



LEGAL ASPECTS OF **Buying** AND **Selling** Including Internet Purchasing!

Other related courses

- Advanced Legal Aspects of Buying and Selling
- Fundamentals of Purchasing
- Contract Management
- Contract Writing
- Negotiating Effective Contracts
- On-site consultation and workshops

A two-day seminar

To register, call 1-888-505-3295



Alta Seminars
51 West Center, Suite 144 (PMB)
Orem, Utah 84057
Register: 1-888-505-3295
Fax: 1-888-809-1971



Understand the rights, obligations, responsibilities, and duties of purchasers and suppliers in this seminar

What you will learn

- Become familiar with the different types and classes of contracts
- Eliminate legal pitfalls in your purchasing contracts
- Prevent legal entanglements before they occur
- Simplify your purchasing agreements—while protecting your “purchasing rights”
- Ensure an efficient, trouble-free purchasing operation

You have found a supplier who is giving you the right product, right price, and the right delivery schedule—but it can still be the wrong deal without a good contract.

At this seminar, you will receive the essential knowledge of a critical aspect of purchasing operations: the law. You will learn how general contract law and Article 2 of the Uniform Commercial Code (UCC) govern your purchasing decisions.

You will find out what the law says—and what it means—when accepting an offer, specifying obligations and ensuring enforceability, whether by phone, in writing, or on the Internet.

How you will benefit

You will leave this practical course prepared to:

- Negotiate favorable terms and implement purchasing agreements that are clear, simple, and complete
- Protect your company’s interests and ensure that products and services meet specifications
- Avoid misunderstanding and disagreement in enforcing contract terms
- Save the company thousands of dollars in litigation expenses
- Create positive, productive relationships with vendors
- Solve—quickly and effectively—the common problems in negotiating contract terms and conditions
- Address customer needs from a legal basis

Plus . . . your entire learning experience will be enhanced and expanded because of the exciting teaching formats utilized in this seminar.

If you are a seller, this is your opportunity to face off with buyers. And sellers if you are a buyer. You will learn legal tips that will significantly strengthen your negotiating position at this important workshop. Register today by calling 1-888-505-3295.

What you will cover

- Contract formation
- Contract terms and conditions
- Effective and appropriate use of oral contracts
- Dispute resolution
- Contract enforcement and remedies
- Internet purchasing
- Government regulation of business
- The Federal Bankruptcy Act
- Ensuring quality



Who should attend

This program is recommended for both new and experienced purchasing and selling professionals, including buyers, purchasing agents, contract administrators, storeroom and purchasing managers, sales managers as well as directors, senior managers and vice presidents with responsibility for overseeing purchasing and sales operations.

In addition, this course will be an invaluable resource for anyone having contact with buyers or customers, including sales personnel, directors and vice presidents of sales and marketing, national accounts managers, managers of customers or field service, quality manager, outside sales representatives, publicity and advertising personnel, and accounts receivable/payable managers.

SEMINAR • OUTLINE

Introduction

- Civil vs. criminal forum
- Public law and private law

Means of Resolving Disputes

- Administrative law
- Arbitration, mediation, and litigation
- Trends in ADR

Contract Formation

- Introduction to contract law
- UCC and the Law of Sales

Formation of Contracts

- Types of contracts
- Ultra vires contracts
- Bids and obligations
- Elements of a contract
- Termination of offers
- Acceptance of offers
- Time of acceptance
- Other acceptance issues
- Mistake and misrepresentation
- Validity, enforceability



Battle of the Forms

- Confirming purchase and sales orders
- Purchase order/sales order boilerplate
- UCC vs. the “mirror image rule”
- Current developments and court cases

Types of Commitment Documents

- Sales orders/purchase orders
- Blanket agreements (proper use)
- Letters of agreement
- Letters of intent
- Custom sales and purchasing contracts
- Confidentiality agreements

Written vs. Oral Contracts

- Statute of frauds
- Parole evidence rule

Contract Terms and Conditions

- Buyer’s forms vs. seller’s forms
- Sales order/purchase order fine print
- Terms and conditions coverage and definitions
- Typical “boilerplate” for terms and conditions as in selling proposal and purchase order confirmation

Payment Terms

- Buyer’s role in accounts payable
- Seller’s recourse for late payments

Warranties

- The express warranty
- Implied warranties
- Warranty of title

- Warranty of merchantability
- Warranty of fitness
- Disclaimers and limitations of liability



EDI and Electronic Purchasing

- Internet developments
- Laws regulating e-commerce
- Technology options
- Electronic signatures
- Pros, cons, risks

