



Union Internationale des Avocats  
International Association of Lawyers  
Unión Internacional de Abogados

# Drafting Effective International Contracts

How to Tailor Liability and Ringfence Risks in International Sales and Distribution Contracts

Seminar presented by the UIA

THURSDAY,  
APRIL 18  
& FRIDAY,  
APRIL 19, 2024



# Prague

CZECH REPUBLIC

[www.uianet.org](http://www.uianet.org)

#UIAPrague

# Introduction

**T**his seminar will analyse how to estimate, prevent and manage the parties “exposure” to damages in international commercial contracts.

In this context limitation liability clauses have a key role. In drafting such clauses parties should evaluate the possible type, entity of damage that may arise from the breach of contract and be sure that the clause limiting or excluding their liability will be effective. In this context, the use of the correct wording and knowledge of the true nature of damages under the applicable law of the contract is important.

The seminar shall address the issue of managing the risk of damages in the context of single sale contracts as well as in the context of supply chains.

During the seminar we will analyse the fundamental differences in the approach of common and civil law

systems in contract drafting. We will examine and discuss with the participants real life practical examples of selected liability clauses after which participants will be involved in a workshop on drafting of liability provisions.

This first part the seminar will be followed by an analysis of some critical aspects such as how to prove the damages in case of breach of contract, how to collect the evidence, prove damages and evaluate the possible damages claims in case of litigation.

Legal experts, academics, practitioners and in-house counsels will share their experiences and exchange views on possible strategies to limit liability through contractual clauses on one side and, on the other side, once the contract has been breached, to effectively claim for damages.

**We look forward to seeing you in Prague!**

## Bringing Together the World's Lawyers

UIA is the global and multi-cultural organisation for the legal profession, established in 1927 and now with members in 110 countries.

UIA **facilitates professional development and international exchange** of information and ideas, **promotes the rule of law, defends the independence and freedom of lawyers** worldwide, and **emphasizes friendship, collegiality and networking** among members.



**Join the world's largest international network of lawyers**

**and benefit from a 50% discount on your membership fee during the seminar!**



## ORGANISING COMMITTEE

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## WEDNESDAY, APRIL 17

### 18:30 HOME HOSPITALITY COCKTAIL

Kindly offered by Ernst Giese

Trojská 840/221

17100 Prague 7, Czech Republic

## THURSDAY, APRIL 18

### 11:00 – 13:00 UIA FORUM DEUTSCHSPRACHIGER MITGLIEDER: NETWORKING EVENT, PERSÖNLICHES TREFFEN IM VORFELD DES SEMINARS

Giese & Partner

Sky Gallery, Bělehradská 132

120 00 Prague 2, Czech Republic

### 14:00 – 14:30 REGISTRATION OF PARTICIPANTS

Goethe-Institut Tschechien

Masarykovo nábřeží 32, 110 00 Prague 1, Czech Republic

### 14:30 – 14:45 WELCOME AND OPENING OF THE SEMINAR

▪ **Jacqueline SCOTT**, UIA President, Fortney & Scott, LLC, Washington, DC, USA – or her Representative

### 14:45 – 15:00 THE IMPORTANCE OF USING THE CORRECT WORDING IN CONTRACT DRAFTING

Common pitfalls in contract drafting in a multinational context:

- Damage vs damages
- Compensatory damages
- Direct vs consequential damages
- Indemnify and hold harmless

Can the contractual term be interpreted differently depending from the legal cultures involved applicable law and jurisdiction?

