
Corporate and Commercial Law Training Course for Non-Lawyer Leaders

18 – 29 January 2027
Tokyo





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Programme Summary

Corporate and commercial law for non-lawyer leaders is a two-week training course for directors and heads of function at advanced level, culminating in a legal exposure map of their own organisation. Senior managers take decisions with legal consequences every week, yet many first meet the law when a dispute has already begun. The approach moves from company structure and directors' duties through trading, competition, people and insolvency to cross-border dealings. Mars Training Centre UK delivers this programme in corporate and commercial law.

The Business Case

Legal costs are usually incurred after the event, when options have narrowed. Leaders who recognise legal exposure at the point of decision can involve counsel early, brief them precisely and choose structures that avoid disputes.

- Legal Spend: Falls as issues are spotted early and external counsel is instructed with a clear brief.
- Dispute and Penalty Exposure: Reduces as competition, employment and trading risks are screened before commitments are made.
- Value of Intangible Assets: Rises as brands, know-how and inventions are identified, owned and protected.

Principles and Evidence Base

- Separate Legal Personality and Limited Liability: The founding principle of company law frames Sessions 1 and 2 on structures and directors' duties.
- United Nations Convention on Contracts for the International Sale of Goods CISG: Its default rules on formation, conformity and remedies anchor Session 4 on supply and sale.
- Incoterms Rules: The trade terms show in Session 9 how delivery, risk and cost pass between buyer and seller.
- New York Convention: Its regime for recognising and enforcing arbitral awards informs Session 9 on choosing law and forum.

Intended Participants

- Leaders who sign or approve commitments on behalf of the company without a legal qualification.
- Board members and executives who carry statutory duties and want to know where personal liability begins.
- Heads of function who appoint agents, distributors and joint venture partners.
- Managers who oversee people, brands or technology and must judge legal risk before acting.



The programme serves manufacturing, trading, energy, financial services and public enterprise organisations.

Learning Outcomes

1. Participants will be able to evaluate which corporate structure suits a venture, given liability, control and funding needs.
2. Participants will be able to justify board decisions against the general duties owed by directors and officers.
3. Participants will be able to diagnose legal risk in agency, distribution and supply relationships before they are formed.
4. Participants will be able to prioritise competition, intellectual property and employment exposures across their function.
5. Participants will be able to construct a response plan for a counterparty or company in financial distress.
6. Participants will be able to select governing law and dispute forum for a cross-border transaction and brief counsel accordingly.

Programme Structure

Day 1: Corporate and Commercial Law Foundations

Where do legal obligations on a business come from, and how are they enforced?

- Sources of Law: Legislation, Regulation, Case Law and Custom
- Civil Law, Common Law and Mixed Legal Systems
- Commercial Acts, Merchants and Commercial Courts
- Separate Legal Personality and Limited Liability
- Legal Exposure Map Template and Scoping

Day 2: Company Structures and Formation

Which vehicle fits the venture, and what does each one commit the owners to?

- Sole Proprietorship, Partnership and Limited Liability Company Compared
- Joint Stock Companies and Listing Considerations
- Articles of Association and Shareholder Agreements
- Capital, Share Classes and Shareholder Rights
- Branches, Subsidiaries and Holding Structures

Day 3: Directors, Officers and Personal Liability

What duties do directors owe, and when does liability become personal?



- General Duties: Acting Within Powers, Care, Skill and Diligence
- Conflicts of Interest and Related Party Transactions
- Directors and Officers Liability and Indemnity Insurance
- Piercing the Corporate Veil and Shadow Directors
- Board Minutes as Evidence of Proper Decision-Making

Day 4: Agency, Distribution and Sale of Goods

How do trading relationships create rights and obligations for the company?

- Actual and Apparent Authority of Agents
- Commercial Agency Versus Distribution Arrangements
- CISG Rules on Formation, Conformity and Remedies
- Passing of Property and Retention of Title
- Supply of Services and Implied Terms of Quality

Day 5: Competition Law and Market Conduct

Which commercial practices draw the attention of competition authorities?

- Anti-Competitive Agreements and Cartel Conduct
- Abuse of a Dominant Position
- Merger Control and Notification Thresholds
- Dawn Raids and Information Requests Protocol
- Competition Risk Screening for Commercial Teams

Day 6: Intellectual Property as a Business Asset

Who owns the brands, designs and know-how the company relies on?

- Trademarks, Trade Names and Brand Registration
- Patents and Industrial Designs
- Copyright in Software, Content and Data
- Trade Secrets and Confidentiality Controls
- Licensing, Assignment and Ownership of Employee Inventions

Day 7: Employment Law Exposure for Leaders

Where do people decisions create legal risk for the organisation?

- Employment Contracts, Fixed-Term and Indefinite Engagements
- Discipline, Dismissal and Termination Procedures
- Restrictive Covenants and Non-Compete Clauses
- Workforce Restructuring and Consultation Duties
- Contractors, Seconded and Misclassification Risk



Day 8: Insolvency, Restructuring and Distressed Counterparties

What happens legally when a company or a key counterparty cannot pay its debts?

- Tests of Insolvency: Cash Flow and Balance Sheet
- Protective Settlement, Reorganisation and Liquidation Procedures
- Wrongful Trading and Director Duties Near Insolvency
- Security, Guarantees and Creditor Ranking
- Early Warning Signs in Customers and Suppliers

Day 9: Cross-Border Transactions and Choice of Law

Which law governs an international deal, and where will disputes be heard?

- Governing Law and Jurisdiction Clauses
- Incoterms and Allocation of Delivery Risk
- Litigation, Arbitration and Mediation Compared
- New York Convention and Enforcing Awards Abroad
- Sanctions, Export Controls and Anti-Bribery Screening

Day 10: Applying Corporate and Commercial Law to Leadership Decisions

How should a leader brief counsel and act on the organisation's main legal exposures?

- Structure and Duties Review Using Sessions 2 and 3
- Trading Relationships Tested Against Sessions 4 and 5
- People and Asset Risks Ranked From Sessions 6 and 7
- Briefing External Counsel and Managing Legal Spend
- Legal Exposure Map Completion and Peer Review

Methodology

The programme relies on case analysis drawn from manufacturing, trading, energy and services organisations. Each session pairs a short briefing on the legal principle with a decision scenario in which participants spot the issue and record the exposure in their own map.

- Suggested activity: Advising a board on whether a director must declare an interest in a supplier.
- Suggested activity: Screening a distribution agreement for competition risk.
- Suggested activity: Choosing governing law and forum for a joint venture with a foreign partner.



Capstone Output

Each participant completes a legal exposure map of their organisation or business unit. It records corporate structure, director duties, trading relationships, competition, intellectual property, employment and insolvency exposures, ranks them by likelihood and impact, and marks which need counsel and which need internal controls.

Frequently Asked Questions

Is corporate and commercial law training suitable for leaders with no legal background?

Yes. It is written for directors and heads of function who are not lawyers. It assumes management experience and explains each principle before applying it.

Which conventions does corporate and commercial law training for non-lawyers rest on?

It draws on the principle of separate legal personality, the CISG for international sale of goods, the Incoterms rules for delivery terms and the New York Convention for enforcing arbitral awards.

How is the legal exposure map from corporate and commercial law training used at work?

You can use it to brief your board or general counsel and to set priorities for legal spend before the next major commitment.

How does corporate and commercial law for non-lawyer leaders differ from contract drafting courses?

It covers the whole legal framework a company works within, from company structure to insolvency, rather than the wording and negotiation of individual agreements.