NEGOTIATING AND DRAFTING INTERNATIONAL CONTRACTS
Program

Negotiating and Drafting International Contracts

February 2016

Academic Director
Mr. Javier Muñoz,
- Chief Legal Officer, PRISA Radio.
- General Counsel, National Geographic - Worldwide Retail Store S.L.
- Corporate Counsel, Head of Legal Services at Energy Recovery, Inc. (NASDAQ ERII).
- Professor at IE Law School and IE University.
- Juras Doctor, UP-Co-CADE;
- LL.M. Law of the European Union, Université Libre de Bruxelles (Institut d’Études Européennes)

Type of Program
Online

Language
English

Dates
February 2016

Duration
4 weeks
ONLINE PROGRAMS

The on-line programs offer the participants the opportunity to continue their studies without interfering in their professional schedules and family duties.

Each of the on-line programs has a total duration of 4 weeks. The contents of the course are analyzed through a series of practical cases, which the students discuss in forums and face-to-face videoconferences under the guidance of the Program Director.

This combination of face-to-face videoconferences and asynchronous discussion forums guarantees the quality and excellence shared by all IE Law School - Executive Education Programs.

ASYNCHRONOUS DISCUSSION FORUMS:
Participants can access asynchronous discussion forums, active 24 hours a day, through our virtual campus. The topics analyzed are based on real legal cases and simulations. This allows students to make written contributions at any time and share the concerns with all other participants. The main benefit of this practice is to foster a highly reflective and analytical debate.

FACE-TO-FACE VIDEOCONFERENCES:
During the program there are four face-to-face videoconferences. These sessions allow students and professors to interact in live and active discussion. Sessions are taught using a mixture of practical case method approaches and theoretical lectures.

Advantages of the online programs
IE Law School online training programs offer participants the opportunity to further their studies without interrupting their work schedule.

"IE on-line education is a pioneer in its field with more than 10 years’ experience, success, and international recognition."

The Economist Intelligence Unit.

METHODOLOGY FOR IE LAW SCHOOL EXECUTIVE EDUCATION ONLINE PROGRAMS
During the program students must log in every day and do the following:

- Actively participate in the courses activities.
- Study multimedia materials.
- Participate in practical case studies.
- Be part of asynchronous discussion forums with the professor and other students.
- Participate in face-to-face videoconferences.

Professors provide continuous feedback throughout the program, answering questions, offering guidance and channeling information towards the resolution of specific cases.
ONLINE PROGRAMS

NEGOTIATING AND DRAFTING INTERNATIONAL CONTRACTS

More and more, expanding business internationally is becoming the new status quo for companies that want to grow and consolidate performance. However, not always do large corporations and smaller businesses know how to address the complexities that arise when leaving the comfort of the legal order they are used to and which fostered their initial growth.

Indeed, the two main legal systems that co-exist in the international market (the Civil Law and the Common Law systems) are often incompatible and generate frictions causing legal uncertainty, contractual insecurity and unenforceability of otherwise ordinary contract provisions. Situations which are ordinary in a domestic situation often become unexpectedly complicated. Lawyers must navigate the variances between local usages, customs and duties, carriage complications, local compliance duties and regulations. Complications which, unforeseen, can make contract performance unattainable.

This course will guide participants through the common difficulties, which international business-makers and their counsel are likely to encounter throughout the contract-building process - from initial negotiations to execution, even performance and eventual breach of the agreed covenant. By way of concise and enlightening explanations followed by discussion and solving of real-life cases, participants will develop efficient tools to address the complexities they are most likely to face in their international professional endeavors.

WHO IS THE PROGRAM DESIGNED FOR?

This course is targeted to:

- Both in-house counsel and private practice lawyers providing legal services to companies conducting transnational business.
- Officers and managers in charge of international negotiations for an array of commercial deals and corporate transactions.
- Contract managers and legal teams dealing with complex agreements in the international arena seeking adequate tools to better understand, manage and implement contracts in their organizations.

OBJECTIVES

Over a period of 4 weeks, this program will provide participants with:

- Tools to plan ahead for cross-border and international negotiations leading to preliminary and definitive international contracts.
- Tools to adequately conduct such negotiations when international legal conflicts or misunderstandings happen.
- Tools to measure the risks and contingencies in the construction of an international contract and tools to address problems arising that arise therefrom.
- Tools to adequately implement international contracts and to interpret them when conflicts arise.
- An introduction to the regulation of damages in both the civil and the common law system and remedies available to the parties in termination and breach scenarios.

