IPI Academy

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Presented by
Falconbury

Commercial Contract Drafting Skills Workshop

2 February 27 / 9 February 27
+ 21-22 September 27

Develop the practical skills to draft clear, strong agreements, minimise legal and commercial risk, and negotiate key contractual clauses with greater confidence.

Format:
Live online, Classroom

CPD:
12 hours for your records

Certificate of completion

Course overview

Poorly drafted contracts can create unnecessary legal risk, costly disputes, strained commercial relationships and missed business opportunities.

For legal and commercial professionals involved in contract creation and risk management, it's essential to have the skills to negotiate and draft clear and concise agreements that meet the challenges of today's business environment.

In today's high-stakes, fast-moving commercial landscape, the ability to draft, structure and interpret contracts with clarity and precision is a critical skill. Whether you're negotiating multi-million-pound deals or managing day-to-day contracts, small errors or ambiguities can result in costly disputes, reputational harm and lost opportunities.

Business is founded on the crystallisation of the terms of a deal and clarity and fair construction are key to a successful commercial agreement. Without a clear agreement, commercial and legal disputes are likely, and unclear agreements are one of the largest causes of costly commercial litigation.

This two-day, modular multi-part training course focuses on delivering practical and applied learning of the key drafting skills needed to create transparent and direct contracts that deliver on a legal and commercial level. Each section of the training course builds on the section before so legal counsel, commercial managers and contract professionals gain the skills to draft watertight contracts, navigate complexity and manage legal risk proactively.

Part One: Drafting, Structure, Interpretation and Formation of Contracts focuses on the theory and practice that underpins practical drafting, and covers major sections of contracts such as limittaions and exclusions, warranties and much more. It will also explain the fundamentals of how contracts are interpreted.

Part Two: Precise and Careful Drafting looks in more detail at a variety of contract clauses and how they can be drafted and applied to leverage commercial value and manage legal risk.

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.

We also have a more in-depth 3-day Commercial Contract Drafting and Interpretation course:

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.

Presenter's 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 out 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 comprehensive understanding of contract formation, interpretation and enforceability
- **Learn** drafting techniques that enhance clarity, reduce ambiguity and minimise disputes
- **Understand** key legal principles and how to apply them across UK, EU and international contracts
- **Explore** the impact of recent case law and post Brexit developments on commercial contracts
- **Examine** assignment and novation to ensure you are suitably protected in the case of transfer or sale of rights
- **Consider** the purpose and effect of typical boilerplate clauses and how you can leverage value for your organisation through clearer drafting
- **Get to grips** with payments and interest terms to understand how penalties can be applied
- **Expand** your knowledge of the risk of drafting a contract without a confidentiality clause
- **Understand** the risks that can be created through poor drafting in practical exercises under the guidance of the expert
- **Understand** the pitfalls and pluses to applying an effective standard structure and format to every contract
- **Examine** special contractual arrangements and letters of intent
- **Learn** how to interpret variations and time-is-of-the-essence clauses
- **Clarify** the distinction between 'best endeavours' and 'reasonable endeavours' – essential terminology in commercial contracts
- **Get up to date** with the use and drafting of contractual warranties and indemnities
- **Understand** the effect of exclusion and limitation clauses, and how they can be used to manage your exposure

Attending this training course will also give you the opportunity to network and discuss any disputes or challenges you are facing with colleagues from other organisations to gain new ideas and perspectives.

Who should attend?

This training course has been specifically designed for those who want to enhance their practical drafting skills and who have a knowledge of the law, including:

- In-house lawyers
- Private practice lawyers
- Commercial and contracts directors and managers
- Procurement and supply chain professionals
- Project managers and business development executives
- Compliance officers and risk managers
- All those responsible for reviewing, interpreting or negotiating contract terms in a business or legal context

Programme

Contract interpretation

- Introduction to legal relationships
- A first contract clause
- Contract interpretation:
  - Systems of law
  - Civil law vs common law approaches to drafting
  - Precedent (and some Latin)
  - Interpretation and construction
  - Clarity and ambiguity: *Arnold v Britton, Wood v Capita Insurance*
  - Ambiguity: *Investors Compensation Scheme v West Bromwich*
  - Classical contract interpretation (six canons)
  - Modern contract interpretation (ten principles)
  - The effect of Brexit on contract drafting and interpretation
  - Admissible background

How do you form a contract? PART 1

- Ingredients to form a contract
- Classical
  - Offer
  - Acceptance
  - Consideration
  - Battle of the forms
  - Other elements in formation
- *Sui generis* formation

How do you form a contract? PART 2

- Distinctions between negotiations and contracts
  - Have you accidentally formed a contract while negotiating?
    - The six steps of *Pagnan Freres*
    - 'Subject to contract'
    - 'Without prejudice'

