

THE GOVERNMENT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
[INSERT PROCURING DEPARTMENT]

CONTRACT NO. [INSERT CONTRACT NO.]

[INSERT CONTRACT TITLE]

ARTICLES OF AGREEMENT made and entered into this _____ day of _____ [20XX] between the Government of the Hong Kong Special Administrative Region (hereinafter referred to as the “*Client*”) and _____ {, incorporated in [the People’s Republic of China]}# {with limited liability,}## of _____ ([hereinafter referred to as the “*Contractor*”]*). In this agreement, words and expressions shall have the same meanings as are respectively assigned to them in the NEC4 Engineering and Construction Contract (Month YYYY)** published by Thomas Telford Limited (hereinafter referred to as “NEC4 ECC”), with amendments and additions, as recorded in this agreement.

WHEREAS the *Client* is desirous of having the *works* executed in accordance with the contract as defined in this agreement.

AND WHEREAS the *Contractor* has agreed to Provide the Works subject to the terms and conditions hereinafter contained.

NOW IT IS HEREBY AGREED AS FOLLOWS:

1. The contract comprises:
 - (a) this agreement and its schedule;
 - (b) the NEC4 ECC booklet for the NEC4 ECC main Option [**Insert main Option**], containing the NEC4 ECC core clauses and the clauses for the NEC4 ECC main Option [**Insert main Option**] (including the ^Schedule of Cost Components/^Short Schedule of Cost Components), and the applicable secondary Options identified in the Contract Data;
 - (c) the Contract Data comprising:-
 - (i) Contract Data Part one; and
 - (ii) completed Contract Data Part two, as signed by the *Contractor* for identification;
 - (d) the Form of Tender; and
 - (e) the following documents:
 - (i) the *additional conditions of contract* identified in the Contract Data.
 - (ii) the documents containing the Site Information, the documents containing the Scope, the priced ^*bill of quantities*/^*activity schedule*, ^*the method of measurement*, and such other documents containing information as referred to in the Contract Data.

Insert if the *Contractor*, or any participant to an unincorporated joint venture *Contractor*, is a non-Hong Kong company. Amend the place of incorporation as appropriate.

Insert if the *Contractor*, or any participant to an unincorporated joint venture *Contractor*, is a non-Hong Kong company whose members’ liability is limited.

^ Delete as appropriate.

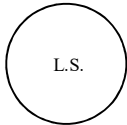
- (iii) the submission on technical resources and technical proposals made by the *Contractor* in his tender. **[For tender evaluation adopting Marking Scheme Approach]**
 - (iv) the letter of acceptance dated _____ and the further provisions and documents, if any, identified in the letter of acceptance as forming part of the contract.
2. The clauses referred to in clause 1(b) above shall apply to the contract as amended by the schedule to this agreement.
3. For the definition of Contract Date in NEC4 ECC core clause 11.2(4), the contract came into existence on _____.
4. The *Contractor* will Provide the Works in accordance with the *conditions of contract* and the *additional conditions of contract* as identified in the Contract Data.
5. The *Client* will pay the *Contractor* the amount due and carry out its duties in accordance with the *conditions of contract* and the *additional conditions of contract* as identified in the Contract Data.
- [6. _____ and _____ each agrees to be jointly and severally bound by the terms of the contract.]***.

* In the case of an unincorporated joint venture *Contractor*, list out the names of ALL participants and replace the bracketed words by “(hereinafter referred to collectively as “the *Contractor*”)”.

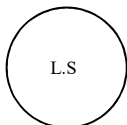
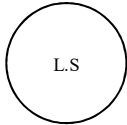
**Insert the NEC4 ECC “edition” together with any latest “amendments” thereto. For example, insert “June 2017 (with amendments October 2020)”, where appropriate.

*** This Clause 6 is to be included where the *Contractor* is an unincorporated joint venture.

IN WITNESS WHEREOF these Articles of Agreement have been executed as a deed the day and year first above written

(a) SIGNED, SEALED and DELIVERED)
by [insert name of sole proprietor])
trading as [name of the firm]) *[Signature of the sole*
in the presence of:) *proprietor]*² 
)
)
.....)
[Name])
[Occupation])
[Address])

Or

(b) SIGNED, SEALED and DELIVERED by)
[]³ and) *[Signature of the individual*
[]³) *partner]*² 
being the partners of [name of Contractor]) *[Signature of the individual*
in the presence of:) *partner]*² 
)
)
.....)
[Name])
[Occupation])
[Address])

Or

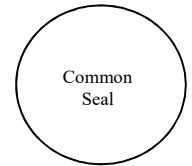
¹ The date to be inserted should be the date of the *Client's* letter of acceptance.

² The italic parts are not part of the execution clause. They are for guidance or information only.

³ Insert name(s) of partners. Add more names if there are more partners.

