

SOUTH AUSTRALIA CORPORATE COUNSEL DAY 2009

*Take the Lead with Opportunities
and Expertise*

FRIDAY 27 MARCH 2009
Adelaide Convention Centre

Organised and promoted by the Australian Corporate Lawyers Association (ACLA) – the professional organisation for in-house lawyers.

This is the only South Australian legal conference organised by corporate lawyers for fellow corporate lawyers.

Don't miss this opportunity to:

- Hear from industry experts on topics of paramount interest to corporate lawyers
- Learn about performance, productivity and career development

Hear from:

Helen Gillies, ACLA Corporate Lawyer of the Year

Mark Bielecki, SA Regional Commissioner, ASIC

Kelly & Co. Lawyers

Professor Andrew Stewart

Fred Hawke, Clayton Utz

Chris Gray, Assistant Crown Solicitor

Alexandra Maddern, BHP Billiton Ltd

Principal Sponsor:



Product of:



To register now ph: 1800 772 772 or fax: 02 9422 2338 or visit: www.lexisnexis.com.au/pd

SOUTH AUSTRALIA CORPORATE COUNSEL DAY 2009

8:25 **Conference registration**

8:45 **Welcome and opening from the chair**

Julian Grenfell, *President ACLA (SA division) Legal Counsel, Adelaide Brighton Ltd*

9:00 **Keynote address:**

In-house lawyers moving into executive roles

ACLA CORPORATE LAWYER OF THE YEAR: **Helen Gillies**,
Corporate Counsel, Sinclair Knight Merz

9:30 **Guiding your company through corporate regulation under current economic constraints: ASIC's perspective**

- How ASIC is responding to this crisis?
 - What regulatory changes are envisaged to meet the challenges?
 - Preserving the Australian financial market against internal and international forces – what are ASIC's current priorities?
 - Will changes to SA ASIC resourcing, powers and policy affect incidents of intervention and enforcement?
- ASIC's approach to short selling and disclosure
- In the aftermath of the collapse of global financial markets, how can in-house counsel assist the board?
- Assessing the post-November 2008 strategies and gazing into the crystal ball

Mark Bielecki, *SA Regional Commissioner, Australian Securities and Investments Commission*

9:55 **Condensed Trade Practices Act 1974 (Cth) (TPA) insights to keep you up to date**

- Mergers and acquisitions highlights
- Legal harmonisation of legislation – how does this affect consumer protection law impacts on SA businesses?
- What is the current state of government immunity after *ACCC v Baxter Healthcare Pty Limited*?
- Franchising agreements under Part IVB of the TPA
- Where does your organisation stand under the Birdsville Amendments?

Peter Campbell, *Partner, Technology, Media and Entertainment, Kelly & Co. Lawyers*

10:15 **Protecting your organisation's most important corporate asset - intellectual property**

- Understanding and applying the intellectual property fundamentals
 - IP audits
 - Ownership - employee and contractor agreements *UWA v Gray*
 - When is ownership automatic, and when to register?
 - Protection from operational risk
- Properly scoping intellectual property contracts
 - Licensing and assignments
 - Development of new intellectual property rights - ownership issues
 - Identifying key areas of intellectual property contractual risk

Luke Dale, *Partner, Corporate and Commercial and Lisa Jarrett*, *Senior Associate, Corporate & Commercial, Kelly & Co. Lawyers*



HOT SHOTS

10:40 **Confidentiality and non-disclosure agreements for M&A transactions**

- What should be the scope of the confidentiality agreement?
- Are time limits appropriate?
- Any relevant ASX Listing Rule requirements?

Jamie Restas, *Partner Corporate and Commercial, Kelly & Co. Lawyers*

11:00 **Morning tea**

11:30 **Complying with industrial relations changes: your guide to Forward with Fairness and the National Employment Standards**

- How you will need to prepare your organisation for 1 January 2010 – the National Employment Standards framework
- Other time triggers which are important to your organisation
- Focussing on:
 - Australian Workplace Agreements (AWAs)
 - Individual Transitional Employment Agreements (ITEAs)
 - Collective workplace agreements
 - The global no-disadvantage test
 - Unilateral termination of collective agreements
- Award modernisation - establishment of the framework and rules within which this will occur
- Termination of executives
- Reviewing penalties for breach
- Dispute resolution alternatives
- Key issues for the public and private sectors

Professor Andrew Stewart, *The University of Adelaide Law School*

12:15 **Legally viable and commercially desirable: contract spotlight on indemnities and exclusions**

- Examining enforceable exclusion and limiting of liability for tort, equitable and statutory losses
- Preventing the use of unenforceable methods of excluding and controlling of liabilities
- Ensuring indemnities for breach of contract are effective
- Reflecting on *Environmental Systems Pty Limited v Peerless Holdings Pty Ltd* – categorising losses intended to be covered by provisions
- Comparing a breach of a duty of care with the failure to take reasonable care
- Analysing how proportionate liability schemes affect drafting
- Securing the position of your client with effective liquidated damages provisions
- Preventing unenforceability of a liquidated damages provision
- *State of Tasmania v Leighton Contractors Pty Ltd* – is there a special rule for government contracts?
- Drafting indemnities against liquidated damages
- Examining the practical impact of insurance issues on contract drafting

Fred Hawke, *Partner, Clayton Utz Melbourne*

1:00 **Networking lunch for speakers and delegates**

2:00 **Commercial dealings with government organisations**

- Understanding the relevance of government procurement guidelines
- Negotiating with government entities – what aspects are negotiable?
 - Standard form agreements
 - Processes for amending or updating the contract
 - Liquidated damages
 - Termination for convenience

Chris Gray, South Australian Assistant Crown Solicitor

2:45 **Gaining clarity on legal professional privilege**

- Revisiting the current scope of legal professional privilege rules applicable in South Australia
- The relevant test for common law waiver of privilege
 - Dominant purpose of two or more purposes for a communication
 - Substance over form test
 - Loss of privilege where the communication would have been made irrespective of the privileged purpose
- Flagging issues in relation to privilege in different jurisdictions eg where uniform evidence legislation does not apply
- Document control processes to assist retention of privilege

Alexandra Maddern, Senior Counsel, BHP Billiton Ltd

3:30 **Afternoon tea**

4:00 **Presenting to senior management**

In today's business world the ability to '*Stand up, speak up and persuade*' is more important than ever. We all need to sell three things: our product or service, our company and most importantly ourselves.

