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# CONTRACT LAW & SLAs Masterclass

➤ 22<sup>nd</sup> & 23<sup>rd</sup> November 2010 ➤ Grand Park City Hall Singapore



**Henry Heng**  
*Director Head -  
Litigation & Dispute  
Resolution Dept*  
Tan Peng Chin LLC



**Salem Ibrahim**  
*Senior Partner*  
Salem Ibrahim &  
Partners



**Mala Ravindran**  
*Partner*  
Low Yeap Toh &  
Goon



**Adrian Wee**  
*Director*  
Messrs Characterist



**Steven Lam, PBM**  
*Partner*  
JOSEPH TAN JUDE  
BENNY LLP



**Max Ng**  
*Managing Director*  
Gateway Law  
Corporation



**Patrick Dahm**  
*Part-ners LLP*  
Thümmel, Schütze &  
Part-ners LLP



**Daniel Saunders**  
*Lawyer*  
Watson, Farley & Williams

## ATTEND CONTRACT LAW & SLAs MASTERCLASS AND HEAR FROM 8 LEADING MASTERCLASS LEADERS ON:

- Examine and explore enforceable remedies to prevent contractual breaches
- Implement effective frameworks for managing contract risks
- Implement effective contract auditing systems that delivering measurable improvements in financial and operational performance
- Strengthen contracts to avoid disputes and reduce risk exposure
- Insights & immediate implications of contract management practical sessions from leading commercial contract experts to maximize your operational & financial performance & minimizing risk
- Learn how to draft commercially acceptable and legally effective indemnity, exclusion and liquidated damages clauses
- Implement strategies to ensure your contracts are plainly expressed and risk-managed

### Who Should Attend:

Project Managers • Procurement Managers • Contract Managers • Commercial Managers • HR Managers • Supply Chain Managers • Finance Managers • IT Managers

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REGISTER TODAY! Tel: (65) 6633 5318 Fax: (65) 6399 3699 Email: [register@crowleadership.com](mailto:register@crowleadership.com)

9:00 **Constructing Critical Tools for Executives who Authorise or Manage Contracts**

- Defining the essential prerequisites of contract
- Assessing intention and its relevance in contractual obligations
- Evaluating capacity in contract and how it affects the validity of an agreement
- How do we deal with risk?
- Detailing the concepts of invitations to treat, offers and acceptances

**Henry Heng, Director & Head - Litigation & Dispute Resolution Dept, Tan Peng Chin LLC**

10:30 Morning Break

11:00 **Key Legal Risk Issues and Specific Clauses and Negotiating Strategy Issues**

- Addressing your company's interest in contractual terms
- Understanding the key contract terms to focus upon
- Enshrining contractual terms which reflect your company's interests
- Unveiling the secrets to drafting terms which anticipate potential problems
- Exploring the enforceability of exemption clauses – what have the courts decided?
- How exemption clauses can disadvantage parties and exposing secrets for making the most of them

**Salem Ibrahim, Senior Partner, Salem Ibrahim & Partners**

12:30 Lunch Break

1:30 **Solutions for Resolving Contract Disputes & Issues**

- Amending contracts
- Performance versus claim for damages
- Causation of damages
- Remedies – mitigations of damages
- Termination clauses and things to consider before terminating
- Alternative Dispute Resolution
- Settlement provisions

**Mala Ravindran, Partner, Low Yeap Toh & Goon**

3:00 Afternoon Tea

3:30 **Termination – What happens when a Contract goes bad**

- Clarifying roles and expectations of contracting parties
- Exit Clauses
  - (i) No fault termination clauses
  - (ii) Force Majeure Clauses
  - (iii) Material Adverse Change Clauses
- Discharge of Contract by operation of law - Frustration / Mistake
- Termination v Variation
- Damages
  - (i) Mitigation
  - (ii) Liquidated damages vs. penalties

