



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 MELBOURNE SPEAKERS



Joanne Daniels
partner
Middletons



Stephen Sawer
partner
DLA Phillips Fox



Gina Fabra
general counsel,
gaming
Tabcorp Holdings



Sally Scott
partner
Hall & Wilcox



Kym Fraser
partner
Clayton Utz



Andrew Stevenson
project manager
Baulderstone



Gail Owen
partner
HWL Ebsworth



Ellen Williamson
partner
DLA Phillips Fox



Paris Petranis
partner
Middletons

Mike Ferraro
partner
Freehills



Grant Rowlands
partner
Blake Dawson

HOW TO REGISTER

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MASTERCLASS SERIES

Navigating Contract Law:

ESSENTIAL SKILLS FOR NON-LAWYERS 2011

Melbourne Agenda: Tuesday 22 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

Mike Ferraro, partner, Freehills

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.

Gail Owen, partner, HWL Ebsworth

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.

Gina Faba, general counsel, gaming, Tabcorp Holdings

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.

Grant Rowlands, partner, Blake Dawson

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
- 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

Ellen Williamson, partner, DLA Phillips Fox

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.

Kym Fraser, 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

Andrew Stevenson, project manager, Boulderstone

2:15pm Standard form consumer contracts – Making sure they are enforceable with no unfair contract terms

- The incorporation of terms in consumer contracts
- The prohibition on unfair contract terms
- Recognising an unfair contract term
- Lessons learnt from important recent cases and legal developments

Paris Petranis, partner, & Joanne Daniels, partner, Middletons

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

Sally Scott, partner, Hall & Wilcox

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

Stephen Sawer, partner, DLA Phillips Fox

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

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3 EASY WAYS TO REGISTER

- 1 **PHONE:** 02 8437 4726
- 2 **ONLINE:** www.albmasterclass.com
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Please reserve me _____ place(s)

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

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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)

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