

Drafting and Mastering Contracts

A Series of Workshops Designed to Optimize your Practical Knowledge of Contracts

Monday - Wednesday, 10 - 12 March 2008
Meritus Mandarin Hotel, Singapore

Choose from 7 Workshops on Various Contractual Issues Impacting your Business

Workshop A

A Hands-on Guide to Drafting Commercial Contracts

Ajinderpal Singh, Partner, Litigation & Arbitration
RODYK & DAVIDSON LLP

Kirindeep Singh, Partner, Litigation & Arbitration
RODYK & DAVIDSON LLP

Workshop B

Risk Management – Identifying & Mitigating Contractual Risk

Kala Anandarajah, Partner
RAJAH & TANN

Workshop C

The Art of Negotiating a Winning Contract

Ronald Ang, Associate Director
TSMP LAW CORPORATION

Ian Lim, Associate Director
TSMP LAW CORPORATION

Workshop D

Employment Contracts – Developments and Considerations

Ian Lim, Associate Director
TSMP LAW CORPORATION

Workshop E

International Joint-Venture Agreements

Chin Hooi Yen, Associate Director
GATEWAY LAW CORPORATION

Workshop F

Contract Management for the Construction Industry

Tan Liam Beng, Head, Building and Construction Group
DREW & NAPIER LLC

Lawrence Tan, Director, Litigation and Dispute Resolution Department
DREW & NAPIER LLC

Workshop G

IT Contracts

Rajesh Sreenivasan, Partner, iTec Practice Group
RAJAH & TANN

Steve Tan, Partner, iTec Practice Group
RAJAH & TANN

Delegates can choose to attend a combination of any of the 7 workshops and customize a programme to suit their learning needs.

Gain Valuable Insight on:

- The ambiguities and technicalities involved in drafting contracts
- Warranties, indemnities and clauses in commercial contracts
- Identifying and mitigating contractual risk
- Successful contract negotiation tactics
- Joint-venture agreements and the terms and issues unique to them
- How the Competition Law affects current overseas contracts
- Resolving cross-border disputes
- Drafting and managing construction contracts
- Risk management for the construction industry
- Current trends in IT contracts and the legal risks inherent in them

Who Should Attend

- In-House Legal Counsel / General Counsel
- Lawyers
- Legal Managers
- Contract Managers
- Purchasing and Procurement Managers
- Commercial and Business Development Managers
- Sales Managers
- Senior Associates and Associates
- Consultants

Secure your interest now!

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Monday, 10 March 2008

Workshop A | (9.00 a.m.)

A Hands-on Guide to Drafting Commercial Contracts

- Contract interpretation
 - Understanding the ambiguities and technicalities involved
 - How do the courts interpret contracts?
 - Circumstances in which common law presides over the contract
- Techniques in choosing the right legal wordings
 - Terms that would make a contract more effective
- Warranties and indemnities
 - What are the important clauses?
 - Jurisdiction clauses
 - Dispute representation clauses
 - Exemption clauses
 - Representations
 - Warranties
 - Indemnities
- Designing and enforcing liquidated damage clauses
 - Calculating liquidated damages realistically
- Termination of contracts
 - Non-fraud based termination
 - Force majeure
 - What type of contract are you looking at?
 - Weighing damages against penalty clauses
 - Knowing your rights
 - Consequences and preparing yourself well for them
- How does the act of drafting differ in different types of contracts and throughout different stages?
- Protecting yourself against common pitfalls
 - Addressing potential contractual issues
 - Problems with condition precedent and condition subsequent

Ajinderpal Singh, Partner, Litigation & Arbitration, **RODYK & DAVIDSON LLP**

Kirindeep Singh, Partner, Litigation & Arbitration, **RODYK & DAVIDSON LLP**

Workshop B | (2.00 p.m.)

Risk Management – Identifying & Mitigating Contractual Risk

- How to ensure your contract is safe?
 - Tools and processes to identify and prioritise contract risks
 - Choosing the right type of contract
- What are the various types of clauses?
 - How would you draft them?
 - Indemnity and liability clauses
- Examining claims
 - Contractual
 - Tort
 - Other types of claims
- Documentation
- Knowing the specific case laws – Whether they affect you
- Analysing the risk proportion between the various parties in the contract
- Conducting due diligence before entering into a contract
 - Industry variations
 - Cultural attitudes to risk
 - Geography considerations
- Risky terms and how to handle them
- Limit of liabilities and remedies

Kala Anandarajah, Partner, **RAJAH & TANN**

5.00 p.m. End of Day

Tuesday, 11 March 2008

Workshop C | (9.00 a.m.)

