IPI Academy

falconbury



Presented by
Falconbury

From Essential to Advanced Commercial Contract Drafting and Interpretation - 3-Day Intensive

8-10 December
+ 9-10 March 27 / 16 March 27, 22-24 June 27, 12-14 October 27

An in-depth, hands-on three-day training course offering insights, extended drafting practice and real-world scenarios - designed to build confidence, precision and strategy in complex commercial contract drafting and negotiation.

Format:
Live online, Classroom

CPD:
18 hours for your records

Certificate of completion

Course overview

Commercial contracts are legal tools that secure your organisation's interests – if they are drafted well. Skilled drafters can structure terms that optimise outcomes - such as payment terms, IP ownership, termination triggers and limitations of liability - while protecting against adverse conditions.

Business is founded on the crystallisation of the terms of a deal and clarity and fair construction are the key to a successful commercial agreement. Without a clear agreement, commercial and legal disputes are likely, and unclear agreements are one of the largest causes of costly commercial litigation.

In today's fast-paced commercial landscape, lawyers and contract professionals must be equipped to draft, negotiate and interpret contracts with precision, clarity and strategic foresight. This three-day practical training course provides a comprehensive and immersive experience for those seeking to strengthen their skills in drafting robust, enforceable contracts and interpreting key provisions with commercial and legal insight.

Through a combination of in-depth instruction, practical drafting exercises, interactive case studies and peer discussion, delegates will gain the tools to manage risk, enhance legal certainty and add strategic value through well-structured agreements.

This 3-day modular, comprehensive training course focuses on delivering practical and applied learning of the key drafting skills needed to create transparent and direct contracts that deliver on a legal and commercial level. Each section of the course builds on the section before so all those dealing with contracts can gain the skills to draft watertight clauses, navigate complexity and proactively manage risk for the benefit of their organisations.

Key topics covered include:

- The legal principles behind contract interpretation
- Differences between civil and common law drafting styles
- How ambiguity is treated by courts and the impact on enforcement
- Classical and modern approaches to contract formation, including key case law
- Avoiding unintended contract formation during negotiation
- Precise language for key clauses: shall, will, endeavours, warranties, representations, and indemnities
- Strategic drafting techniques for limitation and exclusion of liability clauses
- Risk allocation spectrum and how to reflect this in your drafting
- Transfer of contractual rights: assignment, novation and third-party rights
- Governing law, jurisdiction, and dispute resolution clauses with cross-border implications
- Boilerplate clauses using a functional methodology
- Entire agreement clauses and their role in contract enforcement
- The role of interest, payment terms and remedies in balancing contract performance

Practical interactive learning style

Throughout the training course the expert presenter will use a balanced mix of theory, practical group exercises, discussion sessions, sample clauses and case studies to provide you with a comprehensive portfolio of practical tips and techniques to draft contracts which meet your commercial objectives, and give you practical solutions to your drafting challenges.

This in-depth 3-day course builds on the essential skills covered in our 2-day Drafting Commercial Contracts course.

Please note: When attending the online version of this training course, participants are required to join with the ability to turn on their cameras. This is an essential requirement in order to fully participate in the training course due to the interactive nature of the programme.

Presenter's firm

WESTON LEGAL

Weston Legal is a leading specialist boutique firm specialising in Commercial law, Technology law, Media law, Intellectual Property law, Data law and Regulatory law and practice. From its founding, the firm has always committed to provide a fast and efficient service wherever its clients operate. As its business has grown and diversified, it has recognised the strength and importance of the principles held by its people; putting clients first and operating as one team to realise its goals and share its success. These principles have formed the foundation of its culture and the way its lawyers interact with one another and the firm's clients. They are what distinguish it and are vital to its future.

