



**LEARNING NETWORK SOLUTIONS**  
*Unique Outlook To Business Conferencing*

# CONTRACT LAW WEEK

*Featuring practically oriented seminars facilitated by leading experts*

**26<sup>th</sup> to 29<sup>th</sup> October 2009, Cliftons Centre, Melbourne**

## **6 Separately Bookable Seminars**

### **Seminar 1 – 26<sup>th</sup> October**

**A PRACTICAL AND LEGAL GUIDE TO CONTRACT NEGOTIATIONS**

### **Seminar 2 – 26<sup>th</sup> October**

**CONTRACT MANAGEMENT ESSENTIAL: MANAGING RISKS, DISPUTES AND BEST PRACTICE IN CONTRACT ADMINISTRATION**

### **Seminar 3 – 27<sup>th</sup> October**

**PROBITY RISKS IN GOVERNMENT PROCUREMENT**

### **Seminar 4 – 27<sup>th</sup> October**

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

### **Seminar 5 – 28<sup>th</sup> October**

**CONTRACT INTERPRETATION AND DRAFTING**

### **Seminar 6 – 29<sup>th</sup> October**

**MANAGING INSURANCE ARRANGEMENTS AND INDEMNITIES IN COMMERCIAL CONTRACTS**

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

- |                   |                         |                        |              |
|-------------------|-------------------------|------------------------|--------------|
| * Contracts       | * Procurement           | * Legal Advisory Roles | * Insurance  |
| * Risk Management | * Intellectual Property | * Vendor Management    | * Commercial |

Organised by:

**LEARNING NETWORK SOLUTIONS**

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**CALL NOW  
TO REGISTER**

**(02) 9585 2304**

## OVERVIEW OF CONTRACT LAW WEEK

Learning Network Solutions is proud to present this mega week that will address key and critical aspects in contracts and procurement management through practically oriented and expert driven seminars. Contract law week consists of 6 separately bookable seminars each facilitated by highly acclaimed 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. Each day/seminar is separately bookable and excellent team discounts are available.

This first Contract Law week was held in Canberra earlier this year and was attended by over 100 delegates. Please see the registration page for various options and discounts.

### Seminar 1: Monday, 26<sup>th</sup> October

## A LEGAL AND PRACTICAL GUIDE TO CONTRACT NEGOTIATIONS

**Facilitated by: Mark Catchpoole, Special Counsel & Tom McAveney, Senior Associate, MIDDLETONS**

**Outline:** Negotiation is an integral and essential part of commercial life, and involves people in “taking sides”. It is the responsibility of the negotiator to represent and uphold their interests or the interests of the party they represent, yet in seeking an outcome that is acceptable to all parties. In regards to negotiating commercial agreements, the parties must ensure that an agreement is reached that is clear and unambiguous and capable of being enforced.

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

**Monday, 26<sup>th</sup> October, 9.00 – 12.45**

**8.15 - 9.00**

**REGISTRATION & MORNING TEA**

**9.00 - 9.15 – INTRODUCTION**

**9.15 – 10.45**

### **MODULE 1: INTRODUCTION AND CONTEXT**

The topics to be covered are:

- Legal context and requirements
- Effective negotiations and qualities of an effective negotiator
- Negotiation strategies

**10.45 – 11.00 – MORNING TEA BREAK**

**11.00 – 12.30**

### **MODULE 2: PREPARATION FOR CONTRACT NEGOTIATIONS**

The topics to be covered are:

- Preparation models, authority and procedures and agenda
- Documentation
- Workshop exercises and discussion

**12.30 - 12.45**

### **SUMMING UP AND CLOSE OF THE SEMINAR**

**1.00 – LUNCH SERVED AT THE VENUE**

## CONTRACT MANAGEMENT ESSENTIAL – MANAGING RISKS, DISPUTES AND BEST PRACTICE IN CONTRACT ADMINISTRATION

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

**Outline:** 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.

### Program Agenda

**Monday, 26<sup>th</sup> October, 1.45 – 5.15**

**12.30 -1.00: REGISTRATIONS**

**1.00 -1.45: LUNCH SERVED AT VENUE**

**1.45 - 2.00 – INTRODUCTION**

**2.00 - 3.00**

#### **MODULE 1: CONTRACT ADMINISTRATION TO MITIGATE RISK**

This module will provide:

- A Systems approach to Risk Management and a no-frills practical framework for the implementation of Risk Management at a program and project level
- A practical guide to Risk Assessment - Actual case studies to identify common pitfalls in contracts administration and lessons learned.
- Contract Administration in a dynamic environment – The early warning signs of trouble, and managing rather than seeking to avoid the unavoidable.
- A practical guide to managing contract variations, avoiding scope creep and claims control
- Syndicate exercises to support the theory

**3.00 – 3.15 – TEA BREAK**

**3.15 - 4.05**

#### **MODULE 2: DISPUTES IN CONTRACT AND MANAGING LITIGATION**

This module will provide:

- A practical guide on the most the common causes of disputes, and case studies to identify what are the consequences of disputes – what makes winners and what makes losers.
- Ways to resolve disputes – Practical suggestions and case studies lessons learned.
- The role of the expert witness, gathering the facts and analysis of evidence – Identifying the relevant facts.
- Forensic analysis of the evidence – Forensic scheduling techniques
- Syndicate exercises to support the theory

**4.05 -5.05**

#### **MODULE 3: BEST PRACTICE – CONTRACT ADMINISTRATION FOR PROJECT SUCCESS**

This module will provide:

- A practical guide on Industry Best practice in Contract Administration and GAPP analysis – case studies and syndicate exercise
- A practical guide to critical contract administration processes
- Managing contract changes and claims control – case studies, lessons learned and pitfalls for the unwary

**5.05 -5.15 – CLOSE OF THE WORKSHOP**

## PROBITY RISKS IN GOVERNMENT PROCUREMENT

**Facilitated by: Anne Dalton, Partner, Melissa Stoney, Lawyer & Stephen Lucas, Consultant, SPARKE HELMORE LAWYERS**

**Outline:** This workshop will address the key issue of probity in government procurement. What are the areas that can go wrong for Government agencies during a procurement? What are the exposures if they do?

Risks will be identified and discussed. At each stage we will discuss how to avoid or minimise exposures.

### Program Agenda

**Tuesday 27<sup>th</sup> October, 9.00 – 12.30**

**8.10 -9.00 - REGISTRATION & MORNING TEA**

**9.00 - 9.15 - INTRODUCTION**

**9.15 – 10.30**

#### **MODULE 1: RISKS ARISING DURING THE TENDER PROCESS**

Following an outline there will be a workshop on the following:

- “Non – conforming” and “non – complaint”. When can a bid be rejected?
- Can late tenders be accepted?
- What amounts to “Bias” on the part of a Government representative?
- Conflict of Interest -what is one, can it be “managed”?
- Must a tenderer be accorded Natural Justice? The proper use of Performance Scoreboards and the “track record” of a bidder.

**10.30 -10.45 – MORNING TEA BREAK**

**10.45 – 12.15**

#### **MODULE 2: DISPUTE RESOLUTION EXPOSURES**

We will outline the legal considerations and then conduct a workshop exercise on:

What are the exposures?

- Private Law remedies. Damages for breach of a process contract, estoppels and negligence
- Public Law remedies
- Competition Law remedies – the Trade Practices ACT 1974 and the Fair Trading Act

**12.15 -12.30**

#### **SUMMING UP AND CLOSE OF THE WORKSHOP**

**12.30 – 1.15 – LUNCH SERVED AT THE VENUE**

## Seminar 4: Tuesday, 27<sup>th</sup> October

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

Facilitated by:

**Joe Siracusa, Principal, SIRACUSA LEGAL**

**Timothy Beale, Principal, ECONTAXLAW CONSULTING**

**Outline:** This interactive training course will give attendees a basic 'toolkit' for identifying and dealing with intellectual property (IP) issues in the context of public sector procurement. The course begins by looking at foundation concepts, policies and legislation and then moves on to consider common IP licensing issues and strategies for dealing with them in both tendering and contracting. In the afternoon, attendees will have the opportunity to work through realistic scenarios with experienced presenters to further explore practical IP issues likely to be encountered in this context.

