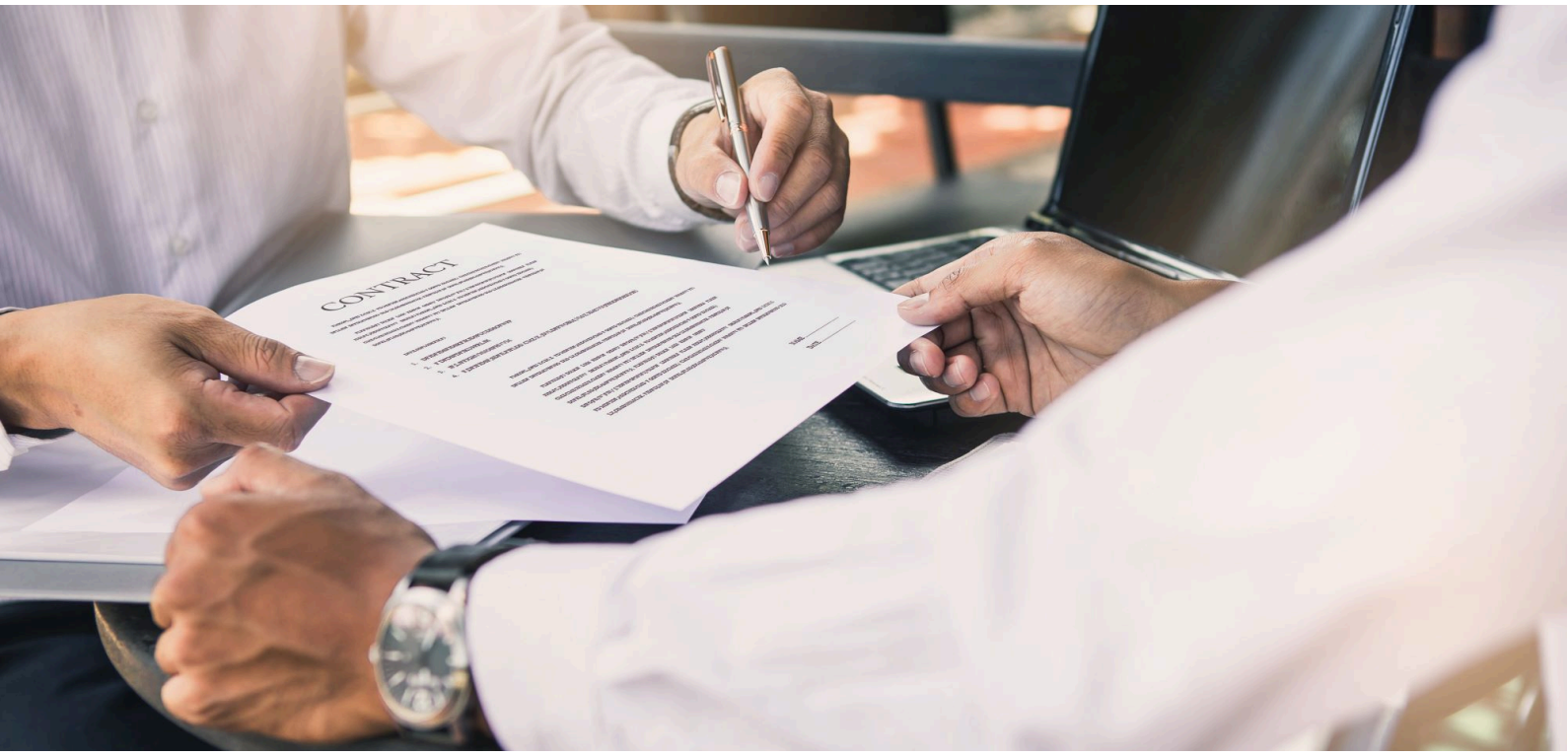
IPI Academy

falconbury



Presented by
Falconbury

The Annual International Commercial Contracts Executive School

17-18 June 27 / 21-23 June 27

Master the complexities of business law and international commercial contracts with this intensive 5-day training course - designed for ambitious professionals who want to minimise risk, maximise value, negotiate and lead successfully with purpose and confidence.

Format:
Live online

CPD:
30 hours for your records

Certificate of completion

Course overview

This 5-day training course is specifically for legal professionals seeking the knowledge, strategies and tools to confidently draft, negotiate and manage international contracts across common and civil law systems.

In today's globally connected marketplace, international commercial contracts are more complex, high-stakes, and more scrutinised than ever. Legal professionals advising or managing cross-border agreements must navigate intricate legal frameworks, multiple jurisdictions and cultural nuances - while safeguarding commercial interests and managing risk.

This intensive training course has been expertly designed to equip lawyers with the essential knowledge, advanced skills and practical strategies needed to draft, negotiate and manage international contracts with precision and confidence. Each training module delivers a deep dive into a critical area of legal practice for cross-border agreements, blending legal theory with real-world application and interactive learning.

