

### WHY CONTRACTS?

- Everyday situations (rental, employment, consumer)
- Broad job use
- Lawyers
- Formalised language

### Overview of a Contract

- Recital (whereas – story of the agreement)
- Performance and payment / quid pro quo
- Coming into force & duration & termination
- Liability
- Confidentiality
- Miscellaneous clauses (boilerplate)

### Recitals

- Also ,Background' maybe ,Preamble'
- No binding elements
- Description of the Parties
- Intentions – reasons for concluding the agreement

### Performance / Payment

- Need for clarity
- Reciprocal
- Doctrine of ,consideration' (jargon)

### Liability

- Limitation / exclusion of liability
- Indemnity
- Penalty clause (liquidated damages)

### Miscellaneous / Boilerplate

- Standard clauses about the agreement
- Notices
- Amendments
- Entire agreement
- Salvatory
- Choice of Law
- Dispute Resolution

### Classroom activities on Overview

- Tents - sequencing
- Match clause type with definitions
- Identify clause type in typical phrase
- Match clause type with legal rule
- - eg ,coming into force' and ,condition precedent' (precondition)

### Language of clauses

- Typical clause structure –
  - precondition /
  - rule /
  - exception or qualification
  - Binding language
  - Obligation – must – shall
  - Right – may –
  - Prohibition - may/must not

### Classroom activities on individual clauses

- Register swap – identify everyday ideas & language
- Word order – phrase order
- Cloze (blank – multiple choice – first letter) Gap-filling
- Jigsaw – eg ,coming into force'