IPI Academy

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Presented by
Falconbury

Contract Drafting: Commercial Contract Case Law Update - Key Decisions and Practical Impact

9 November
+ 18 May 27, 17 November 27

A practical update on key commercial contract cases from 2025, explaining how courts interpret formation, liability, payment and remedies, with clear lessons for drafting, negotiation and risk management

Format:
Live online

CPD:
2 hours for your records

Certificate of completion

Course overview

Commercial contract law continues to evolve rapidly, particularly in response to modern business practices, digital communications, and increasingly complex contractual structures. Staying up to date with how the courts interpret and apply (and sometimes invent!) contractual principles is essential for anyone drafting, reviewing, or negotiating contracts governed by English law.

This practical update session reviews the most significant commercial contract cases from 2025 and examines what they mean in practice. Using recent judicial decisions, the training course goes through updates as to how contracts are formed through informal communications such as emails, messaging platforms, and even emojis; how courts approach agreements to agree, reasonable endeavours and conditions precedent to payment; and how risk is allocated through exclusion, limitation and indemnity clauses.

The session also considers key developments in good faith obligations, incorporation of onerous terms, interest and payment remedies, termination rights, affirmation and entire agreement clauses. Throughout the training course, the focus is on extracting clear, actionable lessons from the case law, helping delegates to identify risk, avoid common drafting pitfalls, and strengthen their contractual positions.

Designed as a practical and accessible update, this training course equips delegates with a clear understanding of how recent cases may affect their contracts and commercial decision-making, and how to apply those insights immediately in practice.

Benefits of attending

By attending this training course, you will:

- **Gain** a clear and practical understanding of the most important commercial contract cases from 2025 and how they affect everyday contracting under English law
- **Understand** how courts approach contract formation in modern communications, including emails, messaging platforms and informal exchanges
- **Identify** latest thinking on agreements to agree, reasonable endeavours obligations and conditions precedent to payment
- **Strengthen** your ability to deal with exclusion, limitation, set-off and liability clauses
- **Learn** how courts assess the incorporation of onerous or unusual terms and how to ensure they are enforceable
- **Understand** recent judicial approaches to good faith obligations, interest clauses, liquidated damages and remedies for non-payment
- **Clarify** when and how missing contractual terms may be implied or supplied by the courts
- **Improve** your ability to assess termination rights, affirmation and what constitutes a remediable breach
- **Stay up to date** on how entire agreement clauses are interpreted and enforced in practice
- **Take away** practical drafting and negotiation insights that can be applied immediately to reduce risk and avoid disputes

Who should attend?

This traiiing course has been designed for professionals involved in drafting, negotiating, managing, or advising on commercial contracts, including:

- In-house lawyers
- Private practice lawyers
- Heads of legal and General Counsel
- Legal and professional advisers
- Commercial directors and managers
- Contract directors and managers
- Project and procurement managers
- Senior business development managers
- Professional services firms advising on commercial arrangements

The content is suitable for anyone working with or contracting under English law who requires a practical legal update.

Programme

Key Commercial Contract Case Law Update – 2025

Contract Formation in Modern Communications

- Formation through informal communications, including WhatsApp exchanges
  - Jaevee v Fincham [2025] EWHC 942 (TCC)
  - Southeaster Maritime v Trafigura [2024] EWHC 255 (Comm)
- Acceptance by conduct and emojis (including 'thumbs up' emojis)
  - *Achter Land v South-West* [2024] SKCA 115 (Canada)
- Agreements to agree and the scope of reasonable endeavours
  - *Salem v Salem* [2024] EWHC 3311 (Ch)

Payment and Conditions Precedent

- Drafting effective conditions precedent to payment
  - King Crude Carriers SA v Ridgebury November LLC [2025] UKSC 39
  - Disclosure and Barring Service v Tata Consultancy Services Ltd [2025] EWCA Civ 380

Exclusion and Limitation of Liability

- Limitation clauses and set-off provisions
  - Topalsson v Rolls-Royce [2024] EWCA Civ 1330
- Meaning and scope of 'aggregate liability'
  - Tata Consultancy Services Ltd v DBS [2024] EWHC 1185 (TCC)
- Exclusion of liability for anticipated profits
  - EE Ltd v Virgin Mobile Telecoms Ltd [2025] EWCA Civ 70

Incorporation of Onerous or Unusual Terms

- When onerous terms will (and will not) be incorporated
  - Durber v PPB Entertainment Ltd [2025] EWHC 498 (KB)
  - MS Amlin Marine NV v King Trader Ltd [2025] EWCA Civ 1387

Interest and Remedies

- Interest clauses and the requirement for a 'substantial remedy'
  - A&V Building Ltd v J&B Hopkins Ltd [2024] EWHC 2295 (TCC)

Courts Supplying Missing Contract Terms

- When courts will imply or supply missing contractual terms
  - RMK Maritime (Europe) Ltd v CMB.Tech NV [2025] EWHC 2739 (Comm)
  - KSY Juice Blends UK Ltd v Citrosuco GmbH [2025] EWCA Civ 760

Claims for the Contract Price

- Rights to claim the price of goods
  - CE Energy DMCC v Bashar [2025] EWHC 297 (Comm)
  - Trans Trade RK SA v State Food and Grain Corp of Ukraine [2025] EWHC 1803 (Comm)