SPEAKER:

▪ **Michal ROSZAK**, Berg & Moll International Lawyers, Warsaw, Poland

### 15:00 – 15:40 DAMAGES FOR BREACH OF CONTRACT AND THE LIMITS OF COMPENSATION ACCORDING TO THE CISG AND INTERNATIONAL UNIFORM RULES

- CISG
- Uniform commercial Code (UCC)
- OHADA Uniform Act

SPEAKER:

▪ **Philippine BEERMAN**, AKD, Amsterdam, The Netherlands

### 15:40 – 16:20 LIMITING LIABILITY FOR DAMAGES THROUGH CONTRACTUAL PROVISIONS

Common pitfalls in contract drafting in a multinational context:

- How to limit liability
- Where to limit liability (main contract vs general conditions)

## Programme

- Warranty and liability clauses - hold harmless clauses
- European approach vs US approach
- Waiver of liability for gross negligence

SPEAKERS:

- **Claudio PERELLA**, RPLT RP legaltax, Bologna, Italy
- **Stephen DREYFUSS**, UIA Counsellor to the President, Hellring Lindeman Goldstein & Siegal LLP, Roseland, NJ, USA – to be confirmed

### 16:20 – 16:50 COFFEE BREAK

### 16:50 – 17:20 LIQUIDATED DAMAGES / PENALTIES CLAUSES ARE THEY EFFECTIVE?

SPEAKERS:

- **Stephen SIDKIN**, UIA Director of Membership, Fox Williams LLP, London, UK
- **Jean-Paul VULLIET**, Des Gouttes & Associés, Geneva, Switzerland

### 17:20 – 18:30 WORKSHOP: DRAFTING AND DISCUSSING WITH PARTICIPANTS LIABILITY PROVISIONS USING CISG

- Discussion of selected clauses with the participants
  - Drafting of a limitation of liability clause
- Participants will be divided in four groups.

MODERATORS: ▪ **Suzanne MARGOSSIAN**, UP International SA, Geneva, Switzerland

▪ **Michal ROSZAK**, Berg & Moll International Lawyers, Warsaw, Poland

### 19:00 COCKTAIL RECEPTION

Kindly offered by the Ceska Advokatni Komora – The Czech Bar Association

Národní tr. 16, 110 00 Prague 1, Czech Republic

## FRIDAY, APRIL 19

### 08:45 – 09:00 REGISTRATION OF PARTICIPANTS

Goethe-Institut Tschechien

Masarykovo nábřeží 32

110 00 Prague 1, Czech Republic

### 09:00 – 09:15 KEYNOTE SPEECH: 10<sup>th</sup> ANNIVERSARY OF THE CZECH CIVIL CODE

SPEAKER:

▪ **Petr ČECH**, Assistant professor at the Department of Business Law, Charles University, Prague, Czech Republic



### 09:15 – 09:45 HOW TO ESTIMATE THE FINANCIAL RISK ARISING FROM THE CONTRACTUAL RELATIONSHIP

- Check list of issues to be considered in estimating the risk
- Should the parties disclosure possible unusual risks when concluding a contract?
- Insurance against possible liability
- Precontractual information in the distribution contracts (minimize risk)

#### SPEAKERS:

- **Virginie BERNARD**, Artlex Cabinet d'Avocats, Paris, France
- **Additional speakers to be confirmed**

### 09:45 – 10:10 DAMAGES IN SUPPLY CHAIN CONTRACTS AND WARRANTY CLAIMS

- Product liability
- Subsequent performance
- Remedies for defectives goods: costs of remedy (unreasonable costs for the removal and/or substitution costs), price reduction and its assessment differences with damages

#### SPEAKERS:

- **Florian BAUER**, Brödermann Jahn Rechtsanwaltsgesellschaft mbH, Hamburg, Germany – to be confirmed
- **Additional speakers to be confirmed**

### 10:10 – 10:40 DAMAGES RELATED TO TRANSPORTATION, CARE AND CUSTODY OF THE GOODS

- As a consequence of breach of contract of the buyer and/or of the seller (incidental)
- As a consequence of breach of the transport contract
- Claims of demourage costs by logistic companies
- Limitation of liability of the carrier

#### SPEAKERS:

- **Sébastien GOULET**, Favarel & Associés, Marseille, France
- **Martin HOLLER**, Giese & Partner, Prague, Czech Republic
- **Anna MONTESANO**, President of the UIA Transport Law Commission, Pisa/Bologna, Italy

