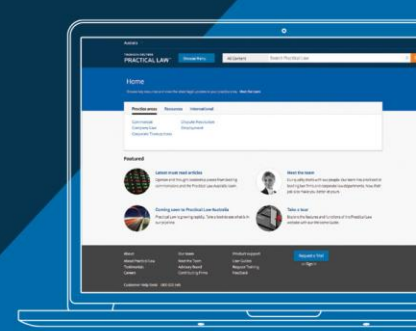


# Practical Law Australia Commercial

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“

*In today's fast-moving business environment, lawyers are expected to keep up-to-date with the current legal position and best practice across multiple aspects of commercial practice. Practical Law Australia's Commercial resources include clear and helpful practice notes, standard documents, checklists and powerful research tools. These resources are created, maintained and updated by an experienced team of expert legal writers, all with real-world commercial law firm or in-house experience. Practical Law Australia provides you with the tools, know-how and insight that you need to advise faster and with more confidence, so you can add even more value to your clients or organisations.*

”



**Michael Milnes, Head of Commercial Law**

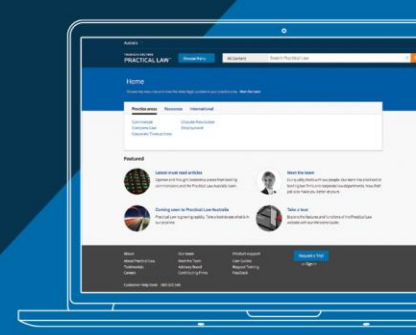
### COMING SOON TO COMMERCIAL

Practical Law is a dynamically evolving service. We plan to develop additional documents and resources in the following existing topic areas by 30 June 2017:

- **Supply of goods and services**
  - Practice notes on topics including contract manufacturing, warehousing arrangements, equipment leasing, consumer guarantees and modern slavery in the supply chain.
  - Standard documents, including a sale of goods agreement.
- **IT and outsourcing**
  - Practice note on software development.
- **Intellectual property**
  - Practice note on the IP protection of software.

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- Standard documents, including trade mark licence and assignment agreements.
- **Advertising and marketing**
  - Practice notes on trade promotions and celebrity endorsement agreements.
  - Standard documents, including an advertising agency agreement and trade promotion standard terms and conditions.

A new **Franchising** topic is also scheduled for publication in 2017.

We welcome customer feedback on the development of Practical Law Australia. Should you have comments or suggestions, please contact me at [michael.milnes@tr.com](mailto:michael.milnes@tr.com)

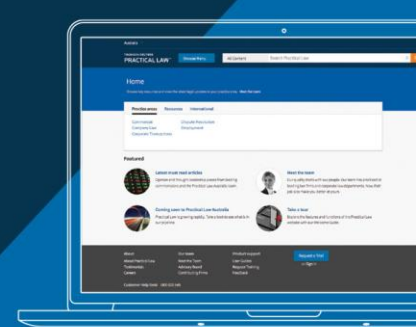
### COMMERCIAL COVERAGE AS OF 1 JUNE 2017

#### Supply of goods and services

- Practice notes
  - Comparative table of sale of goods legislation
  - Effective contract management
  - Insurance in commercial transactions
  - Long-term supply of goods contracts
  - Modern slavery in the supply chain (NEW)
  - Retention of title and the Personal Property Securities Register
  - Service agreements
  - Service levels and service credit schemes in outsourcing
  - Standard terms and conditions in commercial transactions
  - Supply chain overview
  - Supply of goods contracts
  - Unfair contract terms and protections for small businesses
- Standard documents
  - Service level agreement

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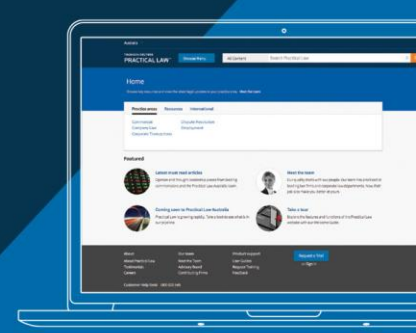
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- Standard clauses
  - Anti-slavery and human trafficking clauses (NEW)
  - Retention of title
- Checklists
  - 
  - Assessing the risk of modern slavery in the supply chain (NEW)
  - Registering retention of title on the PPSR
  - Reviewing or drafting a service agreement
  - Reviewing or drafting a supply of goods contract

