

Certification Lefebvre Dalloz

Code
44237

Durée
3
jours

Tarif Inter*
2740 €
HT

**Repas inclus (en présentiel)*

PROCHAINES SESSIONS

- A DISTANCE, PARIS :
11 Sep. au 19 nov. 2024

[Voir toutes les sessions](#)

PUBLIC

Directeurs juridiques – Responsables juridiques – Juristes – Avocats – Contracts managers – Compliance Officers

PRÉ-REQUIS

Avoir des notions de base en anglais juridique.

MOYENS PÉDAGOGIQUES

- Dispositif de formation structuré autour du transfert des compétences
- Acquisition des compétences opérationnelles par la pratique et l'expérimentation
- Apprentissage collaboratif lors des moments synchrones
- Parcours d'apprentissage en plusieurs temps pour permettre engagement, apprentissage et transfert
- Formation favorisant l'engagement du participant pour un meilleur ancrage des enseignements

SATISFACTION ET EVALUATION

L'évaluation est la garantie de la qualité et de l'efficacité du transfert de compétences durant le parcours. En présentiel ou distanciel, en synchrone ou asynchrone, pendant ou à l'issue du parcours, la réussite de l'évaluation donnera lieu à un certificat «?Lefebvre Dalloz?».

Objectifs pédagogiques

- Intégrer la terminologie anglaise et les concepts clés du droit des contrats et du droit des sociétés
- Rédiger les clauses appropriées en anglais
- Acquérir les réflexes indispensables dans le cadre de la négociation contractuelle

Programme de la formation

International Contracts : Best Practices and Drafting Methods (1 jour)
Voir le module Réduire

Introduction

- The Major Legal Systems of the World
- Focus on the Common Law and Civil Law Systems
- Pre-Contractual Agreements : examples of Letters of Intent and Non-Disclosure Agreements
- Main Parts of a Contract

Standard Clauses

- Title of the Contract
- Parties
- Statement Of Purpose/Preamble
- Headings
- Number of Copies
- Assignment Clause
- Meaning of Terms and Interpretation Clauses
- Linguistic Discrepancies
- The issue of price
- Obligation to Inform
- Divisibility of the Contract : Partial Avoidance
- Link between contracts
- List of Contractual Documents
- Exercice : drafting a Statement of Purpose/Preamble and an Assignment Clause

Common Performance Provisions

- Representation and Warranties
- Limitations of Liability
- Indemnification Clauses
- Liquidated Damages Clauses
- Term and Termination Provisions
- Exercices : drafting Common Performance Clauses in Various Specific Contracts

Other clauses

- Change of Circumstances
 - Confidentiality of Information
 - Intellectual Property and Know-How
 - Professional Common Standard
 - Performance by a Third Person
 - Non-Competition Clauses
 - Choice of Law
- Exercise : drafting Confidentiality Clauses, Non-Competition and Non-Solicitation Clauses

Dispute Resolution

- Alternative Dispute Resolution Clauses
 - Step Negotiation provisions
 - Mediation Provisions
 - Arbitration Provisions
 - Recognition and enforcement of foreign decisions and awards in France
- Exercise : drafting Resolution Clauses
- Conclusion and final exercise : drafting Main Clauses of a Contract in a specific sector of the industry
- Contract Negotiation : Best Practices (1 jour)
Voir le module Réduire

Introduction

- Various Systems of Law
- Business Culture Differences

The value of Pre-Contractual Exchanges

Negotiation Techniques

- Specific vocabulary and standard form of Negotiation
- Contract Negotiation Pitfalls
- Analysis of Business and Project Risks
- Analysis of Terms and Conditions
- Preparation of the Negotiation Plan

Identify High-Risk Clauses during the Negotiations

- Focus on Price Negotiation

Foresee the Termination Consequences of the Contract During the Negotiations

- Negotiation exercises
- Corporate Law and Cross-Border Mergers & Acquisitions (1 jour)
Voir le module Réduire

Introduction : various Systems of Law (Common Law/Civil Law)

Corporate Entities

- The By-Laws
 - Nomination of the Board
 - Meetings of the Board
 - General Assemblies
- Comparative Analysis (advantages/disadvantages) of Each Corporate Entity in France and in a Common Law Jurisdiction Country

Management of Foreign Affiliates

- Annual Obligation
- Areas of Concern

Duties and Obligations of the Directors and Shareholders of a Corporation

- Comparative Analysis of the Duties and Obligations of the Directors in France and in a Common Law Jurisdiction Country
- Comparative Analysis of the Duties and Obligations of the Shareholders in France and in a Common Law Jurisdiction Country

Mergers and Acquisitions (M&A) with a focus on cross-border transactions

- Common Denominator of Transactions
- Letter of Intent: legally binding or not, Memorandum of Understanding, Heads of Agreement
- Carve out/Spin off
- Tax Planning
- Share or Asset Deals
- The Due Diligence Phase :
 - Objectives of the Due Diligence
 - Process and Team Work
 - Methodology and Role of the Target Party
 - The Due Diligence List
 - General Disclaimers in a Due Diligence Report
 - Full Audit Report
 - Exception : Red Flag Audits
 - Supplementary Information Requirements
- Share Purchase Agreement vs Share Purchase Agreement

Parmi nos formateurs

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Gacia Kazandjian

Avocat aux barreaux de Québec, du Haut-Canada et de Paris. Responsable du Desk canadien au sein du cabinet DS Avocats, elle intervient en matière de droit transactionnel, droit des affaires et des contrats internationaux.