The Art of Negotiating a Winning Contract

- Pre-contractual negotiation
 - Negotiation tactics
 - Understanding cultural differences
 - Understanding the negotiation landscape
 - Successful techniques for handling tough questions
 - Being wary of MOUs
 - Protecting yourself from entering a binding agreement unknowingly

- Understanding legal labels used in contracts and how they operate
 - Subject to type of contract, what are the labels used?
- Post-contractual negotiation
 - What do you do when there are problems?
 - Post-negotiation communication
 - Alternative Dispute Resolution
 - Understanding the Parol Evidence Rule and how it can affect you
 - Mitigating claims and disputes
 - Pointers on how to substantiate claims
 - Handling the transition when a contract ends
 - Reaching agreement and gaining commitment
- Special considerations in negotiating
 - Cross-border negotiations
 - Avoiding misunderstandings

Ronald Ang, Associate Director, **TSMP LAW CORPORATION**

Ian Lim, Associate Director, **TSMP LAW CORPORATION**

5.00 p.m. End of Day

Workshop D | (2.00 p.m.)

Employment Contracts – Developments and Considerations

- Confidentiality
 - Confidential Information and Trade Secrets
 - Evidence of breach
 - Remedies for breach
- Restraint of Trade in Employment
 - Protection of Legitimate Proprietary Interest
 - Trade Secrets
 - Trade Connection
 - Non-solicitation of customers/clients
 - Maintenance of stable workforce
 - Non-solicitation of employees
 - Inducing breach of contract
 - Reasonableness
 - Interest of parties and public
 - Extent and scope of protection
 - Termination Agreements and Settlement Agreements
- Employment Contract Considerations
 - Termination
 - Notice and payment in lieu
 - Wrongful dismissal
 - Lack of entitlements
 - Redundancy/retrenchment benefits
 - Discretionary bonus
 - Unutilised leave
 - Severance and the 'blue pencil test'

Ian Lim, Associate Director, **TSMP LAW CORPORATION**

5.00 p.m. End of Day

Wednesday, 12 March 2008

Workshop E | (9.00 a.m.)

International Joint-Venture Agreements

- What are the terms unique to overseas contracts?
 - Clauses to include
 - What are the key points to include?
- Complying with overseas jurisdictions
- An increasing number of companies are working with overseas vendors and suppliers. How do they guard themselves?
 - Common pitfalls and how to prevent them
- Causes of termination
- How does the competition law impact your current contracts?
 - Successful contract interpretation
 - Coinciding with the rules
 - What do you need to do to avoid contravention?
 - Consequences of infringement
 - Applicability of exclusions and block exemptions
 - Vertical restraints
- Cross-border disputes
 - International arbitration: Tactical considerations and winning strategies
 - Pros and cons of different forms of dispute resolution
 - What is the most appropriate form of dispute resolution for cross-border disputes?

Chin Hooi Yen, Associate Director, **GATEWAY LAW CORPORATION**

Workshop F | (2.00 p.m.)

Contract Management for the Construction Industry

- Contract design principles
 - Key terms to be included
 - Payment and delivery terms
 - Clauses to include
- Procurement strategies
 - The difference between traditional and construction procurement contracts
 - Choosing the right procurement method
- Managing risk
 - Principles of risk and risk allocation
 - A look at the risk structure
 - What are the liabilities of parties in comparison to conventional contracting?
 - Scope, extent and period
 - Interterminal indemnities
 - Insurance issues
 - Design, construction and operation issues
 - The risk of delay
 - The contractor's obligation
 - Extension of time
 - Penalties
 - Mitigating financial risks
 - Identifying potential pitfalls and loopholes

Tan Liam Beng, Head, Building and Construction Group, **DREW & NAPIER LLC**

Lawrence Tan, Director, Litigation and Dispute Resolution Department, **DREW & NAPIER LLC**

Workshop G | (2.00 p.m.)

IT Contracts

- Current trends in IT contracting
 - IT-specific contractual essentials
 - What are the characteristics and requirements of different types of IT contracts?
 - Common and Uncommon
 - Media and content-related licensing
 - Broadcast agreements
- Understanding the legal risks inherent in IT contracts
 - Identifying potential areas of risk
 - Knowing your rights
 - Ways to minimise risk – Essential clauses to include
- Service Level Agreements in IT
 - Outsourcing
 - Outsourcing vs. service contracts
 - What makes outsourcing contracts effective?
 - Exit strategies
 - Off-shoring
 - Service Level Management
 - Relevant aspects of ITIL
- What are the compliance and regulatory issues and procedures you need to be aware of in Asia Pacific?

