



Presented by
Falconbury

Liabilities, Damages and other Contentious Issues in International Commercial Agreements

18-19 September 2025
+ 4-5 December 2025

This course will give you an enhanced understanding of the detailed law of damages and liabilities for the purposes of negotiating and drafting international contracts governed by English law.



Format:
Classroom, Live online



CPD:
12 hours for your records



Certificate of completion

Course overview

Now is not the time for weaknesses in your commercial contracts - reduce your exposure to risk and liability in two essential days of training.

In today's tough economic environment, risk and liability must be kept to a minimum for businesses to survive. During the negotiation of international commercial agreements, the exact exposure in relation to damages is often not properly identified, anticipated or understood. Frequently, the contracting parties are:

- **Unaware** of the true nature of the law of damages in the chosen governing law of the contract
- **Unaware** of the fundamental differences of approach in the common law and civil law systems
- **Unaware** that their attempts at limiting or excluding their liability may be ineffective

This specialist two-day seminar has been specifically developed to focus exclusively on this subject. The seminar offers a wide-ranging and detailed understanding of the law of damages under English law with comparisons to civil law jurisdictions. Presented by Arun Singh, an international specialist in the field, the seminar will enable participants to effectively draft and negotiate contracts with knowledge and confidence.

The course has been designed to give a practical solution to your drafting challenges. Throughout the course the expert trainer uses a balanced mix of theory, exercises, discussion and sample clauses to ensure the learning is embedded, so you can meet your commercial objectives.

Benefits of attending

By attending this course you will:

- **Learn** how to identify potential legal risks and their implications
- **Expand** your knowledge of pre-contract documents and pre-contractual liability
- **Get to grips** with confidentiality agreements
- **Understand** the differences between warranties, representations, guarantees and indemnities
- **Explore** exclusions and how to limit damages
- **Examine** the concepts of force majeure and economic hardship
- **Clarify** direct damages, indirect damages and consequential loss
- **Consider** the limits of choice of law and choice of forum clauses

Who should attend?

This course has been specially designed for:

- Lawyers working in business, government and private practice
- All those working in a legal context but not necessarily having law as their underlying professional qualification, including contracts managers, commercial managers and directors

Programme

Day 1

Introduction

- Key differences in civil and common law
- Identifying potential legal risks
- Fundamental distinctions
- Emerging trends
- Drafting approaches
- Introduction to comparative exercises

Pre-contract agreements – background and drafting

- NDAs, MoUs, letters of intent
- Pre-contractual liability
- Good faith
- Confidentiality agreements – binding?
- Templates of pre-contract documents
- Redrafting template documents

Warranties, representations, guarantees and indemnities

- Differences
- Which to use and when
- Remedies for breach
- Relationship with entire agreement
- Indemnities – examples
- The court approach and contra proferentem
- Types of guarantees – performance and on demand

Exclusions and limitations of liability

- Liability for personal injury or death
- Liability for late delivery, performance or similar
- How to limit the maximum aggregate damages
- Fundamental breach vs breach of fundamental obligation
- Specific examples of limitation of liability clauses from different jurisdictions
- Exclusions, limitations and maximum liability

Force majeure, frustration and economic hardship

- The concepts of force majeure and economic hardship
- Doctrine of frustration
- Changing circumstances and unforeseen events
- Hardship clauses
- Defining the events
- Typical claims
- The termination period
- Re-execution/renegotiating
- The legal effect

Day 2

Direct, indirect damages and consequential loss

- Types of damages
- Damages for breach of contract
- Back-to-back contracts
- Physical damages
- Costs and expenses
- Waste
- Loss of profit
- Consequential losses and expenses
- Loss of opportunity, expectation and amenity
- Examples of clauses from common and civil law
- Direct, indirect damages and consequential loss

Q&A Interactive Session: Identifying types of damages

Liquidated damages and penalties defined – comparative analysis

- Recoverability of liquidated damages and penalties
- Rules of interpretation and evidence requirement
- Types of contract to which the rules do or do not apply
- Types of clause to which the rules do or do not apply
- Templates with comparative clauses
- New Supreme Court rule on liquidated and ascertained damages and penalties –
Cavendish v Makdessi

Choice of law, jurisdiction and arbitration Part 1 – choice of law and jurisdiction

- Legal basis
- Applicable law in the absence of choice
- Limits of choice of law
- Natural place of jurisdiction
- Choice of forum clauses
- Limits of choice of forum clauses
- Brussels and Rome Regulations – post Brexit
- Direct applicability and the chosen law rule

