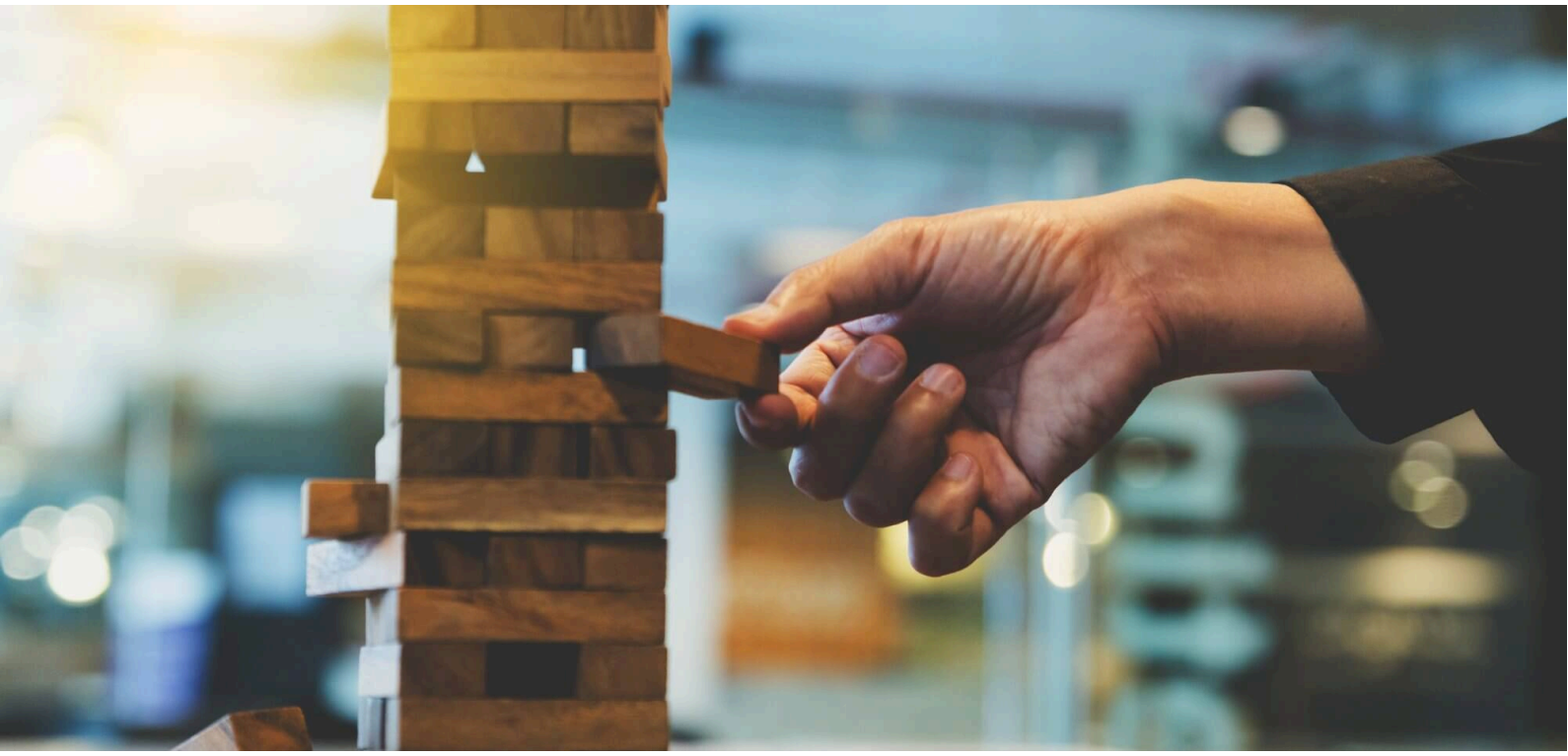
IPI Academy

falconbury



Presented by
Falconbury

Liabilities, Damages and other Contentious Issues in International Commercial Agreements

13-14 May 27
+ 11-12 November 27

Enhance your understanding of the law of damages and liabilities in international contracts. Two-day specialist training course covering damages, warranties, exclusions, force majeure and dispute resolution under English law.

Format:
Live online, Classroom

CPD:
12 hours for your records

Certificate of completion

Course overview

Transform your contract drafting from a source of liability into a strategic asset – this intensive two-day training course equips you to reduce risk, limit exposure, and maximise commercial advantage.

In today's unforgiving business landscape, a single poorly drafted damages clause can trigger catastrophic financial consequences. Yet most commercial contracts contain hidden liability traps that even experienced lawyers miss. The exact exposure in relation to damages is often not properly identified, anticipated or understood. When disputes arise, these oversights don't just cost money - they can bring the survival of an organisation into question.