Domestic and International Freight Terms

- FOB, FAS, CIF, C&F, others
- Risk of loss and payment
- Shipment contracts

Contract Loopholes

- Force majeure
- Unconscionability—avoiding onerous terms
- Changing conditions—impossibility of performance
- Contract workshop

Remedies of Buyer and Seller for Breach of Contract

- Recovery of damages
- Types of damages—general, consequential, incidental, liquidated, others
- Imminent breach—what to do when a party fails to make progress
- Withholding payments—when, why, and how
- Enforcing specific performance
- Cost and right to “cover”
- Injunction
- Buyer’s and seller’s right to cancel
- Stopping deliveries/resale

Enforcing Quality

- Warranties—preserving rights and obligations
- Rejection of nonconforming goods
- Enforcing quality after acceptance
- Latent defects and effects on seller

Obligations and Rights

- Inspection and timeliness
- Acceptance/rejection
- Revocation of acceptance



Law of Agency

- Types of agents
- Types of principals
- Independent contractors
- The purchasing agent
- Status of vendor’s agents
- Liability of principal
- Unauthorized purchases
- “The bullheaded buyer”

Creation of Bailment

- Buyer and seller responsibilities and risks
- Special types of bailment
- Preserving your rights

Government Regulations and Special Topics

- Antitrust legislation
- “Real world loopholes”
- Remedies against price discrimination
- Enforcement of antitrust laws
- Federal regulations vs. price and quality
- OSHA

Bankruptcy and the Financially Troubled Buyer/Seller

- The Federal Bankruptcy Act
- Liquidations
- Voluntary vs. involuntary
- Exclusions
- Protecting yourself from the bankrupt seller/buyer

Transportation Contracts and the Undercharge Nightmare

- Effects of bankruptcy on buyer and seller

Patents, Copyrights, and Other Rights in Data

- Nondisclosure and non-circumvent agreements
- License agreements that compromise intellectual property rights
- Protecting against infringement

Principles of Business Ethics vs. Legal Aspects of the Buyer/Seller Relationship

International Purchasing Law

- The European Community (EC) and purchasing
- Pending Free Trade Agreements and what they mean
- Letters of credit and currency fluctuations

Seminar Leaders

Asael T. Sorensen, M.B.A., J.D., C.P.M., is a founder and partner of Sorensen Management Associates, specializing in the Uniform Commercial Code and commercial transactions.

An expert in contract law, Mr. Sorensen regularly consults in purchasing law and dispute resolution. Mr. Sorensen’s experience includes several years as head of the purchasing law department of a multimillion dollar corporation and general counsel with a public corporation. He has also developed and taught numerous workshops and training seminars for NAPM, including C.P.M. exam preparation and other purchasing-related courses.

F. Elgin Ward, B.A., J.D., is a senior partner with Sorensen Management Associates, and is a practicing attorney with emphasis on corporation and other business structures, contracts, Uniform Commercial Code transactions, real estate and other areas of commercial law, sales and property tax, and estate planning. He has more than 18 years of experience as a contract negotiator.

Additionally, he has successfully supervised various portions of the administration of hundreds of contracts from preformation through formation and performance up to closeout. Mr. Ward has developed and taught numerous workshops and training seminars to hundreds of managers, buyers, and sellers on the drafting and use of contracts, purchase orders, performance and payment bonds.

Both Seminar Leaders teach this same course throughout the United States for the American Management Association (AMA).

Registration Form

Name _____

Position _____

Company _____

Address _____

City, State, ZIP _____

Telephone _____

Choose a date and location

Location, dates and times subject to change

- February 3-4 Dallas, TX
- February 10-11 San Antonio, TX
- February 24-25 Houston, TX
- March 9-10 Orlando, FL
- March 16-17 Coral Gables, FL
- March 30-31 New Orleans, LA
- April 6-7 Santa Fe, NM
- April 13-14 San Diego, CA
- April 27-28 Salt Lake City, UT
- May 4-5 St. Louis, MO
- May 11-12 Kansas City, MO
- May 18-19 Albany, NY
- June 1-2 Boston, MA
- June 8-9 Washington DC
- June 22-23 Seattle, WA
- July 13-14 Denver, CO
- July 20-21 Toronto, Canada
- July 27-28 Mexico City, Mexico

Choose a payment method

- Check for \$1,245 enclosed
- Purchase Order # _____
- Charge my Visa M/C AmEx Discover

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Exp. Date _____

Signature _____

Send this form and fee to:

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Satisfaction Guaranteed

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