



# CONTRACT LAW WEEK

*Featuring practically oriented seminars facilitated by leading experts*

20<sup>th</sup> to 23<sup>rd</sup> April, Cliftons Centre, Adelaide

## 6 Separately Bookable Seminars

### Seminar 1- 20<sup>th</sup> April: Full day Master Class

MANAGING INSURANCE ARRANGEMENTS AND INDEMNITIES IN COMMERCIAL CONTRACTS

### Seminar 2 – 21<sup>st</sup> April: Half day Master Class

PRACTICAL AND LEGAL CONSIDERATIONS IN CONTRACT NEGOTIATIONS

### Seminar 3 – 21<sup>st</sup> April: Half day Master Class

A PRACTICAL LEGAL GUIDE TO MANAGING INTELLECTUAL PROPERTY IN A PROCUREMENT SETTING

### Seminar 4 – 22<sup>nd</sup> April: Full day Master Class

CONTRACT INTERPRETATION AND DRAFTING

### Seminar 5 – 23<sup>rd</sup> April: Half day Master Class

CONTRACT MANAGEMENT ESSENTIAL: MANAGING RISKS AND DISPUTES IN CONTRACTS MANAGEMENT

### Seminar 6 – 23<sup>rd</sup> April: Half day Master Class

CONTRACT MANAGEMENT: RECENT DEVELOPMENTS IN MANAGING CONTRACTS AND AVOIDING PITFALLS

**Who Should Attend:** Directors, Assistant Directors, Managers and Project Managers responsible for:

- \* Contracts
- \* Procurement
- \* Legal Advisory Roles
- \* Projects
- \* Risk Management
- \* Intellectual Property
- \* Vendor Management
- \* Commercial

Organised by:

**LEARNING NETWORK SOLUTIONS**

T: (02) 9585 2304

F: (02) 9585 2094

E: [info@learningnetworks.com.au](mailto:info@learningnetworks.com.au)

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TO REGISTER**

**(02) 9585 2304**

## OVERVIEW OF CONTRACT LAW WEEK

After great success in Canberra and Melbourne, Learning Network Solutions is proud to present this mega week in Adelaide. Contract Law Week consists of six separately bookable seminars addressing key and critical aspects in contracts and procurement management through practically oriented and expert driven modules. Each seminar is facilitated by experts who have considerable experience in both the public and private sector.

These seminars consist of practically oriented modules and sessions coupled with syndicate exercises where delegates get an opportunity to apply the principles through interactive group discussions. The key objective is to offer delegates an excellent learning and interactive environment in each seminar.

This previous Contract Law Week's was held in Canberra and Melbourne in 2009 was attended by over 100 delegates in each location. Please see the registration page for various options and generous team discounts. Customised packages are available for large team bookings.

### Seminar 1: Tuesday, 20<sup>th</sup> April (Full Day Master Class)

## MANAGING INSURANCE ARRANGEMENTS AND INDEMNITIES IN COMMERCIAL CONTRACTS

Facilitated by: Ashley Tsacalos, Partner, NORTON ROSE

**Summary:** This Seminar is essential for those working in both government and business who want to learn more about insurance and indemnities in contracts. Ashley will outline the key issues and strategies in managing insurance arrangements and indemnities in a proficient manner. Ashley's past sessions have been very highly rated and he has excellent knowledge in this subject matter and is also a very gifted speaker. He established and continues to teach Insurance Law at the University of Wollongong, the University of Sydney, the ANU and the University of Adelaide.

### Program Agenda

Tuesday, 20<sup>th</sup> April, 9.00 - 3.40

8.15 - 9.00

REGISTRATION & MORNING TEA

9.00 -12.30

#### MODULE 1: INTRODUCTION TO INSURANCE

Part One of the Seminar will introduce participants to the essential concepts of insurance and the importance of these concepts in the context of commercial contracts.

The topics to be covered are:

- Basic terms and concepts
- Classes of insurance and "occurrence-based" policies versus "claims-made" policies
- Coverage, terms and conditions, exclusions
- Joint insureds and third party insureds
- Subrogation, double insurance and contribution
- Insurance in the government context
- Examples of insurance clauses from contracts
- **Workshop exercises and discussion**

10.20 – 10.35 – MORNING TEA BREAK

12.20 – 1.30 – LUNCH SERVED AT THE VENUE

1.30 – 3.30

#### MODULE 2: INDEMNITIES IN CONTRACTS

An indemnity is an obligation by one party to make good losses sustained by another party. In Part Two of this Seminar, we will discuss some of the more pertinent legal issues which affect indemnities in commercial contracts. We will consider the applicable case law and provide participants with some practical guidelines on how to negotiate, draft and interpret indemnity clauses in commercial contracts.

