

## Contract techniques: standardisation of contract structure and contents

UGRA\_014164

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Departments	Department of Law
Teaching Languages	English
ECTS	3
Teacher responsible	Guillermo Rey Carlon - guillermo.rey@esade.edu

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### Course Goals

The first part of the course will review the basics of contracts law so that all participants, regardless of the legal system in which they have been educated, are able to follow the next sessions. This course aims to introduce students to contract drafting by identifying the main structural features of a contract and the standard contractual language. The objectives of the course also encompass the understanding of the main issues to be addressed in each contract as well as recognising the potential problems their clauses may pose. The course will also describe the differences existing between contracts drafted under civil law and common law.

The course will be based on practical exercises and experience encountered when providing legal advice.

### Previous knowledge

This is intended to be a mostly practical course but it will require knowledge of contracts law.

### Prerequisites

There are no specific prerequisites. Having said that, all sessions will be conducted in English so that participants should have a good command of English and be able to argue and draft in that language. No previous knowledge of legal English is required though.

### Teaching methodology

The methodology applied in this course is fundamentally practical in focus, based on sessions dedicated to drafting and case studies.

Complimentary to the theoretical analysis carried out in each session, the students will be presented with a series of hypotheticals to solve. Participants will also have to prepare for the classes and case studies in accordance with the set guidelines and study materials, as well as actively participate in the classes and develop teamwork skills and abilities which will be of use for their future careers.

Students can only be assessed if they attend the established minimum number of classes, including lectures and participatory sessions. As a percentage, the minimum is 80% for students sitting the final exam for the first time and 50% for those re-sitting the exam. If students do not meet this condition, their mark will be recorded as "Absent". These percentages, however, do not include justified absences. Your grade will be made up of three components with different weights: 30% a written test at the end of the course (which will be structured as a multiple choice test); 50% assignments to be completed between sessions and 20% class work and class participation.

During the course, each student will be given three written assignments that will be reviewed and rated. Please note that each student has to timely deliver all the assignments to pass the course. Assignments will be posted through Moodle and students will be asked to deliver them also through Moodle within the term specified at the time the assignment is posted.

## Description

### Course contribution to program

The course will provide participants with reliable tools for them to understand the basic structure of a contract, recognise the main contract clauses and anticipate potential interpretation and implementation problems to turn business deals into contracts.

## Activities

In-class discussions and debates  
Class work and class participation

Written and/or oral exams  
Written test at the end of the course

Case study analyses  
Assignments to be completed between sessions

## Content

#	Topic
1	1. Contract law basics. Essential elements of a contract. Formation of a contract. Effects of a contract. Structure of a contract.

#	Topic
2	2. Contract drafting: A matter of style (I). General drafting guidelines. Vocabulary, legal expressions and legalese. Plain English in the legal field. Case study.
3	3. Contract drafting: A matter of style (II). Style and culture. Civil law vs common law. Differences and common mistakes. Drafting conventions.
4	4. Common clauses in business contracts (I). Turning business deals into contracts. Timeline of a contract. Formalities. Case study.
5	5. Common clauses in business contracts (II). Conditions and covenants. Representations and warranties. Indemnities.
6	6. Common clauses in business contracts (III). Purchase price mechanisms. Locked box. Price adjustments. Anti-embarrassment clauses. Earn-outs.

## Assessment

Tool	Assessment tool	Category	Weight %
Written and/or oral exams	A written test at the end of the course (which will be structured as a multiple choice test)	Retake and ordinary round	0.30%
Individual or team exercises	Assignments to be completed between sessions	Ordinary round	0.50%
In-class analysis and discussion of issues	Class work and class participation	Ordinary round	0.20%

## PROGRAMS

- 113-Law Exchange Program (Undergraduates: Law)
  - 113 Year 1 (Optative)
- 113S-Law Exchange Program (Undergraduates: Law)
  - 113S Year 1 (Optative)
- DD05-Double Degree Program (exchange) (Undergraduates: Law)
  - DD05 Year 1 (Optative)
- GBD20-Double Degree in Business Administration and Law (Undergraduates: Law)
  - GBD20 Year 2 (Optative)
  - GBD20 Year 5 (Optative)
  - GBD20 Year 3 (Optative)
  - GBD20 Year 1 (Optative)
  - GBD20 Year 4 (Optative)
- GBD23-Double Degree in Business Administration and Law (Undergraduates: Law)
  - GBD23 Year 2 (Optative)
  - GBD23 Year 5 (Optative)
  - GBD23 Year 3 (Optative)
  - GBD23 Year 1 (Optative)
  - GBD23 Year 4 (Optative)
- GDL20-Double Degree in Law and Global Governance, Economics and Legal Order (Undergraduates: Law)
  - GDL20 Year 1 (Optative)
  - GDL20 Year 4 (Optative)
  - GDL20 Year 2 (Optative)
  - GDL20 Year 5 (Optative)
  - GDL20 Year 3 (Optative)
- GDL23-Double Degree in Law and Global Governance, Economics and Legal Order (Undergraduates: Law)
  - GDL23 Year 2 (Optative)
  - GDL23 Year 5 (Optative)
  - GDL23 Year 3 (Optative)
  - GDL23 Year 1 (Optative)
  - GDL23 Year 4 (Optative)
- GED20-Bachelor in Law (Undergraduates: Law)
  - GED20 Year 3 (Optative)
  - GED20 Year 1 (Optative)
  - GED20 Year 4 (Optative)
  - GED20 Year 2 (Optative)