To find out more about what Weston Legal can do for you, please contact Mark at westonlegal.ltd or see https://uk.linkedin.com/in/markwestonlegal

Mark also operates as a leading consultant to Hill Dickinson LLP, a leading and award-winning international law firm with offices in London, Liverpool, Manchester, Leeds, Birmingham, Piraeus, Singapore, Monaco and Hong Kong. As a full service law firm, it delivers advice and strategic guidance spanning the full legal spectrum from non-contentious advisory and transactional work, to all forms of dispute resolution. The firm is on the panel of a number of national and international organisations and regularly competes against many of the City firms. In recent months, they have been able to win a number of panel reviews against City firms.

To find out more out what Mark can do for you via Hill Dickinson, please contact him via www.hilldickinson.com

Benefits of attending

By attending this training course you will:

- **Master** the intricacies of contract formation, interpretation and enforceability
- **Get to grips** with drafting techniques that enhance clarity, reduce ambiguity and minimise disputes
- **Explore** key legal principles and how to apply them across UK, EU and international contracts
- **Understand** the key differences between assignment and novation and ensure you are suitably protected in the case of transfer or sale of rights
- **Consider** the purpose and effect of typical boilerplate clauses and how you can leverage value for your organisation through clearer drafting
- **Get to grips** with payments and interest terms to understand how penalties can be applied
- **Identify** and manage risks that can be created through poor drafting in practical exercises under the guidance of the expert
- **Explore** the commercial and legal consequences of omitting confidentiality clauses and how to incorporate them effectively
- **Understand** the pitfalls and pluses to applying an effective standard structure and format to every contract
- **Practice** drafting techniques to write concise and effective agreements
- **Examine** special contractual arrangements and letters of intent
- **Learn** how to interpret variations and time of 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, and how they can be used to manage your exposure

Attending this training course will also give you the opportunity to network with like-minded colleagues and discuss any disputes or challenges you are facing to gain new ideas and perspectives, ready to take back to your workplace.

Who should attend?

This is a must-attend training course for legal and commercial professionals who want to build strong foundations and practical confidence in contract drafting and who have a knowledge of the law, including:

- In-house counsel
- Private practice lawyers
- Commercial and contracts directors and managers
- Procurement and supply chain professionals
- Project managers and business development executives
- Compliance officers and risk managers
- All those responsible for reviewing, interpreting or negotiating contract terms in a business or legal context

Programme

Contract interpretation

- Systems of law
- Civil law vs common law approaches to drafting
- Precedent (and some Latin)
- Interpretation and construction
- Clarity and ambiguity: *Arnold v Britton, Wood v Capita Insurance*
- Ambiguity: *Investors Compensation Scheme v West Bromwich*
- Classical contract interpretation (six canons)
- Modern contract interpretation (ten principles)
- The effect of Brexit on contract drafting and interpretation
- Admissible background
- Private dictionary principles

How do you form a contract? (Part 1)

- Ingredients to form a contract
  - Classical
  - Offer
  - Acceptance
  - Consideration
  - Battle of the forms
  - Other elements in formation
- The existence of Sui *generis* formation

Commercial contract format and structure

- Splitting form from content
- Form
  - Law and custom
  - Tone and format
  - Deed or under hand?
  - Drafting techniques
    - Mapping: free drafting (when you have no precedent)
    - Mapping: tied drafting (when you have a starting point)
- Structures of typical commercial contracts

Ancillary documentation and contracts

- Drafting for certainty
- Pre-contract documentation and discussions
  - Tendering
  - Prevention is better than cure
  - Negotiations
  - TLAs
- Content of TLAs
- Agreements to agree

Terms: implied, express and standard (Part 1)

- Implied terms
  - Three types
  - The 2015 revision
  - Plus 1

Terms: implied, express and standard (Part 2)

- Express terms
  - Time is of the essence
  - Best endeavours clauses
  - Reasonable endeavours
  - Nuances and efforts
  - The obligation spectrum
- Meaning of standard terminology
  - Reasonable
  - Substantial
  - Material

Drafting techniques: the easy but not well-known stuff

- Practical tips

Drafting techniques: The Hard Stuff (part 1)

- Shall, will, endeavours
- WCI
- Undertakings
- Representations

Drafting techniques: The Hard Stuff (part 2)

