



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 SYDNEY SPEAKERS



Paul Ashman
estimating manager NSW/ACT
John Holland Pty Ltd



Joe Catanzariti
partner
Clayton Utz



John Cooper
partner
Allens Arthur Robinson



Jenny Mee
partner
Middletons



Kon Panagakos
global ITC category manager
– commercial & sourcing
Bluescope Steel



Peter Pether
partner
Mallesons Stephen Jaques



Keith Redenbach
partner
Norton Rose Australia



Michael Rochester
partner
McCullough Robertson



Lesley Sutton
partner
Freehills

HOW TO REGISTER

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Sydney Agenda: Thursday 31 March 2011

8:30am Registration opens

8:55am Welcome & opening remarks from the Chair

Paul Ashman, estimating manager – NSW/ACT, John Holland

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.

Keith Redenbach, partner, Norton Rose Australia

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
- Deeds and agreements – What's the difference?

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.

Kon Panagakos, global ITC category manager - commercial & sourcing, Bluescope Steel

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.

John Cooper, partner, Allens Arthur Robinson

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

Jenny Mee, partner, Middletons

12:30pm Networking lunch for speakers & delegates

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

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.

Joe Catanzariti, 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

Paul Ashman, estimating manager NSW/ACT, John Holland Pty Ltd

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

Lesley Sutton, partner, Freehills

3:00pm Refreshment break

3:30pm Practical issues in contract termination

- Types of contract termination
- Termination clauses – Limitations and important conditions
- Legal rules for contract termination
- Conduct that amounts to wrongful termination
- Termination by repudiation – Implications and legal rules
- Case study examples

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

Peter Pether, partner, Mallesons Stephen Jaques

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.

Michael Rochester, partner, McCullough Robertson

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

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- 2 **ONLINE:** www.albmasterclass.com
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PAYMENT DETAILS

Please reserve me _____ place(s)

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All sessions run 8:30am-5:00pm

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Rendezvous Hotel, 328 Flinders St
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- Sydney:**
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REGISTER & PAY BY FRIDAY 4 FEBRUARY 2011

- Early bird individual pass \$874.50 inc gst
- Early bird team pass \$2623.50 inc gst
(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)

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Registration form

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If you are unable to attend, a substitute delegate is welcome at no extra charge. Cancellations received in writing 14 or more days in advance will receive a full refund minus a \$200 administrative fee or a credit note will be issued for use towards another ALB event within 12 months. The company regrets no refunds will be made less than 14 days prior to the event. Should we cancel or postpone a conference, delegates will receive a full refund. Key Media is not responsible for any loss, damage or additional costs incurred as a result of an alteration, cancellation or postponement of an event. Full terms and conditions including our privacy policy are available on our website www.albmasterclass.com.

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