

CONFERENCE

# NEGOTIATING, DRAFTING AND UNDERSTANDING INTERNATIONAL COMMERCIAL AGREEMENTS

10-12 March 2009 (London, UK)

1-3 July 2009 (London, UK)

A three-day conference giving practical guidance on the negotiation and drafting of international commercial agreements, and the skills required to secure business success

## Chairmen

### Noel Byrne

Former Senior Fellow, Centre for Commercial Law Studies,  
University of London

### Rebecca Kelly

Solicitor, Kelly Estates Ltd

### Jane Wessel

Counsel, Crowell & Moring LLP

## Conference presenters

### Mark Jephcott

Senior Associate, Clifford Chance LLP

### Stuart Padgham

Senior Associate, Clifford Chance LLP

### Jeremy Schrire

Partner, S J Berwin

### Allyson Stewart-Allen

Director, International Marketing Partners

### Jonathan Watson

Partner, MFB Solicitors



18 hours: Solicitors' Regulation Authority  
18 hours: General Council of the Bar

**KAPLAN**  
HAWKSMERE

**SAVE £150**  
when you book & pay by  
13 January 2009

*'The seminar lived up to my expectations. Valuable information was made available and will be very useful in the day-to-day activities. The presentations on negotiating agreements and arbitration were excellent and most useful'*

Francois Scholtz, Assistant General Manager, Business Partners Ltd

## About this conference

Contracts are at the heart of nearly all business transactions and as business becomes increasingly globalised, more and more contracts are negotiated and drafted across international boundaries. This conference will give you a sound basic knowledge of the skills needed in this area and will focus on international negotiation techniques together with drafting guidelines and advice on the essential pre-contract issues. The approach taken will be practical and interactive with workshops and reviews of sample clauses throughout the three days.

## Key benefits

This programme will help you:

- 1 Understand the essential issues to be analysed prior to negotiations
- 2 Understand the tactics commonly employed in international negotiations
- 3 Gain an insight into the negotiating styles prevalent in a number of countries
- 4 Ensure that you can identify, manage and turn cultural differences into commercial advantage
- 5 Understand competition law, how it can affect your commercial agreement and how to avoid common mistakes
- 6 Get a full overview of the most popular types of agreement with advice, sample agreements and workshop sessions to help enforce the knowledge
- 7 Select the most appropriate dispute resolution techniques
- 8 Avoid the pitfalls and common errors made when drafting international commercial agreements

## Who should attend

- Heads of legal departments
- In-house counsel
- Lawyers in private practice
- Commercial directors and managers
- Legal advisers
- Procurement directors and managers

## Continuing professional development

Kaplan Hawksmere is approved as an external course provider by the Solicitors' Regulation Authority (Solicitors' Regulation Authority reference No. DI/HAWK). Attending this conference qualifies you for 18 CPD hours. This event is also accredited by the BAR Council Standards Board and qualifies you for 18 CPD hours. Certificates of attendance will be given to all delegates, so that they may claim appropriate credits in respect of other continuing professional development requirements.

Quality training at **half-price** and much more

**Kaplan Hawksmere Membership**

Call **0845 833 3212**

or visit **[www.hawksmere.co.uk/membership](http://www.hawksmere.co.uk/membership)**

© 2008 Hawksmere Ltd

## Day one

### 9.00 Registration

### 9.30 Welcome and Chair's introduction

**Rebecca Kelly**, Solicitor, Kelly Estates Ltd

### 9.45 International negotiation skills (part I)

- Why (or why not) negotiate?
- Negotiating styles and techniques
- World class negotiating strategies
- The power of silence

**Rebecca Kelly**

### 10.30 Coffee

### 10.45 International negotiation skills (part II)

- Creative problem solving
- Negotiating with difficult people
- Negotiating written agreements
- Negotiating in cyberspace

**Rebecca Kelly**

### 11.30 Legal aspects of negotiation – pre-contract issues

- Pre-contractual liability in civil and common law
- Types of non-binding documents
- Drafting non-binding documents

**Rebecca Kelly**

### 12.45 Lunch

### 13.45 Comparative workshop: drafting techniques

- Definitions and interpretation
- Drafting common clauses
- Common pitfalls and how to avoid them

**Rebecca Kelly**

### 15.00 Tea

### 15.15 Dealing with cross-cultural issues

- Identifying and managing cultural barriers
- Dealing in different business environments
- Turning cultural differences into commercial advantages
- Cross-cultural communication and negotiation

**Allyson Stewart-Allen**, Director, International Marketing Partners

### 16.30 Questions

### 17.00 Close of day one



## Day two

---

9.00 Coffee

9.30 Chair's introduction

*Jane Wessel, Counsel, Crowell & Moring LLP*

9.35 Choice of law, jurisdiction and ADR

- How to choose the governing law and jurisdiction
- Selecting the forum
- Impact of international treaties and enforcement
- Use of arbitration
- Alternatives – mediation
- Sample clauses reviewed

*Jane Wessel*

10.45 Coffee

11.00 Commercial agents

- Comparison with distributors
- Review of key commercial terms
- Overview of EU Directive on Commercial Agents
- Compensation liabilities on termination

*Stuart Padgham, Associate, Clifford Chance LLP*

11.45 Competition law (part I)

- Articles 81 and 82 and EU Treaty
- Horizontal agreements
- Vertical agreements
- Exceptions and block exemptions
- Effect of a dominant position on agreements

*Mark Jephcott, Senior Associate, Clifford Chance LLP*

12.45 Lunch

13.45 Competition law (part II)

- What to look out for in agreements
- Drafting agreements to comply with EU and UK law
- Common mistakes and how to avoid them

*Mark Jephcott*

15.00 Tea

15.15 Workshop: drafting agency and distribution agreements

- Exclusivity and minimum performance targets
- Definitions of products and territory
- Obligations of the parties
- Intellectual property rights
- Commencement and termination

*Jeremy Schrire, Partner, SJ Berwin*

16.45 Questions

17.00 Close of day two

## Day three

---

9.00 Coffee

9.30 Chair's introduction

*Noel Byrne, Former Senior Fellow with the Centre for Commercial Law Studies, University of London*

9.40 Distribution agreements

- Pre-contract issues
- Sample clauses reviewed

*Stuart Padgham*

10.45 Coffee

11.00 Technology licensing

- Overview of the applicable law
- The block exemption as amended
- Sample clauses reviewed
- Advice on drafting

*Noel Byrne*

12.30 Questions

12.45 Lunch

13.45 Drafting international joint venture agreements

- Choosing between the different forms of joint venture
- Initial agreements and considerations
- Key terms of the substantive joint venture documents
- Exit provisions
- Advice on drafting the agreements

*Jonathan Watson, Partner, MFB Solicitors*

14.45 Tea

15.00 Workshop: technology licensing agreements

- A review of a sample agreement

*Noel Byrne*

16.15 Questions

16.30 Chair's conclusion and close of conference

---

## In-house learning and development solutions

If you have a group of five or more delegates you could benefit from our flexible in-house training programmes. For more information, an initial discussion and FREE quotation please call **Gary Mee** direct on **020 7960 5616** or e-mail [gary.mee@hawksmere.co.uk](mailto:gary.mee@hawksmere.co.uk)

## Sponsorship opportunities

Kaplan Hawksmere events are an ideal platform to reach your potential customers directly. If you are interested in discussing opportunities please call **Scott Soutter** on **020 7960 5602** or email [scott.soutter@hawksmere.co.uk](mailto:scott.soutter@hawksmere.co.uk)

