

A practical one-day programme

SAVE
£100/€125
discount if you book
on *Commercial Contracts*
– Part 2: *Drafting and*
Understanding
Boilerplate
Clauses

Commercial Contracts – Part 1

Drafting Commercial Contracts

PRACTICAL APPLIED TRAINING FOR LEGAL AND CONTRACTS PROFESSIONALS

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
- Pre-contract negotiations
- Valid and invalid contract terms
- Enforceability and legal risk management

save
50%
See inside for details
of *The Falconbury*
Training Partnership
Scheme

6

CPD Hours

Solicitors Regulation
Authority

'Very professional, good coverage of commercial contract issues'

April Koojimans-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



Visit our website: 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.

By attending this programme, 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

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 and sample clauses 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

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.

The presenter

RACHEL BURNETT is a Solicitor with her own legal firm. Her career combines law together with technical and business experience within the IT industry. Originally an IT professional after graduating from Exeter University, she worked for large corporate organisations in system development and project management. She qualified as a solicitor, and joined one of the first niche IT law practices. Following several years as a partner in City of London law firms, she now runs her own legal firm, acting for commercial clients. Her clients have always included start-ups and mid-range companies. Rachel is an experienced presenter both in the UK and abroad, delivering seminars and workshops on the practical management in business of law and intellectual property, contracts and compliance. She is author of Thorogood Professional Insights Reports *IT Contracts* and *Commercial Contracts*. She writes on IT law for journals and professional publications, including as a regular columnist for the *IMIS Journal* and *BCS IT Now*. Rachel has been awarded an Honorary Doctorate in Technology from Southampton Solent University, and works with the Open University Law Programme as an associate lecturer. Rachel was President of the British Computer Society 2007-2008. She is a Livery member of the City of London Information Technologists' Company.

'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 the following support programme **at the same time SAVE £100/€125** off the full price. *NB: This discount can apply to multiple delegates from the same organisation.*

Commercial Contracts – Part 2: Drafting and Understanding Boilerplate Clauses – 6 October 2010, London

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

0900 Registration and refreshments

0930 **Introduction and welcome**

0945 **The legal context of contracts**

- Systems of law
- European Union
- Legislation and precedent

1000 **Commercial contract structure**

- Purposes of contracts
- Objectives in contract construction and negotiation
- Which party should initiate the contract?
- Process of contract construction
- Sequence of contract clauses
- Standard terms and conditions
- Framework contracts
- Presentation aspects

1100 Refreshments

1115 **Contract formalities and practice**

- Contract formation
- Deed or contract
- Signatures
- 'Battle of the Forms'

1145 **Pre-contract negotiations**

- Letter of intent
- 'Subject to contract'
- Agreements to negotiate and agreements not to negotiate
- Pre-contract representations and misrepresentations
- The effect of pre-contract negotiations on the contract
- The consequences if there is no contract

1300 Lunch

1400 **Terminology and specific wording**

- Definitions
- Terminology
- Specific terms
 - Time is of the essence
 - Best endeavours and reasonable endeavours

1500 Refreshments

1515 **Valid and invalid contract terms**

- Sales and services contracts and implied terms
- Warranties
- Indemnities
- Excluding and limiting liability
- Direct and consequential loss and damage
- Unfair contract terms
- Reasonableness

1615 **Enforceability and legal risk management**

- Carrying out a contract or ending it
- Remedies for breach of contract
- Managing risk by means of contract
- Dispute risk management
- Contract administration

1715 Close of seminar

COMMERCIAL CONTRACTS IN-HOUSE TRAINING

www.falconbury.co.uk/inhouse

INTERESTED IN THIS COURSE FOR YOUR LEGAL OR CONTRACTS DEPARTMENT?

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

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

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Please quote your reference number:

6150/

Book now for

DRAFTING COMMERCIAL CONTRACTS

Yes I wish to attend:

5 October 2010, London

Reference: 1464

1 December 2010, London

Reference: 1465

For more than two delegates please photocopy this booking form

Please quote your Partnership Number to receive your reduced rate

IT IS IMPORTANT TO FILL OUT ALL THE INFORMATION BELOW

First participant's details *Please tick as appropriate*

£649 + VAT = £762.58 €799 + VAT = €938.83

Full Price

£325 + VAT = £381.88 €399 + VAT = €468.83

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 = £648.19 €679.15 + VAT = €798

SAVE 15%

£325 + VAT = £381.88 €399 + VAT = €468.83

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 _____

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

VAT NUMBER FOR EU COUNTRIES ONLY _____

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

DATES AND LOCATION

5 October 2010

1 December 2010

Grange White Hall Hotel

Central London, TBC

2-5 Montague Street

London WC1B 5BP

Tel: +44 (0)20 7580 2224

Web: www.grangehotels.com

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**

VAT RECLAIM – INTERNATIONAL DELEGATES

VAT can be reclaimed through HM Customs & 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

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 AND 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

27 to 14 days before the course

- Cancellations – 100% fee
- Transfers – 10% fee
- Substitute delegates – Free of charge

13 to 0 days before the course

- 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 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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