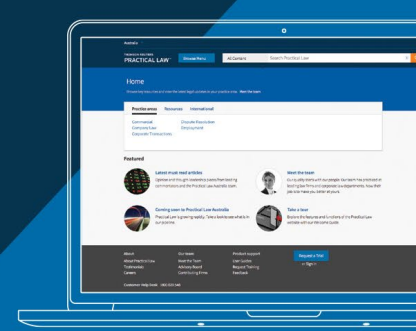


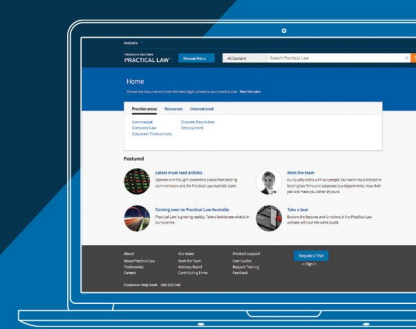
### COMMERCIAL COVERAGE AS OF NOVEMBER 2022

Supply of goods and services .....	2
Advertising and marketing .....	5
Franchising .....	7
Bribery and ethical trading .....	8
E-commerce .....	9
Data protection and privacy .....	11
Distribution and logistics .....	13
IT and outsourcing .....	14
Intellectual property .....	17
Pre-transaction agreements and confidentiality .....	20
Execution formalities .....	21
General contracts and boilerplate .....	23
Contract law .....	25

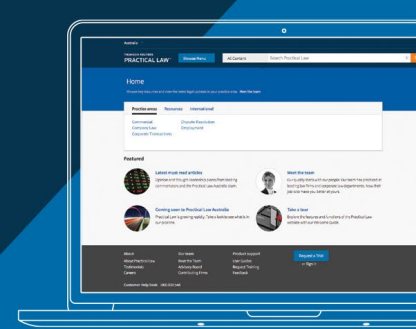


### Supply of goods and services

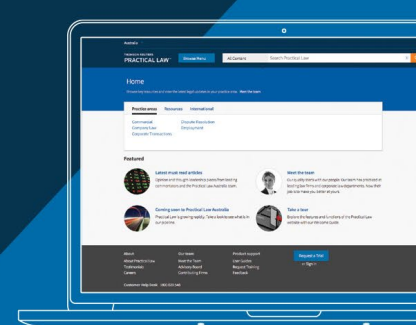
- Practice note: overview
  - Carriage of goods
  - Forming relationships with suppliers
  - Logistics: freight forwarding
  - Logistics: transport service providers
- Practice notes
  - Agency
  - Agile projects and contracting
  - Commonwealth procurement: Judicial review of Commonwealth procurement under the Government Procurement (Judicial Review) Act 2018 (Cth)
  - Comparative table of sale of goods legislation
  - Consumer guarantees
  - Effective contract management
  - Equipment leasing and the PPSA
  - Force majeure
  - Goods and Services Tax (GST)
  - Government contracts (Commonwealth)
  - Government contracts (New South Wales)
  - Government contracts (Queensland)
  - Government contracts (Victoria)
  - Government procurement (Commonwealth)
  - Government procurement (New South Wales)
  - Government procurement (Queensland)
  - Government procurement (Victoria)
  - Incoterms®: overview of key terms
  - Insurance in commercial transactions
  - International sale of goods contracts and the Vienna Sales Convention
  - Long-term supply of goods contracts
  - Managing a product recall
  - Managing supply chain disruptions during a crisis
  - Master agreements
  - Modern slavery statements
  - Outsourced manufacturing



- Preparing an effective statement of work
- Privacy and data security risks in supplier relationships
- Private label products
- Product liability
- Product liability risk management
- Retention of title and the PPSR
- Risk-based due diligence of third parties in commercial transactions
- Service agreements
- Service levels and service credit schemes in outsourcing
- Standard terms and conditions in commercial transactions
- Supply chain overview
- Supply of goods contracts
- Structuring a supply of goods agreement: requirements versus output contracts
- Security of critical infrastructure and systems of national significance
- Unfair contract terms and protections for small businesses
- Warehousing and the storage of goods
- Standard documents
  - Consultancy agreement (company to company)
  - Mandatory text requirements for warranties against defects (goods)
  - Mandatory text requirements for warranties against defects (services)
  - Manufacturing agreement
  - Master services agreement (supplier friendly)
  - Online terms and conditions for the supply of services (B2B)
  - Referral agreement
  - Report to notify potential counterfeiting activity to the business
  - Request for information (RFI)
  - Request for proposal (RFP)
  - Request for proposal (RFP): questions to tenderers
  - Sale of used equipment agreement (customer friendly)
  - Service level agreement
  - Statement of work
  - Supply of goods agreement (customer friendly)
  - Supply of goods agreement (supplier friendly)
- Standard clauses



