

Advanced Contract Law

Claim up to
12 MCLE
Points

Selected advanced topics for legal practitioners by one of Australia's leaders in contract law, the only contract law event you should attend.

REGISTER NOW for Advanced Contract Law 2004 and receive a 1 year FREE membership with IPOwners (Intellectual Property Owners Association of Australia Limited)! That's over \$165 in value for FREE!

Benefit from presentations by:

Nick Weston, *President, IPOwners, Partner, Weston & Weston*

Jane Owen, *Principal, Griffith Hack*

Luke Aiken, *Partner, Deacons*

Adam Cogan, *Chief Architect, Microsoft Regional Director, SSW*

Ray Mainsbridge, *Partner, Blake Dawson and Waldron*

Nick Coffee, *Senior Associate, Blake Dawson and Waldron*

Steven Palmer, *Partner, Deacons*

Matthew Hibbins, *Senior Associate, Gadens Lawyers, Melbourne*

Jarmal Richard, *General Manager, InnovationXchange*

Rebecca Yeo, *Partner, Minter Ellison*

Nick Kallinikios, *Tax Partner, Indirect Tax, KPMG*

David Farrell, *Partner, Goldrick Farrell Mullen*

Caro Walters, *Senior Associate, Phillips Fox*

Chris Ahern, *Partner, Corrs Chambers Westgarth, Sydney*

Carl Middenhurst, *General Counsel, Australasia, Sun Microsystems*

David Hurrell, *Director, Major Training*

Ian Cunliffe, *Partner, Norton White Lawyers*

Sydney, 24 - 26 November 2004,
Grace Hotel, Sydney

Melbourne, 8 - 10 December 2004,
The Duxton Hotel, Melbourne

Presented by



ADVANCED CONTRACT LAW 2004

Ostensibly, the law of contract governs the primary inter-relationships of companies with other parties. Understanding the contracting process gives you better control over achieving objectives. You must be able to work effectively with contracting managers, purchasing professionals, and subcontractors to accomplish key objectives. As contracts are developed in an increasingly complex and regulated environment, a solid understanding of the contracting process is critical and will give you a commercial advantage.

Despite the impact of contracts on revenue and profits, companies have limited capabilities for managing the contracts that govern many of the key aspects of their business. Key processes such as contract drafting, execution, evaluation and renewal may lack alignment to organisational measures and objectives. Even if formal processes are in place, they often rely on untrained personnel and leverage manual legacy systems with limited integration across the enterprise. Coupled with this, many legal practitioners knowledge of contracts is underpinned by the basic Contract Law unit completed in their first year of legal training.

The benefits of integrated contract management extend across an organisation's key transactions. Therefore, a solid understanding of the nuances of contract law is critical for all phases of the contracting process.

This intensive three-day course explores these vital issues, highlighting roles and responsibilities to give you greater influence over how work is performed.

Effective contract negotiation and administration can ensure project success and speedy performance, reducing risks and costs along the way. Discover the keys to contracting in this practical course. The sessions are combined with case studies and exercises to maximise the learning experience!

Meet your course leader:



Professor Jim Davis started his legal career as a lecturer in law at Canterbury University, Christchurch, New Zealand in 1965. He has been with the Faculty of Law at the Australian National University since January 1968 and specialises in the areas of Contract, Torts and Conflict of Laws.

Professor Davis recently completed preparing the third edition of Balkin and Davis, Law of Torts, and is currently preparing the second edition of Greig and Davis, Law of Contract.

Although recently retired, Professor Davis is continuing his role as a Visiting Fellow in the Faculty, teaching one unit at a time and he continues as a legal adviser to the Senate Standing Committee for the Scrutiny of Bills. He is also planning to continue as editor and updater of the "Contracts" title of Laws of Australia and similar for the "Torts" title of Halsbury's Laws of Australia, and to continue providing intensive courses on contract law for non-lawyers involved in the negotiation and administration of contracts.

Objectives: This event is designed for those who deal frequently with contracts and contract negotiations as a part of their position. A delegate who has attended IIR's Advanced Contract Law 2004 course should:

- Identify contract components and understand the process from start to finish
- Understand the contract management process that underpins the drafting of contracts
- Analyse and appraise the pros and cons of different contracts relating to variations, time, money and defects
- Make informed decisions regarding amending contracts, and be able to confidently draft such amendments
- Draft effective contractual provisions
- Administer contracts appropriately and know when and how to terminate them

Who should attend:

Law Practitioners including:

Solicitors
Barristers
Partners
Principals
Senior Associates
In house Counsel
General Counsel
Legal Counsel
Corporate Lawyers

Non-legal Executives including:

Contracts Managers and officers
Procurement Managers
Purchasing Managers
Commercial Managers
Business Development Managers
Supply Chain and Logistics Managers
Project Managers and Officers
Alliance Managers
Construction and Engineering Managers

Day One: Drafting Fundamentals

Sydney: 24th November 2004

Melbourne: 8th December 2004

8.30 Coffee and registration

8.50 Opening remarks by Professor Jim Davis, Australian National University

9.00 Reviewing Contract Law

- Formation of contracts
- Key contract provisions
- Oral and written contracts
- Privity of contract
- Negligence, estoppel and s52 of the *Trade Practices Act 1974*

Speaker: Professor Jim Davis, Australian National University

9.55 Contract Drafting

- Interpretation of contracts
- Defining the content of the agreement
- Contracting parties and duration of contracts
- Avoiding common pitfalls associated with performance
- Good drafting
- Controlling liability
- Dispute resolution
- Boiler plate clauses
- Uncertainty, risk and performance measurements

Sydney presenter: Luke Aiken, Partner, Deacons

Melbourne presenter: Matthew Hibbins, Senior Associate, Gadens Lawyers, Melbourne

10.40 Morning tea

Key considerations to ensure effective contract management

These sessions discuss contract management and why you must consider this when negotiating and drafting a contract.

Sydney presenter: Adam Cogan, Chief Architect,

Microsoft Regional Director

Melbourne presenter: Jarmal Richard, General Manager, InnovationXchange

11.00 CASE STUDY: Looking into the IT industry: Rules to better code and successful projects

Industry statistics state that in IT, only 30% of projects are "successful" which means that there is a significant proportion of projects are marred by disputes and oft-times litigation. Managing experts and a team of coders can be a tricky experience. In this session, Adam will discuss a list of rules that ensures that your project and the contract that underpins it, will be less likely to fail due to disputes or end in litigation. These rules cover every aspect of the project's cycle, such specifications, the definition of a bug, the best methods for testing, to employees working conditions.

- Managing clients expectations and ensuring that you have an adequate knowledge base
- Understanding who is 'authorised'
- Developing a viable specification or proposal
- Deadlines, Project Plans and Debriefs
- Ensuring that time is budgeted effectively
- Goal setting and coordinating your team
- Making sure that your Quality Assurance standards are clearly understood
- Planning to manage problems and issues

Sydney Session: Adam Cogan, Chief Architect, Microsoft Regional Director

11.00 CASE STUDY: Survey of key issues in contract management

This session discusses the "useability" of advice and how to integrate effective contract management into contracts.

- Building contracts that are commercially digestible
- Developing a post-signature contract implementation plan
- Managing the integration of contracts in to and out of a business
- Maintaining consistent contract management controls across the direct and indirect parts of a business
- Reviewing examples and case studies from General Counsels, CEOs and External Firms
- The art of briefing external counsel to facilitate commercial outcomes

Melbourne Session: Jarmal Richard, General Manager, InnovationXchange

11.45 Conflicts of Laws and Contracts

- Determining when the Supreme Court has jurisdiction to hear a contracts matter
- Understanding when the Supreme Court will exercise its jurisdiction

- Identifying what law applies to the contract
- Utilising the conflict of laws to avoid Australian consumer protection laws

Speaker: Professor Jim Davis, Australian National University

12.30 Luncheon

1.40 Insolvency and contracts

This session will explore what happens when your client becomes insolvent.

- Voluntary Administration
- Receivership
- Liquidation and protection of creditors
- Contract law and employees

Sydney presenters: **Ray Mainsbridge**, *Partner, Blake Dawson and Waldron* and **Nick Coffee**, *Senior Associate, Blake Dawson and Waldron*

Melbourne presenter: **Steven Palmer**, *Partner, Deacons*

2.25 Exclusion and Limitation Clauses

- Types of clauses
- Incorporation into the contract; is signature enough?
- Construction of clauses
- Discover when you can exclude the TPA's implied terms

Speaker: Professor Jim Davis, Australian National University

3.10 Afternoon tea

3.30 Variations

- Exploring the ease with which contracts can be varied
- Considering who has authority to vary
- Preventing unintentional variations
- Is the doctrine of consideration still relevant?

Speaker: Professor Jim Davis, Australian National University

4.15 Termination and Damages

- At common law
- For convenience
- Show cause procedures
- Avoiding anticipatory breach
- Liquidated damages
- Valuing loss of commercial opportunity

Speaker: Professor Jim Davis, Australian National University

5.00 Close of day one

Day Two: Material Considerations

Sydney: 25th November 2004

Melbourne: 9th December 2004

8.45 Coffee

8.50 Opening remarks by Professor Jim Davis, Australian National University

9.00 Good faith obligations in contract law

- Good faith during contract negotiation
- Implied terms of good faith in performance
- Good faith, franchising and s51 AC of the *Trade Practices Act 1974*
- How the Courts approach this

Speaker: Professor Jim Davis, Australian National University

9.45 Unconscionability and contracts

- Sources
- Remedies
- When is a contract unconscionable?

