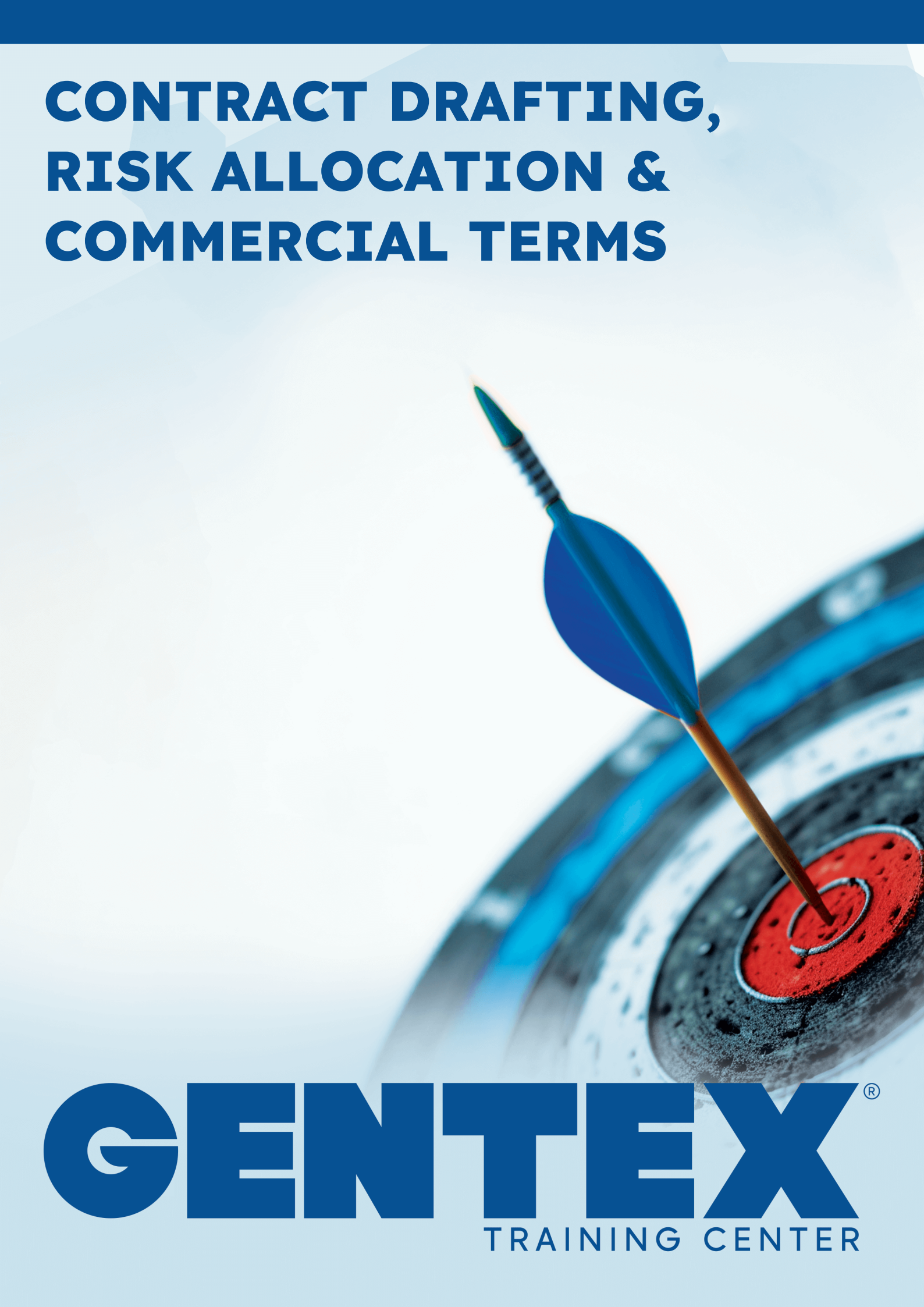
CONTRACT DRAFTING, RISK ALLOCATION & COMMERCIAL TERMS



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Introduction

Contract Drafting, Risk Allocation & Commercial Terms Training Course builds the technical skill required to write contracts that protect interests and allocate risk clearly. Participants study contract structure, definitions and operative language, then work clause by clause through payment, delivery, warranties, indemnities, limitation of liability and termination. Furthermore, the course covers risk allocation tools such as insurance, performance security and force majeure provisions. In addition, learners redraft weak clauses and build a contractual risk matrix. As a result, they leave able to produce clear, enforceable documents that move risk to the party best placed to manage it.

