

Commercial Contracts – Part 1

A practical one-day programme

15 June 2010, London

5 October 2010, London

6

CPD Hours

Solicitors Regulation
Authority

DRAFTING COMMERCIAL CONTRACTS

Develop your skills to draft clear and concise commercial agreements that meet the challenges of today's commercial environment

A practical one-day programme focusing on:

- The structure and format of commercial contracts
- Drafting techniques
- Understanding and drafting the legal clauses
- Ancillary documentation

'Very professional, good coverage of commercial contract issues'

April Koojijmans-van Doorn, Senior Legal Counsel, Akzo Nobel NV

'The content and presentation was perfect and the speaker is very well qualified'

Dr Andras Inasi, Legal Counsel, HBO Holding ZRT

**SAVE
£100/€125**

discount if you book
on *Commercial Contracts*
– Part 2: *Drafting and
Understanding
Boilerplate
Clauses*



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DRAFTING COMMERCIAL CONTRACTS



15 June 2010, London • 5 October 2010, London

0900 Registration and coffee

0930 **Introduction and welcome**

0945 **The legal framework of a contract**

- Systems of law
- Precedent (and some Latin)
- Contract formation (2 systems: old and new)
- Writing and evidence
- Breach of contract
- Remedies and enforcement

1000 **Commercial contract format and structure – Part 1**

- Law and custom
- Tone and format
- Deed or contract?
- Mapping the deal: development contract
- The free draft
- The tied draft: structures of typical commercial contracts
- Development contract exercises and example basis

1045 Refreshments

1100 **Commercial contract format and structure – Part 2**

- The tied draft: structures of typical commercial contracts
- Examining our agreement
- Development contract exercises and example basis

1115 **Ancillary documentation and contracts**

- Pre-contract documentation and discussion
 - Prevention is better than cure
 - TLAs
 - Distinctions between negotiations and contracts
 - ‘Subject to contract’ and ‘Without prejudice’
- Confidentiality agreements
 - Law
 - Practice
- Content of TLAs
- Agreements to agree
- Variations

1200 **Terms: implied, express and standard**

- Implied terms
 - 3 types
 - Plus 1
- Express terms
 - Time is of the essence
 - Endeavours
- Standard terminology
 - Reasonable
 - Substantial
 - Material

1245 Lunch

1400 **Drafting techniques**

- Practical tips
- Shall, will, endeavours
- WCI
- Undertakings
- Representations
- TLA exercise
- Warranties
- Indemnities

1530 Refreshments

1545 **Exclusion and limitation clauses**

- Economic rationale
- Drafting a liability clause
- What’s in?
- Taking it out...
 - Interpretation
 - UCTA 1977
- Examples:
 - General: consequential loss
 - Particular: recent cases
- Proposals for reform...
- A liability exercise

1715 Close of seminar

‘Great, it focused on what a legal manager really needs to know about commercial agreements’

Salima Fiandaca, Helsinn Healthcare SA

‘Interesting and informative’

Nicole Plumley, Assistant Company Lawyer, Zurich International Life Ltd

‘Excellent course’ ‘Best CPD day course I have attended’

Carla Roberts, Compliance Manager, BDML Connect Ltd

Plus attend...

Book on *Commercial Contracts – Part 1: Drafting Commercial Contracts* today and if you or a colleague book on one (or more) of the following support programmes **at the same time SAVE £100/€125** off each additional programme’s full price. *NB: This discount can apply to multiple delegates from the same organisation.*

Commercial Contracts – Part 2: Drafting and Understanding Boilerplate Clauses – 16 June 2010, London

Reserve your places NOW on **+44 (0)20 7729 6677** or email **bookings@falconbury.co.uk**

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

Develop your skills to draft clear and concise commercial agreements that meet the challenges of today's commercial environment

Disputes about the interpretation of written contracts are one of the largest sources of commercial litigation. Clarity and fair construction is the key to successful commercial contracts and successful dispute resolution, if a dispute should arise.

Drafting commercial contracts focuses on the structure and format of commercial contracts, drafting techniques, and the use and understanding of some legal clauses. This practical seminar provides an explanation of current legal drafting techniques and recommends best practice for drafting clear, unambiguous and understandable commercial contracts. Attending this programme will help you to guarantee your commercial contracts achieve business success without exposing your organisation to risk.

Practical interactive learning style

This workshop style programme has been designed to offer a practical solution to your drafting challenges. Throughout the expert presenter will use a balanced mix of theory, group exercises, discussion, sample clauses and case studies to provide you with a comprehensive portfolio of practical tips and techniques to drafting contracts which meet your commercial objectives as well as ensuring that there are no 'surprises' further on.

