

DIPLOMA CENTRE

Certificate in Commercial Contracts



SESSION 01	TIME	DELIVERY
Saturday 12th March 2022	10am – 2:45pm	Online Only

1 Course Introduction

2 **The Role of the Commercial Lawyer** - Commercial awareness; domain expert; proficient drafting; astute client management; business acumen; expectation management; advisory role; project management.

3 **Negotiating contracts and Risk Management** - Taking instructions; due diligence; pre-contract documentation and correspondence; confidentiality agreements; the negotiation process; reviewing the draft contract.

4 **Introduction to Drafting Part I** – Objectives; contract structure; requirements; rules of interpretation; express/implied terms; fixed, indefinite & renewable term; indemnity and liability, expiry by effluxion of time; cancellation; termination.

5 **Introduction to Drafting Part II** - who is your client?; capacity & roadblocks; form of contract; clarity; defined terms; industry specific; exposure to loss; use of boilerplate clauses; execution.

4hrs. Gen. CPD

SESSION 02	TIME	DELIVERY
Saturday 26 th March 2022	10am – 2:30pm	Online Only

1 **Supply Agreements** – key legislative provisions; definition of a warranty; implied terms; supply of services; rules for exclusion; fair and reasonable; unfair terms.

2 **Outsourcing** – Service levels and performance regimes; service description; performance indicators; change control; contract management; employee considerations; risk allocation; termination rights.

3 **Share Purchase Agreements I** - How to structure a SPA, key issues and pitfalls in negotiation, Merger control and Part 3 of the Companies Act 2014.

4 **Share Purchase Agreements II** - Financial Assistance and Section 82 of the Companies Act 2014.

4hrs. Gen. CPD

SESSION 03	TIME	DELIVERY
Saturday 09 April 2022	9.45am – 3:30pm	Online Only

1 **Agency & Distribution Agreements** – Role of commercial agent; distinction between agents/distributors; duties of agent; rights of agent; duties and rights of distributors; commercial issues; remuneration; termination clauses; competition law considerations.

2 **E-Commerce, Intellectual Property & Technology Contracts** – Pre-order information; failure to comply; retail websites; commercial drivers; IPR and website content; limitation of liability; user generated content; website privacy statement; cooling-off period; goods /services; concept of licensing; copyright; patentability.

Workshop I

Practical application through case studies and drafting exercises of issues encountered in lectures relating to supply, agency and distribution agreements and share purchase agreements.

2 hrs. Gen. & 2.5 hrs. M&PD CPD

SESSION 04	TIME	DELIVERY
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20 April 2022

Online Release

- 1 **Consumer Law** – Unfair practices; misleading, aggressive and prohibited practices; sanctions and penalties; definitions of ‘product’, ‘producer’, ‘damage’ and ‘defective product’; core/non-core and unfair terms; adequacy of the price payable; plain and intelligible language.

1 hrs. eCPD

SESSION 05

TIME

DELIVERY

27 April 2022

Online Release

- 1 **Licensing and Franchise Agreements** – Licensor/licensee; types of licence; sub-licensing; Franchisor/franchisee; defining rights and obligations; location and territory, duration, fees and royalties, advertising and marketing.

1 hrs. eCPD

SESSION 06

TIME

DELIVERY

27 April 2022

Online Release

- 1 **The impact of Brexit and Covid 19 on Commercial Contracts** – What is force majeure, drafting a force majeure clause; Litigating a force majeure clause; The EU / UK Trade and Cooperation Agreement - how Trade in Goods will operate, how customs will operate, the rules regarding cross-border trade and services, how digital trade and data protection will operate; Covid 19 and commercial contracts.

1 hrs. eCPD

SESSION 07

TIME

DELIVERY

Saturday 14th May 2022

10 am – 4pm

Online Only

- 1 **Procurement Law and Practice** – procurement rules; works services or supply contracts; procurement procedures; tender evaluation; selection criteria; award criteria; disclosure requirements; procurement strategy checklist.

- 2 **Data Protection in Commercial Contracts** – Legislative background; GDPR and the Data Protection Act 2018; role of the Controller; obligations; data protection clauses; outsourcing and The Cloud; data transfers.

Workshop II

Practical application through case studies and drafting exercises of issues encountered in lectures relating to technology and e-commerce contracts, website terms and conditions, and data protection provisions.

3 hrs. Gen. & 2.5 hrs. M&PD CPD

ASSIGNMENT DATE: 10 June 2022

Please note that topics & dates may be subject to change. Draft timetable as of December 2021

* Gen = General, M&PD = Management and Professional Development, Reg = Regulatory and eLearning = eLearning CPD credits. **CPD Note:** The number of hours of CPD that you may claim in relation to your diploma/certificate course will depend on the way in which you access each of the individual sessions. For further information please visit the course homepage on our website: www.lawsociety.ie/diplomacentre