- Warranties
- Indemnities

Exclusion and limitation clauses (Part 1)

- Famous liability myths
- Internationally accepted practice
- Factors which do and do not affect liability

Exclusion and limitation clauses (Part 2)

- Negotiating liability clauses: B2B
- Arguments by each side
- Drafting liability clauses: B2B
- Types and categories of loss
- UCTA
- Process issues

Introduction to boilerplate

Transferring contractual rights and obligations

- Transferring rights
  - Assignment
  - Novation
  - Other transfers
  - An exercise: in the real world
- Third-party rights
  - Privity
  - Some history
  - Practical examples
  - The new rules
  - Drafting issues and traps

Welded boiler plate: 5 types of clause

- Part 1: Interpretation
- Part 2: Notice and Communications
- Part 3: Waiver
- Part 4: Invalidity and severance
- Part 5: Force majeure

Payment remedies

- Set-off
- Interest
- Mix-and-match

(1) Entire Agreement clauses (2) Governing law, jurisdiction and dispute resolution clauses

Exercises

Presenter



Mark Weston

Mark Weston has run his own law firm, Weston Legal, since 1 January 2024. He is also a consultant at Hill Dickinson LLP where he joined in February 2016 as a partner and Head of its Commercial, TMT & IP Practice. Before that, he was a partner and Head of the Commercial/IP/IT Team at Matthew Arnold & Baldwin LLP and before that, he spent several years at Baker & McKenzie in London and Chicago and has also previously been seconded to Hewlett Packard and other technology businesses. He changed role to become a consultant in Hill Dickinson's London office in January 2024.

Expertise: 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 specialises in commercial and Tech issues. Mark is used as a 'trusted adviser' by many clients in all sorts of businesses and often acts as 'private practice in-house counsel' for many clients. He specialises in tech and internet businesses.

Clients: Just some of Mark's more well-known clients include Elstree Film Studios, RTL Group S.A., Sykes Cottages, Retailcorp Brands LLC, The Gulf Marketing Group, Moneynetint Limited and the BBC.

Some detail: Mark has extensive experience in advising clients on all manner of commercial matters (such as business planning and solutions, franchising, distribution, agency and marketing) through branding and intellectual property exploitation and licensing, to advice and documentation regarding hardware and software issues (such as development, licensing, maintenance and distribution, SaaS and cloud, Internet transactional solutioning, B2B, B2C and B2G electronic commerce, S-commerce and M-Commerce, social media, outsourcing, facilities management, procurement, IT policies, data protection (privacy), GDPR and freedom of information issues as well as artificial intelligence (AI)). He has a particular expertise in new digital business and revenue streams. He is also experienced in dealing with software disputes and IT litigation. The increasingly extensive media side of his practice relates primarily to publishing (both real world and digital content), to games and gaming platforms (and particularly transmedia technologies), advising companies about their advertising onscreen, online and in print and managing their public communications strategies generally (dealing with the CMA and ASA in the process) – and also a smattering of television, film and music exploitation. Recently he has been very active in AI advice.

More unusual:

Mark has previously spent several months on secondment to Hewlett Packard and he has also been seconded to assist in the legal problems arising in new technology companies such as Symbian. From 2000 to 2001, Mark was resident in the Chicago office of Baker & McKenzie advising US clients on European and UK aspects of IT and electronic commerce law and practice.

Mark is the author of the *Legal Practice Companion*, a parallel text book used at several law schools, the editor of the *IP and Media Law Companion* as well as the rest of the Companion series of books published by Bloomsbury Professional, Tottels, Cavendish Publishing and Oxford University Press. He has noted numerous reports for the *IT Law Reports* and is widely published in *Computing, Computers & Law, Computer Law & Security Report, IT Law Today, Intellectual Property World, Solicitors Journal* and many other journals both online and offline. Mark has also authored articles syndicated in the national and trade press and is regularly quoted in national newspapers and is heard on radio as an expert in his fields. Mark is the author of the *Business Names on the Internet* chapter in the *PLC Ecommerce Manual as* well as numerous other articles on various Commercial & IT law topics.

