



Presented by
Falconbury

Drafting Commercial Contracts

27-28 May 2025
+ 27-28 October 2025

A practical and interactive two-day programme designed to develop your skills to draft clear and concise commercial agreements. This comprehensive two-part programme focuses on delivering practical and applied training of the key drafting skills.



Format:
Live online, Classroom



CPD:
12 hours for your records



Certificate of completion

Course overview

Negotiate and draft clear and concise commercial agreements that meet the challenges of today's commercial environment

Business is founded on the crystallisation of the terms of a deal and clarity and fair construction are key to a successful commercial agreement. Without a clear agreement, commercial and legal disputes are likely and unclear agreements are one of the largest causes of costly commercial litigation.

With this in mind, we have developed this modular and comprehensive multi-part programme that focuses on delivering practical and applied training of the key drafting skills needed to create transparent and direct contracts that deliver on a legal and commercial level. Each section of the course builds on the section before.

Part One: Drafting, Structure, Interpretation and Formation of Contracts focuses on developing a robust structure and formation to your contracts and expanding your drafting skills to deliver concise and watertight agreements. It will also explain the fundamentals of how contracts are interpreted.

Part Two: Precise and Careful Drafting looks in more detail at the more complex clauses and how they can be drafted and applied to leverage commercial value and manage legal risk.

Practical interactive learning style

This workshop-style programme has been designed to offer a practical solution to your drafting challenges. Throughout the programme the expert presenter will use a balanced mix of theory, group exercises, discussion, sample clauses and case studies to provide you with a comprehensive portfolio of practical tips and techniques to draft contracts which meet your commercial objectives as well as ensuring that there are no 'surprises' further on.

Please note: When attending the online version of this course, participants are required to join with the ability to turn on their cameras. This is an essential requirement in order to fully participate in the training course due to the interactive nature of the programme.

Presenter's firm

WESTON LEGAL

Weston Legal is a leading specialist boutique firm specialising in Commercial law, Technology law, Media law, Intellectual Property law, Data law and Regulatory law and practice. From its founding, the firm has always committed to provide a fast and efficient service wherever its clients operate. As its business has grown and diversified, it has recognised the strength and importance of the principles held by its people; putting clients first and operating as one team to realise its goals and share its success. These principles have formed the foundation of its culture and the way its lawyers interact with one another and the firm's clients. They are what distinguish it and are vital to its future.

To find out more about what Weston Legal can do for you, please contact Mark at westonlegal.ltd or see <https://uk.linkedin.com/in/markwestonlegal>

Mark also operates as a leading consultant to Hill Dickinson LLP, a leading and award-winning international law firm with offices in London, Liverpool, Manchester, Leeds, Birmingham, Piraeus, Singapore, Monaco and Hong Kong. As a full service law firm, it delivers advice and strategic guidance spanning the full legal spectrum from non-contentious advisory and transactional work, to all forms of dispute resolution. The firm is on the panel of a number of national and international organisations and regularly competes against many of the City firms. In recent months, they have been able to win a number of panel reviews against City firms.

To find out more about what Mark can do for you via Hill Dickinson, please contact him via www.hilldickinson.com

Benefits of attending

By attending this programme you will:

- **Examine** assignment and novation to ensure you are suitably protected in the case of transfer or sale of rights
- **Consider** the purpose and effect of typical boilerplate clauses and how you can leverage value for your organisation through clearer drafting
- **Get to grips** with payments and interest terms to understand how penalties can be applied
- **Expand** your knowledge of the risk of drafting a contract without a confidentiality clause
- **Understand** the risks that can be created through poor drafting in practical exercises under the guidance of the expert
- **Discuss** any disputes or issues you are facing with colleagues from other organisations to gain new ideas and perspectives
- **Understand** the pitfalls and pluses to applying an effective standard structure and format to every contract
- **Master** practical drafting techniques to write concise and effective agreements
- **Examine** special contractual arrangements and letters of intent
- **Learn** how to interpret variations and time-is-of-the-essence clauses
- **Clarify** the distinction between 'best endeavours' and 'reasonable endeavours' – essential terminology in commercial contracts
- **Get up to date** with the use and drafting of contractual warranties and indemnities
- **Understand** the effect of exclusion and limitation clauses, and how they can be used to manage your exposure

Who should attend?

