Transcational Law Workshop
Drafting Clearer Contracts

About the workshop
Contract drafting, in the transactional world, is an essential skill. But traditional contract drafting consists of copying, on faith, precedent contracts of uncertain quality and relevance.

It follows that traditional contract language is full of archaisms, redundancies, chaotic verb structures, and misconceptions as to the utility of commonplace usages. And because contract drafting has consisted of copying, drafters have traditionally done without formal training or rigorous guidelines. An antidote to that dysfunction is Ken Adams’s “Drafting Clearer Contracts” seminar.

This one-day course is a uniquely rigorous overview of the building blocks of contract language and common sources of confusion. The focus is not on what you say in a contract, but how to say clearly and concisely whatever it is you want to say. It is suitable for all levels of seniority, as much of what Adams has to say comes as news to even senior contracts professionals—don’t expect him to recycle the conventional wisdom! It’s structured to encourage discussion, with participants analyzing examples and doing short drafting exercises.

Although Adams is based in New York, his guidelines apply internationally. This course will feature examples drawn from Australian contracts and discussion of issues particularly relevant to Australian contract professionals.

Workshop leader

Kenneth A. Adams,
Consultant and Author, A Manual of Style for Contract Drafting

According to the Canadian periodical The Lawyers Weekly, “In the world of contract drafting, Ken Adams is the guru.”

Adams gives seminars in the US, Canada, Asia, Australia, Europe, and the Middle East. The Legal Writing Institute awarded Adams its Golden Pen Award for 2014, “to recognize his exemplary work in contract drafting.” As part of its “Legal Rebels” project, in September 2009, the ABA Journal, the flagship magazine of the American Bar Association, named Adams one of its initial group of fifty leading innovators in the legal profession. After including Ken’s blog in its “Blawg 100”—its list of the hundred best law blogs—for five out of six years, in 2015 the ABA Journal named Ken’s blog in its Blawg 100 Hall of Fame. Adams is also an adjunct professor at Notre Dame Law School.


Everyone who attends this seminar will receive a copy at no extra charge.

“Ken’s seminar has given me the tools to dramatically improve my drafting and achieve what is often so difficult for a young lawyer: clear drafting, plainly put.”

Adam Laidlaw
Lawyer, Allens
What you'll learn

- **Comprehension**: Discover why traditional contract language is archaic, wordy, and unclear.
- **Clarity**: Acquire skills for drafting contracts in clear and modern contract language.
- **Effectiveness**: Learn how to effectively identify and address the issues raised in any transaction.
- **Analysis**: For purposes of reviewing the other side’s drafts, learn how to spot the problems that need fixing, as opposed to the problems that don’t affect the deal.
- **Efficiency**: Discover how clearer contract language reduces delay and inefficiency in the contract process.

This practical one-day workshop will cover:

- **The Front and Back of the Contract**: How to eliminate the clutter and confusion from what comes before and after the body of the contract.
- **Categories of Contract Language**: How rigorous use of verbs establishes a strong foundation for your contract drafting.
- **Contract Layout**: How you can use document design to make your contract easier to read.
- **Using Defined Terms**: Efficient use of defined terms can make your contract more concise and consistent.
- **Ambiguity**: How to avoid a major source of confusion and dispute.
- **Selected Usages**: An overview of some problematic words and phrases.
- **Drafting as Writing**: Recognising that some general principles of good writing apply to contract drafting.
- **Effecting Change**: Overcoming obstacles to clearer language and an efficient process.

Dates & Location

**Sydney**
Tuesday, 11 October 2016
9am–4pm
Allens
Level 28, Deutsche Bank Place
126 Phillip Street
(Corner Hunter & Phillip Streets)
Sydney NSW 2000

**Melbourne**
Thursday, 13 October 2016
9am–4pm
Allens
Level 37, 101 Collins Street
Melbourne VIC 3000

Who should attend?

Anyone who has to draft, review, or negotiate contracts, including:

- Practitioners at all levels – senior and junior
- In-house counsel
- Government counsel
- Senior executives and managers
- Contract managers and administrators
- Law clerks/paralegals

"This is the best CLE course I have ever taken.”

Sandra Lee Gonzalez
Associate Corporate Counsel,
Goya Foods

"An excellent presentation. Quite eye opening—it eliminated some of the myths of archaic drafting. That was very helpful.”