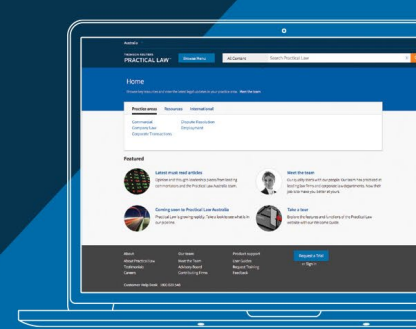
- Audit rights
- Branding
- Contract governance
- Delivery of goods
- Exit management
- Forecasts
- Goods and Services Tax (GST)
- Inspection
- Limitation and exclusion of liability (commercial transactions)
- Limitation of liability for failure to comply with consumer guarantees
- Ordering goods
- Privacy clause
- Product recall
- Retention of title
- Supply of private label products
  
- Checklists
  - Advantages, disadvantages and risks of agency
  - Insurance coverage for COVID-19 losses chart
  - Launching a new product
  - Minimum validity periods for the sale of gift cards under state and federal law
  - Product recall
  - Registering retention of title on the PPSR
  - Reviewing or drafting a master agreement
  - Reviewing or drafting a sales or marketing agency agreement
  - Reviewing or drafting a service agreement
  - Reviewing or drafting a supply of goods contract
  - Reviewing or drafting a consignment agreement
  - Reviewing or drafting a distribution agreement
  - Reviewing or drafting a manufacturer and supply agreement
  - Reviewing or drafting a product reseller agreement
  - Key considerations when tendering for government work
  
- Toolkits
  - Confidentiality
  - Data protection and privacy



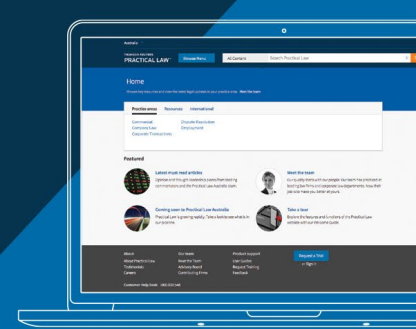
- Environmental, social and governance (ESG) toolkit: Australia and New Zealand
  - Guide to Practical Law's commercial contracts
  - Insurance
  - Practical Law Australia's guide to COVID-19 resources
  - Practical Law resources for those new to commercial law
  - Procurement lifecycle
  - Restraints of trade
  - Recipient-created tax invoice (RCTI)
  - Start-up companies
  - Supply of goods
  - The Chancery Lane Project: model climate clauses
- Legislation tracker
    - Payments systems law reform
    - Unfair contract terms regime reforms

### Advertising and marketing

- Practice note: overview
  - Advertising and marketing law
  - Social media: claims
- Practice notes
  - Advertising and displaying prices
  - Advertising self-regulation and industry codes
  - Ambush marketing
  - Defamation
  - Defamation defences
  - Digital and online marketing
  - False or misleading advertising
  - Social media marketing
  - Social media platform terms of use
  - Sponsorship agreements
  - Trade promotions



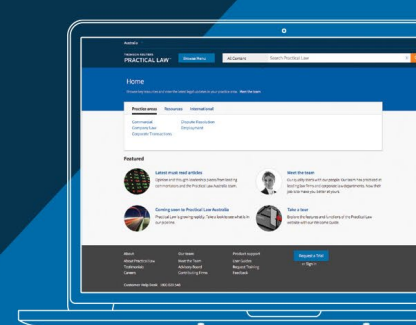
- Website content, development and hosting
- Standard documents
  - Advertising services framework agreement
  - Celebrity endorsement agreement
  - Concerns notice
  - Letter of offer to make amends
  - Referral agreement
  - Sponsorship agreement
  - Terms and conditions for trade promotions (game of chance)
  - Terms and conditions for trade promotions (game of skill)
- Standard clauses
  - Email Marketing Consent and Disclosures (Australia)
  - Privacy clause
  - Short form terms and conditions for a trade promotion
- Checklists
  - Appointing a marketing or advertising agency
  - Preparing for a trade promotion
  - Quick guide to dealing with the media
  - Quick guide to online consumer law compliance
  - Quick guide to popular social media sites
  - Quick guide to intellectual property rights in hashtags
  - Quick guide to comparative advertising
  - Reviewing advertising materials
  - Reviewing or drafting a sales or marketing agency agreement
  - Reviewing or drafting a sponsorship agreement
  - Reviewing or drafting an online advertising agreement
  - Table of defamation damages awards
- Toolkits
  - Advertising and marketing
  - Defamation



- Data protection and privacy
- Guide to Practical Law's commercial contracts
- Practical Law resources for those new to commercial law
- Social media
- Sponsorship
- Start-up companies
- Trade promotions