### 10:40 – 11:00 COFFEE BREAK

### 11:00 – 11:15 HOW TO NEGOTIATE LIABILITY CLAUSES FOR SERVICES OR DELIVERY IN ONGOING CONFLICT COUNTRIES

#### SPEAKER:

- **JUDr. Martin FAIX**, PhD., MJJ, Head of the Centre for International Humanitarian and Operational Law (CIHOL), Olomouc, Czech Republic – to be confirmed

### 11:15 – 11:35 CALCULATION OF LOSS

- Concrete and abstract calculation
- Time to be considered for calculation

#### SPEAKERS:

- **Irene GRASSI**, Cocuzza & Associati Studio Legale, Bologna, Italy
- **Additional speakers to be confirmed**

### 11:35 – 12:00 THE BURDEN OF PROOF AND ASSESSMENT OF DAMAGES BY NATIONAL COURTS OR ARBITRAL TRIBUNALS

- Type of evidence used to prove damages
- Loss of chance damage, how do you prove it?
- The importance of establishing a causation in assessing damages
- Proving damages in judicial proceeding - discovery

#### SPEAKERS:

- **Nathalie CAZEAU**, Cazeau & Associés, Paris, France
- **Additional speakers to be confirmed**

### 12:30 – 14:00 LUNCH BREAK

### 14:00 – 14:30 PANEL DISCUSSION: COLLECTING THE EVIDENCE TO PROVE DAMAGE /DAMAGES

- In-house counsels and lawyers need to cooperate

#### SPEAKERS:

- **Alexis BRUNET**, In-house counsel, ADM Germany, Hamburg, Germany
- **Thomas KRÜMMEL**, MEYER-KÖRING Rechtsanwälte Steuerberater, Berlin, Germany

### 14:30 – 15:30 WORKSHOP 2: MOCK CASE ON BREACH OF A DISTRIBUTION CONTRACT

- Participants should negotiate a settlement agreement discussing the type and amount of damages [Food case].

### 15:30 – 15:50 COFFEE BREAK

### 15:50 – 16:25 HOW THE APPLICABLE LAW AND JURISDICTION IMPACTS ON DAMAGES. LIMITATION OF THE RECOGNITION OF A FOREIGN DECISION ON DAMAGES (THE ISSUE OF PUNITIVE DAMAGES)

#### SPEAKERS:

- **Barbara JELONEK**, Kubas Kos Galkowski – Adwokaci Sp.p, Krakow, Poland
- **Ulrich MUENZER**, Hotz & Partner, Stuttgart, Germany
- **Additional speaker to be confirmed**

### 16:25 – 16:50 REDUCING FOOD SAFETY RISKS IN TRANSPORTING FOOD - SANITARY TRANSPORT AND INSPECTION OF HUMAN AND ANIMAL FOOD RULES THROUGHOUT THE SUPPLY CHAIN, FROM FARM TO FORK, TO ENSURE FOOD DEFENCE AND AVOID CROSS-CONTAMINATION

#### SPEAKERS:

- **Lynne R. OSTFELD**, Law Office of Lynne R.Ostfeld PC, Chicago, IL, USA
- **Additional speaker to be confirmed**

### 16:50 – 17:10 THE NEW SUEZ CRISIS THREATENS THE WORLD ECONOMY: HOW CAN THE FOOD SUPPLY CHAIN SURVIVE INCREASED RISKS, LONGER CROSSINGS, AND UNCONTROLLED FREIGHT RATES?

