



**amber**  
legal & business advisors



C/ Paris, 162 Entlo. 3ª  
Barcelona (08036)  
www.ariasgabinet.com  
Teléfono: 934545095  
Fax: 934517025  
r.sagrista@ariasgabinet.com

## CONTRACTING FOR NON-LEGAL PROFESSIONALS

### Contracting for Non-Legal Professionals Course

#### 1. Presentation

We present this Course given by and with the collaboration of **AMBER Legal & Business Advisors**, law firm with attorneys of extensive experience in Business law.

#### 2. Who should attend?

The seminar is addressed to non-legal professionals, like managers, engineers, company directors and executives, purchase-sales or project staff and entrepreneurs in different business sectors, also as part of in-company programs with responsibilities in the process of buying and selling goods and services or involved in negotiating and managing projects involving contract and legal issues.

#### 3. Goals

In every transaction and deal, the legal aspects are one of the key elements to address to do business successfully in increasingly competitive markets (along with financial, product or technical aspects), which is even more important when the transaction or deal is entered by legal entities and business organizations. Taking legal issues as part of business makes a big difference toward business success.

This seminar seeks to provide an overview and practical tools to understand the fundamental concepts of contracting law, focused on international transactions, in order to empower the participants with the confidence to identify and address properly legal issues they face in their day-to-day and strategic business deals and activities, to as to anticipate and prevent commercial risks and costly disputes, optimize contracting position using legal mechanisms, thus creating value for the business.



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## 4. Course Organization

During the course participants will benefit from practical business-friendly presentation, and interactive discussions and debates with the lecturer.

Participants will deal in workshops with business cases and will be provided with sample contractual documents and audiovisual-media examples, as helpful references to discuss and learn from real situations.

## 5. Course Duration

4 days of 6hrs each.

## 6. Language

Teaching language is English, including communications during lectures/workshops, as well as literature and auxiliary material.

## 7. Content & Certificates

A Certificate will be given to the participants who attend and complete the Course.

## 5. Faculty

Lecturers are highly qualified and experienced attorneys in international law and consulting firms. The course combines teaching experience with consultancy and in-company training programs, developed for companies and organizations across various sectors with a practical approach of legal practice in nowadays business operations.

The Course will be lectured by AMBER LBA professionals, including Mrs María Antonia García-Solanas, Intl Attorney and Partner of AMBER LBA.





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## DAY -1

### 1. Contract - Basic concepts:

- ✓ What is a contract? Why are needed? Contracts vs. Agreements
- ✓ Legal requirements to form a valid contract
- ✓ Forms of contracts: Handshake/ Oral-written- e-mail-by reference
- ✓ Who are the Parties: Establish the contract with the right party. Legal entities / Groups
- ✓ Authority to contract: Representation.
- ✓ Representations – Purpose, valid reason
- ✓ Clauses. Terms and conditions. Miscellaneous
- ✓ Applicable law and Jurisdiction – Major legal systems - Cross-border transactions Rules to establish law and jurisdiction-
- ✓ Courts vs Arbitration-ADR
- ✓ Formalities

### 2. Contracts subject to special rules or controlled regime: Especially regulated matters

### 3. Usual Types of Contracts

(E.g. Sale and purchase- Supply –Distribution / Commercial Agency/ Brokerage/ / Commission Agent /OEM / Tooling / Engineering/ Funding / Financial Contracts -Project Finance Transport and logistics/ IP License/ Know-how / JV/ Intercompany contracts )

### 4. Object of the contract: Accurate definition of the scope

### 5. Risks : how to identify, asses and manage contractual risks:

- ✓ General: The Counterparty's size and capacity
- ✓ Risks of One-off contracts: e.g. Sale and Purchase - International trade



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## DAY -2

### 6. Due Diligence- Caveat Emptor

### 7. Other key issues for contracting and doing business internationally:

- ✓ KYC – Compliance and provisions on anti-money laundering and terrorism
- ✓ Exchange controls restrictions