Mark lectures regularly on all Commercial, IP and IT law topics, including at the IBC IT 'Summer School' Programme in Cambridge, England; the Falconbury and MBL two-day and three-day Commercial Contracts seminars (run several times a year) and IT Contracts seminars (run three times a year) in London; and he has previously lectured at the Annual On-line & Internet Commerce Law Institute seminar in Chicago and tutored at University College London. He also runs a programme of bespoke training schemes on commercial law, IP law, IT law, AI law and data law as well as soft skills programmes such as negotiation skills and presentation skills.

Finally, you may have seen that Mark likes blogging and writing books, which are available at all good bookshops! He also appears regularly on BBC1 (usually providing advice on-screen to BBC Watchdog) and also on Sky News as a legal commentator, as well as trying to avoid the huge quantity of pink powder the TV make-up girls want to apply to his increasingly receding hairline.

Course dates

8-10 December	**Live online** 09:30-16:30 **UK (London)** (UTC+00) *Course code 16608*	GBP **1,699** EUR **2,379** USD **2,719**
9-10 March 27 & 16 March 27 *(Non-consecutive days)*	**Live online** 09:30-16:30 **UK (London)** (UTC+00) *Course code 17026*	GBP **1,399** ~~1,699~~ EUR **1,959** ~~2,379~~ USD **2,251** ~~2,719~~ **Until 12 Jan**
22-24 June 27	**Classroom** Venue TBC *Course code 17238*	GBP **1,699** ~~1,999~~ EUR **2,379** ~~2,799~~ USD **2,731** ~~3,199~~ **Until 27 Apr**
12-14 October 27	**Live online** 09:30-16:30 **UK (London)** (UTC+01) *Course code 17318*	GBP **1,399** ~~1,699~~ EUR **1,959** ~~2,379~~ USD **2,251** ~~2,719~~ **Until 17 Aug**

How to book

Online:
ipi.academy/821

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

★★★★★

Mark was enthusiastic, engaging and extremely knowledgeable. It was extremely well led, presented, organised and the content was pitched at the right mark

Sarah Short
Commercial Manager
FR Aviation
Jun 16 2026

★★★★★

I hoped to gain a deeper understanding of the subject matter in common Law, and increase my confidence in applying what I learned. Throughout the three-day course, I achieved the goals. Mark Weston is an experienced lawyer and professional lecturer. He provided valuable insights into drafting specific contract clauses, risk management, and legal interpretation. I would highly recommend this course to anyone involved in commercial contract negotiations, agreements, or disputes. The course was excellent in terms of content and presentation.

Zahra Mousavi
Senior Lecturer
Stichting HBO Haaglanden
Jun 16 2026

★★★★★

Excellent. Very knowledgeable, very fluent speaker and managed the course, exercises and attendees very well.

Daniel Kerbes
Contracts Manager
HSO Enterprise Solutions Limited
Sep 16 2025

★★★★★

Couldn't be better. I was hoping to gain a solid foundational understanding to help me when drafting or reviewing agreements. Not only did the webinar deliver on this, but my expectations were exceeded multiple times—the content and explanations went far beyond what I anticipated. I particularly appreciated the multiple practical pieces of advice and real-life examples that were shared, as well as the overall value of the information received. On a scale 1-5, I would rate 10 if I could.

Filip Isailović
Regional Legal Counsel for Serbia
OCSiAI Europe s.a.r.l.
Sep 16 2025

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:



ALEKSANDRA BEER
Tel: +44 (0)20 7749 4749
Email:
inhouse@ipiacademy.com



YESIM NURKO
Tel: +44 (0)20 7749 4749
Email:
inhouse@ipiacademy.com



Harry ALTAMONT
Tel: +44 (0)20 7749 4749
Email:
inhouse@ipiacademy.com

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.

10-12 Rivington Street
London EC2A 3DU

ipi.academy
Tel: +44 (0)20 7749 4749
Email: info@ipiacademy.com