



## Purchasing, Inventory & Contracts Training Courses



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# Course: Contract Excellence for Non\_Legal Professionals

Code	City	hotel	Start	End	price	Hours
619	Munich (Germany)	Hotel Meeting Room	2024-07-15	2024-07-19	5450 €	25

## The Course

In every organisation the commercial and business structure is based on contracts. These may vary from simple purchase orders, or even handshakes, through to highly-complex financing agreements. The development, negotiation and management of these contracts are often in the hands of skilled professionals, but the general managers handling the delivery of the product, service or project may not be fully familiar with the complexities of the documents concerned. This course is intended to allow professional managers with a background other than law or contracts to better understand the processes and issues involved, and therefore improve their overall management skills.

**In the programme you will learn how to:**

- Explore the reasons why we use contracts, and how they can be developed.
- Examine different contracting structures, and how they allocate and manage risk.
- Review some of the major provisions in contracts, and discuss why they are drafted as they are, and what pitfalls there may be if they are not managed properly.

## The Goals

- Improve understanding of the structure and purpose of contracts
- Show how different structures can be used in different situations
- Improve the ability of managers to communicate with and instruct legal and contracts personnel
- Explain some of the pitfalls that exist within commonly-used contract clauses

## The Delegates

- Anyone involved in: Engineering, Project, Construction, Tenders, Contracts, Buyers, Purchasing, Financial personnel, including especially those from a Project Management or General Management background who do not think they yet have a sufficient understanding of contract issues
- Those new to the function, preparing for a major project, or experienced managers looking for a refresher

## The Benefits



#### **Participants attending the programme will learn:**

- How to be more effective in selecting contract types and structures
- How to ensure risk is properly allocated and managed in different situations
- How to anticipate problems and manage risks through the contract
- How to integrate the contract within the structure of project management
- How to handle disputes and performance issues, including the latest methods of dispute resolution
- How to establish appropriate terms and conditions, and what the different provisions in common use mean in practice

### **The Results**

- Better ability to communicate with and instruct legal advisers
- Better project management skills in the areas where these overlap with contracts
- Better general management ability to understand and control contract negotiations and management
- Better ability to avoid or resolve disputes

### **The Core Competencies**

- Risk identification and management
- Understanding legal and contractual terms
- Contract management
- Project management - where it interfaces with contracts
- Negotiation
- Dispute resolution

### **The Programme Content**

The programme covers contracts in a range of areas, written in the English language, but used in an international context. The intention is to develop general skills with application to a wide range of contractual situations, and to allow participants to have an awareness of practices in other areas and other industries which may add value to their own situations.

The programme will combine conventional teaching with a high level of participation; including an interactive approach to involving participants in discussion of topics; exercises; and encouraging participants to bring their own experiences forward for discussion and debate.

### **The Programme Content**

#### **Day One**



## **The Basis of Contracting**

- Why we use contracts
- How contracts are formed
  - Legal requirements for a valid contract
  - Oral contracts
  - Electronic contracts
  - Incorporating other documents by reference
- Terms and conditions of the contract
- Authority to contract
- The role of agents
- Proving authority
- Methods of signing – seals, chops etc.
- Internal contracts within a Group – some dangers from ignoring the need for formal arrangements

## **Day Two**

### **Risk and Different Contracting Types**

- Different types of risk
- How to assess and manage risk
  - Commercial risk within the contract
  - Risk of damage
    - Use of ICC Incoterms to determine when risk passes
  - Other risks
- Selecting appropriate contract types
- Traditional
  - Lump sum
  - Bill of Quantities/Schedule of Rates
  - Reimbursable
- Hybrid
- Fixed Fees
- Economic Price Adjustment clauses
- Escalation
- EPC/Turnkey
- Convertible LSTK
- Build Operate Transfer
- Alliance/Partnering
- No Cure No Pay
- Bonds/Bank Guarantees
- Parent Company Guarantees



- Letters – Intent; Instruction/Award; Comfort; Awareness
- Side Letters
- Which Law?
- Which Courts?
- Non-Traditional
- Collateral documents
- Law

### **Day Three**

#### **Major Contract Terms**

- Obligation to perform
  - Testing and acceptance/rejection
  - Defective goods
  - Patent and Latent Defects
- Limits of liability
- Consequential loss
- Overall caps
- Connection with negligence
- Liquidated damages and penalties
- People
- Property
- Indemnities – what they mean, and why they are important
- Ownership of existing rights
- Ownership of rights created under the contract
- Dealing with claims of breach
- Insurance, and how this links with indemnities
- Intellectual property
- Warranty and rework
- Force Majeure
- Notices
- “Entire Agreement” clauses
- Implied Terms – some examples

### **Day Four**

#### **How the legal aspects of a Contract relate to Changes and Variations, and payment and close-out issues**

- Changes to the Contract Terms (“Amendments”)



- Changes to the Scope of Work (“Variations”)
- Keeping control of change – and examples of what happens when you get it wrong
- Impact of Variations
  - Cost
  - Delay
  - Responsibility
  - Extension of Time
- Payment
- Amount
- Timing
- Method of payment
- Risk in international trade
  - Letters of Credit
- Warranty claims
- Set Off and contra charges
- Suspension and Termination
- Contractual issues on close out

## **Day Five**

### **Negotiation, Avoidance and Resolution of Disputes**

- Negotiation, compromise and settlement
- Traditional approaches to third party resolution
- Litigation
- Arbitration
- Alternative Dispute Resolution, different techniques, including -
- Mediation
- Conciliation
- Mini-Arbitration
- Expert Determination
- Early Neutral Evaluation
- Pendulum Arbitration
- Dispute Review Boards
- Good record keeping and notices
- Review of course, and final questions



**The Scandinavian Academy employs modern methods in training and skills development, enhancing the efficiency of human resource development. We follow these practices:**

- **Theoretical Lectures:**
  - We deliver knowledge through advanced presentations such as PowerPoint and visual materials, including videos and short films.
- **Scientific Assessment:**
  - We evaluate trainees skills before and after the course to ensure their progress.
- **Brainstorming and Interaction:**
  - We encourage active participation through brainstorming sessions and applying concepts through role play.
- **Practical Cases:**
  - We provide practical cases that align with the scientific content and the participants specific needs.
- **Examinations:**
  - Tests are conducted at the end of the program to assess knowledge retention.
- **Educational Materials:**
  - We provide both printed and digital scientific and practical materials to participants.
- **Attendance and Final Result Reports:**
  - We prepare detailed attendance reports for participants and offer a comprehensive program evaluation.
- **Professionals and Experts:**
  - The programs scientific content is prepared by the best professors and trainers in various fields.
- **Professional Completion Certificate:**
  - Participants receive a professional completion certificate issued by the Scandinavian Academy for Training and Development in the Kingdom of Sweden, with the option for international authentication.
- **Program Timings:**
  - Training programs are held from 10:00 AM to 2:00 PM and include buffet sessions for light meals during lectures.