FORMAT

Four live videoconferences and four on-line discussion forums. Videoconferences will be recorded for viewing at any time during the 4 weeks of the course. Additionally, at the end of each week conclusions on the weekly topic and the real-life cases will be made available by on-line video to summarise and clarify the important aspects.
1st VIDEOCONFERENCE
During this first video session, we will introduce the international contract system and examine the main characteristics of preliminary and preparatory deals. We will study how and when Letters of Intent, Memorandums of Association and Heads of Terms amount to real agreements. We will also analyze confirmatory covenants that amount neither to promissory nor to preliminary deals.

1st ONLINE FORUM
You will be asked to solve a real case between parties that are engaged in negotiation. Participants will be asked to provide different sets of solutions as the deal progresses, to ensure at all times that the parties’ legal interests are covered and their objectives reached. The case will be discussed in on-line forums between all participants and the professor. Solutions provided will be analyzed and the session will be closed in a final conclusion discussion. At the end of the week, the professor shall summarise all conclusions and clarify outstanding issues to ensure a full comprehension of the topics.

2nd VIDEOCONFERENCE
During this second video session, we will analyze the nature of the contracted subject matter and the different tools to adequately qualify and document it with the goal of avoiding international complications. Similarly, we will study provisions for the correct instrumentation of consideration, price and civil cause elements that complete the contractual set.

2nd ONLINE FORUM
You will be asked to solve a real case where Parties are faced with a complex, multiple consideration in exchange for different sets of covenants that make up the complete deal. The case will be discussed in on-line forums between all participants and the professor. Solutions provided will be analyzed and the session will be closed in a final conclusion discussion. At the end of the week, the professor shall summarise all conclusions and clarify outstanding issues to ensure a full comprehension of the topics.

3rd VIDEOCONFERENCE
This third video session will allow us to examine the different ways that lawyers can secure a deal once the main elements of the subject matter and the consideration have been duly set-up to avoid international complications. Elements of the consideration and additional covenants and conditions can be set-up to secure and collateralize the deal. We will study these provisions and how they work into the agreement.

3rd ONLINE FORUM
You will be presented a case that uses securitizing mechanisms and requires indemnity and liability provisions for complete legal security. Based on the content of the previous sessions, we will conduct a discussion forum where all participants discuss the ways they tried to secure the deal presented in the case. At the end of the week, the professor will summarise the conclusions and clarify any outstanding issues to ensure full comprehension of the topics.

4th VIDEOCONFERENCE
The fourth and final video session will look into provisions affecting the international enforceability of the agreement and the effects of eventual breach. We will study the regulation of damages in both the Civil Law and the Common Law systems and look into liability, indemnity and hold-harmless provisions to ensure complete remedial protection.

4th ONLINE FORUM
You will be presented a final case covering enforcement issues. Students will analyze the facts and present their contractual mechanisms with an eye on preventing unenforceability and to secure their deal against claims for damages. At the end of the week, the professor will summarize the conclusions and clarify any outstanding issues to ensure full comprehension of the topics.
IE Law School’s primary objective is to educate lawyers in how to practice law more effectively. We achieve this goal by leading our programs with the most qualified and renowned experts in the industry. Our programs provide engaged and practical education for lawyers on the most important issues facing the legal world today.

IE Law School Executive Education addresses the challenges lawyers face in their daily activities and in their professional development. Our programs push participants to the next level in their careers. From associates to partners, from in-house to law firms, we offer programs tailored to your needs.

GENERAL INFORMATION

Date:
From February 22nd to March 18th, 2016

Time & Duration:
4 weeks
Videoconferences will be held on Mondays at 19:00 CET.
Forums will be open 24/7.

ENROLLMENT

The price of Online Programs is €1,700 including sessions, forums and documentation.

For Financial Aid information, please visit:
www.ie.edu/financialaid

REGISTRATION

The completion of the registration can be made:
• By phone at 915 689 782 / 915 689 555
• By mail, send your details to:
Laura.Strazzaboschi@ie.edu
• Through our online registration available on our website:
http://www.ie.edu/exced/open-programs/law-school-programs/online

(*) Registration will take place in strict order of application.

CONTACT

Laura Strazzaboschi - Program Manager
Email: laura.strazzaboschi@ie.edu
Phone: 915.689.782

IE Law School Executive Education
Email: lawschool.exced@ie.edu
Phone: + 34 91 568 96 25 / 91 568 95 56
http://www.exced.ie.edu/law

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PROGRAM MATERIALS

All attendees will receive didactic material used throughout the program, that will help to support the explanations of the professors.