IPI Academy

falconbury



Presented by
Falconbury

International Commercial Contracts Drafting and Negotiating Masterclass

23-26 November
+ 22-25 November 27

Transform your commercial contract drafting and negotiation abilities with this practical, workshop-style training course. Focusing exclusively on the law and regulations governing business and contract law for cross-border contracts.

Format:
Classroom

CPD:
24 hours for your records

Certificate of completion

Course overview

Master the art of precise, practical and commercially effective contract drafting across jurisdictions. This four-day intensive training course is designed for professionals who need to draft, interpret and negotiate commercial contracts with confidence and clarity.

From foundational legal principles to advanced drafting techniques and real-world negotiation strategies, this training course offers a deep dive into the lifecycle of commercial contracts.

Through detailed theory, real-life examples and practical exercises, you'll explore essential contract structures, learn how to avoid common pitfalls, and gain tools to manage risk and leverage value for your organisation. With extended time for discussion, interactive drafting exercises and international negotiation simulations, this course ensures that you leave with both the knowledge and the hands-on skills to make an immediate impact in your role.

Presented by Mark Weston, an international specialist in the field, the training course will enable participants to effectively navigate the complex areas of drafting and negotiating contracts. It will provide the practical skills and knowledge needed to give you the confidence to understand and draft your agreements successfully.

This comprehensive, multi-part course focuses on delivering practical and applied learning of the key drafting and negotiating skills needed to create transparent and direct contracts that deliver on a legal and commercial level. Each module of the training course builds on the module before to give you a complete and structured learning experience.

Module one: Legal relationships, interpretation and formation of contracts focuses on understanding legal relationships, explains the fundamentals of how contracts are interpreted and looks at the formation of your contracts

Module two: Drafting and negotiating skills looks at expanding your drafting skills to deliver concise and watertight agreements and pre-contract negotiation skills

Module three: Negotiating in the international business arena looks in more detail at negotiation planning and process, focussing on specific techniques

Module four: Boilerplate and standard clauses considers how these clauses can be drafted and applied to leverage commercial value and manage legal risk, while considering governing law and jurisdiction

Attend the full four-days or SELECT which training modules you would like to attend (but please note that Module two cannot be taken without Module one). To find out more and get individual module prices call Customer Services on +44 (0)20 7749 4749 or email info@ipiacademy.com

Practical interactive learning style

This workshop-style training course has been designed to offer a practical solution to your drafting challenges. Throughout the course the expert presenter will use a balanced mix of theory, group exercises, discussion, sample clauses and case studies to provide you with a comprehensive portfolio of practical tips and techniques to draft contracts which meet your commercial objectives as well as ensuring that there are no 'surprises' further on.

Please note: When attending the online version of this training course, participants are required to join with the ability to turn on their cameras. This is an essential requirement in order to fully participate in the training course due to the interactive nature of the programme.

Each day will include breaks at approximately 11:15 (15 mins), 1pm (1 hour), and 3pm (15 mins).

Presenters Firm

WESTON LEGAL

Weston Legal is a leading specialist boutique firm specialising in Commercial law, Technology law, Media law, Intellectual Property law, Data law and Regulatory law and practice. From its founding, the firm has always committed to provide a fast and efficient service wherever its clients operate. As its business has grown and diversified, it has recognised the strength and importance of the principles held by its people; putting clients first and operating as one team to realise its goals and share its success. These principles have formed the foundation of its culture and the way its lawyers interact with one another and the firm's clients. They are what distinguish it and are vital to its future.

To find out more about what Weston Legal can do for you, please contact Mark at westonlegal.ltd or see https://uk.linkedin.com/in/markwestonlegal

Mark also operates as a leading consultant to Hill Dickinson LLP, a leading and award-winning international law firm with offices in London, Liverpool, Manchester, Leeds, Birmingham, Piraeus, Singapore, Monaco and Hong Kong. As a full service law firm, it delivers advice and strategic guidance spanning the full legal spectrum from non-contentious advisory and transactional work, to all forms of dispute resolution. The firm is on the panel of a number of national and international organisations and regularly competes against many of the City firms. In recent months, they have been able to win a number of panel reviews against City firms.