**Adrian Wee, Director, Messrs Characterist LLC**

9:00 **Setting measurable Key Performance Indicators in your SLAs**

- Structuring bonuses and penalties within the context of SLAs
- Feedback and reporting mechanisms
- Building in win/win termination provisions
- The Critical Role of the SLA Manager

**Steven Lam, PBM, Partner, JTJB**

10:30 Morning Break

11:00 **How Not to Establish an SLA - Examples of workable and unworkable SLAs**

A service level agreement can be an extremely effective communications tool for creating a common understanding between two parties regarding services, expectations, responsibilities and priorities. However, if it is established at the wrong time, for the wrong reasons, or in the wrong way, it can create bigger problems than those it is trying to solve.

- Drafting tips – Avoiding Common Mistakes in SLA documents
- When it comes to trust, does size matter?

**Daniel Saunders, Lawyer, Watson, Farley & Williams**

12:30 Lunch Break

1:30 **International perspectives on SLAs and determining appropriate KPIs**

Best-in-Class companies often achieve superior results in their SLA goals. But what is best-in-class and what happens if you don't achieve it all the time?

This session will discuss from an international perspective, how to identify the key ingredients in an SLA and how to manage agreements to avoid harsh penalties.

- Strategies to move away from strict interpretations and penalties in SLAs
- Discovering how to create win/win agreements
- Learn what feedback and reporting mechanisms fit business needs the best
- Measuring the performance of SLA and customer satisfaction

**Patrick Dahm, Partner, Thümmel, Schütze & Partners LLP**

3:30 **IT Contracts & the new Electronic Transactions Act 2010**

IT contracts are a special form of contractual arrangement, involving issues and terminology, which might not normally arise in the usual contract scenarios. For example, a thorough understanding and appreciation must be had of the differences between source codes and object codes, as well as the complexities of intellectual property rights. In addition, the impact of the revised Electronic Transactions Act will also be examined and discussed.

- IT Contracts – what are they really?
- Specific Issues to look out for in IT contracts
- Overview of the Electronic Transactions Act 2010
- Interplay with Intellectual Property Rights

**Max Ng, Managing Director, Gateway Law Corporation**

# Our MASTERCLASS Leader



**Henry Heng**  
**Tan Peng Chin**  
**LLC**  
*Director & Head -  
Litigation &  
Dispute  
Resolution Dept*

Henry joined Tan Peng Chin LLC as a Director in 2006 and became a Shareholder in 2008. Henry is actively involved in trials and appeals at all levels of the Singapore Courts as well as local and international arbitrations. Henry acts for a broad range of international and local corporations, as well as individuals in disputes involving, *inter alia*, commercial disputes, commercial fraud and asset recovery, admiralty and shipping law, international sale of goods, banking and trade financing, employment law, company law, shareholders' rights, tortious claims, construction and property disputes. He has also advised and represented statutory departments and government-linked companies, including the Infocomm Development Authority of Singapore, the Traditional Chinese Medicine Practitioners Board and Sembawang Shipyard Pte Ltd.



**Salem Ibrahim**  
**Salem Ibrahim**  
**& Partners**  
*Director & Head -  
Litigation &  
Dispute Resolution  
Dept*

Salem Ibrahim, the Senior Partner, is admitted as an Advocate & Solicitor of the Supreme Court of Singapore and is also a Barrister of England and Wales. A senior lawyer at the Singapore Bar, he is also appointed Notary Public and Commissioner for Oaths in Singapore.

Prior to practicing law, he spent 15 years in commerce and industry. He brings from this background skills to achieve commercial solutions for clients. He has strong domain knowledge in financial transactions, information technology, a wide range of business transactions, property transactions, insolvency, logistics and cross border transactions.

Prior to starting this law firm, he was the deputy senior partner of a leading law firm in Singapore. He has also served as director of an international association of law firms from 51 cities.