Rajesh Sreenivasan, Partner, iTec Practice Group, **RAJAH & TANN**

Steve Tan, Partner, iTec Practice Group, **RAJAH & TANN**

5.00 p.m. End of Day

or

About the Speakers

Ajinderpal Singh, Partner, Litigation & Arbitration, **RODYK & DAVIDSON LLP**

Ajinderpal handles a wide array of commercial matters ranging from partnership and shareholder disputes, and arbitrations (including joint venture, infrastructure and investment disputes) to insolvency matters and banking litigation. Ajinderpal's experience includes both disputes and front-end work. Ajinderpal was part of the team that represented StarHub in its cable television infrastructure dispute with SingTel and in the recent Court of Appeal decision in Sun Technosystems Pte Ltd v Federal Express Services M Sdn Bhd. Both cases give insights into how the Courts construe limitation and exclusion clauses.

Kirindeep Singh, Partner, Litigation & Arbitration, **RODYK & DAVIDSON LLP**

Kirin's experience is mainly in construction and engineering, arbitration and general civil and commercial litigation. In construction and engineering, Kirin has been involved in numerous disputes both in arbitration and litigation. He represents owners, developers, consultants, and contractors in construction and engineering disputes under standard form and bespoke contracts. In addition, Kirin has been involved in the drafting of various construction and engineering contracts, as well as a number of commercial contracts, agreements and documents such as tenancy agreements and leases (both commercial and residential), sale and purchase agreements, warranties, indemnities, guarantees, contracts for the sale of goods and supply of services, revenue contracts, term contracts, consultancy agreements etc. Kirin peaks on regular basis at various conferences on arbitration, construction & engineering, and commercial and corporate matters.

Kala Anandarajah, Partner, **RAJAH & TANN**

Ms Anandarajah is a partner at Rajah & Tann, where she heads the Competition and Trade Law Practice and the Knowledge & Risk Management Group, and leads the Corporate Governance Practice. She has been cited on numerous occasions in the last decade as a leading lawyer in the various areas that she practices in, ie Competition & Anti-Trust Laws, Corporate Governance, Corporate, Employment and Environmental Laws by international peer-reviewed legal ranking journals. The *AsiaPacific Legal 500 2007-8 Edition* notes that 'Kala Anandarajah has emerged as a leading authority in corporate governance, compliance and competition issues...'; whilst the *The Who's Who of Leading Practitioners Singapore 2008* describes her as 'highly active and very good' and an 'acknowledged authority in this field'. The *Who's Who of Leading Practitioners Singapore 2008* also describes her as 'very knowledgeable' in competition law matters. Ms Anandarajah frequently acts for multinationals, TLCs, SMEs, financial institutions, NGOs and even countries in her areas of practice.

Ronald Ang, Associate Director, **TSMP LAW CORPORATION**

A graduate of the National University of Singapore, Ronald joined the corporate team of TSMP in January 2004. In the course of his practice, he has advised both lenders and borrowers in various banking transactions (including debt restructuring). Apart from bank financing transactions, he has also advised on other financing options for corporations such as debt to equity convertible loans and capital markets financing (such as Initial Public Offerings). Ronald has been involved in a number of mergers & acquisitions

transactions involving listed companies and corporate restructurings (including "white-knight" corporate rescues). His practice area also includes providing advisory services to publicly listed companies on their obligations as a listed entity in Singapore.

Ian Lim, Associate Director, **TSMP LAW CORPORATION**

Ian Lim is an Associate Director in TSMP's litigation department and also practices with the JLV, Allens Arthur Robinson TSMP. His practice revolves around commercial litigation and international and domestic arbitration, with an emphasis on construction and employment law. His portfolio includes dispute resolution and advisory work for all aspects of building and engineering law, employment law, banking law, corporate litigation (minority oppression and shareholder disputes), insolvency, commercial contract law and international trade law. He also handles and advises on confidentiality, economic torts, tenancies, professional negligence, defamation and white collar criminal matters. He recently advised and acted for Citibank in their claims against the ex-Citigold bankers dubbed by the media as the 'Citibank Six'. He is a contributor to Singapore Precedents of Pleadings.

Chin Hooi Yen, Associate Director, **GATEWAY LAW CORPORATION**

Hooi Yen heads the Corporate and Commercial Department of Gateway Law Corporation, a boutique legal practice with associated offices throughout Asia Pacific. Her practice focuses on (a) venture capital, investments and mergers and acquisitions, (b) technology, info-communications and e-commerce, (c) the travel and hospitality industry and (d) intellectual property, media and the arts.

Her past experience includes practicing law with one of Singapore's largest firms after graduating from the National University of Singapore ("NUS"). There, she advised on the sale and purchase of businesses, venture capital and private equity placements, shareholders' agreements, employment law and employee share incentive schemes.

