

# Payflow Contract

## Between

- (1) **NEWORBIT LIMITED** incorporated and registered in England and Wales with company number 04990082 whose registered office is at Archway House, 27 Station Road, Chinnor OX39 4PU (“**NewOrbit**” or “**we**” or “**us**” or “**our**”)
- (2) **YOU** the company/person identified in the online form on the Payflow website (website URL: [www.payflow.io](http://www.payflow.io)) at the point of purchasing licences for the Payflow Express product (“**you**” or “**your**”).

## Background

- i. This Agreement serves to define the parameters for the service provided by NewOrbit for the delivery of the Payflow SaaS (Software as a Service) solution accessed via our website or API (the Services) to **you**.
- ii. The Agreement between NewOrbit consists of:
  - A. this Payflow Contract; and
  - B. Payflow Terms of Service (“the Terms of Service”)(together referred to as “the **Agreement**”).

## 1. Subscription fees

(Please note: all costs are quoted exclusive of UK VAT)

- 1.1 The initial system will be deployed with the parameters, as outlined in the sign-up form on the website (website URL: [www.payflow.io](http://www.payflow.io)).
- 1.2 The subscription fees will be invoiced monthly, in arrears, from the date of this contract. Partial months will be pro-rated.
- 1.3 The subscription fees may vary from time-to-time through discussion with your Payflow account manager, as your user base evolves.
- 1.4 A price increase may be applied, in line with Customer Price Index (CPI), from 1<sup>st</sup> April annually.
- 1.5 Invoicing for services is in arrears and payment is expected within 30 (thirty) working days of the receipt of the agreed monthly invoice.
- 1.6 We may, at our discretion, suspend or cease to provide the Service if any subscription fee (plus VAT) payable under the Agreement is over 30 working days late.
- 1.7 This Contract, including any Addendum, together with the Terms of Service sets out the entire agreement between the parties.
- 1.8 In the event of any conflict or inconsistency between different parts of this Agreement, the

following descending order of priority applies:

- A. this Payflow Contract;
- B. Payflow Contract – Addendum;
- C. Payflow Terms of Service.

The above and any referenced documents represent the entire agreement between the parties listed below.

The submission of the online form, on our website (website URL: [www.payflow.io](http://www.payflow.io)), is a virtual signature binding you to the legal clauses stipulated in this agreement.