

2010 BLA-LEC COMMERCIAL LAW PROGRAMME
LEVEL 2—Sections A.&B.
Johannesburg

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
A.	Introduction					
1.	<p>Programme Overview and Mechanics</p> <p><i>Objectives of the Programme;</i> <i>Expectation of the Delegates; Certificate Prerequisites</i></p> <p><i>Introduction of Case Study</i></p> <p><i>Summary of Principles Learned in Level I</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>28 July (Wednesday)</p>	None	Deon Govender (Cliffe Dekker Hofmeyr)	<p>Case Study—See Session Summaries</p> <p>Charles Fox – <u>Working With Contracts</u>, Chapter 3</p>	Glossary of Key Words and Phrases Used in Commercial Law Practice tbd use Fox Glossary at p. 265 or South Africa equivalent]

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
B.	Commercial Contract Structure, Analysis and Drafting					
2.	<p>Understanding the commercial contact structure and tools to achieve the agreements' objective</p> <p><i>Operative terms; Definitions; Conditions; Covenants; Representations and Warranties; Term of Agreement; Remedies</i></p>	<p>A. 4 Aug (Wednesday)</p> <p>B. 5 Aug (Thursday)</p>	None	Only	Charles Fox, <u>Working with Contracts</u> - Chapter 2	Charles Fox, <u>Working with Contracts</u> - Chapter 9 and 10.
3.	<p>Analysis of Existing Commercial Contracts</p> <p><i>Purpose and types of review; principles of interpretation; amendments; waivers; assignments</i></p>	<p>A. 11 Aug (Wednesday)</p> <p>B. 12 Aug (Thursday)</p>	None	Only Vivian Chaplin (ENS)	<p>Charles Fox, <u>Working with Contracts</u> - Chapters 6 (except section 4) and 7</p> <p>Skylar Styles Employment Agreement</p>	

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
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 (Monday) B. 17 Aug (Tuesday)	Perry Irvine		Charles Fox – <u>Working with Contracts</u> , Chapters 4 and 5	
5.	Commercial Contract Negotiation Skills and Techniques Assessment and allocation of Risk; prioritizing clients needs; optimal vs acceptable terms; personal interaction among negotiators; getting to yes	A. 18 Aug (Wednesday) B. 19 Aug (Thursday)	Perry Irvine		Extracts from James Freund- <u>Smart Negotiating</u> /Extract from Fisher- <u>Getting to Yes</u>	

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
C.	Practical Skills Workshops – Operating Arrangements					
6.	Workshop on Corporate Governance <i>Addressing Corporate Governance and Transparency Issues e.g. disputes between majority and minority shareholders</i>	A. 23 Aug (Monday) B. 24 Aug (Tuesday)	None	Madelein Burger (Webber Wentzell)	Precedent – Shareholders Agreement	Companies Act provisions Resolution of 3rd Annual Anti-Corruption Summit
7.	Workshop on Personal Services Issues <i>Overview of Labour Law; Negotiating and Drafting Agreements for Employment, Consultancy and other Personal Services</i>	A. 25 Aug (Wednesday) B. 26 Aug (Thursday)	None	Lead	Agreement for Personal Services – Berry	Precedent – Consultant Agreement Precedent – Service Contractor Agreement Checklist for Employment Agreement

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
8.	Workshop on Product Sales and Distribution Issues <i>Analysis and Negotiation of instruments and agreements for the sale and distribution of products</i>	A. 30 Aug (Monday) B. 31 Aug (Tuesday)	?	John Ferraz (ENZ)	Sale of Goods Act [NTD: South African relevant statute]	Form of Sales Agency Agreement Form of Distribution Agreement Sample Purchase Order Sample Invoice
9.	Workshop on Commercial Leases <i>Drafting and Negotiation re Leases for Equipment and Immovable Commercial Property</i>	A. 1 Sept (Wednesday) B. 2 Sept (Thursday)	?	Pieter Niehaus (Deneys Reitz)	Precedent – Building Lease Precedent – Equipment Lease	
10.	Workshop on Commercial Loans <i>Drafting and Negotiation of an Agreement for a Commercial Loan and other Commercial Debt Instruments</i>	A. 6 Sept (Monday) B. 7 Sept (Tuesday)	Don Gellert	Lead Riza Moosa (Deneys Reitz)	Form of Bank Loan Agreement Form of Promissory Note	Stein, <u>Commercial Leasing</u> , Chapter 1 Fox – <u>Working with Contracts</u> , Chapter 9, section 3

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
D.	Practical Skills Workshops – Purchase or Sale of a Business					
11	Workshop I <i>Drafting Sale of Business Documents – Form and Structure of the Transaction, Basic Terms and structure of the Agreement, Confidentiality, Due Diligence</i>	A. 8 Sept (Wednesday) B. 9 Sept (Thursday)	Don Gellert	Leslie Mkhabela (Mkhabela Huntley Adekeye)	James Freund- <u>Anatomy of a Merger</u> Charles Fox – <u>Working with Contracts</u> , Chapter 6, section 4	Form of Term Sheet Form of Confidentiality Agreement Due Diligence Checklist
12.	Workshop II <i>Negotiating Disclosures and Representations and Warranties in a Business Sale Transaction</i>	A. 13 Sept (Monday) B. 14 Sept (Tuesday)	Don Gellert		Charles Fox – <u>Working with Contracts</u> - Chapter 9, section 4	Form of Share Sale Agreement Form of Asset Sale Agreement
13.	Workshop III <i>Negotiating the price and other key provisions of a Business Sales Transaction</i>	A. 15 Sept (Wednesday) B. 16 Sept (Thursday)	Don Gellert		Charles Fox – <u>Working with Contracts</u> - Chapter 10 Vukani Accountant's Report	
E.	Electives (Optional)					

SESSION NUMBER / TOPIC		DATES	ISLP INSTRUCTOR	SA INSTRUCTOR	PRE-CLASS DELEGATE READING	REFERENCE MATERIALS
1.	Reorganization and Liquidation of financially distressed companies	A & B Combined 20 Sept (Monday)	None	Only		
2.	Public-Private Partnerships	A & B Combined 21 Sept (Tuesday)	None	Only		
3.	Intellectual Property; Trademark & Patents; Franchising and Licensing	A & B Combined 22 Sept (Wednesday)	None	Only		
4.	Purchase and Sale of Immovable Commercial Property	A & B Combined 27 Sept (Monday)	None	Only		
5.	Competition Law	A & B Combined 28 Sept (Tuesday)	None	Only		
6.	BEE Compliance	A & B Combined 29 Sept (Wednesday)	None	Only		
7.	Corporate Taxation	A & B Combined 30 Sept (Thursday)	None	Only		

*****[DATE] - Final Examination*****

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 Webber Wentzel, 10 Fricker Road, Illowo
- (3) 9 August and 24 September are public holidays. Ramadan begins on 12 August and ends on 12 September.