To find out more about what Mark can do for you via Hill Dickinson, please contact him via www.hilldickinson.com

Benefits of attending

By attending this training course you will:

- **Gain** a solid legal foundation in contract law, statutory obligations, torts and equity to support more effective drafting decisions.
- **Understand** contract formation in depth, including negotiation pitfalls, 'subject to contract' implications and accidental agreements
- **Explore** common law vs. civil law approaches and how different systems interpret contracts - vital for cross-border commercial contracting
- **Get to grips** with negotiating law and pre-contract documentation and discussions
- **Strengthen** your command of express and implied terms, 'time of the essence', endeavours clauses and standard terminology
- **Grasp** the pitfalls and pluses to applying an effective standard structure and format to every contract
- **Confidently** draft limitation and exclusion clauses to manage liability effectively and manage your risk exposure
- **Learn** how to prepare your specific negotiation plan, including stakeholder analysis, team preparation and use of SIIOOPS framework
- **Consider** the purpose and effect of typical boilerplate clauses and how you can leverage value for your organisation through clearer drafting
- **Leave** with a toolkit of practical drafting techniques and negotiation skills that you can apply immediately to your current and future agreements

Attending this training course will also give you the opportunity to network with like-minded colleagues and discuss challenges you are facing to gain new ideas and perspectives, ready to take back to your workplace.

Who should attend?

This 4-day training course has been specially designed for:

- Heads of legal
- In-house counsel
- Private practice lawyers
- Legal and professional advisers
- Contracts directors and managers
- Commercial directors and managers
- Project and procurement managers
- Senior business development executives

Programme

Day 1

Module 1: Basics and necessary theoretical underpinning

- Introduction to legal relationships: When are you obligated to someone?
  - Discussion
  - Common law:
    - Torts
    - Contracts
    - Statutory duties
    - Equity
  - Civil law
    - Civil codes
- Contract Interpretation
  - A contract: what's it all for?
  - Systems of law
  - Legal systems of the world
    - Civil law -v- common law approaches
  - English law:
    - Precedent (and some Latin)
    - Interpretation and construction
    - Classical contract interpretation (6 canons)
    - Clarity and ambiguity
    - Modern contract interpretation (10 principles)
    - The relevance of background to a contract
- Some things to think about when drafting:
  - Breach of contract
  - Remedies and enforcement
- How do you form a contract?
  - Ingredients to form a contract
    - Battle of the forms
  - Distinctions between negotiations and contracts:
    - Have you accidentally formed a contract while negotiating?
      - 'Subject to contract'
      - 'Without prejudice'

Module 2 - Part 1: Skills for drafting a contract

- Commercial contract format and structure
  - Law and custom
  - Tone and format
  - Deed or under hand?
  - Mapping the deal
    - The free draft
    - The tied draft: structures of typical commercial contracts
  - Examining our agreement
- Negotiating law, ancillary documentation and contracts
  - Negotiating law
  - Pre-contract documentation and discussions
    - Prevention is better than cure
    - Words to avoid
      - LDs and penalties
  - The pre-contract process
    - Preparation
    - Negotiations
    - Pre-contract documents
    - Interim Agreements
  - Pre-contract contracts (TLAs)
  - Content of TLA documents

Day 2

Module 2 - Part 2: Skills for drafting a contract

- Terms: express, implied and standard terminology
  - Implied terms
    - 3 types
    - Plus 1
  - Express terms
    - Time is of the essence
    - Endeavours
  - Standard terminology
    - reasonable
    - substantial
    - material
- Drafting techniques (practical tips)
- Drafting techniques: the hard stuff (1)
  - Shall, will, endeavours
  - WCI
  - Undertakings
  - Representations
- Drafting techniques: the hard stuff (2)
  - Warranties
  - Indemnities
- Exclusion and limitation clauses
  - Famous liability myths
  - Internationally accepted practice
  - Factors which do and do not affect liability
  - Negotiating liability clauses: B2B
  - Arguments by each side
  - Drafting liability clauses: B2B
  - Types and categories of loss
  - UCTA
  - Process issues

