

Presented by
Falconbury

5-day International Commercial Contracts School

22-26 September 2025

This specialist five-day seminar has been expressly developed to focus exclusively on the law and regulations governing business and contract law for cross-border contracts.



Format:
Live online



CPD:
30 hours for your records



Certificate of completion

Course overview

The 5-day International Commercial Contracts School offers a wide-ranging and detailed understanding of contract law, drafting techniques, negotiation tactics and the law of damages under common law with comparisons to civil law jurisdictions.

Presented by an international specialist in the field, attending this course will enable participants to effectively draft and negotiate contracts with knowledge and confidence.

The programme is split into three comprehensive modules:

Module one: Business and contract law for international commercial contracts

covers the formation and management of a business contract, the pre-contract documents, drafting contract terms and specific key clauses

Module two: International contract negotiation looks at preparing for negotiations and setting objectives, while considering national and organisational cultures and styles

Module three: Liabilities and damages in international commercial agreements

focuses on identifying areas of potential risk, and exclusions and limitations of liability clauses

Benefits of attending

By attending this course you will:

- **Understand** how a contract is formed and what makes it binding and enforceable
- **Learn** about the impact of common and civil law
- **Get to grips** with pre-contract documents including NDA agreements
- **Consider** constructive performance obligations and payment mechanisms
- **Master** the defences to breach of contract
- **Expand** your knowledge of termination and variation clauses
- **Enhance** your negotiation skills and understand different styles
- **Identify** areas of risk and learn how to mitigate against them
- **Discuss** choice of law and dispute resolution options

Who should attend?

This course has been specifically designed for:

- Heads of legal
- In-house counsel
- Contracts directors and managers
- Commercial directors and managers
- Senior business development executives
- Private practice lawyers
- Professional legal advisors

Programme

Day 1

Module One: Business and Contract Law for International Commercial Contracts

Formation of a business contract

- What is a contract?
- Different legal systems to know about
- Common and civil law
- Contract, tort and equity
- Making a binding and enforceable contract
- Six components
- Offer
- Acceptance
- Deeds

Pre-contract documents – sample agreement and checklist

- Informal contracts
- Standard terms
- Letter of intent
- Memorandum of understanding
- Heads of agreement
- Binding or non-binding and enforceability
- Meaning and effect of using 'subject to contract' and 'without prejudice'
- Duty of good faith

Confidentiality and NDA agreements – sample document and checklist

- Current practice
- What is 'confidential information'?
- Recent cases
- Quantifying loss
- Checklist for protection

Practical drafting workshop: Pre-contract documents and enforceability

Getting to grips with how the law changes and what you thought you had agreed to

- What are implied terms and where do you use them?
- Working within government restrictions
- Misrepresentation
- International convention

Practical workshop: understanding and effecting drafting payment obligations

- Advance/stage payments
- Retention monies
- The role of bonds
- Credit insurance
- Letters of credit

Constructive performance obligations

- Specific performance
- Condition precedents
- Delivery
- Force majeure
- The doctrine of frustration

Managing the contract

- Payment mechanisms
- Contract guides
- Service levels
- Audit rights
- Dealing with change
- Delegation
- Contract programme and governance
- Change management

Practical drafting exercise: Drafting contract terms

In this session participants will practise drafting contract terms and receive practical advice and guidance on how they can develop in this area.

Day 2

Key clauses and how they are interpreted in different countries

- Best efforts and reasonable endeavours
- Confidentiality clauses
- Penalty clauses
- Assignment clauses
- Termination
- Post-contractual obligations

Making defences to breach of contract

- Misrepresentation
- Duress
- Mistake
- Negligent misstatement

Termination and variation – understanding how and when contracts end

- Duration
- Remedying defaults
- Events
- Liquidation
- Change of control
- Post-termination
- Variation of contracts

Limit contractual risk for your organisation

- Identifying the areas of potential claims
- Examining claims in contract
- Examining claims in tort
- What are the claims under other headings?
- Insurance

Successfully resolving contractual disputes and exit

- Drafting key provisions to minimise the risk of disputes
- ADR clauses
- Arbitration – institutional or ad hoc

Practical drafting exercise: standard contract terms

In this session participants will draft standard contract terms based on the skills and knowledge developed during the day under the guidance of the expert trainer.

Some typical agreements

This session will review the terms and conditions of some typical agreements to illustrate how to avoid the legal pitfalls and challenges faced.

