



**The British Consulate General in Ekaterinburg  
and  
The **British-Russian** Law Association**

request the pleasure of your company on **4 July 2013** at their

***3<sup>rd</sup> Annual English/Russian Legal Seminar:  
An Analysis of Common Contractual Terms  
& Their Application in Practice***

Although English law is widely used in international contracts, the meaning and effect of many commonly used terms and concepts can be misunderstood. For example:

- what steps can be taken to protect against non-performance by a counterparty?
- what is the difference between a guarantee, an indemnity and a performance bond?
- how do fixed and floating charges and reservation of title clauses operate in practice?
- how and when can liability be excluded or limited for breach of contract?
- what are warranties and representations and how are they used in practice?
- what remedies are available for breach of contract?

It is also important to understand how and when mandatory norms under Russian law may affect the application and enforcement of such terms and how professionals such as accountants and auditors can assist businesses entering into large transactions and involved in large disputes.

Leading English and Russian experts will discuss these issues and share their practical experience on these matters. These discussions will focus in large part on the use of these terms in loan agreements, M&A contracts, and sale of goods agreements and identify case law examples of how they have been enforced in practice.

**The seminar will take place on Thursday 4 July 2013, 13:00, at Business Centre  
Paladium, 2<sup>nd</sup> Floor, 10 Khokhryakova Street.**

Participation in the seminar is free of charge. Deadline for registration is **2 July 2013**. Please register with Yulya Alekseyeva, Senior Trade & Investment Adviser, British Consulate General, Ekaterinburg: [yulya.alekseyeva@fconet.fco.gov.uk](mailto:yulya.alekseyeva@fconet.fco.gov.uk) / t. +7 (343) 253 5604 / m. +7 912 6565 147. For registration please give us your name, position, telephone and e-mail.

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ПРАВО

Programme

13.00 – 13.30	Registration
13.30 – 13.40	Opening remarks <b>Julie Mayne, Deputy British Consul General in Ekaterinburg</b>
<b>Session 1 – Protection against Non-performance</b>	
13.40 – 14.10	How do I protect my business against non-performance by a counterparty? <ul style="list-style-type: none"> <li>• <i>guarantees and indemnities</i></li> <li>• <i>performance bonds</i></li> <li>• <i>warranties and representations</i></li> <li>• <i>retention of title clauses</i></li> <li>• <i>fixed and floating charges and appointment of receivers</i></li> </ul> <b>Paul Finlan (Partner, Faegre, Baker Daniels (UK) LLP)</b>
14.10 – 14.30	How do I protect my business against its own non-performance?: <ul style="list-style-type: none"> <li>• <i>exclusion of liability clauses</i></li> <li>• <i>limitation of liability clauses</i></li> <li>• <i>notice provisions</i></li> </ul> <b>Patrick Boylan (Partner, Simmons &amp; Simmons LLP)</b>
14.30 – 14.45	The role of an accountant/auditor in reviewing contractual teams <ul style="list-style-type: none"> <li>• <i>accounting review of contractual terms</i></li> <li>• <i>compilation of financial statements/schedules</i></li> <li>• <i>dealing with "closure" accounts</i></li> </ul> <b>Viktor Lukashuk (Partner, Deloitte &amp; Touche CIS)</b>
14.45 – 15.15	Questions & Answers
15.15 – 15.45	Coffee Break



<b>Session 2 - Claims for Breach of Contract &amp; Russian Law Issues</b>	
15.45 – 16.05	<p>What damages can my business claim if its contract is breached?</p> <ul style="list-style-type: none"> <li>• <i>consequential damages</i></li> <li>• <i>foreseeable damages</i></li> <li>• <i>damages in cases of fraud</i></li> <li>• <i>fixed damages and penalty clauses</i></li> </ul> <p><b>Mark Brown (Partner, Bristows LLP)</b></p>
16.05 – 16.25	<p>What other relief can my business claim if its contract is breached?</p> <ul style="list-style-type: none"> <li>• <i>terminating the contract</i></li> <li>• <i>restitution</i></li> <li>• <i>specific performance</i></li> <li>• <i>interest</i></li> </ul> <p><b>Rupert D’Cruz (Barrister, Littleton Chambers)</b></p>
16.25 – 16.40	<p>The role of an accountant/auditor in disputes</p> <ul style="list-style-type: none"> <li>• <i>advising legal teams and clients on accounting, audit and tax issues</i></li> <li>• <i>the accountant as expert (party appointed, joint and shadow)</i></li> <li>• <i>the accountant in an expert determination</i></li> </ul> <p><b>Ludmila Grechanik (Partner, Deloitte &amp; Touche CIS)</b></p>
16.40 – 17.00	<p>Are English contract law terms compatible with Russian law? What are the consequences if they are not?</p> <ul style="list-style-type: none"> <li>• <i>Governing law issues</i></li> <li>• <i>Mandatory norms under Russian law</i></li> <li>• <i>Enforcement related issues</i></li> </ul> <p><b>Arkadiy Maifat (Partner, Kollegiya Advokatov ‘Chastnoe Pravo’, Ekaterinburg)</b></p>
17.00 – 17.30	Questions & Answers and Closing Remarks
<b>17.30 – 19.00</b>	<b>Networking Business Reception</b>