#### SPEAKERS:

- **Diego SALUZZO**, President of the UIA Agrifood Law Commission, Grande Stevens Studio Legale Associato, Turin, Italy
- **Additional speaker to be confirmed**

### 17:10 – 17:30 GENERAL DISCUSSION & CLOSING REMARKS

### 17:30 – 18:30 MID-YEAR MEETING OF THE CONTRACT LAW AND INTERNATIONAL SALES OF GOODS COMMISSIONS

# General Information

## SEMINAR VENUE

### GOETHE-INSTITUT TSCHIECHEN

Masarykovo nábřeží 32,  
110 00 Prague 1, Czech Republic

## → CONTINUING LEGAL EDUCATION

Every participant attending the seminar will receive a "Certificate of Participation" at the end of the event that may be to obtain "Credits" for "Continuing Legal Education" – "Continuing Professional Development" purposes, depending on national rules. For more information, please contact the UIA.

## → LANGUAGE

The working language will be **English**.

## → HOTEL RESERVATION

Each participant should make his/her own arrangements for hotel accommodation in Prague. The seminar will take place at the **Goethe-Institut Tschechien**, Masarykovo nábřeží 32, 110 00 Prague 1. A few hotel suggestions nearby are:

### **MOSAIC HOUSE (4\*)** – 500 meters from the Seminar Venue

Odboru 4, 120 00 Prague 2, Czech Republic

T +420 277 016 880 – Email: [info@mosaichouse.com](mailto:info@mosaichouse.com) – Website: <https://www.mosaichouse.com/en/>

### **HOTEL UNITAS (4\*)** – 550 meters from the Seminar Venue

Bartolomejska 9, 110 00 Prague 1, Czech Republic

T +420 224 230 533 – Email: [unitas@unitas.cz](mailto:unitas@unitas.cz) – Website: <https://www.unitas.cz/fr>

### **EUROSTARS HOTEL (5\*)** – 450 meters from the Seminar Venue

Narodní 13, 110 00 Prague 1, Czech Republic

T +420 221 011 100 – Email: [info@eurostarsthalia.com](mailto:info@eurostarsthalia.com) – Website: [https://www.eurostarsthalia.com/?referer\\_code=lb0bg00yx](https://www.eurostarsthalia.com/?referer_code=lb0bg00yx)

### **AUREA LEGENDS (4\*)** – 600 meters from the Seminar Venue

Distrito 1, calle Vladislavova 52/19, 110 10 Prague 1, Czech Republic

T +420 732 358 324 – Email: [info@aurealegends.com](mailto:info@aurealegends.com) – Website: <https://www.aurealegends.com/>

## → REGISTRATION FEES

*\*Amounts exclusive of VAT*

|                                   | On or before<br>March 18        | From<br>March 19                |
|-----------------------------------|---------------------------------|---------------------------------|
| UIA MEMBER                        | <input type="checkbox"/> € 390* | <input type="checkbox"/> € 440* |
| UIA MEMBER - YOUNG LAWYER (<35)** | <input type="checkbox"/> € 340* | <input type="checkbox"/> € 390* |
| NON MEMBER                        | <input type="checkbox"/> € 440* | <input type="checkbox"/> € 490* |
| NON MEMBER - YOUNG LAWYER (<35)** | <input type="checkbox"/> € 390* | <input type="checkbox"/> € 440* |

### Fees include:

- Attendance at all working sessions
- Home Hospitality Cocktail on April 17
- Cocktail Reception on April 18
- Seminar documentation
- Coffee breaks on April 18 & 19
- Lunch on April 19

**\*The VAT (21%) can be applied to the amount** stated above according to the European Directive 2006/112/CE of November 28, 2006. **If you provide an EU VAT ID number, the VAT will not be charged.** For more information, please contact the UIA.

**\*\*Please attach proof of age to the registration form to benefit from young lawyers fee.**

Please note that the number of places at the seminar is limited. The organisers reserve the right to refuse registrations in the event of excess applications.

In order for your name to appear in the **list of participants**, which will be distributed during the seminar, your registration form must be received **by on or before April 11**. An updated electronic list will be sent by email to all the participants after the seminar.

# Cancellation and General Conditions

## → CANCELLATION CONDITIONS

All cancellations will be subject to a 50% deduction and will have to be sent in writing, to be received by the Union Internationale des Avocats **no later than March 18, 2024**.