Module 3 - Part 1: Negotiating in the international business arena

- Simplifying complexity
- Background
  - Negotiation - what do we mean?
  - Good negotiators
- A negotiation process model
  - General knowledge: know yourself and CP
    - Understanding fears
    - Understanding paralanguage
    - Understanding body language
    - Understanding negotiation styles
    - International negotiations: understanding context
    - International negotiations: understanding culture
  - Specific deal knowledge: know the deal
    - Understanding stakeholder interests
    - Understanding the key objectives
    - Understanding commercial leverage
    - BATNA
    - WATNA
    - Bottom line
    - ZOPA

Programme

Day 3

Module 3 - Part 2: Negotiating in the international business arena

- Prepare your specific negotiation plan
  - Understanding and preparing your SIIOOPS
  - Preparing your team composition
  - Rehearsing
  - Setting the agenda
  - Preparing the environment
  - Defining communication rules
- The negotiation
  - Negotiate!
  - Strategy and sharing
  - Feedback
- Negotiation techniques
  - Techniques around offers and counters
  - Techniques to resolve conflicts
  - Techniques to build trust
  - Techniques to get past negotiation obstacles
  - Ploys and counterploys
  - Situational tactics
  - Closing

Day 4

Module 4 - Part 1 - a look ahead: Boilerplate and standard clauses

- Introduction to boilerplate - and a methodology
- Transferring Contractual Obligations
  - Transferring rights
    - Assignment
    - Novation
    - Other

Module 4 - Part 2: Boilerplate and standard clauses

- Transferring Contractual Obligations
  - Third party rights
    - Privity
    - Some history
    - Practical examples
    - The 1999 rules
    - Drafting issues and traps
- Welded Boiler-plate
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  - Part 1: Interpretation
  - Part 2: Notice and Communications
  - Part 3: Waiver
  - Part 4: Invalidity and severance
  - Part 5: Force majeure
- Entire agreement clauses
- Governing law, jurisdiction and dispute resolution clauses
- Exercises

Presenter



Mark Weston

Mark Weston has run his own law firm, Weston Legal, since 1 January 2024. He is also a consultant at Hill Dickinson LLP where he joined in February 2016 as a partner and Head of its Commercial, TMT & IP Practice. Before that, he was a partner and Head of the Commercial/IP/IT Team at Matthew Arnold & Baldwin LLP and before that, he spent several years at Baker & McKenzie in London and Chicago and has also previously been seconded to Hewlett Packard and other technology businesses. He changed role to become a consultant in Hill Dickinson's London office in January 2024.

Expertise: Mark's practice covers both non-contentious and contentious matters in all areas of commercial law, intellectual property law, information technology law, Internet, electronic commerce and on-line services law. He specialises in commercial and Tech issues. Mark is used as a 'trusted adviser' by many clients in all sorts of businesses and often acts as 'private practice in-house counsel' for many clients. He specialises in tech and internet businesses.

Clients: Just some of Mark's more well-known clients include Elstree Film Studios, RTL Group S.A., Sykes Cottages, Retailcorp Brands LLC, The Gulf Marketing Group, Moneynetint Limited and the BBC.

Some detail: Mark has extensive experience in advising clients on all manner of commercial matters (such as business planning and solutions, franchising, distribution, agency and marketing) through branding and intellectual property exploitation and licensing, to advice and documentation regarding hardware and software issues (such as development, licensing, maintenance and distribution, SaaS and cloud, Internet transactional solutioning, B2B, B2C and B2G electronic commerce, S-commerce and M-Commerce, social media, outsourcing, facilities management, procurement, IT policies, data protection (privacy), GDPR and freedom of information issues as well as artificial intelligence (AI)). He has a particular expertise in new digital business and revenue streams. He is also experienced in dealing with software disputes and IT litigation. The increasingly extensive media side of his practice relates primarily to publishing (both real world and digital content), to games and gaming platforms (and particularly transmedia technologies), advising companies about their advertising onscreen, online and in print and managing their public communications strategies generally (dealing with the CMA and ASA in the process) – and also a smattering of television, film and music exploitation. Recently he has been very active in AI advice.