Critical damages provisions often receive inadequate attention, creating exposure that far exceeds the underlying transaction value and many legal professionals are operating with dangerous knowledge gaps:

- **Misunderstanding fundamental damages principles** in their chosen governing law, leading to unenforceable provisions that provide false security
- **Failing to recognise critical differences** between common law and civil law approaches - a costly mistake in cross-border transactions
- **Drafting limitation clauses that seem protective** but dissolve under legal scrutiny when you need them most

These aren't theoretical concerns. They're real vulnerabilities that sophisticated counterparties exploit, often with devastating consequences.

This specialist two-day training course has been specifically developed to focus exclusively on damages and liability allocation. Led by Arun Singh, an internationally recognised expert who's guided major organisations through complex damages litigation, this training programme will transform how you approach every commercial agreement.

The training course offers a wide-ranging and detailed understanding of the law of damages under English law with relevant comparisons to civil law jurisdictions. It will enable participants to effectively draft and negotiate contracts with knowledge and confidence, and give practical solutions to your drafting challenges.

Throughout the training course the expert trainer uses a balanced mix of theory, practical exercises, discussion sessions and sample clauses, including limitation liabilities, to ensure the learning is embedded, so you can meet your commercial objectives with confidence.

Benefits of attending

By attending this training course you will:

- **Learn** how to spot potential liability traps and identify legal risks and their business implications
- **Expand** your knowledge of pre-contract documents and pre-contractual liability
- **Get to grips** with confidentiality agreements that protect information
- **Understand** the critical differences between warranties, representations, guarantees and indemnities – and when to use each strategically
- **Explore** exclusions and damage limitation drafting techniques that will withstand legal challenges
- **Examine** the concepts of force majeure and economic hardship and how courts interpret these clauses
- **Clarify** direct damages, indirect damages and consequential loss with precision drafting
- **Consider** the limits of choice of law and choice of forum clauses, and structure these provisions for competitive advantage when disputes arise

Who should attend?

This training course has been specially designed for:

- Lawyers working in business, government and private practice
- Heads of legal
- In-house counsel
- All those working in a legal context but not necessarily having law as their underlying professional qualification, including contracts managers and professionals, commercial managers and directors
- All those who draft, negotiate and review cross-border contracts

Programme

Day 1

Pre-contract agreements – background and drafting

- NDAs, MoUs, letters of intent
- Pre-contractual liability
- Good faith
- Confidentiality agreements – binding?
- Templates of pre-contract documents
- Redrafting template documents

Warranties, representations, guarantees and indemnities

- Differences
- Which to use and when
- Remedies for breach
- Relationship with entire agreement
- Indemnities – examples
- The court approach and contra proferentem
- Types of guarantees – performance and on demand

Exclusions and limitations of liability

- Liability for personal injury or death
- Liability for late delivery, performance or similar
- How to limit the maximum aggregate damages
- Fundamental breach vs breach of fundamental obligation
- Specific examples of limitation of liability clauses from different jurisdictions
- Exclusions, limitations and maximum liability

Force majeure, frustration and economic hardship

- The concepts of force majeure and economic hardship
- Doctrine of frustration
- Changing circumstances and unforeseen events
- Hardship clauses
- Defining the events
- Typical claims
- The termination period
- Re-execution/renegotiating
- The legal effect

Comparative workshop session

Practical workshop where, using a case study as a basis, clauses will be examined that are interpreted differently in different jurisdictions, including:

- *Force majeure*
- Exclusion clauses
- Approaches to interpretation
- Limitation of liability
- Liquidated damages and penalties
- Drafting techniques

Day 2

Direct, indirect damages and consequential loss

- Types of damages
- Damages for breach of contract
- Back-to-back contracts
- Physical damages
- Costs and expenses
- Waste
- Loss of profit
- Consequential losses and expenses
- Loss of opportunity, expectation and amenity
- Examples of clauses from common and civil law
- Direct, indirect damages and consequential loss

Q&A interactive session: Identifying types of damages

Liquidated damages and penalties defined – comparative analysis

- Recoverability of liquidated damages and penalties
- Rules of interpretation and evidence requirement
- Types of contract to which the rules do or do not apply
- Types of clause to which the rules do or do not apply
- Templates with comparative clauses
- Current rule on liquidated and ascertained damages and penalties

Choice of law, jurisdiction and arbitration Part 1 – choice of law and jurisdiction

- Legal basis
- Applicable law in the absence of choice
- Limits of choice of law
- Natural place of jurisdiction
- Choice of forum clauses
- Limits of choice of forum clauses
- Direct applicability and the chosen law rule

Choice of law, jurisdiction and arbitration Part 2 – arbitration and dispute resolution

- Choice of arbitration, drafting of an arbitration clause, avoiding pathological clauses
- Alternative dispute resolution – conciliation, mediation and ADR
- Enforcement: The New York Convention and beyond

Presenter



Arun Singh

Arun Singh (Prof) OBE, FRSA is an international lawyer and consultant to an international law firm. He was formerly a partner and head of commercial law at KPMG Legal and partner at Masons (now Pinsent Masons).

