

2010 BLA - LEC
COMMERCIAL LAW
PROGRAM
Level 2 Curriculum - Sections
A & B
Durban

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	Pre-Class Delegate Reading	Reference Material
A.	Introduction					
1.	<p>Programme Overview and Mechanics</p> <p><i>Objectives of the Programme; Expectation of the Delegates; Final Examination and Certificate Prerequisites</i></p> <p><i>Introduction of Case Study</i></p> <p><i>Summary of Principles Learned in Level 1</i></p> <p><i>The commercial lawyer's role as advisor, agreement facilitator, and contract drafter/negotiator; ethical and legal obligations</i></p>	<p>A & B Combined</p> <p>JNB Only 28th July (Wed)</p> <p>DRB Only 29th July (Thurs)</p>	None	Deon Govender (Cliffe Dekker Hofmeyr)	<p><u>Reading Material & Session Summaries</u></p> <p><u>Working With Contracts - Fox Chapter 3</u></p>	<p>Glossary of Key Words and Phrases Used in Commercial Law Practice [tbd]</p> <p>[NTD: LDR to produce or use Fox]</p>
B.	Commercial Contract Structure, Analysis and Drafting					
2.	Understanding the commercial contact structure and tools to achieve the agreements'	<p>A. 4 Aug (Wed)</p> <p>B. 5 Aug</p>	None	Jennifer Finnigan (Shepstone & Wylie)	<p><u>Charles Fox, Working with Contracts - Chapter 2</u></p> <p><u>Working With</u></p>	

	objective Contract formation, process and protocol <i>Operative terms; Definitions; Conditions; Covenants; Representations and Warranties; Term of Agreement; Remedies</i>	(thurs)			<u>Contracts - Fox Chapter 3</u>	
3.	Analysis of Existing Commercial Contracts <i>Purpose and types of review ;principles of interpretation; amendments; waivers; assignments</i>	A. 11 Aug (Wed) B. 12 Aug (thurs)	None	Jennifer Finnigan (Shepstone & Wylie)	<u>Charles Fox, Working with Contracts - Chapter 6 (Except Section 4)</u> <u>SkylarStylesFacts</u>	
4.	Forming and Drafting New Commercial Contracts <i>Use of precedents; legal research; Legalese vs Plain English; Consistency; clarity, simplicity & precision of drafting; levels of specificity</i>	A. 16 Aug (Mon) B. 17 Aug (Tues)	Jim St Clair	Jennifer Finnigan (Shepstone & Wylie)	<u>Charles Fox, Working with Contracts - Chapter 4</u> <u>Charles Fox, Working with Contracts - Chapter 5</u> <u>Charles Fox, Working with Contracts - Chapter 9 [Section 4]</u>	
5.	Commercial Contract Negotiation Skills and Techniques <i>Assessment and allocation of Risk; prioritizing clients needs; optimal vs acceptable terms; personal interaction among negotiators; getting to yes</i>	A. 18 Aug (Wed) B. 19 Aug (Thurs)	Jim St Clair	Willie Coetzee (Shepstone & Wylie)	<u>Negotiating Business Agreements</u> <u>Principles of Contract Drafting</u>	
C.	Practical Skills Workshops <input type="checkbox"/> Operating Arrangements					
6.	Forms of Business	A. 23 Aug (Mon)	Jim St Clair	Erica (Shepstone & Wylie)	<u>PPT - Companies Act Presentation</u>	<u>Shareholder Agreement</u>

	Enterprises <i>Establishing Business Enterprises; Identifying the Optimal Business Enterprise; Registration Requirements</i>	B. 24 Aug (Tues)			<u>Checklist for Shareholder Agreement</u>	
7.	Types of Company Shares; Rights and Obligations of Shareholders <i>Shareholder and Association Agreements</i>	A. 25 Aug (Wed) B. 26 Aug (Thurs)	Jim St Clair		<u>Agreement for Services Halle09</u> - <u>Checklist and - Employment Agreement(Employee's Perspective)</u> <u>Drafting a Shareholder Agreement</u>	- <u>Executive Employment Agreement(Employer's Perspective)</u> - <u>Sales Agency Agreement Form</u> - <u>Distribution Agreement Form</u>
8.	Corporate Governance <i>The role of the Board of Directors;Fiduciary Obligations;the Company Lawyer's Legal and Ethical Obligations</i>	A. 30 Aug (Mon) B. 31 Aug (Tues)	None	Clair McGee (Shepstone & Wylie)	<u>Sale of Goods[NTD: South African Relevant Statute]</u> - <u>Corporate Governance in African Context</u> - <u>Resolutions of the 3rd Anti Corruption Summit</u> - <u>pwc draft King III 2009 Presentation</u>	see reference material for session 7
9.	Workshop on Commercial Leases <i>Drafting and Negotiation re Leases for Equipment and Immovable Commercial Property</i>	A. 1 Sep (Wed) B. 2 Sep (Thurs)	None	Only		<u>Real Estate Lease</u>
10.	Workshop on Commercial Loans <i>Drafting and Negotiation of an Agreement for a Commercial Loan and other Commercial Debt Instruments</i>	A. 6 Sep (Mon) B. 7 Sep (Tues)	#4	Andrew Parsons (Deneys Reitz)	<u>Charles Fox, Working with Contracts - Chapter 9 [Section 3]</u>	<u>Bank Loan</u> <u>Sample Term Sheet</u>

D.	Practical Skills Workshops <input type="checkbox"/> Purchase or Sale of a Business					
11.	Workshop I <i>Drafting Sale of Business Documents <input type="checkbox"/> Form and Structure of the Transaction, Basic Terms and structure of the Agreement, Confidentiality, Due Diligence</i>	A. 8 Sep (Wed) B. 9 Sep (Thurs)	#4	Nick Theunissen	<u>James Freund- Anatomy of a merger</u> <u>Charles Fox, Working with Contracts - Chapter 6 (Section 4)</u>	<u>Confidentiality Agreement</u>
12.	Workshop II <i>Negotiating Disclosures and Representations and Warranties in a Business Sale Transaction</i>	A. 13 Sep (Mon) B. 14 Sep (Tues)	#4	Nick Theunissen (Shepstone & Wylie)	<u>Charles Fox, Working with Contracts - Chapter 9 [Section 4]</u>	
13.	Workshop III <i>Negotiating the price and other key provisions of a Business Sales Agreement</i>	A. 15 Sep (Wed) B. 16 Sep (Thurs)	#4	Nick Theunissen (Shepstone & Wylie)	<u>Sale of Business Agreement</u>	

22 September 2010 - Final Exam

Note: (1) All sessions will start promptly at 17:45 and end at 20:00.

(2) Unless notified otherwise, all sessions will be held at the following law firm: [to be determined]

(3) 9 August and 24 September are public holidays. Ramadan begins on 12 August and ends on 12 September.