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Drafting and Interpretation of Contracts - Masterclass
Tuesday 7 March 2017 • 8.45am – 1.00pm
Grace Hotel, 77 York Street, Sydney
Course cost includes tuition, materials and refreshments $440
Papers and audio recordings $440

Sale of Business
Thursday 9 March 2017 • 8.45am – 1.00pm
The Grace Hotel, 77 York Street, Sydney
Course cost includes tuition, materials and refreshments $440
Papers and audio recordings $440

Competition and Consumer Law
Tuesday 28 March 2017 • 8.45am – 1.00pm
Grace Hotel, 77 York Street, Sydney
Course cost includes tuition, materials and refreshments $440
Papers and audio recordings $440

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### Drafting and Interpretation of Contracts – Masterclass

**Tuesday 7 March 2017 • 8.45am – 1.00pm**
Grace Hotel, 77 York Street, Sydney

**CLE / CPD Points:** Four (4) • Category: Substantive law

**8.45am** Introduction from Chair

**Chair:** Edward BOYDFOUCE, Consultant, Hunt & Hunt

**8.55am** Part 1: Drafting Contracts: Laying the Foundations for Effective, Client-focused Documents

**Speaker:** Emeritus Professor Peter BUTT, University of Sydney, Law Faculty
- Planning before drafting
- What is the best structure for this document?
- Why use a deed?
- Technical areas: recitals, definitions, consistency of terminology
- Headings and punctuation (what you always knew, but were afraid to ask)
- Common causes of ambiguity, and how to avoid them
- Several ‘pesky’ principles of interpretation
- Some plain language reminders

**10.45am** Morning Tea

**10.55am** Part 2: Interpretation of Contracts: Drafting Style, Tips and Methodology for Achieving Clearer Documents

**Speaker/s:** Emeritus Professor Peter BUTT, University of Sydney, Law Faculty and
Hon Justice Arthur EMMETT AO, Acting Judge, Supreme Court of New South Wales,
- Are the traditional principles of Contract Interpretation still relevant?
- Do judges place importance on document structure?
- Judicial approaches to complex documents and inter-related documents
- Are there significant advantages in plain language drafting over more traditional forms?
- Severable content

**11.55pm** Part 3: Developments in Contractual Interpretation

**Speaker:** Grant BONNER, Partner, Norton Rose Fullarton
- Finding the objective intention of the parties
- Contextual facts and the limits on extraneous evidence
- Finding “ordinary meaning” when words are ambiguous
- Power of courts to give effect to defective agreements
- Jireh International
- Recent Australian authorities

**12.55 – 1.00pm** Questions and Close

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### Sale of Business

**Thursday 9 March 2017 • 8.45am – 1.00pm**
Grace Hotel, 77 York Street, Sydney

**CLE / CPD Points:** Four (4) • Category: Substantive law

**8.45am** Introduction from Chair

**Chair:** Peter WRIGHT, Partner, Brown Wright Stein Lawyers

**8.50am** Part 1: Drafting Contracts: Laying the Foundations for Effective, Client-focused Documents

**Speaker:** Steven BROWN, Principal, Etienne Lawyers
- Ascertaining what is being sold
- Risk assessment and due diligence in purchase of businesses
- Overview of key considerations in transferring ownership of a business
  - Contractual issues
  - Business structure choices
- Vexing challenges of tax consequences
- Employees, IP and restraint

**9.45am** Part 2: Tax and Stamp Duty Considerations for Sale of Business

**Speaker:** Peter NORMAN, Principal, PJ Norman Lawyers
- Earn out arrangements – income tax and sale structuring issues
- GST and ensuring that GST-free going concern treatment applies to the sale
- Some stamp duty traps with business sales
- Share sales vs asset sales

**10.40am** Morning Tea

**11.00am** Part 3: Warranties and Indemnities in Agreements for Sale of Business

**Speaker:** Shah RUSITI, Partner and Accredited Specialist, Teece Hodgson & Ward Solicitors
- Understanding warranties
- Relationship between warranties, due diligence and vendor disclosure
- Vendor and purchaser perspectives
- Qualifying warranties – disclosure letters what can a seller get away with?
- Reverse warranties and ‘sandbagging’
- Drafting effective indemnities
- Practical issues – capping liability and duration of warranties

**11.55pm** Part 4: Business Sales and Acquisitions: Risk Management and Allocation Through the Deal Cycle

**Speaker:** Michael NEYLAN, Partner, K&L Gates
- Commercial Background
- Sell-side risk management
- Buy-side risk management
- Sale contract risk protection
- Post-sale risk protection: restraints
- Contract remedies
- Donald Rumsfeld’s world of risk

**12.50 – 1.00pm** Questions and Close

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### Competition and Consumer Law

**Tuesday 28 March 2017 • 8.45am – 1.00pm**
Grace Hotel, 77 York Street, Sydney

**CLE / CPD Points:** Four (4) • Category: Substantive law

**8.45am** Introduction from Chair

**Chair:** Dr Rob NICOLLNS, Lecturer, UNSW Taxation and Business Law

**9.00am** Keynote Address: A New Chapter in Contracts and Compliance from the ACCC

**Speaker:** Dr Michael SCHAPER, Deputy Chair, ACCC
- The ACCC’s approach to unfair terms in small business contracts
- The ACCC’s compliance and enforcement priorities for 2017

**9.55am** Topic 1: Unfair Contract Terms and the Application to Franchise Agreements - Have We Come Full Circle?

**Speaker:** Robert GARDINI, Partner, HWL Ebsworth
- Regulation of Franchising – unconscionability and unfairness
- The future of Reform - Is unfairness the end of the road?

**10.50am** Morning Tea

**11.05am** Topic 2: Suggested Reform to the Current Consumer Guarantee Regime Under the Australian Consumer Law

**Speaker:** Adrian COOREY, Principal Lawyer ACCC and Editor Competition and Consumer Law News (Lexis Nexis Publication)
- The current consumer guarantee regime: past, present and future
- Some suggested amendments the current consumer guarantee regime (including the replacement of the remedy regime in Ch 5 Pt 5-4 of the ACL with the “Little C – Two Stop Shop” regime)

**12.00pm** Topic 3: Proposed Changes to the Competition and Consumer Act – Resolving the Practical Uncertainties

**Speaker:** Brent FISSE, Brent Fisse Lawyers
- Cartel prohibitions and exceptions (Part IV Div 1)
- Anti-competitive agreements (s 45)
- Misuse of market power (s 46)

**12.55 – 1.00pm** Questions and Close

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