More unusual:

Mark has previously spent several months on secondment to Hewlett Packard and he has also been seconded to assist in the legal problems arising in new technology companies such as Symbian. From 2000 to 2001, Mark was resident in the Chicago office of Baker & McKenzie advising US clients on European and UK aspects of IT and electronic commerce law and practice.

Mark is the author of the *Legal Practice Companion*, a parallel text book used at several law schools, the editor of the *IP and Media Law Companion* as well as the rest of the Companion series of books published by Bloomsbury Professional, Tottels, Cavendish Publishing and Oxford University Press. He has noted numerous reports for the *IT Law Reports* and is widely published in *Computing, Computers & Law, Computer Law & Security Report, IT Law Today, Intellectual Property World, Solicitors Journal* and many other journals both online and offline. Mark has also authored articles syndicated in the national and trade press and is regularly quoted in national newspapers and is heard on radio as an expert in his fields. Mark is the author of the *Business Names on the Internet* chapter in the *PLC Ecommerce Manual as* well as numerous other articles on various Commercial & IT law topics.

Mark lectures regularly on all Commercial, IP and IT law topics, including at the IBC IT 'Summer School' Programme in Cambridge, England; the Falconbury and MBL two-day and three-day Commercial Contracts seminars (run several times a year) and IT Contracts seminars (run three times a year) in London; and he has previously lectured at the Annual On-line & Internet Commerce Law Institute seminar in Chicago and tutored at University College London. He also runs a programme of bespoke training schemes on commercial law, IP law, IT law, AI law and data law as well as soft skills programmes such as negotiation skills and presentation skills.

Finally, you may have seen that Mark likes blogging and writing books, which are available at all good bookshops! He also appears regularly on BBC1 (usually providing advice on-screen to BBC Watchdog) and also on Sky News as a legal commentator, as well as trying to avoid the huge quantity of pink powder the TV make-up girls want to apply to his increasingly receding hairline.

Course dates

23-26 November	**Classroom** London *Course code 15707*	GBP **2,599** EUR **3,639** USD **4,159**
22-25 November 27	**Classroom** Venue TBC *Course code 17508*	GBP **2,199** ~~2,599~~ EUR **3,079** ~~3,639~~ USD **3,535** ~~4,159~~ **Until 27 Sep**

How to book

Online:
ipi.academy/2510

Alternatively contact us to book, or if you have any queries:

Email:
info@ipiacademy.com

Phone:
+44 (0)20 7749 4749

Discounts

- Booking more than one delegate on any one date qualifies for a **30% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

Further information

Fee
The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

Please note
IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

Terms and conditions
The rest of the our terms, the event cancellation policy and the terms and conditions are on our website, please visit ipi.academy/content/terms-and-conditions

Reviews

★★★★★

It was very insightful and worthwhile. Easy to say one of the trainings i have attended that I believe shall have an immediate and profitable impact in my work role.

Nana Yaw Adu
Business Development Manager
Sahara Group Ltd
May 19 2025

★★★★★

very good speaker and very knowledgeable, with significant experience in negotiating international contracts.

Kjelle Fillet
Legal Counsel EMEA
Mediagenix NV
Nov 20 2023

★★★★★

I am lucky to have this course with a qualified and expert Lawyer. He has sufficient knowledge to provide this course.

Shatha A Alkhalifa
Legal adviser
Saudi Food and Drug Authority
Dec 5 2022

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Dec 5 2022

Run this programme in-house for your whole team

Coming to IPI Academy for your in-house training provides an all-inclusive service which gives you access to a wide variety of content, learning platforms and delivery mechanisms as well as your own personal training adviser who will work with you from the initial enquiry through to feedback and follow-up after the programme.

With over 600 trainers, all practitioners and experts across a huge range of fields, we can provide the training you need, where you need it, when you need it, and at a price which suits your budget. Our approach to tailored learning and development consists of designing and delivering the appropriate solution for each client.

For your FREE consultation and to find out more about how we can work with you to solve your training needs, please contact our training advisers:



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IPI Academy

IPI Academy is a training initiative of Falconbury and Management Forum; leading providers of industry training for over 30 years, based in the UK.

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