### Franchising

- Practice note: overview
  - Regulation of franchising
- Practice notes
  - Completing a franchising disclosure document
  - Franchise agreements
  - Franchising overview
  - Practical Law resources for those new to commercial law
  - Setting up a franchise operation overseas
- Standard documents
  - Deed of variation of franchise agreement
  - Disclosure document receipt
  - Franchise agreement
  - Franchisee advice statement
  - Franchising disclosure document
  - Information statement for a prospective franchisee
  - Master franchise agreement
- Standard clauses
  - Branding
  - Definition of intellectual property rights
- Checklists

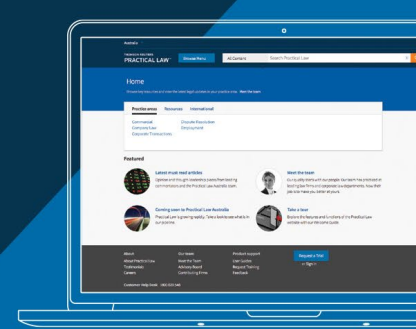


- Information required to draft a franchising agreement
- Information required to draft a franchising disclosure document
- Preparing an operations manual
- Setting up a franchise
- Setting up a franchise overseas
- Toolkit
  - Franchising
  - Practical Law resources for those new to commercial law
  - Restraints of trade

### **Bribery and ethical trading**

- Practice notes
  - Anti-bribery laws in Australia
  - Modern slavery in the supply chain
  - PowerPoint presentation: Modern slavery statements in Australia
  - Risk-based due diligence of third parties in commercial transactions
- Standard documents
  - Anti-bribery policy (supplier)
  - Anti-bribery statement of ethics
  - Board briefing note: modern slavery statement
  - Board minutes approving a modern slavery statement
  - Code of conduct and ethics
  - Modern slavery policy
  - Modern slavery statement
  - Modern slavery statement (corporate group)
  - Supplier questionnaire: modern slavery
- Standard clauses
  - Anti-bribery
  - Audit rights

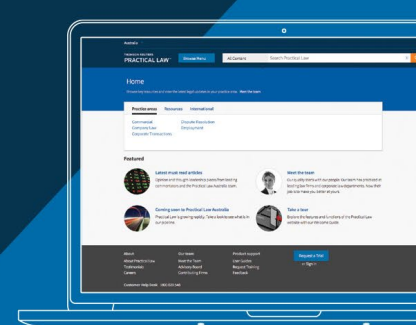




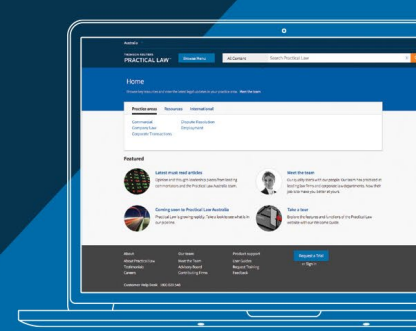
- Inspection
- Modern slavery
- Checklists
  - Assessing the risk of modern slavery in the supply chain
  - Bribery red flags
  - Managing bribery risk
  - Modern slavery statement legislation: comparison table
  - Penalties under federal, state and territory anti-bribery legislation
  - Preparing a modern slavery statement
- Toolkit
  - Data protection and privacy
  - Environmental, social and governance (ESG) toolkit: Australia and New Zealand
  - Modern slavery
  - Practical Law resources for those new to commercial law

### E-commerce

- Practice notes
  - Brand protection online
  - Compliance with the Payment Card Industry Data Security Standard (PCI DSS)
  - Digital and online marketing
  - Drop shipping
  - Domain names
  - Electronic contracts and transactions
  - Electronic signatures
  - Introduction to the internet
  - Overview of the Australian payments system
  - Online Safety Act 2021 (Cth)
  - Online Safety Act 2021 (Cth): abhorrent violent conduct material (OSA Abhorrent violent conduct material)
  - Online Safety Act 2021 (Cth): online content scheme (OSA Online content scheme)



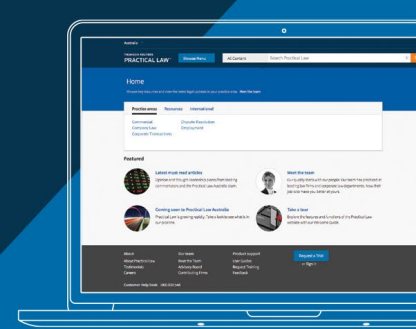
- Online Safety Act 2021 (Cth): scheme for cyber abuse targeted at Australian adults (OSA Cyber abuse scheme)
- Online Safety Act 2021 (Cth): scheme for cyberbullying targeted at Australian children (OSA Cyberbullying scheme)
- Online Safety Act 2021 (Cth): scheme for image-based abuse (OSA Image-based abuse scheme)
- Understanding the credit and debit card payment system
- Website content, development and hosting
- Standard documents
  - Email information and notices
  - Online terms and conditions for the supply of services (B2B)
  - Privacy policy
  - Website design and development agreement (customer friendly)
  - Website design and development agreement (supplier friendly)
  - Website terms of use
- Standard clauses
  - Definition of intellectual property rights
- Checklists
  - Electronic signatures: practice points
  - Reviewing or drafting an online advertising agreement
- Toolkits
  - Advertising
  - Data protection and privacy
  - Guide to Practical Law's commercial contracts
  - Practical Law resources for those new to commercial law
  - Social media
- Legislation tracker
  - Australian cybersecurity law reform