Liquidated Damages and Enhanced Interest

- Higher rates of interest as liquidated damages
  - Houssein v London Credit Ltd [2024] EWCA Civ 721

Termination, Affirmation and Breach

- No affirmation of contract without knowledge
  - URE Energy Ltd v Notting Hill Genesis [2025] EWCA Civ 1407
- Identifying remediable breaches
  - Kulkarni v Gwent Holdings Ltd [2025] EWCA Civ 1206

Entire Agreement Clauses

- Extinguishing prior agreements and representations
  - Capgemini UK PLC v Dassault Systèmes UK Ltd [2024] EWHC 2728 (Comm)

Presenter

Mark Weston

Mark Weston has run his own law firm, Weston Legal, since 1 January 2024. He is also a consultant at Hill Dickinson LLP where he joined in February 2016 as a partner and Head of its Commercial, TMT & IP Practice. Before that, he was a partner and Head of the Commercial/IP/IT Team at Matthew Arnold & Baldwin LLP and before that, he spent several years at Baker & McKenzie in London and Chicago and has also previously been seconded to Hewlett Packard and other technology businesses. He changed role to become a consultant in Hill Dickinson's London office in January 2024.

Expertise: Mark's practice covers both non-contentious and contentious matters in all areas of commercial law, intellectual property law, information technology law, Internet, electronic commerce and on-line services law. He specialises in commercial and Tech issues. Mark is used as a 'trusted adviser' by many clients in all sorts of businesses and often acts as 'private practice in-house counsel' for many clients. He specialises in tech and internet businesses.

Clients: Just some of Mark's more well-known clients include Elstree Film Studios, RTL Group S.A., Sykes Cottages, Retailcorp Brands LLC, The Gulf Marketing Group, Moneynetint Limited and the BBC.

Some detail: Mark has extensive experience in advising clients on all manner of commercial matters (such as business planning and solutions, franchising, distribution, agency and marketing) through branding and intellectual property exploitation and licensing, to advice and documentation regarding hardware and software issues (such as development, licensing, maintenance and distribution, SaaS and cloud, Internet transactional solutioning, B2B, B2C and B2G electronic commerce, S-commerce and M-Commerce, social media, outsourcing, facilities management, procurement, IT policies, data protection (privacy), GDPR and freedom of information issues as well as artificial intelligence (AI)). He has a particular expertise in new digital business and revenue streams. He is also experienced in dealing with software disputes and IT litigation. The increasingly extensive media side of his practice relates primarily to publishing (both real world and digital content), to games and gaming platforms (and particularly transmedia technologies), advising companies about their advertising onscreen, online and in print and managing their public communications strategies generally (dealing with the CMA and ASA in the process) – and also a smattering of television, film and music exploitation. Recently he has been very active in AI advice.

More unusual:

Mark has previously spent several months on secondment to Hewlett Packard and he has also been seconded to assist in the legal problems arising in new technology companies such as Symbian. From 2000 to 2001, Mark was resident in the Chicago office of Baker & McKenzie advising US clients on European and UK aspects of IT and electronic commerce law and practice.

Mark is the author of the *Legal Practice Companion*, a parallel text book used at several law schools, the editor of the *IP and Media Law Companion* as well as the rest of the Companion series of books published by Bloomsbury Professional, Tottels, Cavendish Publishing and Oxford University Press. He has noted numerous reports for the *IT Law Reports* and is widely published in *Computing, Computers & Law, Computer Law & Security Report, IT Law Today, Intellectual Property World, Solicitors Journal* and many other journals both online and offline. Mark has also authored articles syndicated in the national and trade press and is regularly quoted in national newspapers and is heard on radio as an expert in his fields. Mark is the author of the *Business Names on the Internet* chapter in the *PLC Ecommerce Manual as* well as numerous other articles on various Commercial & IT law topics.

Mark lectures regularly on all Commercial, IP and IT law topics, including at the IBC IT 'Summer School' Programme in Cambridge, England; the Falconbury and MBL two-day and three-day Commercial Contracts seminars (run several times a year) and IT Contracts seminars (run three times a year) in London; and he has previously lectured at the Annual On-line & Internet Commerce Law Institute seminar in Chicago and tutored at University College London. He also runs a programme of bespoke training schemes on commercial law, IP law, IT law, AI law and data law as well as soft skills programmes such as negotiation skills and presentation skills.

Finally, you may have seen that Mark likes blogging and writing books, which are available at all good bookshops! He also appears regularly on BBC1 (usually providing advice on-screen to BBC Watchdog) and also on Sky News as a legal commentator, as well as trying to avoid the huge quantity of pink powder the TV make-up girls want to apply to his increasingly receding hairline.

Course dates

9 November	**Live online** 15:00-17:00 **UK (London)** (UTC+00) *Course code 16884*	GBP **99** ~~124~~ EUR **140** ~~175~~ USD **161** ~~200~~ **Until 05 Oct**
18 May 27	**Live online** 09:30-11:30 **UK (London)** (UTC+01) *Course code 17288*	GBP **99** ~~124~~ EUR **140** ~~175~~ USD **161** ~~200~~ **Until 23 Mar**
17 November 27	**Live online** 09:30-11:30 **UK (London)** (UTC+00) *Course code 17467*	GBP **99** ~~124~~ EUR **140** ~~175~~ USD **161** ~~200~~ **Until 22 Sep**

How to book

Online:
ipi.academy/3385

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

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Phone:
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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.

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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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