The topics to be covered are:

- Purpose and function of indemnities
- Interpretation of indemnities
- Indemnities in the government context
- Examples of indemnity clauses from contracts
- **Workshop exercises and discussion**

2.30 - 2.45 – AFTERNOON TEA

3.40 – SUMMING UP AND CLOSE OF THE SEMINAR

## Seminar 2: Wednesday, 21<sup>st</sup> April (Half Day Master Class)

### PRACTICAL AND LEGAL CONSIDERATIONS IN CONTRACT NEGOTIATIONS

Facilitated by: Heather Croucher, Partner, Minter Ellison

**Summary:** Negotiation is an integral part of commercial life. Each negotiator naturally 'takes the side' of the party they are representing. While there may be an adversarial element to any negotiation, it doesn't have to be acrimonious! Negotiators need to be well prepared, both in terms of their objectives for the negotiation and as regards their legal rights and obligations. Both the ultimate goal and the rules of the game must be clear to all participants. and involves people in "taking sides".

With more than 20 years' experience, gained in private, corporate and government practice, Heather brings a unique mix of skills and expertise to the commercial and regulatory team of Minter Ellison's Adelaide office. This workshop will consider the legal context for contractual negotiations, explore the requirements for successful negotiations, and review some of the issues and strategies associated with ensuring the parties achieve their desired business outcomes.

## Program Agenda

Wednesday, 21<sup>st</sup> April 9.25 – 12.35

8.45 – 9.15 - REGISTRATION

1.2.45 – 1.35– LUNCH SERVED AT THE VENUE

10 minutes Morning Tea Break during the course of the Master Class

9.25 – Opening of the Master Class

### MODULE1

#### THE THREE P'S OF NEGOTIATION - PREPARATION, PREPARATION AND PREPARATION

In this session we will explore the steps that should be undertaken before setting foot in the negotiating room, including the identification of scope, risks and parameters.

### MODULE2

#### STRATEGIC ASPECTS OF NEGOTIATION - KEEP YOUR ENEMIES CLOSER

We are still in the planning and preparation process - this time we will be looking at the other party to the negotiation. What should we be looking for from their perspective that might assist in achieving a successful negotiation.

### MODULE3

#### THE NEGOTIATION PROCESS - THINK OUTSIDE THE SQUARE BUT NOT OF THE WALL!

We will consider some strategies and tactics that can be employed, as well as what legal obligations might apply during the negotiation phase. We will also consider process contracts.

### MODULE4

#### WHEN THINGS GO WRONG....

We will consider some of the legal rights and remedies that may arise if negotiations go sour.

12.35: SUMMING UP AND CLOSE OF THE MASTER CLASS

# **A PRACTICAL LEGAL GUIDE TO MANAGING INTELLECTUAL PROPERTY (IP) IN A PROCUREMENT SETTING**

**Facilitated by: Philip Heuzenroeder, Principal, SPRUSON & FERGUSON LAWYERS**

**Summary:** In this interactive, practical workshop, gain an understanding of the world of intellectual property and how best to deal with it in procurement. Utilising realistic scenarios you will have the opportunity to benefit from the experience of a highly regarded expert in this field, one of the authors of the Australian Government Intellectual Property Management Manual as well as a number of industry based manuals.

## **Program Agenda**

**Wednesday, 21<sup>st</sup> April 1.45 – 4.45**

**12.15 – 12.45 - REGISTRATION**

**1.2.45 – 1.35– LUNCH SERVED AT THE VENUE**

**10 minutes Afternoon Tea Break during the course of the Master Class**

**1.45 – Opening of the Master Class**

### **MODULE1**

**Gain an understanding of the difference between tangible and intangible property and the different forms of IP**

### **MODULE2**

**Learn to identify those forms of IP which may affect your procurement**

### **MODULE3**

**Become familiar with common terminology and approaches to dealing with IP in a procurement context**

### **MODULE4**

**Work through realistic examples requiring flexibility in the negotiation of IP arrangements**

### **MODULE5**

**Gain confidence to use alternative solutions and receive insights as how to benefit from a flexible approach"**

**4.45: SUMMING UP AND CLOSE OF THE MASTER CLASS**

## CONTRACT INTERPRETATION AND DRAFTING

Facilitated by:

**Paul Armarego, CEO, STRATEGIC LEGAL SERVICES**

**Summary:** In this workshop, participants develop their understanding of the key practical aspects of contract drafting through learning or refreshing key principles of contract interpretation and drafting through a combination of lecture and hands-on drafting exercises. Paul is highly regarded and is amongst the most experienced of professionals in the field of contracting and procurement. Paul has also authored the ANAO's Better Practice Guide in Contracts Management.