### 8. Contractual representations and warranties

### 9. Consideration / price:

- ✓ Fix / variable
- ✓ Open book
- ✓ Escalation
- ✓ Bill of Quantities
- ✓ EPC ("Engineering Procurement Construction") / Turnkey

### 10. Form of payment:

- ✓ Timing: In advance / Upon delivery / Deferred: all / installments
- ✓ Methods of Payment – International Trade – payment documents

### 11. Taxation- General overview of tax implications for the different contracts

- ✓ Sale and Purchase – Import / export
- ✓ Leases
- ✓ Services -IP licenses
- ✓ International trade
- ✓ Risks of Continuous performance contracts;





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### DAY -3

#### 12. Term. Termination

#### 13. Conditions. Conditions Precedent

#### 14. Exclusivity -Non- compete

#### 15. Antitrust regulations

#### 16. Variations

Agreed: Amendments and modifications / Non –agreed; Object or scope of contract; Delays; Variations in (third – party's) costs or other basis of price calculation; Currency / Taxation.

#### 17. Force Majeure

#### 18. Non-fulfillment and breach of contract- Remedies

#### 19. Ensuring fulfillment: Most frequent methods:

- ✓ Guarantees (Collaterals!) –Comfort Letters; Side letters / agreements; Terms of contract – conditions of essence.

### DAY -4

#### 20. Other clauses “Miscellaneous”:

#### 21. Process and key legal instruments to deal with important contracts

- ✓ Previous contacts / checks; Confidentiality and Limited use: NDA Agreements; Letters of Intent –MoUs; Due Diligence; Tax and legal planning; Detailed Contract

#### 22. Outsourcing

#### 23. BOT contracts

#### 24. Going Further: investing an establishing business vehicle legal and tax implications

- ✓ Representative Office; Branch; Subsidiary; Joint Venture

#### 25. Tax implications of taxable business establishments and companies





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### María-Antonia García Solanas

Attorney-at-Law - Partner

Business, International, corporate and commercial law



#### Practice Areas

- Corporate and international
- Mergers and Acquisitions, business restructuring and Deals; Venture Capital and Private Equity
- Contracts; Copyrights- IP
- General Counsel – support to business management / member of Board of Directors
- Insolvency and liquidation
- Private Client practice
- Dispute resolution; Arbitration and mediation

#### Languages

Spanish (native); English (bilingual); Catalan (native)

#### Education

**LLB (Bachelor of Law)** Barcelona University - *Universidad de Barcelona (UB)*; ualified at Barcelona Bar Association since 1987. **Graduate (5 yr)** in English Philology -UB; **IESE Business School** – General Management Program (PDG). **LLM** –Master in **Taxation** at CEU; **Harvard Law School (Ma. USA)** – **Managers, Shareholders and Mergers - EU Law**- Bar Association; **ESADE Business School**- Corporate Governance; **International Bar Association (IBA)- London** – Cross-border Mergers). **M&A** in Spain new developments- IQPC -Madrid -200 International Accounting Standards (IAS)implementation in Spain- CEF -2006 **Investment Funds** –IFE -2006 **Antitrust EU regulations**– Bar Association -1989

#### Experience

Over 20 years experience –in leading international firms (PwC, Deloitte & Touche, and other, founder partner of Amber Legal & Business Advisors). Gives advice to companies, private clients, investors, shareholders and executives, focusing on: Business, contracts, IP and copyrights; corporate and commercial and financial deals, transactions and restructuring, JVs; mergers, acquisitions, distressed M&A, private equity / venture capital and capital markets; Family-owned business. Due Diligence; strategic contracts (distribution, supply, OEM, BPO, BOT, Project Finance etc.); Debt restructuring. Internationalization, cross-border transactions and investments; restructuring operations and sales / procurement networks; commerce and consumers; e-business; Logistics

Member of the Board of Directors of several corporations