This programme has been specifically designed for those who want to enhance their practical drafting skills and who have a knowledge of the law, including:

- In-house lawyers
- Private practice lawyers
- Commercial and contracts directors and managers
- Procurement personnel
- Compliance officers
- Company secretaries

Programme

Day 1

Day 1

Drafting, Structure, Interpretation and Formation of Contracts focuses on developing a robust structure and formation to your contracts and expanding your drafting skills to deliver concise and watertight agreements. It will also explain the fundamentals

Contract interpretation

- Systems of law
- Civil law vs common law approaches to drafting
- Precedent (and some Latin)
- Interpretation and construction
- Clarity and ambiguity: *Arnold v Britton, Wood v Capita Insurance*
- Ambiguity: *Investors Compensation Scheme v West Bromwich*
- Classical contract interpretation (six canons)
- Modern contract interpretation (ten principles)
- The effect of Brexit on contract drafting and interpretation
- Admissible background
- Private dictionary principles

How do you form a contract? PART 1

- Ingredients to form a contract
- Classical
 - Offer
 - Acceptance
 - Consideration
 - Battle of the forms
 - Other elements in formation
- *Sui generis* formation

How do you form a contract? PART 2

- Distinctions between negotiations and contracts
 - Have you accidentally formed a contract while negotiating?
 - The six steps of *Pagnan Freres*
 - 'Subject to contract'
 - 'Without prejudice'

Commercial contract format and structure

- Splitting form from content
- Form
 - Law and custom
 - Tone and format
 - Deed or under hand?
 - Drafting techniques
 - Mapping: free drafting (when you have no precedent)
 - Mapping: tied drafting (when you have a starting point)
- Structures of typical commercial contracts

Terms: implied, express and standard PART 1

- Implied terms
 - Three types
 - The 2015 revision
 - Plus 1

Terms: implied, express and standard PART 2

- Express terms
 - Time is of the essence
 - Best endeavours clauses
 - Reasonable endeavours
 - Nuances and efforts
 - The obligation spectrum
- Meaning of standard terminology
 - Reasonable
 - Substantial
 - Material

Drafting techniques: the easy but not well-known stuff PART 1

- Practical tips

Drafting techniques: the hard stuff and not well-known stuff PART 2

- Differences between 'shall do', 'will do', 'endeavour to do'
- Understanding WCI and why you cannot draft contracts without them
- Differences between warranties, undertakings and representations
- Differences between warranties and indemnities

Day 2

Day 2

Precise and Careful Drafting looks in more detail at the more complex clauses and how they can be drafted and applied to leverage commercial value and manage legal risk.

Exclusion and limitation clauses

- Myths about liability clauses
- Internationally accepted practice
- Economic rationale for this area of law
- The liability protection spectrum
- Jurisdictional differences
- Factors affecting liability... or not
- Negotiating liability clauses: risks and responsibilities
- The ACE principle
- Acceptance of risk
- Capping of risk
- Exclusion of risk
- Arguments used by each side when negotiating
- Drafting a liability clause: tips, tricks and techniques
- Indirect and consequential loss: the changing position since 2017

Introduction to boilerplate

- A functional methodology

Transferring contractual rights and obligations

- Transferring rights
 - Assignment
 - Novation
 - Other transfers
 - An exercise: in the real world
- Third-party rights
 - Privity
 - Some history
 - Practical examples
 - The new rules
 - Drafting issues and traps

Welded boilerplate

- Interpretation
 - Importance
 - Start vs finish
 - Headings and titles
 - Usual interpretation clauses
- Notice and communications
 - Purpose of a clause
 - Problematic clauses
 - Relevant case law
- Waiver
 - Purpose
 - Effect
 - Clause
 - How does it work?
 - Variation
 - The remedies addendum
 - The 2018 revision
- Invalidity and severance
 - Purpose
 - Invalid clauses – and consequences
 - Blue pencil test
 - Repair
 - Clause
 - Bolt-ons
- Force majeure
 - Purpose
 - Some history
 - A partisan view of risk
 - What is *force majeure*?
 - Effect
 - Procedure
 - Clause
 - The court

Interest

- Interest clauses
 - A clause: charging interest for late payment
 - Penalties and rates of interest
 - *Force majeure* and payments
 - The importance of waiving rights – or not

Entire agreement clauses; governing law, jurisdiction and dispute resolution clauses

- Entire agreement clauses
 - Purpose
 - Problem
 - A new purpose
 - The law
 - Drafting a clause
 - Documentary inclusion/exclusion
- Governing law, jurisdiction and dispute resolution clauses
 - Governing law
 - Jurisdiction
 - Dispute resolution clauses

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, Moneytint 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

27-28 May 2025

Live online

09:30-17:15 **UK (London)** (UTC+01)

Course code 14715

GBP **1,399**

EUR **1,959**

USD **2,239**

27-28 October 2025

Classroom

London

Course code 14919

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

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

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

Until 22 Sep

How to book



Online:

ipi.academy/378

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 **15% 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



Mark was engaging and incredibly knowledgeable. He made the material very accessible.



Richard Evans
Legal Counsel
-
Sep 17 2024



The content was engaging and the course materials were of good quality. The exercises were concise and encompassed the objective of the course well.



Shannon Gill
Contracts Officer
MHR International UK Limited
Sep 17 2024



Mark was fantastic. Extremely knowledgeable and engaging. Provides fantastic examples to help you visualise the issues at hand. Very good overall and I found it far more engaging than I anticipated.



Chris Jones
Commercial Lawyer
Admiral Group Plc
Nov 6 2023



It was fantastic, highly recommended.



Isaac Eloi
Junior Legal Counsel
International Copyright Enterprise Services Limited
Apr 19 2023

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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IPI
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