No refund will be made for cancellations received after this date.

## VISAS

Anyone who requires a visa invitation letter in order to attend the seminar should register and pay their registration fees **no later than March 18, 2024** to ensure there is enough time to obtain a visa.

## → GENERAL CONDITIONS

All registrations received by the Union Internationale des Avocats (UIA) along with the full payment of fees corresponding to the events selected will be confirmed in writing.

The UIA reserves the right to cancel or postpone the seminar to a later date, change the seminar venue and/or programme, make any corrections or modifications in the information published in the seminar programme and cancel any invitation to participate in the seminar, at any time and at their entire discretion, without having to provide any reasons.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature, suffered (directly or indirectly) by a delegate, accompanying person or a third party following any cancellations, changes, postponements or modifications, except in case of death or personal injury due to gross negligence by the UIA.

**The UIA strongly advises participants to subscribe to modifiable and/or refundable services, as well as to take out a cancellation insurance.**

The contractual relations between the UIA and each participant (delegate or accompanying person) in relation to the seminar are subject to French law and jurisdiction, to the exclusion of any other law. Paris is the city of jurisdiction.

## FORMALITIES

It is the responsibility of participants to ensure compliance with police, customs and health formalities for their journey.

Participants unable to take part in the seminar because of their inability to take a flight or any other means of transportation due to being unable to provide the documents required (passport, visa, vaccination certificate, etc.) cannot claim any reimbursement.

All cancellations will be refunded in full, minus €50 + VAT to cover administrative costs, provided that the UIA has received the registration documents and **total registration fees no later than March 18, 2024 and the cancellation will have to be sent in writing no later than April 8, 2024**.

If you register after this date, only 50% of the amount paid minus €50 + VAT to cover administrative costs will be refunded for cancellations due to visa refusals.

All cancellations due to a visa refusal must be sent in writing and reach the UIA **before the seminar**. Cancellations must be accompanied by a **proof of visa refusal**. If your visa is issued after the seminar date or if you do not have proof of visa refusal, you will not be entitled to a refund.

## FORCE MAJEURE

“Force majeure” means any events external to the parties, of both an unforeseeable and insurmountable nature, that prevents either the client or the participants, or the agency or service providers involved in organising the seminar, from executing all or part of the obligations provided for in the present agreement. By express agreement, “force majeure” includes but is not limited to a strike affecting the means of transport, hotel staff, air traffic controllers; an insurrection; a riot; an epidemic or pandemic; or any prohibition whatsoever decreed by governmental or public authorities.

It is expressly agreed that for the parties, a case of “force majeure” would suspend the execution of their reciprocal obligations. At the same time, each of the parties shall bear the burden of all the expenses incumbent upon them, resulting from the “force majeure”.

## HEALTH

The organisers decline any responsibility in case of any health problems existing prior to the seminar that may lead to complications or be aggravated during the entire period of the stay, including but not limited to: pregnancy, cardio-vascular problems, any allergies, special diets, any disorders under treatment and not yet resolved on the day the seminar starts, psychic or mental or depressive illness, etc. (Non exhaustive list).

## PERSONAL DATA PROTECTION

Personal data collected is processed by the Union Internationale des Avocats, in its capacity as data controller. The data is used to manage registrations for events organised by the Union Internationale des Avocats.

In accordance with the applicable regulations, you have the right to access, rectify, and delete your personal data, as well as the right to data portability. You may also withdraw your consent to the processing of your personal data at any time or request that such processing be restricted.

Finally, you have the right to specify instructions concerning the fate of your data in the event of your demise.

# Registration Form

## Drafting Effective International Contracts

PRAGUE, CZECH REPUBLIC

THURSDAY, APRIL 18 & FRIDAY, APRIL 19, 2024

Register online at [www.uianet.org](http://www.uianet.org)  
or please complete and return this form to: [uiacentre@uianet.org](mailto:uiacentre@uianet.org)

UIA (International Association of Lawyers)

■ Tel: +33 1 44 88 55 66 ■ Email: [uiacentre@uianet.org](mailto:uiacentre@uianet.org)

Family Name: .....

