CONCEPT

Commercial Contract Drafting and Contract Law for Business Professionals

8 – 12 March 2027
Amsterdam - Zuidas business district hotel



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Ref: 57_8853 **Date:** 8 – 12 March 2027 **Location:** Amsterdam - Zuidas business district hotel **Fees:** 23500 SAR

Introduction:

Commercial contracts are often signed on the counterparty's paper, with vague scope, open-ended liability and dispute clauses nobody read, and the cost appears only when a deal goes wrong. This Core Concept course builds commercial contract drafting and contract law skills for business professionals: how contracts are formed, what each key clause does, how courts and tribunals read the words, and which remedies follow a breach. Participants draft and mark up clauses on sample agreements and leave with a clause library and a red-flag contract review checklist for their own contract types.

Course Objectives:

- Test whether a binding contract has been formed, confirm who may sign and control pre-contract documents such as letters of intent
- Structure a commercial agreement and select governing law, dispute resolution and international reference texts such as the UNIDROIT Principles and the CISG
- Draft scope, price, payment, warranty and confidentiality clauses in plain, unambiguous language
- Allocate risk through liability caps, exclusions, indemnities, force majeure and termination clauses that match the commercial deal
- Interpret disputed contract wording and assess the remedies available after a breach
- Review and mark up counterparty drafts with a red-flag checklist and assemble a clause library for own contract types

Target Audience:

- Managers who negotiate and sign sales, supply and service agreements for their business unit
- Commercial and business development leads responsible for customer contract terms
- Procurement leads who review supplier terms and conditions before award
- In-house legal and contracts staff who prepare first drafts and handle counterparty mark-ups
- Project and operations managers who agree scope and deliverables with partners and suppliers
- Finance managers who assess payment, credit and liability exposure in contracts

Course Outline:

Day 1: Contract Law Foundations and Contract Formation

- Common Law and Civil Law Approaches to Commercial Contracts Compared
- Offer, Acceptance and Battle of the Forms Analysis
- Consideration, Cause and Intention to Create Legal Relations
- Capacity, Authority to Sign and Execution Formalities Checklist
- Letters of Intent, Heads of Terms and Pre-Contractual Liability

Day 2: International Reference Texts and Contract Architecture

- UNIDROIT Principles of International Commercial Contracts: Structure and Use
- CISG Scope, Opt-Out and Sale-of-Goods Default Rules
- Incoterms Rules for Delivery, Risk and Cost Transfer
- Contract Anatomy: Recitals, Definitions, Operative Clauses, Boilerplate and Schedules
- Governing Law, Jurisdiction and Dispute Resolution Clause Selection

Day 3: Drafting Key Commercial Clauses

- Scope, Specification and Deliverables Clause Drafting
- Price, Payment Terms, Invoicing and Late-Payment Interest Clauses
- Warranties, Representations and Conditions Drafting Patterns
- Confidentiality and Intellectual Property Ownership Clauses
- Plain-Language Drafting: Defined Terms and Shall, Will and May Conventions

Day 4: Risk Allocation, Interpretation, Breach and Remedies

- Liability Caps, Exclusion of Indirect Loss and Indemnity Clause Design
- Force Majeure and Hardship Clauses Using the ICC Model Clauses
- Termination for Cause, Convenience and Insolvency Clause Drafting
- Contract Interpretation Rules: Plain Meaning, Contra Proferentem and Context
- Remedies Map: Damages, Specific Performance, Liquidated Damages and Rescission

Day 5: Contract Review Case Work and the Clause Library

- Distribution Agreement Case: Red-Flag Review of Counterparty Paper
- Software Licence and Services Case: Liability and Termination Mark-Up
- Tracked-Changes Redline and Negotiation Position Note
- Red-Flag Contract Review Checklist Build for Own Contract Types
- Clause Library Assembly and Peer Review Panel

Skills You Will Gain:

- Contract Formation Analysis
- Commercial Clause Drafting
- Risk Allocation Drafting
- Contract Interpretation
- Breach and Remedies Assessment
- Contract Redlining
- Plain-Language Legal Writing
- Counterparty Paper Review

Why Attend This Course:

- Return with a clause library and red-flag contract review checklist built around your organisation's own contract types
- Spot unlimited liability, one-sided indemnities and weak termination rights before signature rather than after a dispute
- Brief lawyers precisely and recognise when a clause needs specialist legal advice
- Compare drafting practice with peers from trading, services, technology and industrial sectors across several countries

Conclusion:

Most commercial disputes trace back to words agreed before signature. This course moves from contract formation and the differences between legal traditions, through contract architecture and the international reference texts, to drafting the clauses that carry price, performance and risk, and then to interpretation, breach and remedies. The final day applies that material to real agreements, and participants leave with a clause library and red-flag contract review checklist for the next draft that reaches their desk. The course covers general principles and is not legal advice.