



DRAFTING CLEARER CONTRACTS

Presentation

10 & 11 June 2024

AGENDA

All times are Eastern Time.

10 June 2024

- 11:00 a.m. **Becoming an informed consumer of contract language** (the dysfunction of traditional contract language, its causes, and why it matters; what it means to be an informed consumer of contract language)
- 11:30 a.m. **The front and back of the contract** (review of extracts from the front and back of different contracts; review of examples reflecting the approach recommended in *A Manual of Style for Contract Drafting (MSCD)*)
- 12:00 p.m. **Categories of contract language** (introduction to the concept of the categories of contract language; review “before” and “after” sample sentences, identifying the category of contract language involved and how to fix the verb structure; review contract extracts featuring dysfunctional verb structures)
- 12:30 p.m. **Break**
- 12:40 p.m. **Categories of contract language, cont.**
- 1:30 p.m. **Layout** (the elements of contract layout; the *MSCD* layout scheme; the different approaches to document design; columns; typography; use of all capitals; justification)
- 1:40 p.m. **Using defined terms** (the function of defined terms; selecting defined terms; autonomous and integrated definitions; definitional verbs; stuffed definitions; which type of definition to use; defining terms “on site” or in the definition section; cross-references to definitions; the index of definitions; redundant defined terms)
- 2:10 p.m. **End of session 1**

11 June 2024

- 11:00 a.m. **Ambiguity** (sources of uncertainty in contract language; the different kinds of ambiguity, with examples)

- 11:35 a.m. **Selected usages** (*efforts provisions; represents and warrants; indemnify and hold harmless; consequential damages; material*)
- 12:15 p.m. **Drafting as writing** (buried verbs; rhetorical emphasis; initial capitals; stating numbers)
- 12:30 p.m. **Break**
- 12:40 p.m. **Bringing it all together—drafting exercise** (“before” and “after” examples of seven extracts of a contract)
- 1:45 p.m. **Effecting change** (what’s involved in effecting change in contract drafting, from the perspective of individuals and organizations)
- 2:10 p.m. **End of session 2**