David Holmes
Associate, Miller Thomson LLP

"This was the most helpful seminar that I have ever attended. Ken addressed so many issues that you should always consider when drafting contracts but too often never do. Well done!“

Richard T. Kneeland
Associate General Counsel, Allegro
MicroSystems, Inc.

“For any lawyer drafting English language contracts in an international environment, ‘Drafting Clearer Contracts’ is a brilliant seminar. It offers simple and practical drafting solutions to promote clearer and universally understandable contracts.”

Sandy Gros-Louis
Legal and Policy Advisor,
International Organization for
Standardization (ISO)
Central Secretariat
Program

8:30 Registration and continental breakfast

9:00 Introduction
– The state of contract drafting
– Costs and causes of deficient drafting
– Goals for the program

9:20 The Front and Back of the Contract
– The title and introductory clause
– The function and layout of recitals
– The traditional recital of consideration
– The concluding clause
– The role of exhibits and schedules

10:10 Categories of Contract Language
– The different categories of contract language and their function
– How to distinguish between the categories
– Why does it matter?

10:30 Refreshment break

10:45 Categories of Contract Language (continued)

11:20 Layout
– How to present sections, subsections, and enumerated clauses
– Using Adams’s enumeration scheme
– Issues of typography

11:35 Using Defined Terms
– Two kinds of definitions
– Role of the definition section
– Using an index of defined terms

12:00 Lunch

1:00 Vagueness and Ambiguity
– The uses and risks of vagueness
– The different kinds of ambiguity and how to avoid them

1:35 Selected Usages
– Problematic words and phrases
– Clearer alternatives

2:25 Drafting as Writing
General principles of good writing that apply to contract drafting

2:45 Bringing It All Together
Redrafting some sample provisions

3:45 Effecting Change
– The individual
– The organization

4:00 Close

Cost per delegate
Regular: AUD 800 + 10% GST ($880)
MLS Alumni/Students/ACC (ACLA)/LIV/IACCM/Law Society of NSW members: AUD 680 + 10% GST ($748)

Special offer

The Melbourne Law School kindly acknowledges the support of:

Allens & Linklaters
For any queries:
Please call Hui Xian Chia
Tel 03 8344 5281 or
Email law-tl@unimelb.edu.au

Victorian and NSW Solicitors:
If this particular educational activity is relevant to your immediate or long term needs in relation to your professional development and practice of law, then you should claim one unit for each hour of attendance, refreshment breaks not included.

How to Register

The workshop is being held in:

Sydney on Tuesday 11 October 2016 (registrations close Tuesday 4 October 2016)
Melbourne on Thursday 13 October 2016 (registrations close Thursday 6 October 2016)

Visit http://law.unimelb.edu.au/centres/transactional-law#about to register and for payment details.

No refunds will be provided unless cancellations are made by 4 October 2016.

Melbourne Law School
University Square
185 Pelham Street
Carlton, Victoria 3053

About Transactional Law at Melbourne Law School

The aim of Transactional Law (TL) is to help students understand:
- The relevance of legal principles and concepts in a transactional context;
- The role that transactional lawyers perform and the challenges that arise in performing that role; and
- The theory behind the skills that transactional lawyers need to develop, including drafting, advisory and negotiation skills, in order to perform their role effectively.

TL also aims to provide a platform on which we can engage with the legal profession and involve them more directly in transactional activities and initiatives at Melbourne Law School.

TL achieves this by:
- Strengthening the transactional focus within subjects and exploring various means to integrate subjects, including cross-teaching, use of common materials and common forms of assessment;
- Providing guidance to students so that they can increase their understanding of the relevance of law in a transactional context and make informed decisions about the choice of elective subjects (and, ultimately, about whether to pursue a career in transactional law - click here for a link to the Law School Career Development Services); and
- Identifying and pursuing opportunities for increased engagement and cooperation with the legal profession in a transactional context.

Join our Mailing List

Transactional Law regularly distributes information about research, publications and events, including corporate workshops. If you or your organisation would like to be kept up to date with the activities of the Transactional Law Initiative and its members, please join our mailing list by visiting our website: http://law.unimelb.edu.au/centres/transactional-law#about.