

CONTRACT DRAFTING WITH KEN ADAMS

Offered in Vancouver



Take advantage of two **interactive** programs taught by the leading authority in contract drafting.

Drafting Clearer Contracts (April 26)

A Comprehensive and Disciplined Approach to Drafting Agreements

- How to lay out the body of the contract
- Using defined terms properly
- Different kinds of ambiguity and how to avoid them

Advanced Drafting Clearer Contracts (April 27)

An Intensive Program in the Categories of Contract Language

- In-depth analysis of the different categories of contract language
- Emerging issues in contract language
- Identifying problems with pre-existing contract language
- Apparent (and not so apparent) drafting errors

**"ONE OF THE BEST CLEs
I HAVE EVER ATTENDED."**

M. McGugan

City of Mississauga, Legal Services

**"GREAT PROGRAM. HANDS-
ON. GREAT OPPORTUNITY
TO THINK, DO, PARTICIPATE,
ASK & ULTIMATELY
IMPROVE SKILLS. VERY
THOUGHT-PROVOKING,
INFORMATIVE, INSIGHTFUL."**

A. Walters

Infrastructure Ontario

REGISTER NOW AT
osgoodepd.ca/VanContracts



Interactive in-person program

Course Leader

Kenneth A. Adams

*Author, A Manual of Style
for Contract Drafting*

Location

Simon Fraser University
Morris J. Wosk Centre for Dialogue
580 West Hastings Street
Vancouver, B.C.

Register for one **OR** both days

Special pricing when you
register for both programs!

Dates and Times

Drafting Clearer Contracts

April 26, 2016 (9 a.m. – 4:30 p.m.)

Advanced Drafting Clearer Contracts

April 27, 2016 (9 a.m. – 3:30 p.m.)

CONTRACT DRAFTING WITH KEN ADAMS

DRAFTING CLEARER CONTRACTS + ADVANCED DRAFTING CLEARER CONTRACTS

Effective contracts are the cornerstone of most business relationships and transactions. Too often, an ill-equipped drafter's reliance on precedents results in contracts that fail to meet an organization's legal or business needs. And when they're called upon to be creative - maybe even draft something from scratch - many contract drafters are unable to produce concise content that works.

OsgoodePD's contract drafting programs, designed and delivered by Ken Adams - the leading authority in contract drafting - will provide legal professionals, contract managers and contract drafters, with a comprehensive and disciplined approach to contract drafting.

In **Drafting Clearer Contracts**, *A Comprehensive and Disciplined Approach to Drafting Agreements*, the focus is not on what to include in a contract, but how to express it clearly and effectively. Ken Adams has developed a thoughtful and rigorous curriculum that will benefit all, whether junior or more experienced. Course materials include a copy of Ken Adam's book, *A Manual of Style for Contract Drafting* (3rd ed.), one of the ABA's best-sellers. It's the only book of its kind, and has become a valued resource to the legal profession and contract drafters.

Advanced Drafting Clearer Contracts, *An Intensive Program in the Categories of Contract Language*, will take your contract drafting skills to the next level. **Offered exclusively through OsgoodePD**, this program will take you on a deep dive into what is generally regarded as the foundation of the Adams' approach to contract drafting - the categories of contract language.

Refine your ability to recognize the different kinds of meaning conveyed in contracts, and how to use verb structures to convey them clearly, concisely and consistently. In this intensive and interactive learn-by-doing course, Ken will provide you with the skills and knowledge you need to implement these lessons in your own drafting.

Attendees for the advanced program should either have attended Ken's Drafting Clearer Contracts program, or be familiar with the analysis of categories of contract language contained in his book.

Take advantage of **special pricing** when you register for both programs. Enrolment is limited to ensure a quality experience, space fills up quickly.

REGISTER NOW BY VISITING
WWW.OSGOODEPD.CA/VanContracts,
CALLING 416.597.9724,
EMAILING OSGOODEPD@OSGOODE.YORKU.CA
OR FAXING 416.597.9736

Course Leader



Kenneth A. Adams is the leading authority on contract language.

According to *The Lawyers Weekly*, "In the world of contract drafting, Ken Adams is the guru." Ken's 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 US,

Canada and internationally. Ken also frequently acts as a consultant and expert witness.

From 2006 to 2012, Ken was a lecturer in law at the University of Pennsylvania Law School, where he taught the school's first course on contract drafting. As part of its Legal Rebels project, in 2009 the ABA Journal named Ken one of 50 leading innovators in the legal profession. In 2014, the Legal Writing Institute awarded Ken the Golden Pen Award "to recognize his exemplary work in contract drafting." The Golden Pen Award honors those who make significant contributions to advance the cause of better legal writing.

After graduating from the University of Pennsylvania Law School, Ken practiced corporate law at major law firms in the U.S. and Europe. www.adamsdrafting.com



AGENDA

DRAFTING CLEARER CONTRACTS

APRIL 26, 2016

The State of Contract Drafting

- Costs and causes of deficient drafting
- Goals for the course

The Front and Back of the Contract

- Title and introductory clause
- Function and layout of recitals
- Traditional recital of consideration
- Concluding clause
- Role of exhibits and schedules

Categories of Contract Language

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

Layout

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

Using Defined Terms

- Two kinds of definitions
- Role of the definition section
- Using an index of defined terms

Ambiguity and Vagueness

- Different kinds of ambiguities & how to avoid them

Select Usages

- Problematic words and phrases
- Clearer alternatives

Drafting as Writing

In this session, Ken will review general principles of good writing that apply to contract drafting. You will have the chance to re-draft sample provisions and engage in exercises that will reinforce critical concepts.