**Mala**  
**Ravindran**  
**Low Yeap Toh**  
**& Goon**  
*Partner*

Admitted to practice in Singapore since 1992, Mala has had experience both as in-house corporate counsel (for leading insurer and a telco) beside her prior and current practice experience. Her major practice area is in civil litigation for mainly contractual and tortious claims. As corporate counsel, Mala gained wide exposure to all manner of contract drafting and workaround for legal issues arising therefrom. Mala currently sits on the Civil Practice Sub-Committee of the Law Society and was a member of the Information Technology/Intellectual Property Practice Committee for 2004-2006. She is also a Commissioner for Oaths.



**Adrian Wee**  
**Messrs**  
**Characterist**  
**LLC**  
*Director*

Adrian heads the firm's Criminal Litigation and Advocacy Practice Group. His main areas of practice are criminal, civil and commercial litigation. Apart from criminal defence work, Adrian also advises corporations who have been the victims of fraud on internal and external audit, compliance, disclosure and employment issues arising as a result of Police investigations. Adrian's civil litigation portfolio includes tenancy, restraint of trade, defamation and other commercial disputes as well as debt recovery. In addition to his litigation portfolio, Adrian also advises local and multinational corporations on a wide range of corporate and commercial issues.



**Steven Lam**  
**JOSEPH TAN**  
**JUDE BENNY**  
**LLP**  
*Partner*

Steven is as an international lawyer called to the Bar in Singapore and England & Wales, and whilst in active practice, has (on scholarship) obtained multiple postgraduate qualifications, and was awarded the Book Prize in Drafting and Award Writing by the President of London's Chartered Institute of Arbitrator. He specialises in complex dispute resolution / insurance/ reinsurance/ O&G / International shipping & trade / cross border M&A and he is a chartered arbitrator and certified mediator. He is also a Fellow of London's Chartered Institute of Arbitrators and Singapore Institute of Arbitrators and an Associate of the Singapore Institute of Taxation, and was the Chief Legal Officer / General Counsel of a healthcare provider and also a listed multinational O&G / Shipping Company. Steven is also a lecturer / tutor of several Universities / Polytechnics in Australia / Singapore.



**Daniel**  
**Saunders**  
*Lawyer*  
**Watson,**  
**Farley &**  
**Williams**

Daniel Saunders is a lawyer practising in the International Corporate and Shipping Finance Groups. He works primarily in the areas of cross border M&A, corporate structuring and corporate advisory with a focus on the renewable energy, shipping and offshore oil & gas sectors. Daniel specialises in maritime asset sale and purchase transactions, acting variously for buyers and sellers as well as for financiers.



**Max Ng**  
**Gateway Law**  
**Corporation**  
*Managing  
Director*

Max Ng is the Managing Director of Gateway Law Corporation, a regional boutique technology and intellectual property law practice, based in Singapore. In addition to being professionally active in the community, Max is also listed as a leading lawyer in his field in various publications, such as *AsiaLaw Leading Lawyers*, *Who's Who Legal*, and *Asia Legal Business' Legal Who's Who*. Max is a former *ASEAN Scholar*, and also sits as an independent director on the board of directors of a leading IT company, listed on the Singapore stock exchange. In addition to technology law, Max also practices in the areas of intellectual property, communications, media and entertainment law.



**Patrick Dahm**  
**Thümmel,**  
**Schütze &**  
**Part-ners LLP**  
*Part-ners LLP*

Mr Patrick Dahm studied law at the University of Hamburg and was a junior lawyer in Hamburg and Singapore. He was admitted to the German Bar in 2006. After his first state exam he worked as a legal adviser within the law and consular section of the German Embassy to Singapore. Prior to working in a business legal practice in Berlin for two years, where he specialised in the fields of corporate, contract and liability law and provided advice in the real estate and hospitality sector as well as in commercial arbitration, he was executive assistant to the management board of a German energy supply company. Mr Dahm joined Thümmel, Schütze & Partners LLP in Singapore as a registered foreign lawyer in April 2008 and has been head of the Singapore office since February 2009. In Singapore he acts *inter alia* as counsel in international commercial arbitration.