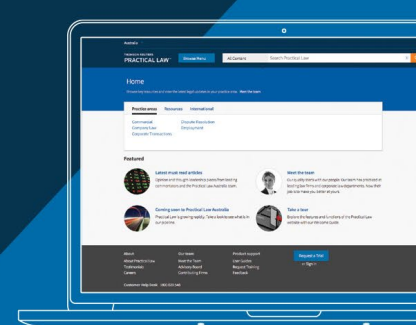
- Payments systems law reform

### Data protection and privacy

- Practice note: overview
  - Australian data protection and privacy laws
  - Cybersecurity
  - Establishing a digital resilience framework
  - Overview of EU General Data Protection Regulation
  - Quick Comparison Chart (GDPR and Australia)
- Practice notes
  - APRA Prudential Standard CPS 234 Information Security
  - Australian Privacy Principles
  - Australian director identification numbers: Data protection and privacy issues
  - CCTV and workplace surveillance
  - Compliance with the Payment Card Industry Data Security Standard (PCI DSS)
  - Cyber Incident Response and Data Breach Notification (Australia)
  - Cybersecurity due diligence
  - Cybersecurity issues for in-house lawyers
  - Cybersecurity considerations for directors
  - Data issues in the financial services sector
  - Data issues in the health sector
  - Data issues in the telecommunications sector
  - Data security risk assessments and reporting
  - GDPR Compliance for Australian Businesses
  - Hacking and network intrusions
  - Information Security Considerations (Australia)
  - Internet of things (IoT): key legal issues
  - Key concepts in privacy law
  - Malware and end user attacks
  - Managing data protection and cybersecurity risks with a remote workforce
  - New Zealand privacy laws
  - Notifiable Data Breaches scheme
  - Online Safety Act 2021 (Cth)



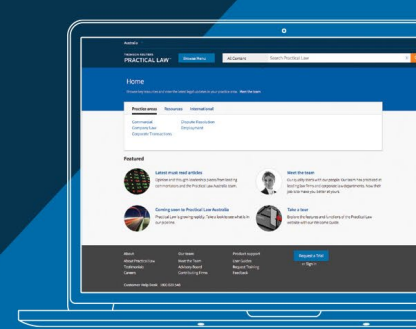
- Online Safety Act 2021 (Cth): abhorrent violent conduct material (OSA Abhorrent violent conduct material)
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- Online Safety Act 2021 (Cth): scheme for cyberbullying targeted at Australian children (OSA Cyberbullying scheme)
- Online Safety Act 2021 (Cth): scheme for image-based abuse (OSA Image-based abuse scheme)
- PowerPoint presentation: Notifiable Data Breaches scheme
- Privacy and data security risks in supplier relationships
- Privacy law enforcement and regulation
- Ransomware
- Regulation of drones
- Responding to a data breach incident
- Sending personal information outside Australia
- Security of critical infrastructure and systems of national significance
- The Consumer Data Right
- The Assistance and Access Act 2018 (Cth)
- The Identify and Disrupt Act 2021 (Cth)
- Standard documents
  - Data breach response plan
  - Data retention policy
  - Data retention schedule (personal information)
  - Letter notifying affected individuals of a data breach (relating to personal information)
  - Privacy policy
  - Privacy impact assessment (PIA)
  - Privacy risk and mitigation strategy table
  - Privacy impact assessment report (PIA Report)
- Standard clauses
  - Privacy clause
- Checklists



- Australian privacy law reform: key developments and resources tracker
- Comparing the Privacy Acts: 1993 and 2020
- Cybersecurity considerations for directors
- Cyber incident notification obligations
- Dealing in data: cybersecurity in an M&A context
- Drafting a data retention policy
- Mandatory notification of eligible data breaches: flowchart
- Penalty unit values: comparison table
- Performing a data security risk assessment
- Performing a privacy impact assessment
- Preparing a data breach response plan
- Steps to take if a data breach incident occurs
- Table of document retention obligations
  
- Toolkits
  - Cybersecurity
  - Confidentiality
  - Data breach incidents
  - Data protection and privacy
  - Environmental, social and governance (ESG) toolkit: Australia and New Zealand
  - Practical Law resources for those new to commercial law
  - Privacy impact assessments
  - Start-up companies
  
- Legislation tracker
  - Australian cybersecurity law reform
  - Payments systems law reform

