

# An introduction to contract law

## Overview

A stimulating two-day programme, delivered by a highly experienced specialist in contract law (Barrister, author of Purchasing Contracts: A Practical Guide and Senior Legal Adviser to Rolls-Royce). The workshop focuses on English business contract law.

## Learning objectives

This course will help the participants to:

- Understand the principles of English business contract law
- Read a contract and spot the pitfalls
- Negotiate, manage or perform a contract without putting the company at risk
- Enhance their commercial awareness

## Who should attend?

This is the ideal programme for all those regularly involved in formal dealings with customers, suppliers or contractors, including:

- Commercial and contracts teams
- Project managers and engineers
- Purchasing and procurement teams
- Sales teams

## Course format

An inter-active two-day course. If required, a one-day version of this workshop can be provided instead, although the precise scope of the reduced programme would need to be agreed with the trainer.

## Special features

For maximum benefit from the course, we recommend that the trainer be given access to sample contracts (either your own standard terms and conditions or those of your principal customers or suppliers) on which to base the case studies and practical exercises.

## The expert trainer

Graham is a barrister by training. He was in private practice in London until 1976, when he was appointed Senior Crown Counsel in Hong Kong.

After his return to the UK, in 1979, he became Senior Legal Adviser to Rolls-Royce plc, where he advised on a wide range of matters including contracts, intellectual property and international collaboration. During his time at Rolls-Royce he worked extensively with senior engineers throughout the world on many different projects including the joint venture on the engine for the European Fighter Aircraft and on the RTM 322 helicopter engine. He has negotiated contracts in more than twenty countries around the world, from Russia to the USA.

Since leaving Rolls-Royce in 1998 he has concentrated upon training and writing. Graham is a visiting lecturer at WMG, a multi-disciplinary engineering department of the University of Warwick. His training work at WMG has focused on courses for major defence and electronic companies from Britain and many other countries.

He is a frequent contributor to various legal journals and is the author of Purchasing Contracts: A Practical Guide which was nominated as a book of the year by Supply Management. The second edition was published in January 2010.

Graham is a regular speaker at conferences attended by delegates from, among others, the engineering, electronic, rail and pharmaceutical industries. He specialises in teaching contract awareness to those working in scientific or technical sectors. He also delivers open programmes on behalf of The In-House Training Company for the Institution of Mechanical Engineers.

## Course outline

### 1 Introduction – the nature of a contract and its formation

- The legally enforceable bargain
- How a contract is made
- Precedence between different contract documents
- Privity
- Misrepresentation
- Contract amendments

### 2 The shape and purpose of a contract

- The need for a contract document
- Special features of your organisation's contracts
- Standard contract forms (if relevant)
- Other forms of contract
- The objectives of a contract, including the allocation of risk

### 3 Considerations of time and delay

- Best endeavours and reasonable endeavours
- Strict liability for delay
- Excusable delay
- The consequences of delay
- The time for assessing damages

### 4 Financial matters

- Calculation of price
- Failure to agree a price
- Delay in payment
- Interest on late payment
- Credit

## 5 Important clauses about the obligations of the parties including quality, fitness for purpose and negligence

- The express contract terms including the specification
- The Sale of Goods Act 1979
- The Supply of Goods and Services Act 1982
- The quality requirement of services supplied

## 6 Limitations of liability

- Controlling the upper limits of the contractor's liability
- The Unfair Contract Terms Act 1977
- Drafting exemption clauses
- A case study on exemption clauses – *Regus v Epcot Solutions*

## 7 The various parties

- Companies and partnerships
- The employee as an agent
- The ability to assign or sub-contract
- Contract novation

## 8 Title to goods and intellectual property

- The importance of title and risk
- Patents
- Copyright
- Confidential information
- Design rights

## 9 The form of a contract and how to draft one

- Form of the contract
- The actual contract terms
- Other matters
- Practical exercise

## 10 Resolution of disputes, enforceability and remedies

- Litigation
- The court system
- Arbitration
- Mediation
- Damages, injunctions and other remedies
- A case study on damages

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