### Advertising and marketing

- Practice notes
  - Overview, Advertising and marketing law
  - Advertising and displaying prices
  - Advertising self-regulation and industry codes
  - Ambush marketing
  - Digital and online marketing
  - Misleading or deceptive conduct and false or misleading representations under the Australian Consumer Law
  - Social media marketing
  - Social media platform terms of use
  - Sponsorship agreements
- Standard documents
  - Sponsorship agreement (NEW)
- Checklists
  - Appointing a marketing or advertising agency
  - Quick guide to popular social media sites
  - Reviewing advertising materials
  - Reviewing or drafting sponsorship agreements



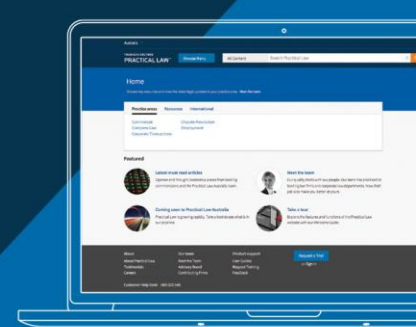
- Reviewing or drafting an online advertising agreement

### **IT and outsourcing**

- Practice notes
  - Overview, IT procurement
  - Agile software development
  - Cloud computing agreements
  - Cloud computing overview
  - Effective contract management
  - Electronic contracts and transactions
  - Introduction to the internet
  - IT outsourcing
  - Open-source software
  - Service levels and service credits in outsourcing transactions
  - Software escrow agreements (NEW)
  - Software licensing and methods
  - Website content, development and hosting
- Standard documents
  - Project initiation document for outsourcing transactions
  - Service level agreement
  - Website design and development agreement (customer friendly) (NEW)
  - Website design and development agreement (supplier friendly) (NEW)

### **Data protection and privacy**

- Practice notes
  - Overview, Australian data protection and privacy laws
  - Australian Privacy Principles
  - CCTV and workplace surveillance
  - Data issues in the financial services sector
  - Data issues in the health sector
  - Data issues in the telecommunications sector
  - Key concepts in privacy law
  - Privacy law enforcement and regulation



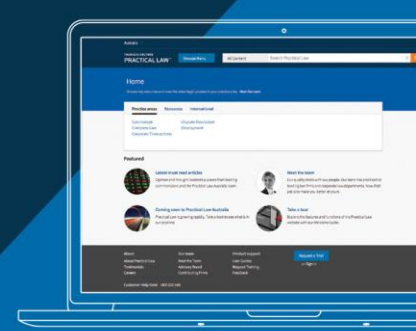
- Responding to a data breach incident
- Standard documents
  - Letter notifying affected individuals of a data breach (relating to personal information) (NEW)
  - Privacy policy
- Checklists
  - Steps to take if a data breach incident occurs

### **Intellectual property**

- Practice notes
  - Copyright
  - Copyright infringement
  - Design rights (NEW)
  - Passing off
  - Patents
  - Trade marks: amendment and cancellation
  - Trade marks: applying for registration
  - Trade marks: infringement
  - Trade marks: introduction and use
  - Trade marks: opposition to an application
  - Trade marks: rejection of an application
- Standard documents
  - Letter of consent to use registered trade mark (NEW)
  - Letter of demand for infringement of registered trade mark

### **Pre-transaction agreements and confidentiality**

- Practice notes
  - Confidentiality agreements



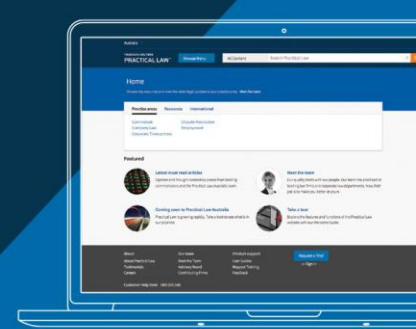
- Heads of agreement
- Standard documents
  - Confidentiality deed (mutual)
  - Confidentiality deed poll (one-way)
  - Confidentiality letter (one-way)
  - Heads of agreement for commercial transactions
- Standard clauses
  - Confidentiality