### Distribution and logistics

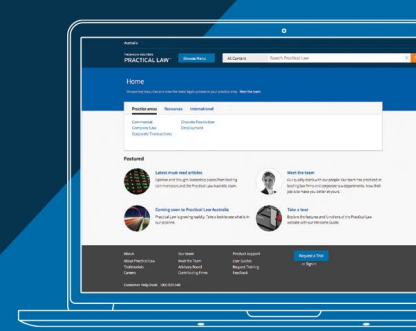
- Practice notes
  - Consignment
  - Distribution and reseller agreements



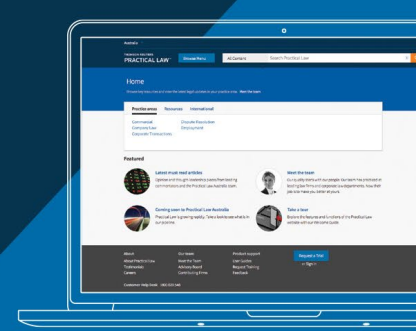
- Documents of title
- Drop shipping
- Modern slavery statements
- Structuring a supply of goods agreement: requirements versus output contracts
- Vendor-managed inventory arrangements
- Practice note: overview
  - Carriage of goods
  - Forming relationships with suppliers
  - Logistics: freight forwarding
  - Logistics: transport service providers
- Checklists
  - Reviewing or drafting a consignment agreement
  - Reviewing or drafting a distribution agreement
  - Reviewing or drafting a manufacturer and supply agreement
  - Reviewing or drafting a product reseller agreement
- Toolkit
  - Distribution and logistics
- Standard clauses
  - Recipient-created tax invoice (RCTI)

### IT and outsourcing

- Practice note: overview
  - IT procurement
  - Outsourcing
- Practice notes

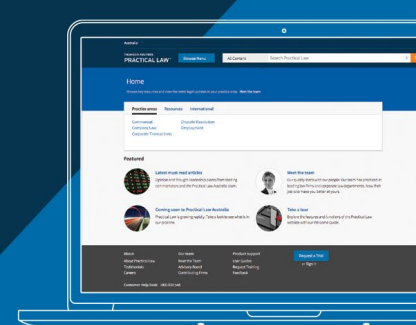


- Agile projects and contracting
  - APRA Prudential Standard CPS 234 Information Security
  - Blockchain and smart contracts
  - Brand protection online
  - Cloud computing agreements
  - Cloud computing overview
  - Compliance with the Criminal Code Amendment (Sharing of Abhorrent Violent Material) Act 2019 (Cth)
  - Cybersecurity due diligence
  - Domain name disputes
  - Effective contract management
  - Electronic contracts and transactions
  - Intellectual property protection of software
  - Internet of things (IoT): key legal issues
  - Introduction to the internet
  - IT outsourcing
  - Key commercial drivers and technical terms in common IT services
  - Managing a software development project
  - Managing data protection and cybersecurity risks with a remote workforce
  - Open-source software
  - Outsourced manufacturing
  - Pricing models in outsourcing agreements
  - Regulation of drones
  - Risk-based due diligence of third parties in commercial transactions
  - Service levels and service credit schemes in outsourcing
  - Software development agreements: payment mechanisms
  - Software escrow agreements
  - Software licence disputes
  - Software licensing and maintenance
  - The Consumer Data Right
  - The Assistance and Access Act 2018 (Cth)
  - The Identify and Disrupt Act 2021 (Cth)
  - Understanding software escrow arrangements
  - Website content, development and hosting
- Standard documents
    - Consultancy agreement (company to company)
    - Email information and notices



- Hardware supply agreement
- Online terms and conditions for the supply of services (B2B)
- Payment guarantee
- Performance guarantee
- Project initiation document for outsourcing transactions
- Request for information (RFI)
- Request for proposal (RFP)
- Request for proposal (RFP): questions to tenderers
- Service level agreement
- Software licence agreement
- Website design and development agreement (customer friendly)
- Website design and development agreement (supplier friendly)
- Website terms of use
  
- Standard clauses
  - Acceptance testing
  - Appointment of a project manager
  - Audit rights
  - Contract governance
  - Definition of intellectual property rights
  - Exit management
  - Inspection
  - Limitation and exclusion of liability (commercial transactions)
  - Payment mechanism: milestone and delay payments (customer friendly)
  - Payment mechanism: milestone and delay payments (supplier friendly)
  - Payment mechanism: milestone and retention payments (customer friendly)
  - Payment mechanism: milestone and retention payments (supplier friendly)
  - Software source code escrow
  
- Checklists
  - Open-source software licences: key terms and conditions
  - Outsourcing a business function
  - Quick guide to contract negotiations
  - Quick guide to hosting and participating in virtual meetings
  - Reviewing or drafting a cloud-based software agreement
  - Reviewing or drafting a software licence or maintenance and support agreement

