



English law training programme in Moscow

21 - 22 November 2013

Radisson Royal Hotel, 2/1 Building 1,
Kutuzovsky Prospect, 121248, Moscow

About the event

In conjunction with LAW2020, the Law Society will be delivering a training programme in English law in Moscow on 21 - 22 November 2013. The courses are aimed at lawyers based in Russia and in the Commonwealth of Independent States who need to gain both a theoretical and practical knowledge of English law.

Delegates may be lawyers working within an English or a local law firm as well as in-house lawyers based in Russia and in the CIS who need to work with English law. Courses are open to lawyers qualified in any jurisdiction.

The programme

The course programme will be delivered over two days by two leading presenters. It will comprise of four sessions on English commercial and contract law and two early evening workshops on different areas of law.

| Date | Morning | Afternoon | Evening |
|-------------------------|---------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Thursday 21 November | Practical English contract law part 1: Formation and terms (Half day course, 3 hours CPD) | Practical English contract law part 2: Common provisions in international agreements governed by English law (Half day course, 3 hours CPD) | Workshop: Law and practice relating to guarantees, performance bonds and other security documentation (1 ½ hour course, 1.5 hours CPD) |
| Friday 22 November | Practical English contract law part 3: Remedies for breach of contract and enforcement (Half day course, 3 hours CPD) | Practical English contract law part 4: Interpretation of English law contracts and drafting techniques (Half day course, 3 hours CPD) | Workshop: Drafting and negotiating warranties and indemnities in share purchase agreements (1 ½ hour course, 1.5 hours CPD) |

To register for this programme, please visit www.lawsociety.org.uk/events

Trainers

Michael Twomey

Michael Twomey is a founder of LAW2020 and has 20 years' experience in designing and delivering legal training to leading law firms both in the UK and internationally. He has delivered courses on behalf of the Law Society in Moscow, Dubai and Abu Dhabi. Michael works extensively as a Senior Consultant for leading training organisations.

Malcolm Dowden

Malcolm Dowden has extensive experience of property, environment and regulatory work and retains a role in private practice as Consultant to a City of London law firm, Charles Russell LLP. He is regularly engaged by training and conference organisations both in the UK and internationally. He has provided training programmes for commercial law firms, a major infrastructure company, utilities providers, educational institutions and local government. Malcolm's practical experience includes legislative and regulatory drafting.

Both speakers are contributors to legal and professional journals. Malcolm is the author of *Climate Change, Law Policy and Practice* (EG Books, 2008) and co-author of the UK chapter in the UNEP-funded book *Green Buildings and the Law* (CIB, 2011).



Practical English contract law part 1: Formation and terms (Half day course, 3 hours CPD)

English Law is used widely in international transactions across a variety of jurisdictions and is relied on heavily for mergers and acquisitions and deals involving international financial markets. It is also chosen as the governing law in many other international commercial agreements. The reasons for the widespread use of English law are both historical and practical. This course will examine the key merits of choosing English law as the law of a contract. This session will focus on contract formation and provide an overview of the classification of terms.

Learning objectives:

To provide legal practitioners with a solid grounding in:

- Key principles of English contract law
- The categorisation, nature and effect of terms of a contract
- Common provisions found in contracts and the reasons for such provisions
- Some key differences and similarities between English and Russian laws

At the end of the day the delegate will be able to:

- Identify when a contract is formed in English law
- Understand the nature and importance of consideration
- Ensure that legally enforceable agreements are not created prematurely
- Classify terms in an agreement as conditions or as warranties
- Understand how indemnities and warranties are used in contracts
- Appreciate the differences between warranties and representations

Practical English contract law part 2: Common provisions in international agreements governed by English law (Half day course, 3 hours CPD)

The finance markets and the mergers and acquisitions markets rely heavily on English law. In English law, parties have significant freedom and flexibility to agree to whatever terms they want. English law is less prescriptive than other legal systems. This session will examine common provisions to be found in commercial and corporate agreements and the typical structure of such agreements.

Learning objectives:

To provide legal practitioners with a solid grounding in:

- Common provisions found in international agreements governed by English law
- The law and practice relating to the negotiating and drafting of such terms
- Some key differences and similarities between English and Russian laws

At the end of the day the delegate will be able to:

- Identify the structure of a typical contract
- Recognise key provisions of English commercial contracts
- Appreciate the differences between Russian and English laws in relation to these provisions
- Understand the drafting and law relating to key terms including:
 - Representations, warranties and indemnities
 - Penalties
 - Restrictive covenants
 - Conditions precedent
 - Covenants
 - Exit provisions
 - Deadlock mechanism

Practical English contract law part 3: Remedies for breach of contract and enforcement (Half day course, 3 hours CPD)

One of the reasons for the use of English law in international transactions may well be the range of available remedies. This training session will consider remedies for misrepresentation, the main remedy of damages as well as injunctions. Delegates will also consider questions of enforcement and the alternative dispute resolution.

Learning objectives:

To provide legal practitioners with a solid grounding in:

- The law relating to remedies including rescission, damages and injunctions
- The difference in damages in contract and in tort
- The law and practice relating to the enforcement of judgments

At the end of the day the delegate will be able to:

- Appreciate what might amount to a representation
- Prevent misrepresentations being made

- Draft clauses to mitigate against liability for misrepresentation
- Draft effective limitation clauses
- Advise on the law and the assessment of damages both in contract and in tort
- Advise on the alternatives to a claim for damages
- Draft a valid liquidated damages provision

Practical English contract law part 4: Interpretation of English law contracts and drafting techniques (Half day course, 3 hours CPD)

If a party wishes to create an agreement subject to English law and subject to the jurisdiction of the English courts, it is important to understand how such contracts will be interpreted. With this knowledge, and armed with drafting techniques, lawyers can draft clear and effective contract provisions.