- Service
- Supply
- Manufacture
- Licensing

Practical workshop: drafting and understanding boilerplate clauses with sample clauses and pointers

- General provisions
- Confidentiality
- Costs
- Assignment
- Entire agreement
- Notices
- Law of the contract
- Jurisdiction

Programme

Day 3

Module Two: International Contract Negotiation

Essentials of negotiations

- Effective negotiators
- Negotiation models
- Objectives
- Strategies
- Frameworks
- Perceptions

Preparing for negotiations – setting objectives and selecting strategy

- Preparation questions
- BATNA/ZOPA/target
- Power, interests and positions
- Selecting a strategy
- Creating value
- Preparation in a hurry

Negotiating across national and organisational cultures

- Mapping national cultures
- Reconciling differences
- High and low context
- Types of collaborations
- Trust

Negotiating styles

- Recognising your style
- Learn how to adapt your style for greater success
- Identifying styles
- Adapting styles
- Practising different negotiating styles

Practical workshop: negotiation of legal and commercial clauses

Communication skills

- Effective listening
- Effective telling
- Body language
- Silence
- Telephone and Internet

Situation tactics or ploys and counterplays

- Creating the right atmosphere
- Seating
- Threats/insults
- Interruptions
- Emotional appeals
- Making and reinforcing a final offer
- Encouraging closure

Negotiation clinic: discuss recent challenges you have faced

Get your queries answered on recent challenges you have faced in negotiations and learn how to overcome them.

Personal action plans

Day 4

Module Three: Liabilities and Damages in International Commercial Agreements

Identifying the areas of risk

- The areas of potential claims
- Claims in contract
- Claims in tort
- Claims under other headings

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 liabilities

- Liability for personal injury or death
- Liability for late delivery and/or performance
- Maximum aggregate damages
- Fundamental breach
- Different country examples

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 vs Makdessi*

Workshop: Exclusion and liquidated and ascertained damages clauses

Force majeure, frustration and economic hardship

- The concept of force majeure
- Changing circumstances and unforeseen events
- Hardship clauses
- Defining the events
- Typical claims
- The termination period
- Re-execution/renegotiation
- The doctrine of frustration

Workshop session: drafting exercises

During this session, delegates will be given drafting exercises to put what they have learnt into practice.

Day 5

Direct, indirect and consequential damages

- 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

Choice of law governing the contract

- 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

Litigation, arbitration and alternative dispute resolution

- Choice of arbitration
 - Drafting of an arbitration clause
 - Avoiding pathological clauses
- Alternative dispute resolution
 - Conciliation, mediation and ADR
- Enforcement

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 date

22-26 September 2025 **Live online**
09:30-17:00 **UK (London)** (UTC+01)
Course code 14935


GBP **2,199** ~~2,699~~
EUR **3,079** ~~3,779~~
USD **3,539** ~~4,319~~


Until 18 Aug

How to book

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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.

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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



I feel I learned a lot and this experience gave me a sort of new vision on my daily job routine. The whole experience was great. The content was very interesting and very well presented by Arun (the slides are very clear and exhaustive).



Andrea Benatti
Evotec
Sep 23 2024



Being not legally qualified, I was hoping to learn more about intricacies of contracting, elaboration on particular aspects such as warranties, and drafting of clauses, whilst generally to expand on my basic knowledge of contracts in the English law, which has been achieved exceptionally well, as well as the additional benefit of doing a day on negotiation, which was excellent as well. [The speaker was] extremely knowledgeable.



Alexandra Payne
Commercial & Contracts Manager
Dematic Limited
Sep 23 2024



Arun's teaching provided a very generous amount of up-to-date case law and precedents. Arun made the whole experience very enjoyable. He is a very personable and intelligent man with a lot of experience and knowledge to impart. Everything that I was expecting to be covered based on the course programme was achieved.



Kerrie-Lee Bearman
Legal Advisor / Contracts
va-Q-tec
Sep 25 2023



Overall, it was a great webinar. The topics covered during the webinar were presented effectively and were very relevant to me. The duration of the webinar was sufficient for the material covered. As a result of this webinar, I gained new knowledge applicable to my work. It was a great presentation made by Mr. Singh. He is also knowledgeable in the topics covered during the five-day course and very accommodating in answering questions.



Kimberly Gamez
Oct 4 2021

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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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