***"I WISH I HAD TAKEN THIS COURSE
EARLY ON IN MY CAREER."***

Laurie Crocker

WalMart Canada Corp.

ADVANCED DRAFTING CLEARER CONTRACTS

APRIL 27, 2016

Categories of Contract Language

Understanding and mastering the categories of contract language is an essential skill for anyone involved in drafting, interpreting or negotiating contracts. In this session, you will engage in interactive exercises that will involve identifying the best solutions for common contract language drafting problems.

- In-depth analysis on the different categories of contract language
- Clear and concise alternatives when drafting

Emerging and Cutting Edge Issues in Categories of Contract Language

- Language of performance or obligation
- "Shall not ... unless" vs. "May ... only if"
- Addressing unreasonable withholding of consent
- Whether to express positively or negatively language of policy subject to a condition
- When does a condition not make sense?
- "May" vs. "Might"
- Language of concurrence

Analysis of Representative Commercial Contracts

Using real-life examples, you will analyze commercial contracts that contain problematic contract language provisions. You will have the chance to re-draft and discuss alternatives.

Topics include:

- Dangers of precedents
- How to effectively and efficiently identify problems with pre-existing contract language
- Apparent (and not so apparent) drafting errors
- Best practices when re-drafting

*Attendees of this advanced program should either have attended Ken's **Drafting Clearer Contracts** course or be familiar with the analysis of categories of contract language contained in Ken's groundbreaking book, *A Manual of Style for Contract Drafting*.*

Note: Participants will be asked to bring (1) a device with an internet connection or a phone with enabled text messaging and (2) a copy of Ken's book *A Manual of Style for Contract Drafting*. A limited number of copies of the third edition of the book will be available for purchase on-site. Please email jfoster@osgoode.yorku.ca to reserve a copy.

"THIS IS THE FIRST CLE EVENT WHERE I HUNG ON EVERY WORD OF THE SPEAKER."

C. Serianni

Gilead Sciences Canada Inc.

"KEN'S ENTHUSIASM BRINGS LIFE TO WHAT COULD OTHERWISE BE A DRY TOPIC."

Caron Ferguson Eagan

Nova Scotia Barrister's Society

WHO SHOULD ATTEND

- In-house counsel
- Business lawyers
- Government counsel
- Corporate solicitors
- Contract managers and administrators
- Senior executives and managers
- Law clerks
- Paralegals
- Professionals who regularly interpret, draft or negotiate contracts



OsgoodePD is an accredited provider with the Law Society of British Columbia, and is an Accredited Provider of Professionalism Content with the LSUC.



Drafting Clearer Contracts (April 26)

Eligible CPD/MCLE hours: Law Society of BRITISH COLUMBIA (BC)/SASKATCHEWAN/MANITOBA: 6.0 CPD Hours; LSUC (ON): 6.5 CPD Hours (3.0 Substantive, 3.5 Professionalism)

Advanced Drafting Clearer Contracts (April 27)

Eligible CPD/MCLE hours: Law Society of BRITISH COLUMBIA (BC)/SASKATCHEWAN/MANITOBA: 5.0 CPD Hours; LSUC (ON): 5.5 CPD Hours (2.5 Substantive, 3.0 Professionalism)

Both programs are also eligible for CPD credit with the Law Society of Alberta. OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian jurisdictions and NY. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca

REGISTRATION

Please complete all registrant information.

Contract Drafting with Ken Adams

I will attend:

- ☐ Drafting Clearer Contracts (April 26)
☐ Advanced Drafting Clearer Contracts (April 27)
☐ **BOTH** Drafting Clearer Contracts **AND** Advanced Drafting Clearer Contracts

Name: _____

Title: _____

Firm/Company: _____

Practice Area: _____

Address: _____

City: _____

Prov: _____

Postal Code: _____

Telephone: _____

Fax: _____

Email: _____

- ☐ Add me to your mailing list
☐ Delete me from your mailing list
☐ I do not wish to be contacted by e-mail

Priority Service Code
(from mailing label below)

1 5 6 8 0 L

Payment Options

- ☐ Cheque enclosed (payable to York University – HST# R119306736)
☐ Bill my credit card: ☐ VISA ☐ Mastercard

Card# _____

Expiry: _____

Signature: _____

Payment amount: \$ _____

Fee Per Delegate

Drafting Clearer Contracts (April 26): \$895 plus HST

Advanced Drafting Clearer Contracts (April 27): \$895 plus HST

Special price for both programs: \$1611 plus HST (10% savings)

Fees include attendance, program materials, continental breakfast, lunch and break refreshments. Group discounts and financial assistance are available.

Visit www.osgoodepd.ca for details.

Dates & Times

Drafting Clearer Contracts

April 26, 2016 (9 a.m. – 4:30 p.m.)

Advanced Drafting Clearer Contracts

April 27, 2016 (9 a.m. – 3:30 p.m.)

Please arrive a half hour early for sign-in and material pick-up.
Dress is business casual.

Location

Simon Fraser University
Morris J. Wosk Centre for Dialogue
580 West Hastings Street
Vancouver, B.C.

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's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund (less \$75 administration fee) is available if a cancellation request is received in writing 5 days prior to the program date. No other refund is available.

OSGOODE
OSGOODE HALL LAW SCHOOL
PROFESSIONAL
DEVELOPMENT

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UNIVERSITY

4 Convenient Ways to Register

1. **MAIL** your registration form to:
Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON M5G 1Z3
2. **ONLINE** at
www.osgoodepd.ca/VanContracts
3. **FAX** your registration
to 416.597.9736
4. **CALL US** at 416.597.9724
or 1.888.923.3394