



Effective Contract Drafting

Presented by Katherine Armytage
Wednesday 6 March 2013

WIN: What in-house lawyers need

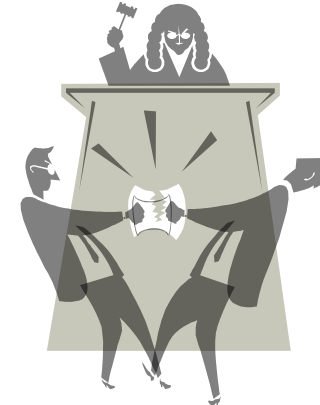
Knowledge, support and networking
for the in-house lawyer community

www.dlapiperwin.com

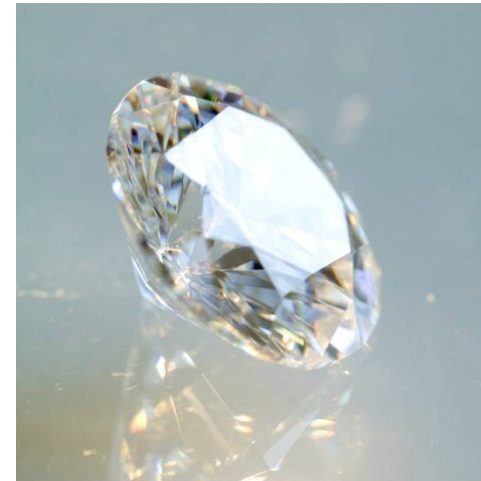
- Outline for today
 - Introduction
 - Why is it important to get it right?
 - The 'Three C's' of Contract Drafting
 - Is it clear?
 - Is it complete?
 - Is it consistent?
 - Overview and wrap up



- Why is it important to get it right?
 - Issues of interpretation
 - disputes
 - relationship issues
 - contract changes
 - litigation
 - Contract management tool



- Is it clear?
 - Structure
 - Language
 - Ambiguity
 - Obligations



SCENARIO 1

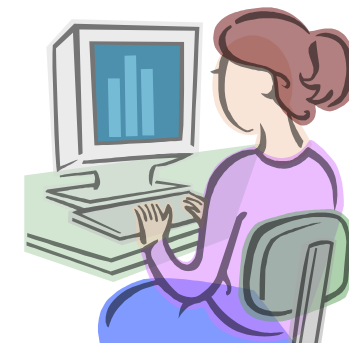
- *Department may change the colour of Widgets Ordered*
- *24.1 The Department may change an Order for blue Widgets to an Order for red Widgets by giving Notice to the Contractor during the Exercise Period.*
- *24.2 The Exercise Period starts at 9.00 am (Australian Eastern Standard Time) on the later of:*
 - *(a) 31 March 2013; and*
 - *(b) the date which is 10 days after the Commencement Date,*
 - *and ends at 5.00 pm (Australian Eastern Standard Time) on:*
 - *(c) if the Ordered Widgets are to be delivered under clause 12(a) on a date before the Final Delivery Date - 14 days before that date; or*
 - *(d) otherwise - 14 days before the Final Delivery Date.*
- *24.3 If the Exercise Period would otherwise end on a date that is not a Business Day, it will instead end on the immediately following Business Day.*

- *[Need to add definitions for 'Exercise Period' and 'Business Day']*

- Is it complete?
 - Content Issues



- Incorporation by reference



■ SCENARIO 2

- Is it consistent?
 - Between clauses
 - Clauses v Schedules
 - Deed v Contract



■ SCENARIO 3

- Conclusion
 - Don't forget the 'Three C's':
 - make sure your contract is:
 - Clear
 - Complete
 - Consistent



- Any questions or further comments?