### Execution formalities

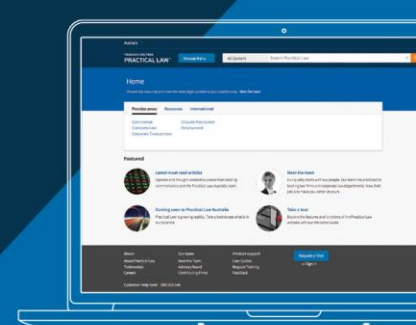
- Practice notes
  - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
  - Execution of deeds and documents by individuals
  - Protocols for remote or virtual signings
- Standard documents
  - Board minutes: authorising grant of power of attorney
  - Board minutes: revocation of power of attorney
  - Deed of revocation of power of attorney
  - Power of attorney (NSW): general or specific powers
  - Power of attorney (ACT): general or specific powers
  - Power of attorney (NT): general or specific powers
  - Power of attorney (QLD): general or specific powers
  - Power of attorney (SA): general or specific powers
  - Power of attorney (TAS): general or specific powers
  - Power of attorney (VIC): general or specific powers
  - Power of attorney (WA): general or specific powers
  - Template email for remote signings: Approach 1 (print and sign entire document)

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- Template email for remote signings: Approach 2 (print and sign signature page only)
- Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance)
- Template email for remote signings (authority to close): Approach 3 (sign signature page in advance)
- Standard clauses
  - Execution block (agreement): company: by common seal
  - Execution block (agreement): company: by signature of authorised representative
  - Execution block (agreement): company: by signature of sole director who is also sole company secretary
  - Execution block (agreement): company: by signature of two directors OR one director and one company secretary
  - Execution block (agreement): individual
  - Execution block (deed OR agreement): individual: unable to read or physically unable to sign
  - Execution block (deed): company: by common seal
  - Execution block (deed): company: by signature of authorised representative
  - Execution block (deed): company: by signature of sole director who is also sole company secretary
  - Execution block (deed): company: by signature of two directors OR one director and one company secretary
  - Execution block (deed): individual
  - Execution block (deed): company: under power of attorney
  - Execution block (agreement): company: under power of attorney
  - Execution block (deed): individual: under power of attorney
  - Execution block (agreement): individual: under power of attorney
- Checklists
  - Flowchart: Protocols for remote or virtual signings
- Toolkit
  - A toolkit for companies executing deeds and documents



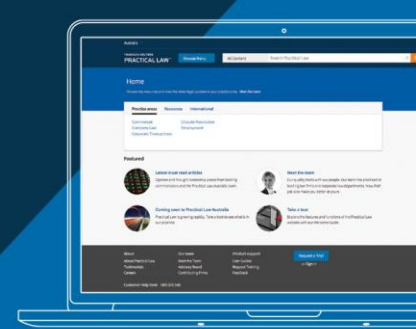
### General contracts and boilerplate

- Standard documents
  - Back-to-back subcontract
  - Boilerplate agreement
  - Boilerplate deed
  - Deed of assignment
  - Deed of novation
  - Deed of termination of contract
  - Deed of variation
  - Notice of assignment (with subcontracting option)
  - Notice of assignment: third party
  - Notice of termination of contract for breach
  - Notice of termination of contract for convenience
  - Notice to remedy breach of contract
  - Request for consent to assignment (with subcontracting option)
  - Response to a notice to remedy breach of contract
  - Variation of contract (formal agreement)
  - Variation of contract (letter agreement)
- Standard clauses
  - Assignment
  - Commencement and term
  - Compliance with laws and policies (NEW)
  - Contra proferentem
  - Counterparts
  - Default interest
  - Definitions and interpretation
  - Entire agreement
  - Exercise of rights
  - Force majeure
  - Further action
  - Goods and services tax (GST)
  - Governing law and jurisdiction
  - Indemnity (NEW)
  - No merger
  - No reliance



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- No waiver
- Notices
- Relationship of the parties
- Remedies cumulative
- Set-off
- Severability
- Survival
- Termination
- Time of the essence
- Variation

### Contract Law

- Practice notes
  - Assignment of contractual rights
  - Contractual capacity
  - Electronic contracts and transactions
  - Evidence of contractual terms
  - Express and implied terms
  - Formation of contracts
  - Limitation and exclusion of liability in commercial contracts
  - Misleading or deceptive conduct and false or misleading representations under the Australian Consumer Law
  - Misrepresentation
  - Novation of contracts
  - Reasonable and best endeavours
  - Rescission
  - Subcontracts
  - Termination of contracts
  - Variation of contracts