Learning objectives:

To provide legal practitioners with a solid grounding in:

- Drafting techniques to use in order to achieve clear drafting
- The principles of contract interpretation

At the end of the day the delegate will be able to:

- Apply drafting techniques for clear and effective drafting
- Advise on how contract provisions are likely to be interpreted
- Identify commonly-litigated phrases and use clearer wording
- Identify what to avoid when drafting
- Identify a process that will work for you
- Understand the rules and principles of contract interpretation that will assist in drafting

Workshop: Law and practice relating to guarantees, performance bonds and other security documentation (1 ½ hour course, 1.5 hours CPD)

The law relating to liability under guarantees, performance bonds or other security arrangements is a critical issue. It is essential to identify the basis of liability, whether primary or secondary, and the rules relating to enforcement in each jurisdiction where the business operates, and when selecting the governing law for commercial contracts. This course provides practical guidance and an update on the law applicable to international commercial transactions.

Learning objectives:

To provide delegates with:

- An update on the distinctions in key jurisdictions between guarantees, indemnities and performance bonds
- A drafting and due diligence toolkit, including precedent clauses and checklists to analyse contract provisions

At the end of the session delegates will be able to:

- Apply the latest judicial authorities to categorise and explain the legal effect and enforceability of security provisions in commercial contracts
- Identify and evaluate the level of risk created by a range of common contract provisions

Workshop: Drafting and negotiating warranties and indemnities in share purchase agreements (1 ½ hour course, 1.5 hours CPD)

Warranties and indemnities are important aspects of share purchase agreements. The buyer will seek extensive warranties and indemnities as contractual protection. The parties will spend significant time in negotiating these provisions and dealing with terms seeking to limit the liability of the seller. The seller will also wish to disclose against the warranties to remove all liability. This course will provide lawyers and other advisers with an understanding of the law and practice in this important aspect of the transaction.

Learning objectives:

To provide delegates with:

- An understanding of the law and practice relating to the negotiating and drafting of warranties and indemnities
- An appreciation of the differences between English and Russian laws

At the end of the session delegates will be able to apply methods for:

- Drafting and negotiating warranties and representations
- Qualifying and limiting liability
- Drafting an effective buyer's knowledge provision
- Drafting for a gap between exchange and completion
- Negotiating repeating warranties
- Drafting and negotiating the disclosure letter

Booking form

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Online

To register for this event online, please go to www.lawsociety.org.uk/events. Select the event you want to attend and click on 'book event' button. We recommend you pay online by credit/debit card to guarantee your place at this event immediately. If you choose to pay by cheque, please send payment, with your booking details attached, within 10 days of making the booking.

By post

To register please complete the form below in CAPITAL LETTERS and return it with a cheque in pounds sterling made payable to The Law Society, to: Event Team, The Law Society, 113 Chancery Lane, London WC2A 1PL, DX 56 Lon/Chancery Ln

Please note: bookings for this event cannot be taken over the phone.

For further information please contact events@lawsociety.org.uk

Title: _____ First name: _____ Surname: _____

Position: _____

Organisation: _____

Address: _____

_____ Postcode: _____

Tel: _____ Fax: _____

DX: _____ Email: _____

Please indicate your course choice/s by placing a tick in the relevant box/es.

| | Thursday November 21 | | Friday November 22 | |
|-----|---------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------|--|
| AM | Practical English contract law part 1: Formation and terms <input type="checkbox"/> | | Practical English contract law part 3: Remedies for breach of contract and enforcement <input type="checkbox"/> | |
| PM | Practical English contract law part 2: Common provisions in international agreements governed by English law <input type="checkbox"/> | | Practical English contract law part 4: Interpretation of English law contracts and drafting techniques <input type="checkbox"/> | |
| Eve | Workshop: Law and practice relating to guarantees, performance bonds and other security documentation <input type="checkbox"/> | | Workshop: Drafting and negotiating warranties and indemnities in share purchase agreements <input type="checkbox"/> | |

Registration fee (per course)

Half day seminar

Full price **£350.00**

International Division member **£280.00**

To become a member of the International Division please visit: www.lawsociety.org.uk/international

Total payment

Evening workshops

Full price **£200.00**

International Division member **£160.00**

In accordance with the Russian Tax Code, if you are purchasing this service on behalf of a Russian legal entity or a legal entity registered in Russia, this service shall be subjected to Russian VAT at the rate of 18% and you must settle Russian VAT directly with the Russian tax authorities. Fees indicated above are exclusive of VAT. A payment equivalent to 18% of the total fee shall be remitted directly to the Russian Budget.

Access, dietary or other requirements:

Please advise if you have any additional requirements:

Office Use:

BUDGET ID11-LB101-INTMOS

Terms and Conditions

- The Law Society reserves the right to amend or cancel this event. Should the event be cancelled a full refund of the registration fee will be made. The Law Society can accept no further liability if the event is cancelled, including no liability for any expenses incurred as a result of cancellation.
- If you have any special dietary requirements you must give us written notice at least 10 working days before the event and a supplement may be payable for special dietary requests.
- No refunds will be given for cancellations that occur at or less than 10 working days from the event date. If you wish to cancel more than 10 working days before the event, you will be refunded the registration fee less an administration charge of 20%. If you cancel your place prior to payment, you are still required to pay either the 20% administration fee or the full costs dependant on the time of cancellation.
- You may substitute a colleague without charge, provided you confirm their full name in writing before the day of the event.
- The delegate and the firm/organisation are jointly and severally liable for payment of the fees due.
- The Law Society can accept no liability for any loss suffered by any person acting or refraining from action as a result of the material delivered during or in connection with the event.
- Acceptance by the Law Society of your booking will give rise to a legally binding contract between us on these terms and conditions.