Contract Drafting, Risk Allocation & Commercial Terms Course Objectives

- Structure a commercial contract from recitals through schedules and annexes.
- Draft precise definitions and consistent defined terms.
- Allocate risk between parties through clear and specific clauses.
- Draft payment, set-off, retention and interest provisions.
- Draft warranties, representations, indemnities and guarantees.
- Construct limitation of liability and exclusion clauses that hold up.
- Apply performance security tools including insurance and bonds.
- Draft force majeure, termination and change provisions.
- Build a contractual risk matrix and map each risk to a clause.
- Review, redline and negotiate counterparty drafts systematically.

Course Methodology

- Instructor-led sessions built on real contracts and decided cases.

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- Clause-drafting and risk allocation workshops with peer review.
- Exercises that build a contractual risk matrix and map it to clauses.
- Case studies on clauses that failed in court or arbitration.
- Redlining practice on counterparty drafts and fallback positions.
- Clause banks, templates and risk matrices retained after the course.

Who Should Take This Course

- In-house counsel and commercial legal advisors.
- Contract managers, drafters and administrators.
- Procurement and vendor contract specialists.
- Risk and compliance officers reviewing terms.
- Project and commercial managers.
- Paralegals and legal support professionals.

Contract Drafting, Risk Allocation & Commercial Terms Course Outlines

Day 1: Contract Structure and Drafting Fundamentals

- Contract architecture: parties, recitals, operative parts and schedules.
- Order of precedence and incorporation of documents.
- Definitions, defined terms and consistency checks.
- Plain language principles and active drafting.
- Distinguishing shall, must, may and reasonable endeavours.
- Common structural faults that create disputes.
- Building a house drafting style guide.

Day 2: Contractual Risk Allocation

- Risk allocation principles and control-based allocation.
- Risk identification and clause-level analysis.
- Building a contractual risk matrix.
- Mapping each risk to a mitigating clause.
- Transferring risk through insurance and performance security.
- Residual risk and how to manage it.
- Testing clauses against failure scenarios.

Day 3: Core Commercial Terms

- Payment terms, milestones, invoicing and late payment interest.
- Delivery, acceptance, inspection and rejection rights.
- Price adjustment, indexation and currency clauses.
- Delivery risk allocation with Incoterms 2020.
- Payment security: letters of credit under UCP 600 and guarantees.
- Retention, set-off and performance security.
- Confidentiality, data protection and IP ownership.

Day 4: Liability, Warranties and Termination

- Representations, warranties and covenants distinguished.
- Indemnity construction and its interaction with warranties.
- Limitation of liability: caps, exclusions and carve-outs.
- Consequential and indirect loss definitions.
- Liquidated damages and the penalty rule.

- Force majeure, change in law and business interruption.
- Termination for cause, for convenience and survival clauses.

Day 5: Review, Negotiation and Applied Drafting

- Contract review checklist and the final risk matrix.
- Redlining counterparty drafts and fallback positions.
- Negotiating risk allocation, liability and indemnity terms.
- Managing variations, waivers and notices.
- Version control and approval workflows.
- Applied workshop: drafting a full agreement and negotiating it.
- Peer review and feedback on final drafts.

Conclusion

By successfully completing Contract Drafting, Risk Allocation & Commercial Terms, participants will gain a precise technical command of contract structure, clause construction and contractual risk transfer. They will also have acquired the ability to map each risk to a mitigating clause and to negotiate wording that holds under scrutiny. Gentex Training Center runs the programme as a drafting studio, so learners write, review and improve real clauses throughout.

FAQs for the Contract Drafting, Risk Allocation & Commercial Terms course

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Q1 What is the "Contract Drafting, Risk Allocation & Commercial Terms" course about?

It teaches how to write commercial contracts and allocate risk between the parties through their clauses. Topics include contract structure, definitions, payment and delivery terms, warranties, indemnities, liability limits, termination and security.

Q2 What are the key benefits of the "Contract Drafting, Risk Allocation & Commercial Terms" course?

You learn to move risk to the party best placed to manage it and to draft clauses that survive challenge. The course also speeds up contract review, strengthens negotiating position and reduces unexpected losses caused by unclear wording.

Q3 What skills will I gain from the "Contract Drafting, Risk Allocation & Commercial Terms" course?

Commercial contract clause drafting, contractual risk allocation and clause mapping, contract review and redlining, and risk and liability negotiation.

Q4 What tools, methods, or standards are covered in the "Contract Drafting, Risk Allocation & Commercial Terms" course?

A contractual risk matrix, standard clause sets for warranties, indemnities and limitation of liability, Incoterms 2020, UCP 600 letters of credit, force majeure and liquidated damages provisions, performance bonds and guarantees, and governing law and arbitration clause templates.

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Q5 How is the "Contract Drafting, Risk Allocation & Commercial Terms" course applied in real-world practice?

Professionals use it to draft supply and services agreements, build and map a risk matrix, review counterparty drafts and negotiate risk allocation and liability. Participants draft a full agreement and negotiate its clauses in the closing workshop.