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Advanced Issues in Contract Law
Thursday 21 July 2016 • 8.55am–1.00pm
UNSW CBD Campus, Level 6, 1 O’Connell St Sydney
Course includes tuition, materials and refreshments $440
I cannot attend please provide the papers cost $165

Business Law Update- Sale of Business and Shareholder Agreements
Tuesday 26 July 2016 • 8.45am–1.00pm
UNSW CBD Campus, Level 6, 1 O’Connell St, Sydney
Course includes tuition, materials and refreshments $440
I cannot attend please provide the papers cost $165

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Cancellation Policy: Cancellations will be accepted up to two weeks prior to the commencement of the course. Withdrawal after this time and before the commencement of the course will result in a cancellation charge of $100. Cancellations after the commencement of the course will not be eligible for a refund.

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Advanced Issues in Contract Law

**Audience**
Solicitors in General Practice
Corporate Law specialists
In-house counsel
Commercial Lawyers
Contracts Managers
Commercial Law Practitioners
Project Managers and Officers

**Objective**
This seminar is designed to focus upon issues in contract law to enable practitioners to avoid the pitfalls in advising on and drafting contracts and handling disputes.

**CPD Points** Four (4)

### Business Law Update - Sale of Business and Shareholder Agreements

**Audience**
Solicitors in General Practice
Commercial Lawyers
Accredited specialists Business Law
In-House Counsel
Solicitors in General Practice
Commercial Lawyers
Accredited specialists Business Law
In-House Counsel

**Objective**
This seminar is aimed at providing practitioners with an update on some of the important current issues in the practice area of Business Law and also offering practical guidance on the purchase and sale of businesses and the drafting of shareholder agreements. Experienced speakers will cover a range of issues relating to the disposal of business assets, including due diligence and transmission of employees.

**CPD Points** Four (4)

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**Advanced Issues in Contract Law**

**Thursday 21 July 2016 • 8.55am–1.00pm**
**UNSW CBD Campus, Level 6, 1 O’Connell Street, Sydney**

**Welcome and Introduction**
Chair: Ned BOYCE, Partner, Hunt & Hunt

**Topic 1:** Latest developments in property and planning contracts
Speaker: Craig James LEGGAT SC, Barrister, Martin Place Chambers
- NSW Court of Appeal decisions in relation to contracts for the sale of land.
- Claims for damages for breach of contract arising from breach of s88B instruments.
- Voluntary Planning Agreements as a species of commercial contracts.

**Topic 2:** Interpreting contracts – principles and tips
Speaker: Prof. Elizabeth PEDEN, Barrister, 12 Wentworth Selborne Chambers and Professor of Law, University of Sydney
- Update on the principles of contractual construction
- The admissibility of evidence of parties’ intention, and surrounding circumstances
- The role of ambiguity
- Key authorities
- Tips and traps

**Topic 3:** Practical and topical lessons in documentation of Contractual terms and Variations
Speaker: Keith REDENBACH, Principal, Keith Redenbach Legal
- Tips on Heads of Agreement, “letters of intent” and preliminary documents
- Contract Variations – are they big “V” or small “v”?
- Can Government vary or cancel a contract which has been tendered?

**Topic 4:** Allocating risk when drafting commercial contracts
Speaker: Irene WALES, Special Counsel, Clayton Utz
- Identifying the risks and negotiating where they will lie
- Risk allocation clauses: indemnity, limitation, exclusionary, agreed damages, liquidated damages
- Practical tips for drafting and interpreting risk allocation clauses
- Lessons from notable cases

**10.45am** Morning Tea

**11.00am**

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**12.00pm**

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- Practical tips for drafting and interpreting risk allocation clauses
- Lessons from notable cases

**12.55pm–1.00pm** Q&A and Close

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**Business Law Update**

**Tuesday 26 July 2016 • 8.45am–1.00pm**
**UNSW CBD Campus, Level 6, 1 O’Connell Street, Sydney**

**Welcome and Introduction**
Chair: Peter WRIGHT, Partner, Brown Wright Stein Lawyers

**Topic 1:** Key considerations in transferring ownership of a business
Speaker: Steven BROWN, Principal, Etienne Lawyers
- Risk assessment and due diligence
- Contractual issues
- Business structure choices
- Vexing challenges of Tax consequences
- Employees, IP and restraint

**Topic 2:** Employment Law Implications of Transfer of Business: A Legal Minefield
Speaker: Steven PENNING, Partner, and Sebastian McINTOSH, Senior Associate, HWLEbsworth
- What is a transfer of business?
- When does prior service count?
- What entitlem ents role over?
- What is a transferrable instrument?
- What are the consequences if it goes wrong?

**10.40am** Morning Tea

**11.00am**

**Topic 3:** Taxation concerns in the sale of a business
Speaker: Peter NORMAN, Principal, PJ Norman Lawyers
- GST and sale of going concern
- Stamp duty considerations
- Some key income tax issues

**Topic 4:** Negotiating and Drafting Shareholders Agreements – Tips and Traps
Speaker: Michael NEYLAN, Partner, K & L Gates
- Structuring and capitalisation
- Governance Issues
- Nominee Directors and the Management of Conflicts
- Deadlock processes
- Exit strategies : rights of pre emption
- Restrictive covenants and restraints

**1.00pm** Final questions and close

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**For more information visit our website:** cle.unsw.edu.au