

**LAW SOCIETY OF ZIMBABWE/INTERNATIONAL SENIOR LAWYERS**  
**PROJECT**  
**2011 COMMERCIAL LAW PROGRAMME**

Victoria Falls, Zimbabwe\*

Schedule

[NTD: Except for the LSZ materials, delegate reading and reference materials need to be culled from 2010 "best of class".]

Session Number / Topic	Dates and Times	Lead Instructor	Delegate Reading	Other Reference Materials
<b>A.</b>	<b>Programme Introduction</b>			
	Welcome and Introduction of Instructors	<b>11 July (Mon)</b> 8h30 <b>[Note: Given our experience in Namibia 8h30 may be unrealistic. It will likely be 9h00 before we start.]</b>	LSZ (Perhaps if we tell them we will start at 8:30 most will be there by 9:00; I can give up 15 or 29 minutes of my time for the Introductions	
<b>1.</b>	Purpose & Outline of the Programme:  Overview of Business Law and the role of the Contemporary Business Lawyer.	9h00 (1hour)	Jim St Clair	Session Summaries  Glossary of Legal Terms

2.	Introduction of the Case Study  Overview of the client and transaction; identification of legal issues; client interview skills	10h00 (1.2 hours)	Perry Irvine	Case Study	PP – Client Interview Skills
	<b>BREAK</b>	11h15			
<b>B.</b>	<b>Forming and Capitalizing of the Business Enterprise</b>				
3.	Forms of Business Enterprises  Identifying and Documenting the Optimal Form of the Enterprise	11h30 (1 hour)	Perry Irvine	TBD	
4.	Developing Commercial Law Skills (Working Lunch)**	12h30 (1.5 hours)	Jim St Clair		
5.	Understanding Business Financial Statements and Capitalization Options	14h00 (1.5 hours)	Perry Irvine	Merrill Lynch – How to Read a Financial Statement	PP – Capitalizing a Company  Sample Financial Statements
	<b>BREAK</b>	15h30			

6.	Rights and Obligations of Shareholders ; Shareholder and Association Agreements	15h45 (1.25 hours)	Jim St Clair		Sample Shareholder Agreement Checklist for Shareholder Agreement
	Open Forum for Questions and Answers	17h00			
C.	<b>Operating The Enterprise</b>				
7.	Introduction to Corporate Governance; Board of Directors; Fiduciary Obligations  _____ _____ _____  The Company Lawyer's Legal and Ethical and Obligations	<b>12 July (Tues)</b> 8h30 (2.5 hours)	Perry Irvine  Jim St. Clair		
	<b>BREAK</b>	11h00			
8.	Basic Principles of Lending and Security; Loan Agreements	11h15 (1.2 hours)	LSZ	TBD – from LSZ	<b>[Sample Loan Agreement]</b>
9.	The Business and Management of a Commercial Law Practice (Working Lunch)**	12h30 (1.5 hours)	Panel: LSZ Jim St. Clair Perry Irvine		

<b>10.</b>	Purchase and Leasing of Equipment and Goods; Secured Transactions; Employment and Personal Services Agreements	14h00 (1.5 hours)	LSZ	TBD – from LSZ	Precedent agreements <b>[from LSZ]</b>
	<b>BREAK</b>	15:30			
<b>D.</b>	<b>Selling the Enterprise</b>				

**11.** Overview of Mergers and Acquisitions; Public and Private Sales; Transaction Structures  
Because of the statutory nature of a Public transaction ,perhaps we should involve a local attorney 15h45

(1.3 hours) Jim St. Clair Freund – Anatomy of a Merger

Fox, Ch. ●

PP – Anatomy of a Transaction					
	Open Forum for Questions and Answers	17h00			
<b>12.</b>	Transaction Steps; Confidentiality Agreements; Term Sheets and Letter of Intent/MOU Disclosure to: investore; employees and the general public.	<b>14 July (Wednesday)</b> 8h30 (1.5 hours)	Perry Irvine		PP – Anatomy of a Transaction Sample Confidentiality Agreement Sample LOI and MOU
<b>13.</b>	Introduction to Due Diligence	10h00 (1.3 hours)	Perry Irvine		PP – Overview of Due Diligence Due Diligence Checklist
	<b>BREAK</b>	11h15			

<b>14.</b>	Transaction Agreement; Structure; Price and Other Principal Terms	11h30 (1 hour)	Jim St Clair	Fox, [Ch. 6; 10]	PP – Agreements of Purchase and Sale  Sample Transaction Agreements
<b>15.</b>	Representing Foreign Investors in Acquisitions or Joint Venture Transactions. (Working Lunch)**	12h30 (1.5 hours)	Panel: LSZ Jim St. Clair Perry Irvine		
<b>16.</b>	Representations and Warranties; Indemnities and Disclosures	14h00 (1.3 hours)	Perry Irvine	Fox, [Ch. 9]	PP – Representations and Warranties, etc.
	<b>BREAK</b>	15h45			
<b>17.</b>	Closing the Sale; Regulatory Compliance and Approvals; Shareholder and Lender Approvals; Closing Documents	16h00 (1 hour)	LSZ		PP – Closing Closing Checklist
	Open Forum for Questions and Answers and Programme Critique	17h00			
<b>E.</b>	<b>Contract Drafting and Negotiation</b>				

**18. Principles of Commercial Contract Structure; Drafting 14 July**

**(Thursday)**

8h30

(0.5 hour) Jim St. Clair Fox, Ch. ●

PP – Principles of Contract Drafting
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<b>19.</b>	Legal Writing and Contract Drafting Workshops	9h00 (3 hours)	Jim St Clair Perry Irvine		
	<b>LUNCH</b> [working lunch?]				
<b>20.</b>	Strategy and Tactics in Negotiations	14h00 (0.5 hour)	Perry Irvine		PP – Overview of Negotiation
<b>21.</b>	Contract Negotiation Workshops	14h30 (2.5 hours)	Perry Irvine Jim St. Clair		
	Open Forum for Questions and Answers	17h00			
	End of Programme; Certificate Ceremony	17h30			

**\*Program to be repeated in Harare 18-21 July; Ms Robinson will replace Mr Irvine at that venue**

**\*\* If working lunches are not practicable, these sessions will be re-scheduled or deleted**

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