(c) Executed and delivered)
as a deed and the COMMON SEAL)
of [name of Contractor])
was affixed in the presence of)
[] its [director(s) or)
director and secretary or person(s) authorized to)
sign the contract by its board of directors]⁴)
in the presence of a witness:)
)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the director(s)
etc]²*



Or

(d) Executed and delivered)
as a deed)
by [name of Contractor])
acting through)
[] (its sole director))
or)
[] and)
[] (its directors))
or)
[] (its director) and)
[] (its company secretary)⁴)
in the presence of a witness:)
)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the director(s)
etc]²*

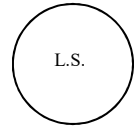
Or

² The italic parts are not part of the execution clause. They are for guidance or information only.

⁴ Select the correct expression for use. If none is applicable, insert an appropriate expression.

(e) SIGNED, SEALED and DELIVERED by)
[name of Contractor] by [])
his/her/its⁵ attorney under power of attorney)
dated [])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

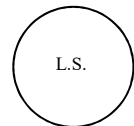
*[Signature of the attorney]*²



Or

(f) #SIGNED, SEALED and DELIVERED)
by [name of participant] being a participant)
of the [name of the unincorporated joint venture])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

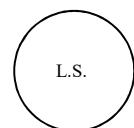
*[Signature of the participant]*²



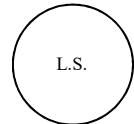
Or

(g) #SIGNED, SEALED and DELIVERED)
by [name of partner] and [name of partner]⁶)
being the partners of [name of participant])
being a participant)
of the [name of the unincorporated joint venture])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the individual partner]*²



*[Signature of the individual partner]*²



² The italic parts are not part of the execution clause. They are for guidance or information only.

⁴ Select the correct expression for use. If none is applicable, insert an appropriate expression.

⁵ Delete as appropriate

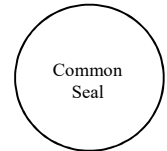
⁶ The deed shall be executed by all the partners. Add more names if required.

Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

Or

(h) #Executed and delivered)
as a deed and the COMMON SEAL)
of [name of participant] being a participant)
of the [name of the unincorporated joint venture])
was affixed in the presence of)
[] its [director(s) or)
director and secretary or person(s))
authorized to sign the contract by its)
board of directors]⁴)
in the presence of a witness:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the director(s)
etc]²*



Or

(i) #Executed and delivered)
as a deed)
by [name of participant] being a participant)
of the [name of the unincorporated joint venture])
acting through)
[] (its sole director))
or)
[] and)
[] (its directors))
or)
[] (its director) and)
[] (its company secretary)⁴)
in the presence of a witness:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the director(s)
etc]²*

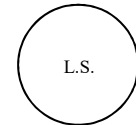
Or

² The italic parts are not part of the execution clause. They are for guidance or information only.

⁴ Select the correct expression for use. If none is applicable insert an appropriate expression.

Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

(j) #SIGNED, SEALED and DELIVERED)
by [name of participant] being a participant)
of the [name of the unincorporated joint venture])
by [])
his/her/its⁴ attorney under power of attorney) *[Signature of the attorney]*²
dated [])
)
in the presence of:)
)
.....)
[Name])
[Occupation])
[Address])



Notes for selection of sample attestation clauses in a deed for use by a single *Contractor*:

- (a) For use where the *Contractor* is a sole proprietor.
- (b) For use where the *Contractor* is a partnership.
- (c) For use where the *Contractor* is a company incorporated in Hong Kong and executes the deed with a Common Seal.
- (d) For use where the *Contractor* is a company incorporated in Hong Kong and executes the deed without a Common Seal.
- (e) For use where the *Contractor* executes the deed under a power of attorney.

Notes for selection of sample attestation clauses in a deed for use by an unincorporated joint venture:

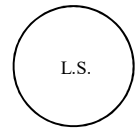
- (f) For use where the joint venture participant is a sole proprietor.
- (g) For use where the joint venture participant is a partnership.
- (h) For use where the joint venture participant is a company incorporated in Hong Kong and executes the deed with a Common Seal.
- (i) For use where the joint venture participant is a company incorporated in Hong Kong and executes the deed without a Common Seal.
- (j) For use where the joint venture participant executes the deed under a power of attorney.

² The italic parts are not part of the execution clause. They are for guidance or information only.

⁴ Select the correct expression for use. If none is applicable insert an appropriate expression.

SIGNED, SEALED and DELIVERED by)
the *Client* by)
[insert name and appointment of officer])
in the presence of:)
)
)
.....)
[Name])
[Occupation])
[Address])

[Signature of the officer]²



² The italic parts are not part of the execution clause. They are for guidance or information only.

Schedule

Core Clauses and Clauses for main Option (main Option [Insert main Option] adopted)		
NEC4 ECC Clause No.	Action	Details

Clauses for Secondary Options Clauses (Secondary Options [Insert secondary Options] adopted)		
NEC4 ECC Clause No.	Action	Details

^^Schedule of Cost Components / ^^Short Schedule of Cost Components		
Item No.	Action	Details

^^ Delete as appropriate.