



MASTERCLASS SERIES

Navigating Contract Law: ESSENTIAL SKILLS FOR NON-LAWYERS 2011

The ALB Masterclass Series is pleased to present a new series of events catering to business professionals outside the legal industry who are exposed to contracts on a daily basis. This intensive one-day program will provide all the basic skills and tools you require to understand, build and interpret legally enforceable contracts.

LEARNING OUTCOMES

- Enhance your understanding of key contract ingredients and your legal obligations
- Learn how to draft and interpret contractual agreements with confidence
- Improve your negotiation skills to preserve your organisation's interests
- Gain insight into practical issues surrounding contract termination, breach and damages
- Engage with your peers in discussion-based business café sessions, roundtables and practical exercises that will enhance your learning experience

Masterclass runs 8:30am-5:00pm

Melbourne: Tuesday 22 March 2011

Rendezvous Hotel, 328 Flinders St

Brisbane: Thursday 24 March 2011

Stamford Plaza, Cnr Edward & Margaret Sts

Sydney: Thursday 31 March 2011

The Menzies Hotel, 14 Carrington St

YOUR BRISBANE SPEAKERS



Mark Brookes
partner
Carter Newell Lawyers



Michael Creedon
partner
Minter Ellison



Robert Cunningham
managing partner
Flower and Hart Lawyers



James Doran
partner
Clayton Utz



David Downie
partner
McCullough Robertson



Robin Lonegan
partner
Macrossans



Jim Millar
regional commercial manager
Abigroup Contractors



Rocco Russo
partner
Cooper Grace Ward



Stephen Sherwood
executive manager governance
& frameworks, group procurement
Suncorp

HOW TO REGISTER

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Navigating Contract Law:

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Brisbane Agenda: Thursday 24 March 2011

WHO WILL ATTEND

This event is pitched at an introductory level and is relevant for anyone who has some dealings with contracts in their everyday business environment. This includes managers, executives and administrators working in:

- Contracts and procurement
- Asset management
- Projects
- Finance
- Business development and marketing
- Administration and office support

8:30am Registration opens

8:55am Welcome & opening remarks from the Chair

Jim Millar, regional commercial manager, **Abigroup Contractors**

9:00am **The basic ingredients of contract formation**

- Understanding invitations to treat, offer, acceptance, consideration, intention, certainty of terms, capacity and their impact upon enforceable contracts
- Common contractual mistakes
- Pre-contractual statements made in initial negotiation – Implications
- Common formation documentation errors – Letters of Intent, Heads of Agreements and MoU documents
- The concept of 'good faith'

The group will then separate into roundtables to examine and discuss a practical example of a common contractual pitfall and how it could be avoided.

Robin Lonegran, partner, **Macrossans**

9:45am **Types of contracts and selecting the best contract model for your project**

- Comparing traditional contracts (fixed price) vs. relationship and performance-based models: The advantages, disadvantages and market take-up of different approaches
- Selecting the right contract model: Essential criteria to consider
- Standard form contracts – Limitations and implications

The group will then separate into roundtables and be presented with a particular business situation. Each roundtable must decide upon which contract would be the most suitable.

Stephen Sherwood, executive manager governance & frameworks, group procurement, **Suncorp**

10:30am Refreshments & networking break

11:00am **Drafting and interpreting contracts – Tips, tricks and traps**

- Identifying hidden and potentially problematic clauses
- Exclusion clauses, exemption clauses and disclaimers – How and when to use them
- The advantages of plain English
- Examining 'implied' and 'express' terms and their impact on contractual agreements
- How and when to use termination clauses effectively
- Indemnities and warranties
- Tips for reading contracts

The group will then separate into roundtables to examine and discuss an example of a standard form contract that exhibits problematic terms.

Michael Creedon, partner, **Minter Ellison**

11.45am **Negotiating a contract – Ensuring ideal commercial outcomes and avoiding pitfalls**

- The impact of the *Competition and Consumer Act 2010* (Cth) on contractual negotiations
- How to identify 'unfair' contract terms under the *Trade Practices Amendment (Australian Consumer Law) Act (No.2) 2010*
- Pre-contractual statements made in initial negotiation – *Unisys Australia Ltd v. RACV Insurance (2004)*
- The inclusion of clauses to manage risk – Exclusion, limitation of liability, jurisdictional, insurance and indemnities

David Downie, partner, **McCullough Robertson**

12:30pm Networking lunch for speakers & delegates

1:30pm **BUSINESS CAFÉ SESSION 1 Case Study: Sydney Water Corporation v Makucha & Ors [2010]NSWSC 114 – Employee authority to enter a contract on behalf of their organisation**

Business Café sessions are led by a facilitator in which a group of people discuss and share ideas on tackling common legal challenges. The small size of the group allows for open and relaxed discussion in a non-confronting manner. In this café session, the group will discuss what employees and other contracting parties need to know before assuming that a Party has authority to enter legal relations and the rights that the contracting parties retain.

James Doran, partner, **Clayton Utz**

1:30pm **BUSINESS CAFÉ SESSION 2 Tenders – Legal and commercial considerations**

In this café session, the group will discuss and share experiences associated with the tender process. Specifically, the group will examine:

- Types of tenders
- Inviting and responding to tenders
- Issues for government and the private sector
- Probity and procedure
- Case study examples

Jim Millar, regional commercial manager, **Abigroup Contractors**

2:15pm **Complying with legislation and recent developments that affect your contracts**

- Exploring key aspects of the *Competition and Consumer Act 2010* (Cth) and how they affect your contracts
- The *Model Electronic Transactions Amendment Bill 2010* and its impact upon contract formation
- 'Unfair' contract terms – How to determine if a clause is unfair
- Lessons learnt from important recent cases and legal developments

Robert Cunningham, managing partner, **Flower and Hart Lawyers**

3:00pm Refreshment break

3:30pm **Practical issues in contract termination**

- Grounds for termination
- Limits on the right to terminate
- Deciding whether to terminate
- Effecting termination – practical tips and pitfalls
- Preserving rights post termination

The group will then separate into roundtables to examine a contract that you would like to terminate. The group will assess the circumstances that apply, whether you can lawfully terminate and the consequences

Rocco Russo, partner, **Cooper Grace Ward**

4:15pm **Contractual breach – Remedies and damages**

- What actions can be taken when a contract is breached?
- Injunctions, specific performance and cancellation
- Recovery of damages – Process and procedure
- Penalty and liquidated damages clauses – Issues and interpretations
- Alternative dispute resolution

The group will then separate into roundtables to examine a scenario where a contract has been breached by a client. The group will discuss the most appropriate next steps.

Mark Brookes, partner, **Carter Newell Lawyers**

5:00pm Closing remarks from the Chair and conclusion of Masterclass

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PAYMENT DETAILS

Please reserve me _____ place(s)

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REGISTER & PAY BY FRIDAY 4 FEBRUARY 2011

- Early bird individual pass \$874.50 inc gst
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(4 delegates from the same organisation)

REGISTER & PAY AFTER FRIDAY 4 FEBRUARY 2011

- Standard individual pass \$1094.50 inc gst
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(4 delegates from the same organisation)

TOTAL PAYMENT

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