

INTERPRETATION

1. In the Tender Document and the Contract, unless otherwise defined or the context otherwise requires, the following words and expressions shall bear the meanings as set out below-

“Applicable Rate” means in relation to a post, the rate set out in the column headed “Unit Cost (HK\$)” in the Table of Schedule 2 opposite that post.

“Authorised Officer” means the officer(s) appointed from time to time by the Government Representative to be responsible for management of the Hong Kong Wetland Park at Tin Shui Wai, New Territories, Hong Kong

**" the Contract" or
“this Contract”** means the contract made between the Government and the Contractor for the supply of the Services on the terms set out the Tender Document (and where applicable in the form submitted by the Contractor to the Government as part of its tender, and accepted by the Government), a full copy of which is enclosed under cover of the Memorandum of Acceptance despatched by the Government to the Contractor pursuant to Clause 10 of the Terms of Tender for identification purposes.

"Contract Deposit" means the deposit as more particularly described in Clause 14 of the Terms of Tender and Clause 17(a) of the Special Conditions of Contract.

"Contract Period" means the period specified in Clause 1 of the General Conditions of Contract, subject to any extension thereto or termination thereof pursuant to the applicable provisions of the Contract.

"Contractor" means the Tenderer whose tender is accepted.

“Contractor Personnel” means the persons deployed by the Contractor to perform or assist in the performance of the Services, including any individual who performs the duties of a Supervisor, Programme Assistant or Wetland Interpreter as described in Schedule 3, the Contractor Manager and approved sub-contractor of the Contractor (if any) who is involved in the performance of the Services.

**“Department” or
“AFCD”** means the Agriculture, Fisheries and Conservation Department.

“Education Programme” (in upper or lower case)	means educational programmes as specified in clause 1.1 of Schedule 3 organised by the HKWP to promote public awareness of wetland conservation.
“Estimated Contract Sum”	means the total amount payable over the Contract Period as specified in Schedule 2.
“Government”	means the Government of the Hong Kong Special Administrative Region of the People’s Republic of China.
“Government Representative”	means the Director of Agriculture, Fisheries and Conservation acting for and on behalf of the Government and any other officer nominated by the Director of Agriculture, Fisheries and Conservation from time to time for the purpose of this Contract.
“HK\$”	means the lawful currency from time to time of Hong Kong.
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China.
“Hong Kong Wetland Park” or “HKWP” or “Park”	means the Hong Kong Wetland Park located at Wetland Park Road, Tin Shui Wai, New Territories, Hong Kong.
“Intellectual Property Rights”	means patents, copyright, design rights, trademarks, service marks, trade names, rights in domain names, database rights, rights in know-how, new inventions, designs or processes and other intellectual property rights (of whatever nature and wherever arising, whether now known or hereafter created) and in each case whether registered or unregistered, and includes applications for the grant of any such rights.
“Inspecting Officer”	means the officer appointed by the Government Representative for the purpose of inspecting the Services performed in pursuance of the Contract.
“Invitation to Tender”	means this invitation to tender issued by the Government inviting tenders for the Contract on the terms set out in the Tender Document.

“month” or “monthly”	means a calendar month.
“Monthly Payment”	has the meaning as given to it in Clause 4(b) of the General Conditions of Contract.
“Opening Hours”	means the period from 10:00 am to 5:00 pm each day (except each Tuesday which is not a public holiday) or such other period as specified by the Government Representative for which the HKWP is open to the public.
“Outreach Programme” (in upper or lower case)	means public programmes, exhibitions or services as specified in clause 1.2 of Schedule 3 organised or provided by the HKWP at the Park or other venues outside the Park to convey message of wetland conservation and foster public support.
“person”	includes any individual, corporation, firm and unincorporated body.
“Programme Assistant”	means the individual deployed by the Contractor to perform the duties of a “Programme Assistant” as required in Schedule 3.
“Public Body”	has the meanings given to it under the Interpretation and General Clauses Ordinance, Cap 1.
“Public Officer”	has the meanings given to it under the Interpretation and General Clauses Ordinance, Cap 1.
“Schedule”	means: (a) as the term appears in the Tender Document, Schedule 1, 2, 3 or 4 which forms part of the Tender Document; and (b) as that term appear in the Contract or Part 4 - Offer to be Bound of the Tender Form , Schedule 1, 2, 3 or 4 as completed by the Tenderer or Contractor and submitted as part of its tender for the Contract.
“Services”	means all services, duties and obligations to be provided or performed by the Contractor under the Contract, including the services referred to in Clause 1 of the Special Conditions of Contract and in

Schedule 3.

