
Clarity 2016 | Clarity in Business

Speed Learning | Future-proof your contracts

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 *Guided Notes*

INTRO

A lawyer with no budget

Lots of different ways, lots of different applications

Low tech basic way – two key tools

Translates to almost any platform

Contact me / leave your card to test out an eContract document

OUTCOMES

1. What are we trying to do & why?
2. Why you shouldn't put electronic lipstick on a pig of a process
3. How reverse sandwich contracting can allow you to automate & fast-track the completion of complex agreements

!/? WHAT ARE WE TRYING TO DO & WHY?

Bring together the **Dream Team** of contracting...

1. _____
2. _____
3. _____
4. _____

If we succeed & optimise our contracts, what do we get?

- _____
- _____
- _____



ELECTRONIC LIPSTICK

Have you ever “put lipstick on a pig”?

90% of...

Mapping tools... can be low tech (i.e. paper) or high tech

Swimlane diagrams

Mind maps (Checklist Legal ♥s <https://coggle.it/>)

Or... Pick low hanging fruit



REVERSE SANDWICH CONTRACTING

Are we thinking digitally yet?

What can fall away...?

Do you really need it...

What do you think needs to go?

Pictures of you in high school

Electronic contracts are just **sexier** than paper ones

A contract croque monsieur / madame



Easy wins: A checklist for optimising your contracts for the future

What to get out of your old contract now for easy wins

Front pages

Just get stuck into it! A heading is fine, don't waste peoples' time with a page turn

Index

Do you need an index if your document is searchable with clear headings?

Old fashioned fonts

No Times New Roman. Use Arial, Calibri, Gadugi, Gill Sans... basically any Sans Serif font

Witnesses

Is this needed if contract is timestamped / geo-stamped / has 2-factor authentication?

Execution under s127 Corps Act

One signature is faster than two! Change to just Authorised Representative... (ask if it's not your contract & check with the owner / board if it is)

Terms that change

If terms throughout your agreement need to change (e.g. definitions, initial term clauses, company names, etc) or are regularly negotiated (payment terms, performance targets, exclusivity), get them up the front into your Key Details table.

Numbers

Pricing & commissions & targets... If it is a lot of numbers, it's likely to change. Develop standard tiers if possible & stick them into schedules at the back

Negotiated special terms

Stop editing within an agreement. No one can pick up that document & see how it was negotiated. Put special conditions & changes to the standard document:

⇒ up the front so they are easy to see (good for a few special conditions); or

⇒ consider 'standard' negotiated special conditions (better if lots of made often)

Always negotiated

Consider softening the standard position on difficult clauses which are often negotiated

Legalese

Use Plain Language skills & tools to fix up the middle of a reverse contract sandwich.

Try word swap lists: plainlanguage.gov/howto/wordsuggestions/simplewords.cfm

Create your electronically optimised KEY DETAILS table

Shaded = Stays the same

HEADING

PARTIES

KEY DETAILS TABLE

For example...

⇒ Start Date

⇒ Initial term

⇒ The terms that change

⇒ Definitions that change

⇒ Special Conditions

EXECUTION

TERMS

DEFINITIONS

SCHEDULES

For example...

⇒ Statement of work

⇒ Commissions









⇒ Performance Targets

⇒ Exclusivity Obligations

⇒ Special Conditions (large)

GO OUT AND DO IT

I hope I have inspired you to try & get more clarity in your business through electronic contracting methods!

- | | |
|--------------------------|---|
| <input type="checkbox"/> |  Be a change champion |
| <input type="checkbox"/> |  Think about contracts digitally |
| <input type="checkbox"/> |  Fix up those pigs into process princes / princesses |
| <input type="checkbox"/> |  Test out some signature applications (most of them have free trials) |
| <input type="checkbox"/> |  Connect with me on Instagram @checklistlegal or twitter @checklistlawyer |
| <input type="checkbox"/> |  Grab me for a chat - I love talking about this stuff & brainstorming ideas - or email me Verity@checklistlegal.com |
| <input type="checkbox"/> |  Try reverse sandwich contracting with your low hanging fruit agreements |
| <input type="checkbox"/> |  Become the contract rockstar of your organisation!
Gain clarity in your business by future-proofing your contracts |

 Questions?

SAMPLE SIGNATURE PAGE FOR eCONTRACTS

The signature page is key! Obviously a contract needs to be signed, that's what we are looking for to confirm agreement to the terms.

If you do nothing else to your contracts, future-proof your execution pages. Even if everything else is manual, an easy way to apply signatures, dates & names will mean electronic signing is easier & clear.

Different applications have different ways of using signature panels. The **below** would work for DocuSign & most electronic signature applications.

EXECUTION

Executed as an Agreement

Executed on behalf of Customer by an authorised representative:	
Signature <i>By executing above the signatory warrants they are authorised by Customer to enter this Agreement.</i>	
Name	
Role	
Date	

Executed on behalf of Supplier by an authorised representative:	
Signature <i>By executing above the signatory warrants they are authorised by Supplier to enter this Agreement.</i>	
Name	
Role	
Date	



SAMPLE PARTIES SECTION

Often agreements will bury the contracting parties in recitals, in an opening paragraph, in the definitions section. Or, the contract dedicates a whole page to this information.

All of that means more manual work which isn't scalable. By placing the contracting parties into tables, you can build out a form template in your chosen electronic signature platform to speed up contracting

Confirm that these are the parties to the Agreement by referring back to this section of the Agreement in the definitions section. *e.g. **Customer** means the company outlined in the Customer table at the front of this Agreement.*

The parties to this agreement are:

CUSTOMER

Name	
ABN	
Address	
Contact for Notices	

SUPPLIER

Name	
ABN	
Address	
Contact for Notices	



SAMPLE KEY DETAILS TABLE

The Key Details table is what makes your agreement flexible.

This form is easily filled out within your chosen electronic signature platform (or even with restricted Word editing), making your contracts **scalable, repeatable, accessible & navigable**... future-proof!

Below is a sample Key Details table to give you some idea of what normally goes into the table.

Reverse Sandwich Contracting... If it changes regularly, pull it from the middle & put it up the front (Key Details table) or at the back (in a schedule).

- A. Key details table
- B. Terms that don't change
- C. Schedules

The parallel to the Key Details table is the Definitions section of your agreement, which would normally refer back to the Key Details table to confirm the definition of the terms that apply.

*e.g. **Start Date** means the date outline in the Key Details table at the front of this Agreement.*

KEY DETAILS

Start Date	
Initial Term	
Commissions	
Permitted Services	
Confidential Information	
Approved Purpose	
Payment Terms	
Special Conditions	