### Program Agenda

Thursday, 22<sup>nd</sup> April, 9.00 - 4.30

8.15 - 9.00 - REGISTRATION & MORNING TEA

9.00 - 9.15 - INTRODUCTION

9.15 - 12.30

#### MODULE 1: CONTRACT CONSTRUCTION AND INTERPRETATION

The topics to be covered are:

- Introduction and Context
  - Literal and purposive interpretation
  - Trends in interpretation, legislative and contractual
- Process of Contractual Construction
  - What is construction
  - objective ascertainment of presumed intention
    - **exercises and examples**
  - the context
- Available Materials
  - objective background
  - words having special meaning
    - **exercises and examples**
- Canons of construction
  - Examples and illustrations
- Ambiguities, inconsistencies and mistakes
  - **exercises and examples**
- Implication of terms
- Exercises

12.30 - 1.30 - LUNCH

1.30 - 4.30

#### MODULE 2: CONTRACT DRAFTING

- Introduction and Context
  - Contract law and interpretation
  - Role of the contract drafter
- General Approach
  - Planning, conceptualisation and structure
  - The drafting process
- Drafting Techniques and Style
  - Coode's Rule
  - Plain language
  - Link to contract construction and interpretation
  - Navigation and numbering
  - Drafting exercises
- Bringing it all together
  - Analysing and redrafting some key contract clauses

2.30 -2.45 - Afternoon Tea

4.30 - CLOSE OF THE MASTER CLASS

## Seminar 5: Friday, 23<sup>rd</sup> April (Half day Master Class)

# CONTRACT MANAGEMENT ESSENTIAL – MANAGING RISKS AND DISPUTES IN CONTRACTS MANAGEMENT

Facilitated by: **Ed Blow, Director, E&S CONSULTANTS**

**Summary:** This workshop will address a raft of key issues in contracts management including managing risks, disputes, contracts variations, avoiding scope creep and claims control and other critical factors in the contracts administration process.

The workshop will focus on delivering practical strategies in risk mitigation, dispute resolution strategies, litigation and detail key components of the contracts administration process. Ed is recognized as one of the leading experts in project management and has been involved with several major contracts/projects over the last 3 decades. This master class is a great opportunity to hear from someone that has both contract and project management experience in both the private and the public sector.

## Program Agenda

Friday, 23<sup>rd</sup> April, 9.10 – 12.35

8.30 - 9.05: REGISTRATIONS

12.35 – 1.30 : LUNCH SERVED AT VENUE

1.45 - 2.00 – INTRODUCTION

### MODULE 1:

#### CONTRACT FORMATION AND THE MITIGATION OF RISK

This module will address:

- The components of the contract management process
- What are the risks?
- Framework for risk management
- Program and project risk
- Risk profiling and strategies to mitigate risks
- Systemised approach to project risk management
- Transfer of risks and issues associated with it
- A practical guide to Risk Assessment - Actual case studies to identify common pitfalls in contracts administration and lessons learned.

10.15 – 10.30 – TEA BREAK

### MODULE 2:

#### RISK MANAGEMENT THROUGH SOUND CONTRACTS ADMINISTRATION

This module will address:

- Risks in contracts administration
- Mitigation of risks through contracts administration
- Managing and valuing contract changes
- Strategic risk management
- Six characteristics of risk mitigation
- Identifying gaps in the contract administration process
- Case studies and lessons learned

### MODULE 3:

#### CONTRACT CLOSE-OUT AND DISPUTE RESOLUTION

This module will address:

- Risk mitigation and contract close-out
- Contract termination and disputes
- Finding, interpreting and documenting the evidence in disputes
- Analysis of facts in disputes
- Alternate dispute resolution (ADR)
- Selecting the right ADR process
- Case Studies and lessons learned

12.35 – CLOSE OF THE MASTER CLASS

## **CONTRACT MANAGEMENT: RECENT DEVELOPMENTS IN MANAGING CONTRACTS AND AVOIDING PITFALLS**

**Facilitated by: Tanya Denning, Senior Associate, BLAKE DAWSON**

**Summary:** There have recently been a number of important decisions handed down by the Australian Courts which directly affect commercial practice and contract management. Tanya Denning, Senior Associate of Blake Dawson, will discuss some recent key contract law cases and the implications for contract formation and management. Tanya will discuss how these developments could result in unexpected and serious problems and the steps commercial and contract managers can take to avoid them.