Who should attend?

This course has been specifically developed for those who want to enhance their practical drafting skills, including:

- In house lawyers
- Solicitors in private practice
- Commercial directors and managers
- Contracts directors and managers

By attending this seminar, you will:

- **Understand** the pitfalls and pluses to using an effective structure and format of a typical commercial contract
- **Get-to-grips** with all the typical clauses and how to most effectively use them
- **Master** practical drafting techniques for writing clear, unambiguous and understandable commercial contracts
- **Gain** an understanding of the special contractual arrangements and letters of intent and be able to use them to your advantage
- **Learn** useful tips on how to draft and interpret variations and 'time of the essence' clauses
- **Clarify** the distinction between 'best endeavours' and 'reasonable endeavours' – essential terminology in commercial contracts
- **Get up-to-date** with the use and drafting of contractual warranties and indemnities
- **Understand** the effect of exclusion and limitation clauses

COMMERCIAL CONTRACTS IN-HOUSE TRAINING

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INTERESTED IN THIS COURSE FOR YOUR LEGAL OR COMMERCIAL DEPARTMENT?

This well established and popular programme has been successfully run in-house for many organisations in the past, to see how they benefited and to view a sample programme please go to our website: www.falconbury.co.uk/inhouse/content/testimonials

For your FREE quote, please contact Caroline Glen on **+44 (0)20 7729 6677** or email inhouse@falconbury.co.uk

The speaker

MARK WESTON is a partner at Matthew Arnold and Baldwin where he joined in August 2004 as Head of the Commercial, Intellectual Property and Information Technology Group, after several years at Baker & McKenzie. Mark's practice covers both non-contentious and contentious matters in all areas of commercial law, intellectual property law, information technology law, Internet, electronic commerce, and on-line services law. He has extensive experience in-house, having been seconded in the past to Hewlett Packard and new technology companies. His practice covers all sorts of commercial areas (including franchising) as well as extensive IT niches including advising clients regarding hardware and software issues (including development, licensing, maintenance and distribution), solutions for and methods of transacting on the Internet, electronic commerce, including B2B, B2C and B2G, strategies to minimise or maximise liability and carry out compliance audits, outsourcing, facilities management, procurement, company IT policies and data protection (privacy) issues. He also has experience in various other areas of advanced IT law (such as digital signatures and PKI) and in dealing with software disputes and IT litigation (and methods of using alternative dispute resolution techniques). Mark is Chairman of the Society for Computers & Law (north London & Home Counties Region), Chairman of the Intellectual Property Interest Group of Lawnet and is a premier member of the Eurojuris Intellectual Property Panel. Mark is an editor and contributor of several publications and articles and lectures at numerous commercial, IP and IT related conferences and training programmes.

6

CPD Hours

Continuing Professional Development

This course is accredited for 6 CPD hours by the Solicitors Regulation Authority (CPD reference CSC/FALI). After successfully completing the course you will receive a certificate stating the amount of hours and type of training you have completed.

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BOOK NOW!

Commercial Contracts – Part 1: DRAFTING COMMERCIAL CONTRACTS

Yes I wish to attend:

15 June 2010, London, UK

Reference: 1428

5 October 2010, London, UK

Reference: 1464

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

Please quote your Partnership Number to
receive your reduced rate

DATES AND LOCATIONS

This training course will be held on:

15 JUNE 2010

ETC – The Hatton
51-53 Hatton Garden
London EC1N 8HN
Tel: +44 (0)20 7242 4123

5 OCTOBER 2010

Central London, TBC

Continuing Professional Development

This course is accredited for 6 CPD hours by the Solicitors Regulation Authority (CPD reference CSC/FALI). After you have successfully completed the course you will receive a certificate stating the amount of hours and type of training you have completed.

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.

Please quote your reference number:

6110/

IT IS IMPORTANT TO FILL OUT ALL THE INFORMATION BELOW

First participants details

£649 + VAT = £762.57 €799 + VAT = €938.82

Full Price

£325 + VAT = £381.87 €399 + VAT = €468.82

Partnership Price

If booking **Part 2** at the same time tick here and **SAVE £100/€125**

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

Job title _____

Tel _____

Email _____

Any special requirements _____

Second participants details

£551.65 + VAT = £648.18 €679.15 + VAT = €798.00

SAVE 15%
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Partnership Price

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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

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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

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

- Cancellations – 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 3DY, 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**.

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