Commercial contract format and structure

- Splitting form from content
- Form
  - Law and custom
  - Tone and format
  - Deed or under hand?
  - Drafting techniques
    - Mapping: free drafting (when you have no precedent)
    - Mapping: tied drafting (when you have a starting point)
- Structures of typical commercial contracts
- Use of words in contracts: being certain

Terms: implied, express and standard

- Implied terms (3+1 types)
- Express terms
  - Time is of the essence
  - Endeavours and efforts
- Standard terminology
  - Reasonable
  - Material
  - Substantial

Drafting techniques: the easy but not well-known stuff

- Practical drafting tips - the stuff nobody tells you ... except on this course

Drafting techniques: the hard stuff

- Shall, will, endeavours
- CWI
- Warranties
- Undertakings
- Representations

Exclusion and limitation clauses

- Myths about liability clauses
- Internationally accepted practice
- Economic rationale for this area of law
- The liability protection spectrum
- Jurisdictional differences
- Factors affecting liability… or not
- Negotiating liability clauses: risks and responsibilities
- The ACE principle
- Acceptance of risk
- Capping of risk
- Exclusion of risk
- Arguments used by each side when negotiating
- Drafting a liability clause: tips, tricks and techniques
- Indirect and consequential loss: the changing position since 2017

Introduction to boilerplate

- A functional methodology

Transferring contractual rights and obligations

- Transferring rights
  - Assignment
  - Novation
  - Other transfers
  - An exercise: in the real world
- Third-party rights
  - Privity
  - Some history
  - Practical examples
  - The new rules
  - Drafting issues and traps

Programme

Welded boilerplate

- Interpretationc
  - Importance
  - Start vs finish
  - Headings and titles
  - Usual interpretation clauses
- Notice and communications
  - Purpose of a clause
  - Problematic clauses
  - Relevant case law
- Waiver
  - Purpose
  - Effect
  - Clause
  - How does it work?
  - Variation
  - The remedies addendum
  - The 2018 revision
- Invalidity and severance
  - Purpose
  - Invalid clauses – and consequences
  - Blue pencil test
  - Repair
  - Clause
  - Bolt-ons
- *Force majeure*
  - Purpose
  - Some history
  - A partisan view of risk
  - What is *force majeure*?
  - Effect
  - Procedure
  - Clause
  - The court

Interest

- Interest clauses
  - A clause: charging interest for late payment
  - Penalties and rates of interest
  - *Force majeure* and payments
  - The importance of waiving rights – or not

Entire agreement clauses; governing law, jurisdiction and dispute resolution clauses

- Entire agreement clauses
  - Purpose
  - Problem
  - A new purpose
  - The law
  - Drafting a clause
  - Documentary inclusion/exclusion
- Governing law, jurisdiction and dispute resolution clauses
  - Governing law
  - Jurisdiction
  - Dispute resolution clauses

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

2 February 27 & 9 February 27 *(Non-consecutive days)*	**Live online** 09:30-17:15 **UK (London)** (UTC+00) *Course code 16992*	GBP **1,199** ~~1,399~~ EUR **1,679** ~~1,959~~ USD **1,927** ~~2,239~~ **Until 08 Dec**
21-22 September 27	**Classroom** Venue TBC *Course code 17429*	GBP **1,399** ~~1,599~~ EUR **1,959** ~~2,239~~ USD **2,247** ~~2,559~~ **Until 27 Jul**

How to book

Online:
ipi.academy/378

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

★★★★★

Beyond my original questions, the workshop inspired me to review our standard templates and make them more plain English and less legalese, and to rethink our approach to indemnities and exclusions of liability. It was very practical.

Mariia Ksenofontova
Legal counsel
Inservice LLC
Oct 20 2026

★★★★★

I was hoping to fill in gaps in my knowledge around this topic as I had not had any formal training on this, and it definitely covered those and much more. It was a small group, so engagement with the speaker was really good - The examples used to explain a specific point/theory were really helpful in understanding how the point/theory would apply in a real life situation. Having the slides and other information to take away is helpful too as will allow me to go back and review the materials at a later point.

Razia Bibi-Walters
Director, Legal Counsel
PDP Consultancy Services
Feb 3 2026

★★★★★

Mark was engaging and incredibly knowledgeable. He made the material very accessible.

Richard Evans
Legal Counsel
-
Sep 17 2024

★★★★☆

The content was engaging and the course materials were of good quality. The exercises were concise and encompassed the objective of the course well.

Shannon Gill
Contracts Officer
MHR International UK Limited
Sep 17 2024

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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