

OSGOODE

OSGOODE HALL LAW SCHOOL
YORK UNIVERSITY

Professional Development
CLE

"This was by far one of the most useful professional development programs I have attended in years. I highly recommend it to lawyers of all levels of experience."

Lisa Houston, Fraser Milner Casgrain LLP

Drafting Clearer Contracts

A Comprehensive and Disciplined Approach to Drafting Agreements

This practical one day workshop will cover:

- The benefits of clear drafting
- Efficient and less efficient contract usages
- Categories of contract language and how to use them
- Mastering how to lay out the body of the contract
- Using defined terms
- Different kinds of ambiguity and how to avoid them
- Problematic words and phrases ... and what to use instead

Workshop Leader

Kenneth A. Adams, Lecturer, University of Pennsylvania
Author, *A Manual of Style for Contract Drafting*

"No one has done more clear and disciplined thinking about more troublesome aspects of contract drafting. Ken Adams forces you to face, in a clear-eyed manner, the redundancies, inefficiencies, anachronisms, inconsistencies and imprecisions that weaken contract drafting at even the best firms."

Bryn Vaaler, Professional Development Partner, Dorsey & Whitney LLP

Sponsored by:  **Business Integrity**



HALIFAX

Halifax World Trade
& Convention Centre
1800 Argyle Street
Halifax, NS

DATE & TIME

September 22, 2010
9:00 a.m. - 4:00 p.m.

TORONTO

Osgoode Professional
Development Centre
1 Dundas St. W., 26th Floor
Toronto, ON

DATE & TIME

November 3, 2010
9:00 a.m. - 4:00 p.m.

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Drafting Clearer Contracts

A Comprehensive and Disciplined Approach to Drafting Agreements

"An excellent presentation. Quite eye opening – it eliminated some of the myths of archaic drafting. That was very helpful."

David Holmes, Miller Thomson LLP

"This is the most useful CLE I have ever attended. Ken Adams's Manual will be an essential resource for me now."

Rob DesRoches, Canadian Institute for Health Information (CIHI)

"This workshop far exceeded my expectations and provided me with much needed skills to handle my day to day responsibilities. The teaching format was very well organized, concise and easy to understand, and Ken Adams is an exceptional presenter."

Carol Ernest, Legal Department
3M Canada

Too often, the existence of contract precedents allows contract drafters to turn out legal agreements without really understanding the possible shortcomings of a given precedent contract. And when they're called upon to be creative – maybe even draft something from scratch – they're ill-equipped to come up with something that works.

This intensive *Osgoode Professional Development* workshop was designed to provide lawyers, contract managers and contract drafters, with a comprehensive and disciplined approach to contract drafting. Ken Adams has developed a thoughtful and rigorous curriculum that will benefit all, whether junior or more experienced. The focus is not on what to say in a contract, but how to say clearly and effectively whatever you want to say.

Materials for the workshop will include a copy of Ken Adams's recent book, *A Manual of Style for Contract Drafting* (2nd ed. 2008), currently one of the American Bar Association's best-sellers. It's the only book of its kind, and has become a valued resource to the legal profession. Here is what one practitioner has said about Ken's book:

A Manual of Style for Contract Drafting is filled with practical advice. It certainly fills a need—the vast majority of agreements out there violate the principles Ken Adams states so clearly. Every lawyer who drafts or interprets contracts should have a copy of this book within reach.

Michael A. Woronoff, Partner, Proskauer Rose LLP

In this workshop, Ken Adams will build on the content of his book to provide a comprehensive and practical foundation for contract drafting.

This may be the most valuable day of instruction a drafter will ever have. Register now by visiting www.osgoodepd.ca, calling 416.597.9724 or 1.888.923.3394, emailing opd-registration@osgoode.yorku.ca or faxing 416.597.9736.

