

An intensive two-day programme
27-28 April 2010, London

UNDERSTANDING AND DRAFTING STANDARD CONTRACT CLAUSES

Effective drafting techniques of standard and boilerplate clauses for business executives

SAVE
£150/€189
off Commercial
Contracting – Part One:
**Business and
Contract Law**
See inside for
details

COMMERCIAL CONTRACTING FOR BUSINESS EXECUTIVES: PART II

Key features to help avoid dispute and contractual risk for your organisation:

- In-depth review of the more complex and technical clauses necessary including financial clauses, warranties, termination and variation
- Practical drafting workshop sessions
- Negotiation and influencing techniques to manage existing and win new contracts
- Assessment of the impact of different legal systems on drafting
- Comprehensive review on how to structure a document and effective use of language
- Contracts clinic enabling you to bring contracting concerns from the past, present and future for discussion
- Key considerations of specific agreements including JV's, strategic alliances, mergers and acquisitions and more



Visit our website: www.falconbury.co.uk

'Excellent course, well run and made a slightly dry subject into an engaging and enjoyable course'

Roy Dallas, Procurement Manager, 3i

'Interesting, amusing and involving'

Francesca de la Feld, Contracts Officer, European Space Agency

Commercial Contracting for Business Executives: PART II

UNDERSTANDING AND DRAFTING STANDARD CONTRACT CLAUSES

27-28 April 2010, London



Day one

Pre-contract documents and enforceability

- Drafting
- MoU's
- Heads of Agreement/Terms
- Effect in different countries – good faith

Practical Drafting Workshop

Pre-contract documents and enforceability

Financial clauses

- Price
- Escalation
- Payment terms
- Payment guarantees

Warranties

- Current use in contracts
- Difference between warranties, guarantees, indemnities and representations
- Privity
- Contracts (Rights of Third Parties) Act
- Latest cases – Infitel and fair disclosure

Termination and variation

- Construction
- Repudiation
- Unilateral variation
- Termination events
- Effect of termination

International impact

- Examples of different approaches
- Interpretation
- Drafting
- 'Best Effort' & 'Reasonable Endeavours'
- Confidentiality Agreements
- Penalty Clauses
- Termination Clauses

Influencing and negotiating contracts

- Frameworks and styles for success
- Supportive
- Competitive
- Restless
- Consolidative

Practical Workshop

Influencing and negotiating for drafting contracts

Day two

Exclusion, liability and damages clauses

- Limitation – Civil and common law
- Liquidated and ascertained damages clauses
- Penalty clauses
- Direct and indirect damages

Practical Drafting Workshop

Exclusion, liability and damages clauses

Force Majeure

- Increased importance in current international environment
- Comparison of *Force Majeure* and Economic Hardship Clause
- Doctrine of Frustration
- Changing circumstances and unforeseen events
- Defining events
- Re-execution and re-negotiation

Practical Drafting Workshop

Force Majeure

Boilerplate clause

- Key areas of disputes
- Assignment/Novation
- Notices
- Entire agreements

Practical and key issues of drafting and selecting dispute resolution clauses

- Conciliation
- Mediation
- Courts
- Arbitration
- ADR
- Advantage/disadvantages of different routes
- Selection exercise

Practical Drafting Workshop

Structuring documents and use of language

Examining specific agreements

- Joint ventures and strategic alliances
- Licensing
- Agency and distribution
- Mergers and acquisitions

CONTRACTS CLINIC

Delegates raise specific issues past, present or future

'Very good breakdown of topics, very good speaker'

Gian Lorenzo Casini, Contracts Manager, ESA/ESTEC

'Good overview of business contracts, easy to grasp a good understanding with no legal background'

Claire Simons, Agency Manager, IGI Insurance Co Ltd

'Arun's presentation was excellent'

Paul Shilston, Senior Commercial Warranty Analyst, TRW Automotive

4 easy ways to book

Tel +44 (0)20 7729 6677 Fax +44 (0)20 7729 6110 Email bookings@falconbury.co.uk Online www.falconbury.co.uk

Effective drafting techniques and standard clauses for business executives

Ensuring you recognise and deal confidently with the risks and benefits presented by commercial contracts is key to protecting your organisation from disputes. Commercial agreements present a minefield of legal and commercial pitfalls that must be recognised to be avoided and managed successfully.

Part II follows on from the success of our highly popular practical programme **Business and Contract Law – Part I**, this advanced course has been specifically developed to deliver more best practice techniques and solutions to complex legal and commercial contracting issues for the busy commercial manager.

