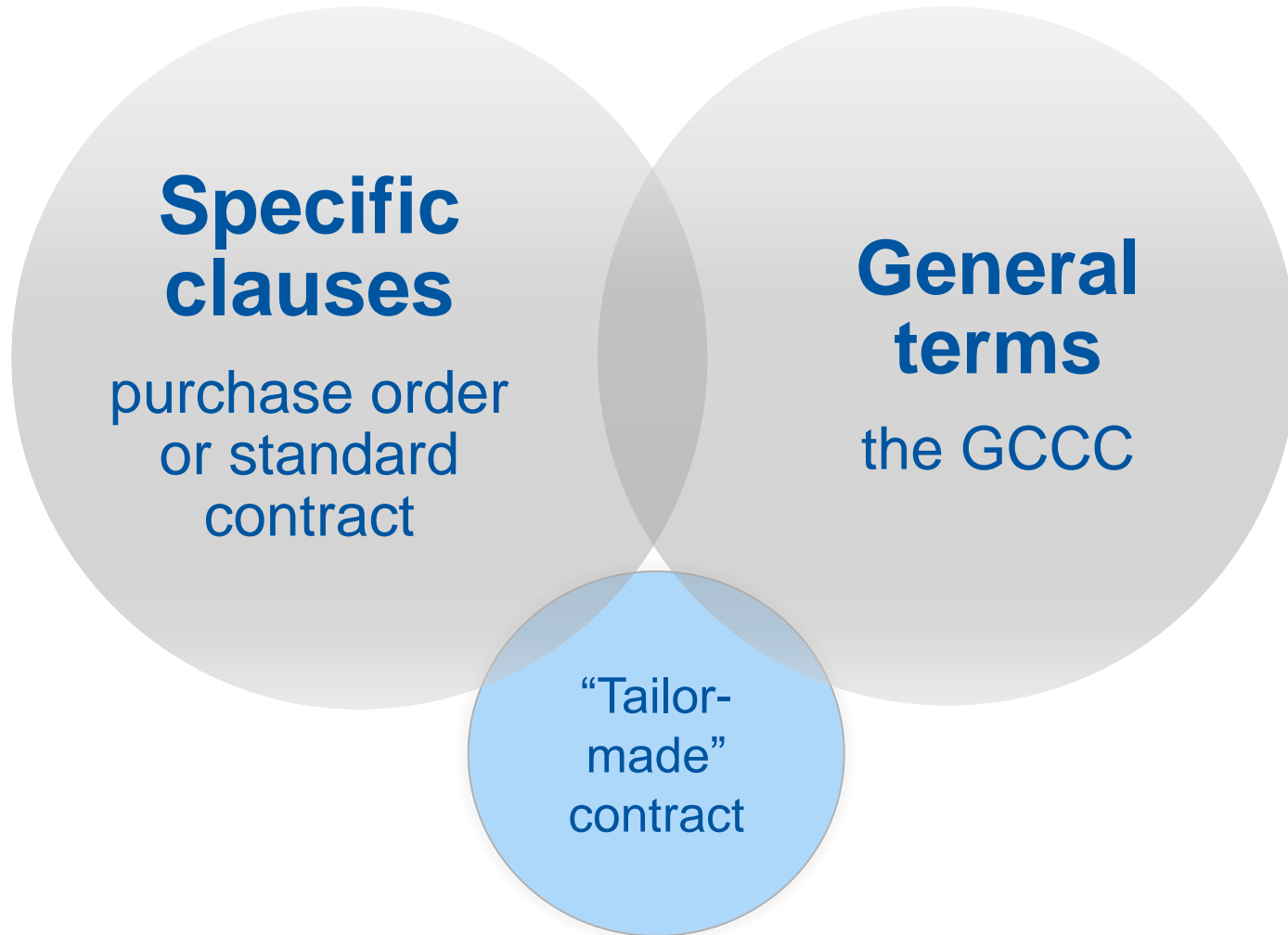


- To the attention of the contractors
- Rules applicable to the transaction between CERN and the contractor

General Conditions of CERN Contracts Utility

- Pre-approved, autonomous language (English and French)
- Address standard situations
- Reflect long procurement experience
- Cover supplies and services

