



# **Drafting and Vetting Contracts-Negotiations and Dispute Management**

# Drafting and Vetting Contracts-Negotiations and Dispute Management

Key benefits from attending the workshop:

- Learn how to effectively draft and use contracts- minimizing risk to the company
- Ensuring effective allocation of risks using Representation and Warranty Clauses.
- Mastering best practices when drafting Memorandum of Understanding(MOU), Letter of Intent (LOI) and Non-Disclosure Agreement (NDA)
- Reviewing the miscellaneous clauses in contracts that are often neglected
- Overcoming ambiguity in contracts and combating major source of confusion and disputes
- Drafting Boilerplate clauses to minimize risks and protect your company's rights
- Capitalizing on the importance of risk transferring clauses to avoid negligence
- Exploring the Endgame Provisions to identify the effects and ways to deal with termination clauses
- Understanding Negotiation Process
- Understand how to deal with Disputes and effectively deal with dispute Resolution Process
- Use the correct language - in Contractual Correspondence

Day-1	Day-2
<p><b>Session One</b></p> <ul style="list-style-type: none"> <li>• Understanding the basic framework of contract drafting- converting a term sheet into a contract</li> </ul> <p><b>Session Two</b></p> <p>Rules of Interpretation in Contracts:</p> <ul style="list-style-type: none"> <li>• How contracts are interpreted and the sources of uncertainty in contracts</li> <li>• Dealing with ambiguity in contracts: Exploring the hidden risks and dangers</li> <li>• Exploring the importance of priority documents</li> </ul> <p><b>Session Three</b></p> <p>Key contractual issues</p> <p>Drafting and Exploring Key Contractual Clause which Deal with Allocation of Risk</p> <ul style="list-style-type: none"> <li>• Liquidated damages / penalty / consequential damages</li> <li>• Force majeure</li> <li>• Limitation of liability clause</li> <li>• IPR: Ownership rights in contract</li> <li>• Performance guarantee</li> <li>• Subrogation / waiver of subrogation</li> <li>• Indemnity</li> <li>• Assignment / delegation clause</li> <li>• Cumulative remedies</li> <li>• Transaction cost</li> <li>• Third party liability</li> <li>• Consequential loss</li> <li>• Negligence / gross negligence</li> <li>• Breach/Material Breach</li> </ul>	<p><b>Session One</b></p> <p>Miscellaneous important clauses in contract</p> <ul style="list-style-type: none"> <li>- Waiver</li> <li>- Entire Agreement</li> <li>- Severance</li> <li>- Amendments</li> <li>- Variations</li> <li>- Notices</li> </ul> <p><b>Session Two</b></p> <p>Handling Complex Challenges and Risks in Contracts</p> <ul style="list-style-type: none"> <li>• Memorandum of understanding (MOU)</li> <li>• Letter of Intent (LOI)</li> <li>• Confidentiality Agreement and Non-Disclosure Agreement (NDA)</li> </ul> <p>Drafting MOU, LOI and NDA using international best practices to be followed</p> <p><b>Session Three</b></p> <p><b>Dispute Resolution</b></p> <p>Alternative Dispute Resolution: Finding the Right Way Out</p> <ul style="list-style-type: none"> <li>• Conflict in contracts: Addressing the right mechanism in contract before the issues becomes a dispute</li> <li>• Exploring the importance Legal Project Management</li> <li>• To litigate or arbitrate: Which should you put as your prior decision?</li> <li>• Best strategies in drafting an enforceable Arbitration clauses</li> </ul>

Day-1	Day-2
<ul style="list-style-type: none"> <li>•Termination</li> </ul> <p><b>Session -4</b></p> <p><b>Drafting techniques using proper contract language most commonly used in contracts:</b></p> <ul style="list-style-type: none"> <li>•Reasonableness</li> <li>•Consent not to be unreasonably withheld</li> <li>•To the best of its knowledge</li> <li>•Substantially in the form of</li> <li>•To the extent permitted by law</li> <li>•Notwithstanding to the contrary</li> <li>•Including without limitation</li> <li>•From time to time</li> <li>•As the case may be</li> <li>•Incorporated by reference</li> <li>•For the avoidance of doubt</li> <li>•Without Limiting the Generality of the Foregoing</li> </ul> <p><b>Session Five</b> <b>Learn Contractual Correspondence protecting the interest of the Company</b></p> <ul style="list-style-type: none"> <li>•Model Words /Sentences</li> </ul>	<ul style="list-style-type: none"> <li>- Ad hoc or non- institutional Arbitration</li> <li>- Domestic and International Arbitration</li> <li>- Intervention of the Court in Arbitration</li> </ul> <p><b>Session Four</b> <b>Negotiations in Contract</b></p> <ul style="list-style-type: none"> <li>•What is Negotiation</li> <li>•Overview of Negotiating Approaches</li> <li>•Negotiation Styles and Ethics</li> <li>•Negotiating Strategies</li> <li>•Manipulative Ploys</li> <li>•Creative Problem Solving</li> </ul> <p><b>Session Five</b> <b>Risks of claim denial</b></p> <ul style="list-style-type: none"> <li>•Claims for Variation</li> <li>•Claims for Time Extension</li> <li>•Claims for Exceptional Events</li> </ul> <p><b>Session Six.</b> <b>Understanding SOW</b></p> <ul style="list-style-type: none"> <li>•what is Scope of Work</li> <li>•Best Practices in Drafting Scope</li> <li>•Guidelines for Drafting Scope.</li> </ul>

### Who Should Attend:

Head-Contract  
Head Legal  
Corporate Legal Counsel  
General Counsel  
Chief Counsel  
Regional Counsel  
Legal Managers  
Corporate Legal Advisors  
Company Secretaries  
Procurement and  
Purchasing Managers