Whether you're looking to sharpen your drafting expertise, enhance your negotiation capability, or strengthen your approach to risk allocation, this training course provides the tools to operate at the highest level in international contracting.

Presented by an international specialist in the field, attending this course will enable participants to effectively draft and negotiate contracts with knowledge and confidence.

The programme is split into four comprehensive modules:

Module One – Business and Contract Law for International Commercial Contracts
Gain a firm grasp of the legal foundations underpinning international agreements. You'll explore the lifecycle of a commercial contract - from formation through to enforcement - and delve into essential drafting techniques, pre-contract documentation and the construction of key clauses for maximum clarity and protection.

Module Two – International Contract Negotiation
Learn how to approach high-value, cross-border negotiations with confidence. This module focuses on developing strategic preparation, understanding cultural and organisational negotiation styles, managing stakeholder objectives and achieving commercially sound outcomes.

Module Three – Liabilities and Damages in International Commercial Agreements
Understand how to identify, assess and mitigate key areas of legal risk in international contracts. You'll cover exclusions and limitations of liability, indemnities, damages and best practices for reducing exposure without sacrificing deal value.

Module Four - Facilitative trainers unique 10 step code to analyse and draft any contract

This premium training experience offers insight and guidance from an expert practitioner, combining legal rigour with practical tools you can take back to your workplace and use immediately. Engage in case studies, peer discussions and negotiation exercises to build capability and confidence in every aspect of international contracting.

Please note, each day will include breaks at approximately 11:00 (15 mins), 1pm (1 hour), and 3pm (15 mins).

Benefits of attending

By attending this training course, you will:

- **Gain** a clear understanding of how contracts are formed - and the legal principles that make them binding and enforceable across jurisdictions
- **Examine** the key differences between common and civil law systems to navigate international agreements with confidence
- **Learn** how to effectively draft and manage pre-contract documentation, including non-disclosure agreements and heads of terms
- **Understand** performance obligations and design payment mechanisms that support commercial success and reduce risk
- **Master** the key legal defences to breach of contract and how to apply them in practice
- **Deepen** your expertise in drafting and negotiating variation and termination clauses to protect your organisation's interests
- **Strengthen** your negotiation skills and adapt your approach to align with different cultures, contexts and stakeholder styles
- **Identify** potential areas of legal and commercial risk - and develop robust strategies to mitigate them from the outset
- **Explore** the critical role of governing law and dispute resolution clauses in cross-border contracts to ensure enforceability and certainty

Who should attend?

This 5-day training course has been specifically designed for:

- Heads of legal
- In-house counsel
- Private practice lawyers
- Legal and professional advisers
- Contracts directors and managers
- Commercial directors and managers
- Project and procurement managers
- Senior business development executives

Programme

Day 1

Module One: Business and Contract Law for International Commercial Contracts

Formation of a business contract

- What is a contract?
- Different legal systems to know about
- Common and civil law
- Contract, tort and equity
- Making a binding and enforceable contract
- Six components
- Offer
- Acceptance
- Deeds

Pre-contract documents – sample agreement and checklist

- Informal contracts
- Standard terms
- Letter of intent
- Memorandum of understanding
- Heads of agreement
- Binding or non-binding and enforceability
- Meaning and effect of using 'subject to contract' and 'without prejudice'
- Duty of good faith

Confidentiality and NDA agreements – sample document and checklist

- Current practice
- What is 'confidential information'?
- Recent cases
- Quantifying loss
- Checklist for protection

Practical drafting workshop: Pre-contract documents and enforceability

Getting to grips with how the law changes and what you thought you had agreed to

- What are implied terms and where do you use them?
- Working within government restrictions
- Misrepresentation
- International convention

Practical workshop: understanding and effecting drafting payment obligations

- Advance/stage payments
- Retention monies
- The role of bonds
- Credit insurance
- Letters of credit

Constructive performance obligations

- Specific performance
- Condition precedents
- Delivery
- *Force majeure*
- The doctrine of frustration

Practical drafting exercise: Drafting contract terms

In this session participants will practise drafting contract terms and receive practical advice and guidance on how they can develop in this area.

Day 2

Key clauses and how they are interpreted in different countries

- Best efforts and reasonable endeavours
- Confidentiality clauses
- Penalty clauses
- Assignment clauses
- Termination
- Post-contractual obligations

Managing the contract

- Payment mechanisms
- Contract guides
- Service levels
- Audit rights
- Dealing with change
- Delegation
- Contract programme and governance
- Change management

Termination and variation – understanding how and when contracts end

- Duration
- Remedying defaults
- Events
- Liquidation
- Change of control
- Post-termination
- Surviving clauses
- Variation of contracts

Limit contractual risk for your organisation

- Identifying the areas of potential claims
- Examining claims in contract
- Examining claims in tort
- What are the claims under other headings?
- Insurance

Some typical agreements

This session will review the terms and conditions of some typical agreements to illustrate how to avoid the legal pitfalls and challenges faced.