Contractual arrangement with contractor



General Conditions of CERN Contracts

Key topics

Delivery &
Acceptance

Confidential
information

Warranty

Intellectual
Property

Subcontracting

Governing law
& Arbitration

General Conditions of CERN Contracts

Key topics



Delivery & Acceptance

- Delivery as instructed by CERN
- Responsibility of the contractor
- Procedures in the event of late/damaged/incorrect delivery

- Standard acceptance procedure
- Procedures in the event of non-conformity of the supplies/services
- Specific acceptance modalities in the tender documents

General Conditions of CERN Contracts

Key topics

Confidential
information

- Standard situation: only CERN discloses confidential information
- Possible modification: mutual disclosure
- Where necessary, mark as confidential

General Conditions of CERN Contracts

Key topics

Warranty

- Standard situation: 2 years
- Starts with acceptance
- Longer duration must be specified
- Procedures in the event of non-conformity

General conditions of CERN Contracts

Key topics

Intellectual Property

- Standard situation: only CERN discloses IP to the contractor
- Licensing conditions
- Possible modification: mutual disclosure of IP
- IP generated in the performance of contract belongs to CERN – possible license to contractor

General Conditions of CERN Contracts

Key topics

Governing law & arbitration

- Interpretation of the GCCC in accordance with true meaning and effect
- Omission, ambiguity: Swiss substantive law
- « *Ad Hoc* » arbitration procedure

General Conditions of CERN Contracts 2018: Improved version

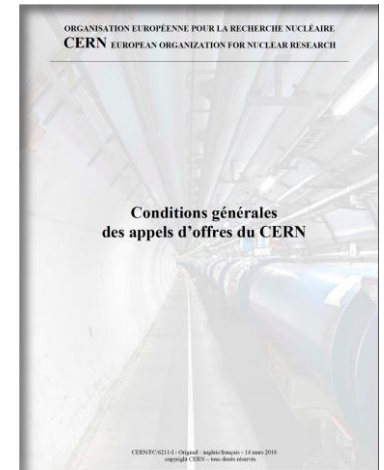
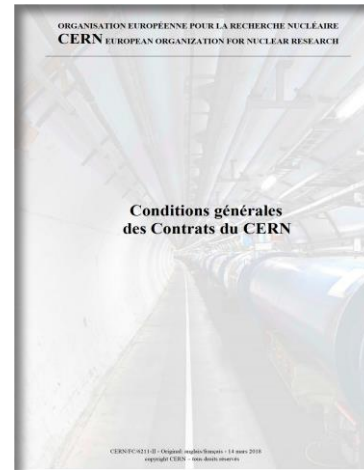
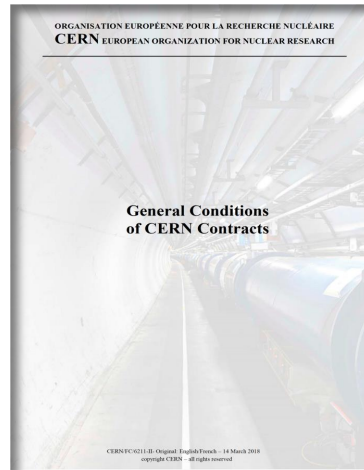
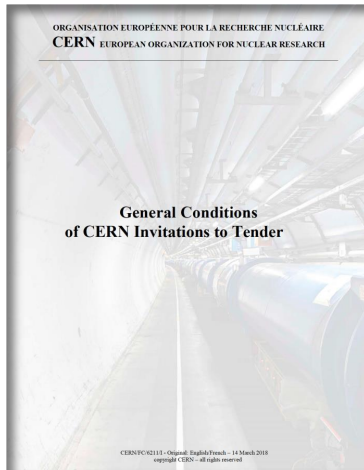
- Improved definitions
- IP: contractor may be granted with license of use of IP generated in the execution of the contract

General Conditions of CERN Contracts 2018: Improved version

Subcontracting

- Clarifications to the definition
- New obligations of the contractor towards the subcontractor
- Better protection of CERN in the event of default of contractor towards its subcontractor

[http://procurement.web.cern.ch/en/ key-reference-documents](http://procurement.web.cern.ch/en/key-reference-documents)



Thank you for your attention