First Name: .....

UIA Identification number (if you already have one): M I \_ \_ \_ \_ \_

Firm: .....

Address: .....

Post Code: ..... City: .....

Country: .....

Tel: ..... Fax: .....

Email: .....

Date of Birth: .....

EU VAT ID-Number: .....

Special requests (special diet, allergies, handicap...): .....

Arrival/departure times & flight numbers: .....

Hotel: .....

### A. SEMINAR REGISTRATION FEES

| *Amounts exclusive of VAT         | On or before<br>March 18        | From<br>March 19                |
|-----------------------------------|---------------------------------|---------------------------------|
| UIA MEMBER                        | <input type="checkbox"/> € 390* | <input type="checkbox"/> € 440* |
| UIA MEMBER - YOUNG LAWYER (<35)** | <input type="checkbox"/> € 340* | <input type="checkbox"/> € 390* |
| NON MEMBER                        | <input type="checkbox"/> € 440* | <input type="checkbox"/> € 490* |
| NON MEMBER - YOUNG LAWYER (<35)** | <input type="checkbox"/> € 390* | <input type="checkbox"/> € 440* |

\* The VAT (21%) can be applied to these amounts according to the European Directive 2006/112/CE of November 28, 2006.

**If you provide an EU VAT ID number, the VAT will not be charged.** For more information, please contact the UIA.

\*\* Please attach proof of age to the registration form to benefit from young lawyers fee.

## B. SEMINAR SOCIAL ACTIVITIES

Please indicate below whether you plan to attend the following event **included** in the cost of your registration.

- ☐ Home Hospitality Cocktail – Wednesday, April 17      ☐ Cocktail Reception – Thursday, April 18  
☐ Lunch – Friday, April 19

## C. TOTAL

TOTAL (A) Excl. VAT – Registration Fees € .....

VAT if applicable (21%)\* € .....

*If you provide an EU VAT ID number, the VAT will not be charged*

TOTAL (A+VAT) € .....

\*The VAT (21%) can be applied to the amount stated above according to the European Directive 2006/112/CE of November 28, 2006. If you provide an EU VAT ID number, the VAT will not be charged. For more information, please contact the UIA.

## D. CANCELLATION CONDITIONS AND GENERAL CONDITIONS

I, the undersigned, confirm having read and accepted the cancellation policy and the general terms and conditions given on page 6 of the registration programme. My registration will only be taken into account after receipt of my payment.

The participant is aware that his/her image and/or voice may be recorded or filmed during the entire duration of the seminar and, by signing this registration form, grants UIA the right to use, reproduce and distribute the concerned images and recordings by any known or unknown means and on all types of media, for an unlimited duration, completely free of charge.

The undersigned acknowledges having been informed of the processing of the personal data contained in this form by UIA, as detailed on page 6 of the registration programme.

## E. METHOD OF PAYMENT

- ☐ By bank transfer in **EUR**, without charges to the payee, in favour of the Union Internationale des Avocats, quoting **"2024 Prague Seminar"**, to the following bank and account:

**Société Générale – Agence Paris Institutionnels – 50 rue d'Anjou – 75008 Paris – France**

**BIC / SWIFT N°: SOGEFRPP**

**IBAN: FR76 3000 3033 9200 0503 4165 164**

***Kindly attach a copy of your bank transfer order to your registration form***

- ☐ By credit card:      ☐ Visa      ☐ Mastercard

Card N°: \_\_\_\_\_

Expiry date: \_\_/\_\_/\_\_

3 digits: \_\_\_

Name of card holder: .....

I authorise the Union Internationale des Avocats to debit the above mentioned credit card in the amount of € (EUR) .....

Date: ..... / ..... / .....

Signature: .....