- Service
- Supply
- Manufacture
- Licensing

Practical workshop: drafting and understanding boilerplate clauses with sample clauses and pointers

- General provisions
- Confidentiality
- Costs
- Assignment
- Entire agreement
- Notices
- Law of the contract
- Jurisdiction

Day 3

Module Two: International Contract Negotiation

Essentials of negotiations

- Effective negotiators
- Negotiation models
- Objectives
- Strategies
- Frameworks
- Perceptions

Preparing for negotiations – setting objectives and selecting strategy

- Preparation questions
- BATNA/ZOPA/target
- Power, interests and positions
- Selecting a strategy
- Creating value
- Preparation in a hurry

Negotiating across national and organisational cultures

- Mapping national cultures
- Reconciling differences
- High and low context
- Types of collaborations
- Trust

Negotiating styles

- Recognising your style
- Learn how to adapt your style for greater success
- Identifying styles
- Adapting styles
- Practising different negotiating styles

Practical workshop: negotiation of legal and commercial clauses

Communication skills

- Effective listening
- Effective telling
- Body language
- Silence
- Telephone and Internet

Situation tactics or ploys and counterploys

- Creating the right atmosphere
- Seating
- Threats/insults
- Interruptions
- Emotional appeals
- Making and reinforcing a final offer
- Encouraging closure

Negotiation clinic: discuss recent challenges you have faced

Get your queries answered on recent challenges you have faced in negotiations and learn how to overcome them.

Personal action plans

Programme

Day 4

Module Three: Liabilities and Damages in International Commercial Agreements

Identifying the areas of risk

- The areas of potential claims
- Claims in contract
- Claims in tort
- Claims under other headings

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 liabilities

- Liability for personal injury or death
- Liability for late delivery and/or performance
- Maximum aggregate damages
- Fundamental breach
- Different country examples

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
- New approach to Supreme Court rule on liquidated and ascertained damages and penalties – *Cavendish vs Makdessi*

Workshop: Exclusion and liquidated and ascertained damages clauses

Force majeure, frustration and economic hardship

- The concept of force majeure
- Changing circumstances and unforeseen events
- Hardship clauses
- Defining the events
- Typical claims
- The termination period
- Re-execution/renegotiation
- The doctrine of frustration

Workshop session: drafting exercises

During this session, delegates will be given drafting exercises to put what they have learnt into practice.

Day 5

Direct, indirect and consequential damages

- 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

Choice of law governing the contract

- 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

Litigation, arbitration and alternative dispute resolution

- Choice of arbitration
  - Drafting of an arbitration clause
  - Avoiding pathological clauses
- Alternative dispute resolution
  - Conciliation, mediation and ADR
- Enforcement

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 date

17-18 June 27 &
21-23 June 27
(Non-consecutive days)

Live online
09:30-17:00 **UK (London)** (UTC+01)
Course code 17218

GBP **2,199** ~~2,699~~
EUR **3,079** ~~3,779~~
USD **3,539** ~~4,319~~
Until 22 Apr

How to book

Online:
ipi.academy/307

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

★★★★★

I feel I learned a lot and this experience gave me a sort of new vision on my daily job routine. The whole experience was great. The content was very interesting and very well presented by Arun (the slides are very clear and exhaustive).

Andrea Benatti
Evotec
Sep 23 2024

★★★★☆

Being not legally qualified, I was hoping to learn more about intricacies of contracting, elaboration on particular aspects such as warranties, and drafting of clauses, whilst generally to expand on my basic knowledge of contracts in the English law, which has been achieved exceptionally well, as well as the additional benefit of doing a day on negotiation, which was excellent as well. [The speaker was] extremely knowledgeable.

Alexandra Payne
Commercial & Contracts Manager
Dematic Limited
Sep 23 2024

★★★★☆

Arun's teaching provided a very generous amount of up-to-date case law and precedents. Arun made the whole experience very enjoyable. He is a very personable and intelligent man with a lot of experience and knowledge to impart. Everything that I was expecting to be covered based on the course programme was achieved.

Kerrie-Lee Bearman
Legal Advisor
va-Q-tec ltd
Sep 25 2023

★★★★★

Overall, it was a great webinar. The topics covered during the webinar were presented effectively and were very relevant to me. The duration of the webinar was sufficient for the material covered. As a result of this webinar, I gained new knowledge applicable to my work. It was a great presentation made by Mr. Singh. He is also knowledgeable in the topics covered during the five-day course and very accommodating in answering questions.

Kimberly Gamez
Oct 4 2021

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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