Speaker: Professor Jim Davis, Australian National University

10.30 Morning tea

10.50 Contracts and s52 of the *Trade Practices Act 1974*

- Who is bound
- Determining when conduct is in 'trade or commerce'
- Understanding what encompasses 'conduct'
- Comparative fault
- Contractual promises and misleading conduct

Speaker: Professor Jim Davis, Australian National University

11.35 Contracts and IP

- Why consider IP ownership issues in contracts generally?
- Due diligence enquiries before contracting
- Scoping IP warranties to work for you
- Overview of key drafting issues in IP licensing/contracting

Sydney presenter: **Jane Owen**, *Principal, Griffith Hack*

Melbourne presenter: **Nick Weston**, *President, IPOwners, Partner, Weston & Weston*

12.20 Luncheon

1.30 GST Clauses and Contracts

- Making provision for GST clauses
- Identifying specific clauses and their effect
- Impact of GST on cash flow planning
- Providing for GST in international contracts
- Avoiding common mistakes and pitfalls

Sydney presenter: **Rebecca Yeo**, Partner, Minter Ellison

Melbourne presenter: **Nick Kallinikios**, Tax Partner, Indirect Tax, KPMG

2.15 Guarantees, insurance and indemnity clauses

- Negligence, joint and several liability, contribution
- Minimising risk when insurance is inadequate or unavailable
- Types of clauses
- Insurance for contractual liability
- Damages for breach of insurance or indemnity clauses

Sydney presenter: **David Farrell**, Partner,

Goldrick Farrell Mullen

Melbourne presenter: **Caro Walters**, Senior Associate, Phillips Fox

3.00 Afternoon tea

3.20 Requirements for writing electronic contracts

- Review of the legislative developments in e-commerce
- Outlining how to structure an e-commerce agreement
- Examining the legal and practical considerations for e-commerce
- Electronic data as writing
- Comparisons of regulatory frameworks
- Signatures

Sydney presenter: **Chris Ahern**, Partner,

Corrs Chambers Westgarth, Sydney

Melbourne presenter: **Carl Middenhurst**, General Counsel, Australasia, Sun Microsystems

4.05 Interactive Session: Reviewing Advanced Contract Law

This session will review the course thus far and provide delegates with an opportunity to raise issues and discuss relevant aspects of contract law with other delegates and Professor Davis.

Presenter: **Professor Jim Davis**, Australian National University

4.05 Close of day two

Masterclass: First Principles: Improving the contract management process

Sydney: 26th November 2004 8.30-12.30pm

Melbourne: 10th December 2004 8.30-12.30pm

Sydney presenter: **David Hurrell**, Director, Major Training

Melbourne presenter: **Ian Cunliffe**, Partner,

Norton White Lawyers

Strategies for contract management

- Defining contract management responsibilities
- Planning for contract life cycles
- The contract management plan
- Communications

Improving your clients outcomes

- Essential elements of contract management
- Contract startup techniques and tools
- Incorporating risk management
- Cost tracking and management
- Completing a project - transitioning out

Eliminating potential sources of contract disputes

- Common causes of dispute
- Errors and omissions
- Anticipating and avoiding conflicts
- Conflict resolution
- Dealing with unknowns
- Tracking changes – effective contract amendments
- Managing expectations

Effective Handling of Contract Performance Issues

- Design and specification – getting them right!
- Work ordering process control
- Contract administration
- Reporting mechanisms
- Cost control
- Quality assurance and control
- Recovery clauses
- Termination and suspension

Advanced Contract Law 2004

L1175

Your VIP number is on the address label.