In 2001, she joined the management team of a start-up that grew into an Asia Pacific wide MNC within 5 years. Hooi Yen was its Head, Legal & Compliance, leading the corporate expansion of the company.

Tan Liam Beng, Director, Head, Building and Construction Group, **DREW & NAPIER LLC**

Tan Liam Beng is a Director and heads the Building and Construction Business Group in the law company of Drew & Napier LLC. Prior to practising law, he worked as a civil and structural engineer and had experience in design and construction of engineering and building projects. Liam Beng has been appointed to the Main Panel of Arbitrators of the Singapore International Arbitration Centre and also appointed as an Accredited Adjudicator under the Building & Construction Industry Security of Payment Act.

Currently, Liam Beng does both contentious as well as non-contentious legal work in relation to building and engineering matters. The contentious work includes Litigation, Arbitration, Mediation and Adjudication of large civil claims. He had acted as defence counsel in the prosecution of the Compassvale and Fusionpolis incidents. He is also an adjunct Associate Professor for the joint King's College-NUS MSc Programme in Construction Law and Arbitration.

Lawrence Tan, Director, Litigation and Dispute Resolution Department, DREW & NAPIER LLC

Lawrence initially studied engineering at the National University of Singapore before making the switch to law studies at the University of Buckingham. Lawrence joined Drew & Napier as a Partner in May 2000 and is currently a Director in the Litigation & Dispute Resolution Department. Lawrence has co-authored the book "Laws and Practice of Injunctions in Singapore". *Who's Who Legal: Singapore 2008* list Lawrence as a leading lawyer in the field of construction.

Lawrence specialises in Building and Construction Law. He acts for and advises statutory boards, developers, contractors and architects, engineers and other consultants in construction related disputes, in both litigation and arbitration (domestic and international). Lawrence is also active in drafting all forms of building related contracts and standard forms for developers, contractors, suppliers, and consultants at various levels in the building chain. Lawrence has also defended professionals in relation to charges brought under the Building Control Act.

Rajesh Sreenivasan, Partner, iTec Practice Group, RAJAH & TANN

Rajesh Sreenivasan is a Partner at Rajah & Tann's iTec Practice Group (intellectual property, Technology, entertainment and communications). He advises clients on matters relating to telecommunications, electronic commerce, IT contracts, digital forensics and digital media for over ten years. His clients include state governments, multinational corporations in the telecoms, computer hardware and software sectors government linked companies and statutory boards.

An international panel of lawyers selected Rajesh to be listed in the Guide to the World's Leading Technology, Media and Telecoms Lawyers 2002 Edition, a Euromoney Legal expert guides publication. He has been listed as a leading lawyer in telecoms by *Global Counsel and International Who's Who of Telecommunications Lawyers* by Global Competition Review and has been noted by *Asia Pacific Legal 500, AsiaLaw Profiles 2001* and the *International Financial Law Review IT and Telecoms Survey* as a leading practitioner in IT law. Rajesh has further been recognised by the *Legal Who's Who Singapore 2003* by Asian Legal Business as a leading practitioner in IT, telecoms and biotechnology law.

Steve Tan, Partner, iTec Practice Group, RAJAH & TANN

Steve's practice is in the areas of non-contentious and contentious Intellectual Property, Information Technology, and Digital Media / entertainment law. He has advised extensively on a broad spectrum of technology and digital media related work, including co-production and investment agreements in film production, software development, licensing and maintenance, printing and publishing and consultancy agreements.

Steve has a special interest in digital media. He has been actively involved in Singapore Technologies Electronics' animated film production business, such as the "Ten Commandments" project. He has dealt with a broad spectrum of contentious work such as complex disputes involving software development to intellectual property infringement. He has participated in raids on and prosecuted copyright infringers.

Please (✓) the workshops you will be attending

- Workshop A:** A Hands-on Guide to Drafting Commercial Contracts
- Workshop B:** Risk Management – Identifying & Mitigating Contractual Risk
- Workshop C:** The Art of Negotiating a Winning Contract
- Workshop D:** Employment Contracts
- Workshop E:** International Joint-Venture Agreements
- Workshop F:** Contract Management for the Construction Industry
- Workshop G:** IT Contracts

Registration Form (Please read booking conditions)

YES! I would like to register for: DRAFTING AND MASTERING CONTRACTS

PRICE

- Regular Fee S\$400 per workshop
- Attend 2 or more workshops per person S\$300 per workshop
- Attend 4 or more workshops per person S\$250 per workshop

DELEGATE DETAILS

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- Registrations will be confirmed and a seat reserved for you upon receipt of your Registration Form.
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