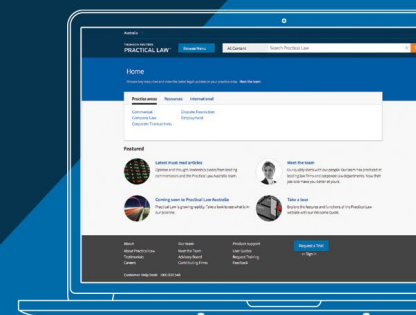




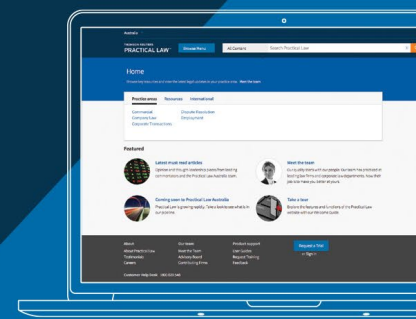
- Reviewing or drafting an outsourcing services agreement
- Toolkits
  - Data protection and privacy
  - Practical Law resources for those new to commercial law
  - Software
- Legislation tracker
  - Australian cybersecurity law reform
  - Payments systems law reform

### Intellectual property

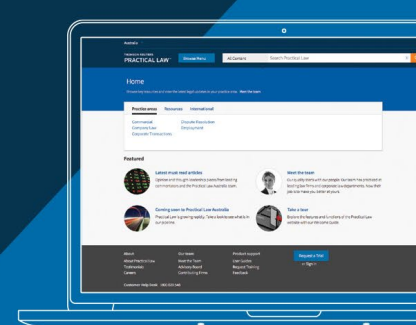
- Practice note: overview
  - IP in business transactions
  - IP rights and employment
  - Patent claim construction
- Practice notes
  - Application of competition law to intellectual property rights
  - Brand protection and anti-counterfeiting strategies
  - Brand protection online
  - Copyright
  - Copyright infringement
  - Copyright protection online
  - Design infringement
  - Design rights
  - Domain name disputes
  - Domain names
  - Intellectual property issues relating to employees and consultants
  - Intellectual property protection of software
  - Internet of things (IoT): key legal issues
  - Passing off
  - Patent infringement



- Patent ownership and inventorship: Who owns the IP?
- Patents
- Trade mark searching and clearance
- 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: portfolio management
- Trade marks: rejection of an application
- Transfer or assignment of intellectual property rights
- Understanding software escrow arrangements
  
- Standard documents
  - Assignment of copyright (assignee friendly)
  - Assignment of copyright (assignor friendly)
  - Assignment of design rights (assignee friendly)
  - Assignment of design rights (assignor friendly)
  - Assignment of intellectual property rights (assignee friendly)
  - Assignment of intellectual property rights (assignor friendly)
  - Assignment of patents (assignee friendly)
  - Assignment of patents (assignor friendly)
  - Assignment of trade marks (assignee friendly)
  - Assignment of trade marks (assignor friendly)
  - Copyright policy
  - Intra-group assignment of intellectual property rights
  - Intra-group licence of intellectual property rights
  - Intellectual property and information technology due diligence questionnaire
  - Letter confirming assignment of intellectual property rights
  - Letter of consent to use a copyright work
  - Letter of consent to use registered trade mark
  - Letter of demand (breach of confidence)
  - Letter of demand (copyright infringement)
  - Letter of demand (patent infringement)
  - Letter of demand (registered design infringement)
  - Letter of demand (registered trade mark infringement)
  - Letter take-down notice for online copyright infringement
  - Licence of copyright (short form)



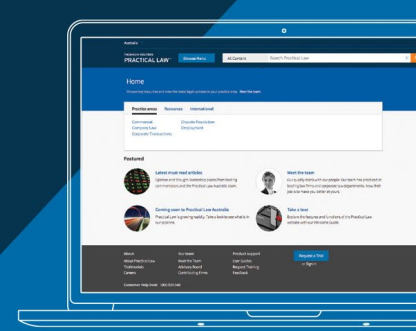
- Licence of design rights (short form)
- Letter of consent to the Registrar of Trade Marks
- Legal due diligence review template: Licensing agreements
- Patent and know-how licence agreement
- Patent infringement: defence
- Patent infringement: notice of cross-claim
- Patent infringement: originating application
- Patent infringement: statement of claim
- Patent recordal licence (short form)
- Patent revocation: originating application
- Patent revocation: statement of claim or cross-claim with particulars of invalidity
- Report to notify potential counterfeiting activity to the business
- Report to notify potential intellectual property infringement matters to the business
- Trade mark licence agreement (short form)
- Trade mark policy
- Trade marks co-existence agreement
- Standard clauses
  - Assignment of accrued causes of action
  - Branding
  - Definition of intellectual property rights
  - Intellectual property clause (employment contract: long form)
  - Intellectual property clause (employment contract: short form)
  - Moral rights consent (with optional waiver)
  - Most favoured licensee (MFL)
- Checklists
  - Copyright and moral rights in architectural works
  - Intellectual property provisions in employment contracts
  - Intellectual property due diligence in asset or share purchase transactions
  - Quick guide to different types of intellectual property rights
  - Quick guide to moral rights
  - Quick guide to intellectual property rights in hashtags
  - Reviewing or drafting a trade mark licence
  - Trade mark audit