With a focus on practical development **Understanding and Drafting Standard Contract Clauses – Part II** combines up-to-date commercial law with negotiation and drafting techniques. It analyses specific clauses, from pre-contract through to termination and dispute, that are essential for contracts in today's demanding commercial environment.

Who should attend?

Participants will need a basic knowledge of business and contract law to attend this programme:

- Contracts and commercial managers
- Business development managers
- Sales and marketing managers
- Project managers
- Procurement and operations managers

All those involved in the negotiation, drafting and management of commercial contracts

Why you should attend?

By attending this seminar you will:

- **Gain** a clear understanding of pre-contract enforceability and it's impact in different countries
- **Grasp** the main issues connected with financial clauses, termination and variation and warranties
- **Build** your negotiation and influencing skills through practical experience
- **Learn** techniques to draft exclusion, limitation and damage clauses to your advantage
- **Get-to-grips** with the key implications of *Force Majeure* to ensure you can successfully manage the impact if and when it arises for your organisation
- **Determine** the effect of different legal systems on your contract and how to structure and draft to manage variation
- **Examine** practical ways to skilfully avoid dispute through resolution tactics
- **Study** some specific agreements and the legal pitfalls and challenges they bring with them
- **Answers** any specific concerns or situations you may have encountered commercially in the 'Contracts Clinic'

'Practical, involving, thought provoking, excellent'

Daniel Law, Head of Operations, Cannons Health & Fitness Ltd

**BUSINESS & CONTRACT
LAW IN-HOUSE TRAINING**
www.falconbury.co.uk/inhouse

INTERESTED IN THIS COURSE FOR YOUR WHOLE COMMERCIAL AND CONTRACT'S TEAM?

We'll come to you, at a date and location of your choice. If you have a team of 5 or more it's more cost-effective to run this training programme within your organisation where we can tailor the programme to your requirements.

To get a FREE consultation and quote please call Caroline Glen on +44 (0)20 7729 6677 or email caroline.glen@falconbury.co.uk

Programme presenter

ARUN SINGH OBE is an international lawyer at Grundberg Mocatta and Rakison LLP and was formerly a partner and Head of Commercial Law at KPMG Legal. Arun is cited and ranked in Chambers Guide of the World's Leading Lawyers. He concentrates on international investment, joint ventures, licensing of technology, research and development, M&A, energy, outsourcing and corporate governance in developed and emerging markets (including Asia and the Middle East), and also handles international legal risk management matters. He advises a range of international organisations and is a senior associate of Oxford University Institute of Legal Practice. He teaches international negotiations at Cambridge University, he also teaches and trains as a member of the joint Duke University London School of Economics Corporate Education Network. He was appointed an OBE in January 1999 for services to international trade and investment and is a non-executive director of the Board of the UK Trade and Invest Office and of Cultural Dynamics.

See also...

Business and Contract Law – Part I

Mastering the legal aspects of commercial contracts for business executives 16-17 March 2010, London

A two-day practical programme to ensure that you understand and draft watertight clauses. **Book Part I and II at the same time and SAVE £150/£189 off Part II.**

Save up to 50%

Join the **FALCONBURY TRAINING PARTNERSHIP SCHEME** and **SAVE UP TO 50%** off all public and distance learning training courses.

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BOOK NOW!

Commercial Contracting for
Business Executives: Part II

UNDERSTANDING AND DRAFTING STANDARD CONTRACT CLAUSES

Yes I wish to attend:

27-28 April 2010, London, UK

Reference: 1396

*For more than two delegates please
photocopy this booking form*

Please quote your Partnership Number to
receive your reduced rate _____

DATE AND LOCATION

This training course will be held on:

27-28 APRIL 2010

Charing Cross Hotel

The Strand

London WC2N 5HX

Telephone: 0871 3766 9012

VAT RECLAIM – INTERNATIONAL DELEGATES

If you are attending the course from outside the UK you can reclaim the VAT payable through HM Customs and Excise please visit their website at www.hmrc.gov.uk for a downloadable form or contact our customer services on info@falconbury.co.uk for more information.

