



# Software License and Support Agreement

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# SOFTWARE LICENSE AND SUPPORT AGREEMENT

**THIS AGREEMENT** is made on the date specified in the Schedule

## **PARTIES:**

1. The party identified in the Schedule and hereinafter referred to as **“the Licensor”**
2. The party identified in the Schedule and hereinafter referred to as **“the Licensee”**

## **PREAMBLE:**

- A. The Licensor either owns or has the right to license the Software described in the Schedule.
- B. The Licensee desires to obtain a license to use such Software and the Licensor has agreed to license it to the Licensee on the terms and conditions of this Agreement.
- C. The Licensor provides Support Services for the Software and has agreed to supply such Support Services to the Licensee on the terms and conditions of this Agreement.

## **IT IS AGREED AS FOLLOWS:**

### **1. DEFINITIONS AND INTERPRETATION**

- 1.1 In this Agreement the following definitions apply unless the context otherwise requires:

**“Acceptance Criteria”** means the criteria against which the success or failure of the Acceptance Tests is judged.

**“Acceptance Date”** means the first to occur of:

- (a) The date on which the Acceptance Tests are successfully completed;
- (b) If after the Acceptance Tests commence a period of 14 days elapses during which no failures have been recorded and no previously recorded failures remain to be corrected;