If there is no label please quote: A B C D E F

REGISTER NOW - FIVE EASY WAYS

- By Telephone:** (61 2) 9923 5090
Please remember to quote L1175
- By Fax:** Complete and send this registration form to:
(61 2) 9959 4684
- By Mail:** Mail this completed form together with payment to:
Customer Service Manager
IIR Pty Ltd, Level 9, 33 Berry Street
North Sydney NSW 2060
- By E-Mail:** info@iir.com.au
- By Web:** www.iir.com.au/law

WHEN & WHERE

Sydney: 24-26 November 2004
Grace Hotel, 77 York Street, Sydney, 2000
TEL (02) 9272 6888, FAX (02) 9299 8189

Melbourne: 8-10 December 2004
Duxton Hotel, 328 Flinders Street, Melbourne, 3000
TEL 3 9250 1888, FAX 3 9250 1877

**Please call for special IIR conference rates

YES! PLEASE REGISTER ME FOR ADVANCED CONTRACT LAW 2004 For additional delegates please photocopy this form

1st Delegate Name: (Mr/Mrs/Ms) Job Title: _____ Telephone: _____ Fax: _____ <input type="checkbox"/> YES! I would like to receive Free email information on relevant events Email: _____ 2nd Delegate Name: (Mr/Mrs/Ms) Job Title: _____ Telephone: _____ Fax: _____ Email: _____ Head of Department: (Mr/Mrs/Ms) Job Title: _____ Telephone: _____ Fax: _____ Email: _____	Training Manager: (Mr/Mrs/Ms) Job Title: _____ Telephone: _____ Fax: _____ Email: _____ Booking Contact: (Mr/Mrs/Ms) Job Title: _____ Telephone: _____ Fax: _____ Email: _____ COMPANY DETAILS Company Name: _____ Company Address: _____ Postcode: _____ Country: _____ Telephone: _____ Fax: _____
--	---

YES! PLEASE SEND ME MORE INFORMATION REGARDING SPONSORSHIP OR EXHIBITING AT THIS EVENT

REGISTER EARLY & SAVE UP TO \$295!

Book & pay by 10th September 2004 Book & pay after 10th September 2004

PACKAGE PRICING	PRICE	GST	TOTAL	SAVE	PRICE	GST	TOTAL	SAVE
<input type="checkbox"/> 2 1/2 Day Package (including 2 day conference & 1 masterclass)	\$2395.00	\$239.50	\$2634.50	\$295	\$2595.00	\$259.50	\$2854.50	\$95
<input type="checkbox"/> 2 Day Package (conference only)	\$1795.00	\$179.50	\$1974.50	\$200	\$1995.00	\$199.50	\$2194.50	
<input type="checkbox"/> 1/2 Day Package (Masterclass only)	\$695.00	\$69.50	\$764.50		\$695.00	\$69.50	\$764.50	

Please state which city you will be attending - I will be attending the event in Sydney Melbourne

*Savings include Early Bird Discounts PLUS Multiple Day Discounts. The conference fee does not include hotel accommodation and travel costs.

TEAM DISCOUNTS

For group discounts contact Jay Nair on (02) 9923 5082 or email: jnair@iir.com.au
N.B. Only ONE discount applies to each delegate.

AIR TRAVEL FOR DELEGATES - DISCOUNTED

For all your travel and accommodation requirements please contact
Melissa Last at Bay Travel on (02) 9362 2733 or email melissa@baytravel.com.au
and quote the conference name.

DOCUMENTATION

Please email documentation@iir.com.au to see how you can purchase a reference manual full of case studies and success stories.

Special Requirements: For special arrangements and access information please contact Mary Lou on +61 2 9923 5090

Our Quality is Guaranteed: If you do not feel that this particular event has met the high standards you have come to expect from IIR, we will give you a letter of credit equal to the value of the conference. The letter of credit is valid for you or any other member of your company for one year after the date of issue. Staff and service, speakers and subjects: tell us where we have gone wrong in a short letter to the General Manager.

Cancellation Policy: Should you be unable to attend, a substitute delegate is always welcome at no extra charge. Alternatively, a full refund, less \$220 (inc GST) service charge, will be made for cancellations received in writing (letter, fax, email) up to two weeks prior to the event. Regrettably, no refunds can be made less than 15 days before the event. For any event cancelled by IIR, registration fees are fully refundable.

Privacy Clause: The above information is being collected by IIR Pty Ltd. It will be added to our delegate database and will be used primarily to provide you with further information about IIR events and services. From time to time IIR may share personal information from our delegate database with other professional training organisations promoting similar products and services. Please tick the box below if you do NOT want us to disclose the information. You may also access this information, or have it corrected or updated. If you wish to lodge a complaint about the handling of your personal information or do not want us to keep you on our database, please contact our Data Integrity Division, Ph: +61 2 9923 5196

I do not wish to have my details made available to other organisations.

I do not wish to receive any further mailings from IIR.



TWO EASY WAYS TO PAY

Cheque: Enclosed is our cheque for \$_____ in favour of IIR Pty Ltd.
Please ensure that conference code L1174 is written on the back of the cheque

Please debit my: VISA MASTERCARD AMEX*
 DINERS* BANKCARD

Card No:

Cardholders Name: _____

Expiry Date: Signature: _____

If Government: Federal State Local Purchase Order No: _____