- Trade marks due diligence in asset or share purchase transactions
- Trade mark opposition procedure: flowchart
- Trade mark registration process: flowchart
- Who owns the IP?
- Toolkit
  - Brand protection
  - Copyright
  - Designs
  - Guide to Practical Law's commercial contracts
  - Intellectual property (IP) infringement
  - Overview of trade marks
  - Practical Law resources for those new to commercial law
  - Patents
  - Start-up companies
- Legislation tracker
  - IP legislation tracker

### Pre-transaction agreements and confidentiality

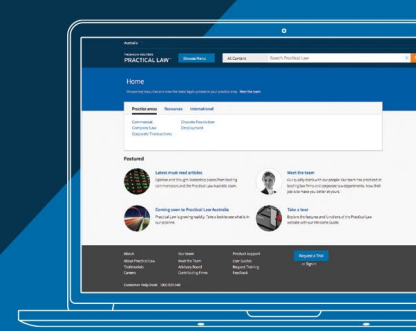
- Practice notes
  - Confidentiality agreements
  - Heads of agreement
- Standard documents
  - Confidentiality deed (mutual)
  - Confidentiality deed poll (one-way)
  - Confidentiality letter (one-way)
  - Heads of agreement: commercial transactions
  - Letter of demand (breach of confidence)
- Standard clauses



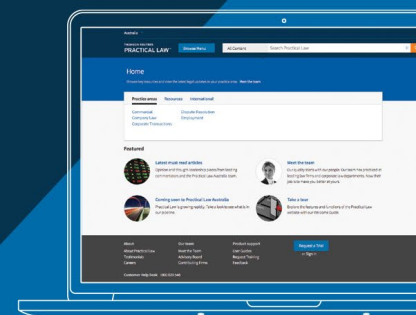
- Confidentiality
- Definition of intellectual property rights
- Toolkit
  - Confidentiality
  - Practical Law resources for those new to commercial law

### Execution formalities

- Practice notes
  - Electronic signatures
  - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
  - Execution of deeds and documents by foreign corporations
  - Execution of deeds and documents by individuals
  - Notarisation, legalisation and apostilles
  - Presentation: Valid execution of documents, remote signings and electronic signatures
  - Protocols for remote or virtual signings
- Standard documents
  - Board minutes: authorising grant of power of attorney and execution of deed 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 excluding land
  - Power of attorney (WA): general or specific powers including land



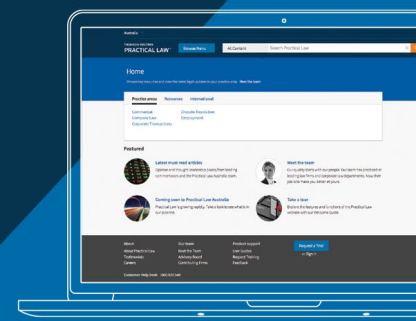
- Template email for remote signings: Approach 1 (print and sign entire document)
- Template email for remote signings: Approach 2 (print and sign signature page only)
- Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance)
- Template email for remote signings (authority to close): Approach 3 (sign signature page in advance)
  
- Standard clauses
  - Execution block (agreement): attorney for trustee of a trust
  - Execution block (agreement): company: under power of attorney
  - 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): company: by common seal
  - Execution block (agreement): company as trustee of a trust
  - Execution block (agreement): individual: under power of attorney
  - Execution block (agreement): individual
  - Execution block (deed OR agreement): individual: unable to read or physically unable to sign
  - Execution block (deed): attorney for trustee of a trust
  - Execution block (deed): company as trustee of a trust
  - 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): company: by common seal
  - Execution block (deed): company: under power of attorney
  - Execution block (deed): foreign corporation
  - Execution block (deed): individual
  - Execution block (deed): individual: under power of attorney
  
- Checklists



- COVID-19: Execution of documents: key Australian legislation and legislative instruments
  - Electronic signatures: practice points
  - Execution of documents by foreign entities and foreign corporations
  - Flowchart: Protocols for remote or virtual signings
  - Quick guide to execution and witnessing of documents (ACT)
  - Quick guide to execution and witnessing of documents (NSW)
  - Quick guide to execution and witnessing of documents (NT)
  - Quick guide to execution and witnessing of documents (Qld)
  - Quick guide to execution and witnessing of documents (SA)
  - Quick guide to execution and witnessing of documents (Tas)
  - Quick guide to execution and witnessing of documents (Vic)
  - Quick guide to execution and witnessing of documents (WA)
  - Quick guide to execution and witnessing of documents by companies registered under the Corporations Act 2001 (Cth)
- Toolkit
    - Execution of deeds, agreements and documents
    - Powers of attorney
    - Practical Law resources for those new to commercial law