Arun has advised on disputes and collaborations in a wide range of jurisdictions including Europe, countries in West and East Africa, India, Bangladesh, China, Hong Kong, Saudi Arabia, UAE, Qatar, Pakistan, Libya, Jordan, Syria, the US, Caribbean, Russia, Israel, Lebanon, Egypt, Thailand and Singapore. Arun is cited and ranked in the Chambers Guide to 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; he also handles international legal risk management matters. Arun advises a range of international organisations and is a visiting professor in International Business, Leadership and Negotiations at Salford University Business School, senior associate at Oxford University's Institute of Legal Practice and teaches international leadership and negotiations at the University of Cambridge. He has facilitated programmes in Europe, Asia, the Middle East and the US.

He is a recognised corporate educator and a non-executive director of two international investment companies – one of which is listed on the London Stock Exchange, chairing the Audit Committee and Investment Committee.

He was appointed an OBE by HM the Queen in January 1999 for services to international trade, investment and intercultural management. Arun is an editor and contributor to a number of publications including Business and Contract Law (a Thorogood Special Report) and How to Lead Smart People – Leadership for Professionals (Profile Books) (recommended reading in the big four corporate advisory firms and basis for the popular international Coursera MOOC, University of London course 'Stepping Up: Leading Others'). He is also a facilitator for company programmes and an experienced speaker at international corporate conferences.

Course dates

13-14 May 27	**Live online** 09:30-16:30 **UK (London)** (UTC+01) *Course code 17308*	GBP **1,199** ~~1,399~~ EUR **1,679** ~~1,959~~ USD **1,927** ~~2,239~~ **Until 18 Mar**
11-12 November 27	**Classroom** Venue TBC *Course code 17477*	GBP **1,399** ~~1,599~~ EUR **1,959** ~~2,239~~ USD **2,247** ~~2,559~~ **Until 16 Sep**

How to book

Online:
ipi.academy/15

Alternatively contact us to book, or if you have any queries:

Email:
info@ipiacademy.com

Phone:
+44 (0)20 7749 4749

Discounts

- Booking more than one delegate on any one date qualifies for a **30% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

Further information

Fee
The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

Please note
IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

Terms and conditions
The rest of the our terms, the event cancellation policy and the terms and conditions are on our website, please visit ipi.academy/content/terms-and-conditions

Reviews

★★★★★

It was very informative and engaging. I wanted to brush up on liabilities and get a deeper understanding and I absolutely did. Prof. Singh was very engaging and charismatic.

Jessica Perez Lima
Contracts Manager
OLR UK Limited
Jul 16 2026

★★★★★

Excellent. [Trainer] is fantastic.

Robyn Sternberg
Legal Director
Dematic Limited
Mar 31 2025

★★★★★

I have learned a lot. The course was excellent and very understandable. I have learned everything I wanted from the theme. Would recommend.

Silvija Žužul
Management Board Member
Narodne Novine
Dec 2 2024

★★★★★

Overall, the course was excellent. The content was well-structured and highly relevant, the presentations were engaging and easy to follow, and the speaker was articulate, knowledgeable, and professional. It was a valuable and enriching experience.

Fereshteh Khoshravi
Contract Administrator
Seaway7
Dec 2 2024

Run this programme in-house for your whole team

Coming to IPI Academy for your in-house training provides an all-inclusive service which gives you access to a wide variety of content, learning platforms and delivery mechanisms as well as your own personal training adviser who will work with you from the initial enquiry through to feedback and follow-up after the programme.

With over 600 trainers, all practitioners and experts across a huge range of fields, we can provide the training you need, where you need it, when you need it, and at a price which suits your budget. Our approach to tailored learning and development consists of designing and delivering the appropriate solution for each client.

For your FREE consultation and to find out more about how we can work with you to solve your training needs, please contact our training advisers:



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IPI Academy

IPI Academy is a training initiative of Falconbury and Management Forum; leading providers of industry training for over 30 years, based in the UK.

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