## Program Agenda

**Tuesday, 27<sup>th</sup> October, 1.30 – 5.00**

**12.00 - 12.30 - REGISTRATION**

**12.30 – 1.15 – LUNCH SERVED AT THE VENUE**

**1.30 – Opening of the Seminar**

**1.30 – 2.45**

### **MODULE 1: WHAT IS INTELLECTUAL PROPERTY (IP) AND HOW DOES IT FIT INTO THE PROCUREMENT SETTING**

- Types of IP and their relevance and function
- The legislative basis of IP rights in Australia
- IP licensing and assignment, some common approaches
- Why is IP important?
- Approaches to IP licensing in tendering and contracting
- Australian procurement legislation and policy

**2.45 – 3.00 – AFTERNOON TEA**

**3.00 – 4.00**

### **MODULE 3: IP CLAUSES IN PROCUREMENT CONTRACTS AND NEGOTIATION STRATEGIES**

- Common drafting approaches and issues
- What rights do I need
- What can go wrong

**4.00 - 4.45**

### **MODULE 3: INTERACTIVE WORKSHOP AND SCENARIOS**

- Scenarios, examined in smaller groups with speakers as facilitators
- Discussion of the issues in plenary session
- Lessons learned

**4.45 – 5.00 - FINAL REMARKS BY SPEAKERS AND CLOSE**

**Lunch sponsored by**

**Siracusa Legal**  
www.siracusalegal.com.au

## Seminar 5: Wednesday, 28<sup>th</sup> October (Full day workshop)

### CONTRACT INTERPRETATION AND DRAFTING

Facilitated by:

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

**Outline:** 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.

## Program Agenda

**Wednesday , 28<sup>th</sup> October, 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

**9.00 - 9.15 - INTRODUCTION**

**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 SEMINAR**

## Seminar 6: Thursday, 29<sup>th</sup> October (Full day workshop)

# MANAGING INSURANCE ARRANGEMENTS AND INDEMNITIES IN COMMERCIAL CONTRACTS

Facilitated by: Ashley Tsacalos, Partner, DEACONS

**Outline:** This Seminar is essential for those working in government and business, and who want to learn more about insurance and indemnities in contracts.

## Program Agenda

Thursday, 29<sup>th</sup> October, 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: INTRODUCTION TO INSURANCE

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

## CONTRACT LAW WEEK

6 Separately bookable seminars: 26<sup>th</sup> to 29<sup>th</sup> October, Cliftons Centre, Melbourne

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

### INVESTMENT TOTAL (\$)

- (Seminars S1, S2, S3 & S4) : \$699 + GST (\$768.9) per seminar
- (Seminar S5 & S6): \$ 899 + GST ( \$988.9) per seminar

**\*\* Please encircle the seminars below that you wish to attend**

1 <sup>st</sup> Delegate	S1	S2	S3	S4	S5	S6
Name						
Title						
Email						
2 <sup>nd</sup> Delegate	S1	S2	S3	S4	S5	S6
Name						
Title						
Email						
3 <sup>rd</sup> Delegate	S1	S2	S3	S4	S5	S6
Name						
Title						
Email						
For additional delegates please use a separate form or email us the details						
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**SEMINARS**

S1: A Practical and Legal Guide to Contract Negotiations

S2: Contract Management Essential – Managing Risks, Disputes and Best Practice

S3: Probity Risks in Government Procurement

S4: A Legal Practical Guide in Managing 'IP' in a Procurement Setting

S5: Contract Interpretation and Drafting

S6: Managing Insurance Arrangements and Indemnities in Commercial Contracts

**VENUE:** Cliftons Centre, Melbourne, Level 1, 440 Collins Street, Melbourne 3000. Tel: 03 - 99939999

**PROGRAM CHANGES:** We reserve the right to make changes in the program and the panel of speakers and the venue of the event.

**CANCELLATION POLICY:** Cancellations made 3 weeks prior to the event will receive complete refund. 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

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**Lunch:** Lunch will be served in all the seminars.

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