Workshop Leader



Kenneth A. Adams is the leading authority on contract language. His book *A Manual of Style for Contract Drafting* is one of the ABA's best-selling titles and has become an essential resource for contract drafters. He gives public and in-house seminars in the U.S., Canada and internationally, acts as a consultant and expert witness, and is a lecturer at the University of Pennsylvania Law School. After graduating from the University of Pennsylvania Law School, Ken practiced corporate law at major law firms in the U.S. and Europe. His website and blog are www.adamsdrafting.com.

Agenda

8:30 Registration and Continental Breakfast

9:00 Introduction

- The state of contract drafting
- The costs and causes of deficient drafting
- The goals for the program

9:20 The Front and Back of the Contract

- The title and introductory clause
- The function and layout of recitals
- The traditional recital of consideration
- The concluding clause
- The role of exhibits and schedules

10:10 Categories of Contract Language

- The different categories of contract language and their function
- How to distinguish between the categories
- Why does it matter?

10:30 Refreshment Break

10:45 Categories of Contract Language, cont'd

11:15 Layout

- How to present sections, subsections, and enumerated clauses
- Using Adams's enumeration scheme
- Issues of typography

11:35 Using Defined Terms

- The two kinds of definitions
- The role of the definition section
- Using an index of defined terms

12:00 Luncheon

1:00 Ambiguity

- Different kinds of ambiguities
- How to avoid them

1:30 Select Usages

- Problematic words and phrases
- Clearer alternatives

2:00 Drafting as Writing

Some general principles of good writing that apply to contract drafting.

2:30 Refreshment Break

2:45 Bringing It All Together

Redrafting some sample provisions.

3:45 Effecting Change

- The individual
- The organization

4:00 Workshop Concludes

"I enjoyed his materials, his book and his presentation, and think most young – and many older – practitioners would benefit from his clear thinking on the art of drafting."

Susan Clarke, Partner and Director of Professional Development, Gowlings LLP

"This course provided excellent information and practical suggestions. Ken Adams's common sense approach to contract drafting was refreshing."

Jane Fedoretz, Petro-Canada

"This course is very practical. It is exactly what a contract drafter needs – fills in the gaps that were left from 'Contract Law 101'. Lots of useful examples."

Maud Murray, Ministry of the Attorney General
Crown Law Office – Civil

"Ken is clearly an expert in the subject and he has an enjoyable approach to delivering his program."

Len Arnold, Senior Legal Counsel, Bruce Power

Who Should Attend

- In-house counsel
- Business lawyers
- Corporate solicitors
- Government counsel
- Senior executives and managers
- Contract managers and administrators
- Law clerks

Registration

"This was the most practical and relevant course I have ever attended." Julie Chapman, Symcor Inc.

Register me for *Drafting Clearer Contracts*

September 22, 2010 - Halifax

November 3, 2010 - Toronto

Name: _____ Title: _____

Firm/Company: _____ Practice Area: _____

Address: _____

City: _____ Province: _____ Postal Code: _____

Email: _____

Telephone: _____ Fax: _____ Priority Service Code

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Fee Per Delegate

\$795 plus 13% HST for a total of \$898.35.

Fees include attendance, program materials, continental breakfast, lunch and break refreshments.

Group discounts are available for both on site and webcast participants.

Visit www.osgoodepd.ca for details. Please inquire about financial assistance and CLE credits.

OPD Searchable e-Binder now available! Contact us for more information.

CLE Credits

Approved in accordance with the requirements of the LSUC Certified Specialist Program, Barreaux du Québec, BC CPD, and the NY CLE Board (for transitional and non-transitional lawyers).

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Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Dates & Times

Halifax
Wednesday, September 22, 2010
9:00 a.m. to 4:00 p.m.

Toronto
Wednesday, November 3, 2010
9:00 a.m. to 4:00 p.m.

Please arrive at 8:30 a.m. for sign-in and material pick-up.

Dress is business casual.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute a full refund (less \$50 administration fee) is available if a cancellation request is received in writing 14 days prior to the program date. No other refund is available.

Locations

Halifax
Halifax World Trade & Convention Centre
1800 Argyle Street
Halifax, NS B3J 2V9

Toronto
Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas Street W., 26th Floor
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