*'Good overview of business
contracts, easy to grasp a
good understanding with
no legal background'*

Claire Simons, Agency Manager,
IGI Insurance Co Ltd

Please quote your reference number:

6103/

IT IS IMPORTANT TO FILL OUT ALL THE INFORMATION BELOW

First participants details

£999 + VAT = £1148.85 €1249 + VAT = €1436.35

£499 + VAT = £573.85 €625 + VAT = €718.75

Full Price

Partnership Price

If booking **Part I** at the same time tick here and **SAVE £150/€189**

Mr/Mrs/Ms (surname) _____ First names _____

Job title _____

Tel _____

Email _____

Any special requirements _____

Second participants details

£849.15 + VAT = £976.52 €1061.65 + VAT = €1220.90

£499 + VAT = £573.85 €625 + VAT = €718.75

SAVE 15%
Part II only

Partnership Price

If booking **Part I** at the same time tick here and **SAVE £150/€189**

Mr/Mrs/Ms (surname) _____ First names _____

Job title _____

Tel _____

Email _____

Any special requirements _____

Contact details (ALL INVOICES WILL BE ADDRESSED TO THIS CONTACT)*

Mr/Mrs/Ms (surname) _____ First names _____

Job title _____

Tel _____

Email _____

Organisation details

Company _____

Address _____

Postcode _____ Country _____

Tel _____ Fax _____

Payment details

NB Please note that payment must be made in advance of the event, Falconbury reserve the right to refuse admission if payment has not been received.

I enclose a cheque made payable to Falconbury Ltd PO Number _____

I would like to pay by bank transfer (BACS) payment:

In GBP Sterling (£) to Nat West Sort Code 60-04-16 • Account No. 30212820

In Euros (€) to Nat West Sort Code 60-04-16 • Account No. 90618831
IBAN No. GB78NWBK60721190618831

Please charge my credit card Mastercard Visa

Card no. _____

Expires _____ Security number (last three digits on signature strip) _____

Alternatively book via our secure booking form on our website or call us with your card details.

Cardholder name _____

Signature _____

* Contact details above must be those of the cardholder

5 WAYS TO BOOK

Call +44 (0)20 7729 6677

Fax +44 (0)20 7729 6110

Email bookings@falconbury.co.uk

Online www.falconbury.co.uk

Post Falconbury Ltd., 10-12 Rivington Street
London EC2A 3DU, UK

FEE

The full fee for this programme includes all written material, lunch and refreshments.

HOW TO REGISTER AND PAY

A VAT invoice and booking confirmation will be sent within 7 days, please contact us if you have not heard anything after that time. Payment can be made by credit card, by bank transfer (for bank account details please see payment details section of booking form) or by cheque made payable to Falconbury Ltd and posted to the address above. VAT no. 770008751. Any questions please contact Customer Services on +44 (0)20 7729 6677.

ALL PAYMENTS MUST BE RECEIVED IN ADVANCE OF THE EVENT

MULTIPLE BOOKING DISCOUNTS

A multiple booking discount of 15% is available on the 2nd and subsequent delegates booked at the same time from the same organisation. This discount may not be used in conjunction with any other offer or the Falconbury Training Partnership Scheme unless otherwise stated.

ACCOMMODATION

Accommodation is **NOT INCLUDED** in the course fee but we are able to help you find accommodation in the area. Information will be sent through on the booking confirmation. If you require information in the meantime please contact customer services at info@falconbury.co.uk, call on +44 (0)20 7729 6677 or check our website for details www.falconbury.co.uk.

ALWAYS READ THE SMALL PRINT

CANCELLATIONS & TRANSFER: Once we have received your booking the place(s) are confirmed.

Up to 28 days before the course

- Cancellation – 10% administration fee
- Transfers – Free of charge
- Substitute delegates – Free of charge

- Transfers – 10% fee
- Substitute delegates – Free of charge

13 to 0 days before the course

- Cancellations – 100% fee
- Cancellations – 100% fee

- Transfers – 100% fee
- Substitute delegates – Free of charge

A maximum of one transfer is allowed. After the transfer no cancellation can be accepted and the full invoiced fee will be charged. Transfers are subject to payment of the difference on higher value courses.

ALL CANCELLATIONS MUST BE RECEIVED IN WRITTEN FORM

PARTNERSHIP CONDITIONS: The Falconbury Training Partnership Scheme cannot be used in conjunction with any other discount offer, including multiple booking discounts, unless otherwise stated or negotiated.

PLEASE NOTE: Falconbury Ltd reserve the right to change the content and timing of the programme, the speakers and the date and venue due to reasons beyond their control. If in the unlikely event that the course is cancelled Falconbury will refund the full amount and disclaim any further liability.

DATA PROTECTION: The personal information provided by you on this form will be held on a database. Sometimes your details may be made available to external companies for marketing purposes. If you do not wish your details to be used for this purpose please write to: The Database Manager, Falconbury Ltd, 10-12 Rivington Street, London EC2A 3DU, UK.

ENQUIRIES: If you have any queries about registration or payment please do not hesitate to contact our customer services department on **+44 (0) 20 7729 6677**.

Falconbury registered address: Acre House, 11-15 Williams Road, London, NW1 3ER. Company No. 3937398