Choice of law, jurisdiction and arbitration Part 2 – arbitration and dispute resolution

- Choice of arbitration, drafting of an arbitration clause, avoiding pathological clauses
- Alternative dispute resolution – conciliation, mediation and ADR
- Enforcement: The New York Convention and beyond

Comparative workshop session

Practical workshop where, using a case study as a basis, clauses will be examined that are interpreted differently in different jurisdictions, including:

- *Force majeure*
- Exclusion clauses
- Approaches to interpretation
- Limitation of liability
- Liquidated damages and penalties
- Drafting techniques

Presenter



Arun Singh OBE

Arun Singh (Prof) OBE, FRSA is an international lawyer and consultant to an international law firm. He was formerly a partner and head of commercial law at KPMG Legal and partner at Masons (now Pinsent Masons).

Arun has advised on disputes and collaborations in a wide range of jurisdictions including Europe, countries in West and East Africa, India, Bangladesh, China, Hong Kong, Saudi Arabia, UAE, Qatar, Pakistan, Libya, Jordan, Syria, the US, Caribbean, Russia, Israel, Lebanon, Egypt, Thailand and Singapore. Arun is cited and ranked in the Chambers Guide to the world's leading lawyers. He concentrates on international investment, joint ventures, licensing of technology, research and development, M&A, energy, outsourcing and corporate governance in developed and emerging markets; he also handles international legal risk management matters. Arun advises a range of international organisations and is a visiting professor in International Business, Leadership and Negotiations at Salford University Business School, senior associate at Oxford University's Institute of Legal Practice and teaches international leadership and negotiations at the University of Cambridge. He has facilitated programmes in Europe, Asia, the Middle East and the US.

He is a recognised corporate educator and a non-executive director of two international investment companies – one of which is listed on the London Stock Exchange, chairing the Audit Committee and Investment Committee.

He was appointed an OBE by HM the Queen in January 1999 for services to international trade, investment and intercultural management. Arun is an editor and contributor to a number of publications including Business and Contract Law (a Thorogood Special Report) and How to Lead Smart People – Leadership for Professionals (Profile Books), a facilitator for company programmes and an experienced speaker at international corporate conferences.

Course dates

18-19 September 2025 Classroom

London

Course code 15112

GBP **1,399** ~~1,599~~

EUR **1,959** ~~2,239~~

USD **2,247** ~~2,559~~

Until 14 Aug

4-5 December 2025

Live online

09:30-16:30 **UK (London)** (UTC+00)

Course code 15399

GBP **1,199** ~~1,399~~

EUR **1,679** ~~1,959~~

USD **1,927** ~~2,239~~

Until 30 Oct

How to book



Online:

ipi.academy/15

Alternatively contact us to book, or if you have any queries:



Email:

info@ipiacademy.com



Phone:

[+44 \(0\)20 7749 4749](tel:+442077494749)

Discounts

- Booking more than one delegate on any one date qualifies for a **30% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

Further information

Fee

The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

Please note

IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

Terms and conditions

The rest of our terms, the event cancellation policy and the terms and conditions are on our website, please visit ipi.academy/content/terms-and-conditions

Reviews



Excellent. [Trainer] is fantastic.



Robyn Sternberg
Legal Director
Dematic Limited
Mar 31 2025



I have learned a lot. The course was excellent and very understandable. I have learned everything I wanted from the theme. Would recommend.



Silvija Žužul
Management Board Member
Narodne Novine
Dec 2 2024



Overall, the course was excellent. The content was well-structured and highly relevant, the presentations were engaging and easy to follow, and the speaker was articulate, knowledgeable, and professional. It was a valuable and enriching experience.



Fereshteh Khoshravi
Contract Administrator
Seaway7
Dec 2 2024



I thought the course was fantastic! No improvements necessary. I learned a lot about the topic, which will help me in my day-to-day role. It was truly engaging because of extremely knowledgeable and engaging speaker. I would recommend.



Ilona Duro
Manager, Paralegal Corporate Counsel
Digital Realty Ltd
Dec 2 2024

Run this programme in-house for your whole team

Coming to IPI Academy for your in-house training provides an all-inclusive service which gives you access to a wide variety of content, learning platforms and delivery mechanisms as well as your own personal training adviser who will work with you from the initial enquiry through to feedback and follow-up after the programme.

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For your FREE consultation and to find out more about how we can work with you to solve your training needs, please contact our training advisers:



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IPI Academy

IPI Academy is a training initiative of Falconbury and Management Forum; leading providers of industry training for over 30 years, based in the UK.

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