- “Supervisor”** means the individual deployed by the Contractor to perform the duties of a “Supervisor” as required in Schedule 3.
- “Tender Closing Date”** means the latest date and time (Hong Kong Time) by which tenders must be lodged.
- “Tender Document”** means the set of tender documents issued by the Government for this Invitation of Tender comprising the Tender Form (G.F.231), this Interpretation, the Terms of Tender, the General Conditions of Contract, the Special Conditions of Contract, the Schedules and Annexes. These documents shall be referred to throughout the Tender Document or the Contract by their titles as specified herein.
- “Tenderer”** means the company which has submitted a tender in response to this Invitation to Tender.
- “Visitor Centre”** means the premises at Hong Kong Wetland Park named as Visitor Centre.
- “Reserve Area” or “Wetland Reserve” or “outdoor reserve area”** means the reserve area of Hong Kong Wetland Park.
- “Wetland Interpreter”** means the individual deployed by the Contractor to perform the duties of a “Wetland Interpreter” as required in Schedule 3.
- “working day”** means any day excluding Saturdays, Sundays, public holidays (as defined in the Interpretation and General Clauses Ordinance), and excluding a day on which the Tropical Cyclone Signal No. 8 or above is hoisted or the Black Rainstorm Warning Signal is in force throughout the bank normal opening hours.

2. Unless the context otherwise requires, words and expressions in the singular include plural and vice versa; words and expressions importing a masculine gender include the feminine and neuter gender and vice versa.
3. Section or clause heading to any provision, schedule, annex and other attachments of this document are inserted for convenience of reference only and shall not in any way vary, limit or extend the interpretation of this document.

4. Where in a document there is a reference to a clause, sub-clause, schedule, annex or attachment by number or letter (whether in upper or lower case), and not in conjunction with an ordinance or regulation, such reference shall be construed as a reference to the clause, sub-clause, schedule, annex or attachment of that number or letter contained in the Tender Document.
5. Refer to any enactment, order, regulation or other similar instrument shall be construed as a reference to the enactment, order, regulation or instrument as amended by any subsequent enactment, order, regulation or instrument.
6. Refer to “associate” of a person shall mean
 - (a). a relative or partner of that person; or
 - (b). a company one or more of whose directors is in common with one or more of the directors of that person;

For the purpose of Clause 6:

“director” shall mean any person occupying the position of a director by whatever name called and includes, without limitation, a de facto or a shadow director; and “relative” shall mean the spouse, parent, child, brother or sister of the relevant person, and, in deducing such a relationship, an adopted child shall be deemed to be a child both of the natural parent and the adopting parent and a step child to be a child of both the natural parent and the step parent;

7. Reference to “associated person” of a person mean:
 - (a). any person who has control, directly or indirectly, over that person; or
 - (b). any person who is controlled, directly or indirectly, by that person; or
 - (c). any person who is controlled by, or has control over, the first-mentioned person in (a) or (b);

For the purpose of Clause 7, the person having “control” over another person shall mean the power of that person to secure

- (i). by means of the holding of shares or interests or the possession of voting power in or in relation to the second-mentioned person or any other person; or
- (ii). by virtue of powers conferred by any constitution, memorandum or articles of association, partnership, agreement or arrangement (whether legally enforceable or not) affecting that second-mentioned person or any other person; or
- (iii). by virtue of holding office as director in that second-mentioned person or any other person;

that the affairs of that second-mentioned person are conducted in accordance with the wishes of the first-mentioned person; for the avoidance of doubt, without prejudice to the generality of the foregoing, the holding of 30% or more of shares or interests or voting power shall be deemed to be sufficient

- control to ensure such happening;
8. The Government Representative may exercise all rights and powers of the Government under the Tender Document and the Contract;
 9. Where a word or expression is defined in the Tender Document, the meaning of such word or expression extend to its grammatical variations and cognate expressions as used in the Tender Document; and any reference to and the definition of any document shall be deemed to be a reference to such document (including any schedules and/or appendices thereto) as from time to time amended, supplemented, modified, novated or replaced (in whole or in part), but disregarding any amendment, supplement, variation or replacement taking place in breach of the terms of such document.