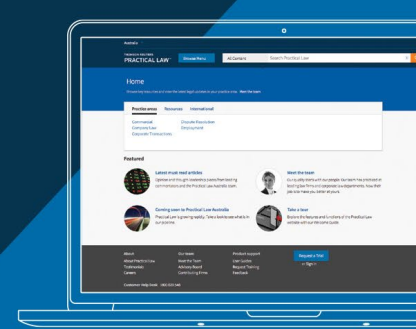
### General contracts and boilerplate

- Practice notes
  - COVID-19: commercial contracts FAQs
  - Managing supply chain disruptions during a crisis
  - Practical contract drafting tips
- Standard documents
  - Back-to-back subcontract
  - Boilerplate agreement
  - Boilerplate deed
  - Concerns notice
  - Deed of assignment
  - Deed of novation



- Deed of termination of contract
  - Deed of variation
  - Deed of waiver and release (existing indebtedness or obligations)
  - Letter of offer to make amends
  - Notice of assignment (with subcontracting option)
  - Notice of termination of contract for breach
  - Notice of termination of contract for convenience
  - Notice to remedy breach of contract
  - Payment guarantee
  - Performance guarantee
  - 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
    - Announcements
    - Anti-bribery
    - Assignment
    - Commencement and term
    - Compliance with laws and policies
    - Confidentiality
    - 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
    - Inconsistencies
    - Indemnity
    - Limitation and exclusion of liability (commercial transactions)
    - Liquidated damages
    - No merger
    - No reliance





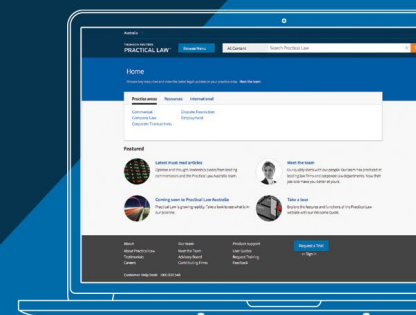
- No waiver
- Notices
- Payment
- Payment mechanism: milestone and delay payments (customer friendly)
- Payment mechanism: milestone and delay payments (supplier friendly)
- Payment mechanism: milestone and retention payments (customer friendly)
- Payment mechanism: milestone and retention payments (supplier friendly)
- Privacy clause
- Relationship of the parties
- Remedies cumulative
- Recipient-created tax invoice (RCTI)
- Set-off (commercial transactions)
- Severability
- Termination
- Time of the essence
- Variation
  
- Checklists
  - Key considerations when managing supply chain disruptions during a crisis
  - Quick guide to reviewing contracts impacted by COVID-19
  
- Toolkits
  - Contract administration and management
  - Confidentiality
  - Guide to Practical Law's commercial contracts
  - Practical Law resources for those new to commercial law
  - Small law firms
  - The Chancery Lane Project: model climate clauses
  
- Legislation tracker
  - Payments systems law reform

### Contract law

- Practice notes

# Practical Law Australia Commercial

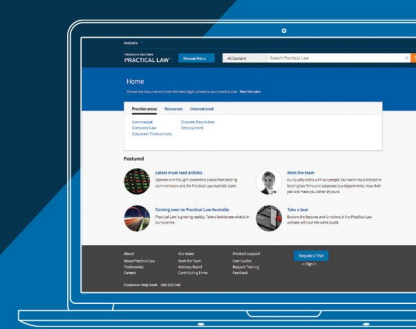
## Table of Contents



- Agency
- Agile projects and contracting
- Assignment of contractual rights
- Blockchain and smart contracts
- Consumer guarantees
- Contracts: conditions precedent
- Contractual capacity
- Damages in contract and tort
- Discharge of contracts
- Electronic contracts and transactions
- Evidence of contractual terms
- Express and implied terms
- Force majeure
- Formation of contracts
- Frustration of contracts
- Governing law and jurisdiction clauses
- Ipsa facto clauses: enforcing termination and other contractual rights against a company in external administration
- Limitation and exclusion of liability in commercial contracts
- Misrepresentation
- Negotiating commercial contracts: key considerations for non-lawyers
- Novation of contracts
- Reasonable and best endeavours
- Repudiation and anticipatory breach
- Rescission
- Service of contractual notices during a pandemic
- Subcontracts
- Termination of contracts
- Variation of contracts
- Standard documents
  - Notice of force majeure event
  - Notice of frustration of contract
- Checklists

# Practical Law Australia Commercial

## Table of Contents



- Tips and strategies for contracting with a company: ipso facto and other clauses
- Toolkits
  - Contract administration and management
  - Confidentiality
  - Data protection and privacy
  - Guide to Practical Law's commercial contracts
  - Ipso facto clauses
  - Practical Law resources for those new to commercial law
  - Procurement lifecycle
- Legislation Tracker
  - Unfair contract terms regime reforms
- Standard clauses
  - Recipient-created tax invoice (RCTI)