### **Program Agenda**

**Friday, 23<sup>rd</sup> April, 1.45 – 4.45**

**12.15 – 12.45 - REGISTRATION**

**1.2.45 – 1.35– LUNCH SERVED AT THE VENUE**

**10 minutes Afternoon Tea Break during the course of the master class**

**1.45 – Opening of the Master Class**

#### **MODULE 1: CONTRACT FORMATION**

- The issue: Do you have a contract?
- Contractual status of incomplete contracts, letters of intent and other preliminary agreements or arrangements
- Classes of Agreement – A step-by-step guide
- Risk of litigation
- Case Studies and discussion

#### **MODULE 2: AMENDING CONTRACTS**

- Types of variations: recognising a change to the contract
- Risks associated with changes and pitfalls that commonly occur
- Informal and unintended contract changes – A case study
- Lessons learned: how to avoid inadvertently amending a contract

#### **MODULE 3: WAIVER, ELECTION AND ESTOPPEL**

- When will the conduct of a party lead to the loss of a contractual right
- Waiver, election and estoppel :what do they mean and how do they work?
- Case studies – guidance from the high court of Australia
- Practical implications of recent developments on contract management

#### **4.45: SUMMING UP AND CLOSE**

## CONTRACT LAW WEEK

6 Separately bookable Seminars: 20<sup>th</sup> to 23<sup>rd</sup> April, Cliftons Centre, Adelaide

\* To Register: Tel: 02-95852304, Fax: 02-95852094, Email: [info@learningnetworks.com.au](mailto:info@learningnetworks.com.au)

**INVESTMENT TOTAL (\$)**

<b>Early Bird Offer:</b> Register before 20 <sup>th</sup> March	Register after 20 <sup>th</sup> March
Seminar 1 & 4: \$999 + GST : ( \$1098.9) per Seminar	Seminar 1 & 4: \$1199 + GST : ( \$1318.9) per Seminar
Seminar 2, 3, 5 & 6: \$699 + GST : (\$768.9) per Seminar	Seminar 2, 3, 5 & 6: \$799 + GST : (\$878.9) per Seminar

<p><b>** Please circle the seminars below that you wish to attend**</b></p> <p><b>1<sup>st</sup> Delegate</b>    S1        S2        S3        S4        S5        S6</p> <p>Name _____</p> <p>Title _____</p> <p>Email _____</p> <p><b>2<sup>nd</sup> Delegate</b>    S1        S2        S3        S4        S5        S6</p> <p>Name _____</p> <p>Title _____</p> <p>Email _____</p> <p><b>3<sup>rd</sup> Delegate</b>    S1        S2        S3        S4        S5        S6</p> <p>Name _____</p> <p>Title _____</p> <p>Email _____</p> <p><a href="#">For additional delegates please use a separate form or email us the details</a></p> <p><b>Organisation</b> _____</p> <p><b>Address</b> _____</p> <p><b>Tel</b> _____ <b>Fax</b> _____</p> <p><b>Sign</b> _____</p> <p><b>* Invoice shall be sent after receipt of the registration * Please quote invoice numbers for eft payments * Please make payment before the conference</b></p> <p>Please debit my:        Visa        Amex        Master card        Bankcard</p> <p><b>Card Number:</b> _____</p> <p><b>Expiry Date:</b> _____</p> <p><b>Card Holders Name:</b> _____</p>	<p><b>DISCOUNTS – Only 1 Discount applies</b></p> <p>* Circle a total of 4 seminars and get a free pass for an additional seminar</p> <p>* Circle a total of 6 seminars and get 2 additional free seminar passes</p> <p>* Circle a total of 8 seminars and get 3 additional free passes for any seminar of your choice</p> <p>* Please contact us for a customised package for more than 8 seminars</p> <p><b>SEMINARS</b></p> <p>S1: Managing Insurance Arrangements and Indemnities in Commercial Contracts</p> <p>S2: Practical and Legal Considerations in Contract Negotiations</p> <p>S3: A Practical legal guide to managing 'IP' in a procurement setting</p> <p>S4: : Contract Interpretation and Drafting</p> <p>S5: Contract Management Essential – Managing Risks &amp; Disputes in Contracts Management</p> <p>S6: Contract Management: Recent developments in managing contracts and avoiding pitfalls</p> <p><b>VENUE:</b> Cliftons Centre, Adelaide, Level 1, 80 King William St.</p> <p>Tel: 08-82330999</p> <p><b>PROGRAM CHANGES:</b> We reserve the right to make changes in the program, speakers and the venue of the event.</p> <p><b>CANCELLATION POLICY:</b> Cancellations made 3 weeks prior to the event will receive a refund minus a \$150 administration fee. For cancellations done within 3 weeks of the program you are liable to make full payment and no refund can be made. We will issue you a credit note that could be used to attend any of our future events of the same amount. If event is not held due to any reason, our liability is limited to the event fee only. In any event our liability is limited to the event fee only</p> <p><b>PRIVACY:</b> We do not share our client details with any external provider</p> <p><b>Copyright:</b> Learning Network Solutions Pty Ltd@2010. All Rights Reserved. ABN 2710734453</p> <p><a href="http://www.learningnetworks.com.au">www.learningnetworks.com.au</a></p> <p>Code: S*LNS</p>
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