

## Drafting commercial contracts

### Overview

This thoroughly practical programme offers a comprehensive survey of all the issues to be considered when drafting commercial contracts. Clarity can only be achieved, disputes and ambiguities avoided, by taking a methodical approach under-pinned by an understanding of commercial objectives as well as legal requirements. This programme will help you master that approach.

### Training objectives

Having attended this event participants will be better able to:

- Ensure that the commercial objectives are always understood before drafting the contract
- Streamline the drafting process
- Protect the organisation's interests, minimising risk and maximising opportunity
- Anticipate how contracts will be construed in the event of a dispute
- Minimise the risks of disputes arising as a result of ambiguous drafting

### Audience

This programme is designed for all those who have to draft or negotiate contracts on a regular basis, including:

- In-house lawyers
- Contracts and commercial managers
- Company secretaries and other directors and senior managers

It is assumed that all participants will have a good working knowledge of contract law.

### Format

This programme can be presented in one of two ways: either as a half-day intensive programme focused on formal presentations from the expert trainer or as a one-day workshop which combines the formal presentations with drafting exercises for the participants to complete either on their own or in small groups.

### Special feature

This course can be tailored to the specific needs of your particular organisation, to take into account such factors as industry sector (eg, construction contracts are very different from consumer contracts), use of standard forms and nature of business (eg, international contracts need to be approached in a very different way).

### The expert trainer

Chris is a solicitor who has been running his own practice for more than ten years. Formerly an in-house lawyer with George Wimpey plc and before that with Costain Group plc, he has extensive hands-on experience of the practical problems faced by businesses and has many years of experience in training non-legal audiences in contract and commercial law. A fully accredited and practising adjudicator, he has a particular expertise in building and construction contracts and has for many years lectured on a part-time basis to post-graduate engineering students at Kingston University.

### Course outline

- 1 Clear commercial objectives**
  - Use of recitals to define the parties' objectives
  - Definition sections to avoid ambiguity
- 2 Reflecting Heads of Terms (if any)**
  - Ensuring any Heads of Terms reflect your understanding and that the contents are incorporated into the substantive clauses
- 3 Defining parties and their roles**
  - Importance of correctly referring to parties
  - Use of correct corporate name when dealing with groups of companies
  - Defining the service, goods or other object of the contract
- 4 Defining time limits**
  - Ensuring time limits for performance are defined
  - Liability for defects
  - Time limits for payment
    - Contractual and statutory interest
- 5 Setting a standard of performance**
  - Ensuring quality of subject matter of contract
- 6 Defining the place of performance**
  - Controlling place of performance
- 7 Assessing and limiting risk**
  - Liability and limitation periods
  - Credit status of other party
  - Need for parent company guarantee / director guarantee / performance bond
  - Achieving back-to-back protection between main contract and subcontract
- 8 Limitation and exclusion of liability**
  - Limitation and exclusion clauses
  - Liquidated damages and penalties
- 9 Complete contract clauses**
  - Importance of excluding (or including) other documents and prior representations
- 10 Unlawful provisions**
  - Use of severance provisions
- 11 Jurisdiction and governing law**
  - Use of jurisdiction and governing law clauses
- 12 Dispute resolution**
  - Litigation
  - Domestic arbitration
  - International arbitration and the ICC
  - Mediation and other types of alternative dispute resolution (ADR)
- 13 Rules of construction**
  - Summary of rules of construction used in the Courts and effect on ambiguities

© The In-House Training Company / the trainer

**TO DISCUSS YOUR TRAINING REQUIREMENTS  
PLEASE CALL 01582 469080**

<http://www.in-house-training.com>

Email: [info@in-house-training.com](mailto:info@in-house-training.com)