
The Art of Contract Drafting: Designing clear, concise, and coherent agreements.

Track: **Nuts and Bolts**

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Contract: *a legally binding exchange of promises or agreement between parties that the law will enforce.* Source Wikipedia



Beth Israel Deaconess
Medical Center

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Outline

- ❖ Structure of the contract, key contractual terms, choice of words
- ❖ Drafting Licensing Agreements
- ❖ Intellectual Property language in confidential disclosure and material transfer agreements, arbitration language, avoiding ambiguity and usage of the term “reasonable”



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Key Points

- ❖ Understand the issues before drafting
- ❖ Review your boilerplate before sending
- ❖ Use Plain English
- ❖ Review agreement for clarity and unintentional areas of ambiguity
- ❖ Check agreement for consistency of definitions and numbering





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References

- ❖ Garner, Bryan A, (2002) *Advanced Legal Drafting, a LawProse® Seminar presented by Bryan A. Garner, Texas, LawProse, Inc.*
- ❖ Kuney, George W. (2003) *The Elements of Contract Drafting with Questions and Clauses for Consideration, West Group, St. Paul, MN.*