This presentation will focus on:

- Posture and body language to convey confidence
- How to grab and maintain the audience's attention
- Getting your message across succinctly

Sharon Ferrier, Persuasive Presentations

Panel discussion:

Advising your executives on crisis management

- 4:30
- An overview of the types of crisis requiring management
 - Advising the executive within your role – strategising for:
 - Risk assessment, prevention, OH&S and public liability – crisis auditing
 - Risk spreading and insurance aspects
 - Damage control – prioritising
 - The human element
 - Media relations
 - Preparing for legal consequences
 - Continuity of business operations and relations

Panel discussion:

Helen Gilles, Corporate Counsel, Sinclair Knight Merz

Michael Durrant, Partner, Kelly & Co. Lawyers

Tim Hughes, Partner & Principal, Hughes PR

Chris Bright, General Counsel & Company Secretary,

K&S Corporation Limited

Moderator:

Georgia Sherry, Corporate Lawyer,

Adelaide Research & Innovation Pty Ltd

5:10 **Closing remarks from the Chair**

5:20 **Networking drinks and canapés**

Proudly sponsored by:

Principal Sponsor:

Kelly & Co.
LAWYERS



Priority registration form South Australia Corporate Counsel Day

**4 easy ways
to register**

Phone: 1800 772 772
Fax: (02) 9422 2338
Online: www.lexisnexis.com.au/pd
Mail: Conference Co-ordinator, LexisNexis
Locked Bag 2222, Chatswood Delivery Centre,
Chatswood NSW 2067
or: DX 29590 Chatswood

Please complete sections 1, 2, 3

Conference code: PD1709 ABN: 70 001 002 357

1 Delegate 1 (please photocopy for more than 2 delegates)

Mr/Ms/Dr: _____
First name Last name

ACLA Membership No: _____

Position: _____

Organisation: _____

Postal address: _____

Suburb Postcode State

Telephone: _____

Fax: _____

Email (required**): _____

** to send conference confirmation

Delegate 2

Mr/Ms/Dr: _____
First name Last name

ACLA Membership No: _____

Position: _____

Organisation: _____

Postal address: _____

Suburb Postcode State

Telephone: _____

Fax: _____

Email (required**): _____

** to send conference confirmation

2 Select Your Package

ACLA Members or Associate Members

| Early Bird Pricing (Book & pay before 2 March 2009) | |
|---|---------------------------|
| <input type="checkbox"/> Conference | \$250.00 + GST = \$275.00 |

| Standard Pricing (Book & pay after 2 March 2009) | |
|--|---------------------------|
| <input type="checkbox"/> Conference | \$300.00 + GST = \$330.00 |

Non-ACLA Members

| Early Bird Pricing (Book & pay before 2 March 2009) | |
|---|---------------------------|
| <input type="checkbox"/> Conference | \$300.00 + GST = \$330.00 |

| Standard Pricing (Book & pay after 2 March 2009) | |
|--|---------------------------|
| <input type="checkbox"/> Conference | \$350.00 + GST = \$385.00 |

Student Members

| Standard Pricing | |
|-------------------------------------|-------------------------|
| <input type="checkbox"/> Conference | \$80.00 + GST = \$88.00 |

3 Payment details Payment is due upon registration

Enclosed is my cheque for: \$ _____ made payable to LexisNexis

Pay by credit card: Please charge \$ _____ to

Mastercard Visa American Express

Card number: _____/_____/_____/_____

Expiry: ____/____

Name of cardholder: _____

Signature of cardholder: _____

Charge to my LexisNexis account: \$ _____

Account number: _____

Signature: _____

Name of approving manager: _____

PROGRAM CHANGES

Details regarding this conference were confirmed and correct at the time of printing. LexisNexis reserves the right to cancel or amend the conference details at any time if required.

CANCELLATION

Your registration will be confirmed in writing when full payment has been received. LexisNexis will refund your registration fee in full less a \$165.00 administration cost if a request to cancel the registration is received in writing up to but not including 1 month prior to the event. If written notification is received any time up to but not including 2 weeks prior to the event, you will receive a 50% refund of your registration fee and seminar documents. No cancellation requests will be accepted after this time. You may nominate a replacement; however, no refund will be issued.

IMPORTANT PRIVACY NOTICE:

The information you provide on this form is collected by Reed International Books Australia Pty Limited for the purposes of processing your registration or enquiry and keeping you informed of upcoming products, services and events. The information is disclosed from time to time to our related bodies corporate for these purposes. The provision of this information by you is voluntary but if you do not provide some or all of the requested information we may be unable to properly process your registration. You have both a right of access to the personal information we hold about you and to ask us to correct it if it is inaccurate or out of date. Please direct your enquiries to privacy@lexisnexis.com.au

Tick here if you DO NOT wish to receive information about upcoming events.