
International Commercial Contracts Training: Governing Law, CISG and Arbitration

28 June – 2 July 2027
Tokyo





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Programme Summary

International commercial contracts, from choice of governing law and the CISG to arbitration and enforcement, are the subject of this one-week training course for senior commercial and legal leaders at advanced level, culminating in a cross-border contract term sheet for a live deal. Foreign counterparties bring risks domestic templates miss: uncertain applicable law, unfamiliar payment terms, sanctions exposure and awards that are hard to enforce. The approach moves from legal architecture to clause design, then to dispute strategy. Mars Training Centre UK delivers this programme in international commercial contracts.

The Business Case

A cross-border deal signed on a domestic template can leave the organisation exposed to a law it did not choose, a forum it cannot afford and a counterparty whose assets sit beyond reach. Teams that structure the legal frame, delivery terms, payment security and dispute route together close deals faster and recover value when performance fails.

- Legal Uncertainty in Foreign Deals: Falls as governing law, applicable uniform rules and forum are chosen deliberately.
- Payment and Delivery Losses: Reduce as trade terms and payment security are matched to the contract.
- Recovery Rate on Disputes: Improves as arbitration clauses are drafted with enforcement in mind.

Principles and Evidence Base

- United Nations Convention on Contracts for the International Sale of Goods CISG: Its rules on formation, obligations and remedies are tested against contract wording in Session 2.
- UNIDROIT Principles of International Commercial Contracts: Used in Session 1 as chosen rules of law and in Session 3 for hardship.
- ICC Force Majeure and Hardship Clauses: The model clauses frame the drafting exercise in Session 3.
- New York Convention and UNCITRAL Model Law: Their rules on arbitration agreements and award enforcement guide Session 4.

Intended Participants

- Leaders who approve the legal and commercial structure of foreign deals.
- Contracts managers who negotiate supply, purchase and service agreements across borders.
- In-house counsel who advise on governing law, forum and arbitration clauses.
- Commercial heads responsible for export and import contract terms.



The programme serves procurement, sales, legal and finance functions in energy, manufacturing, trading and engineering organisations.

Learning Outcomes

1. Participants will be able to evaluate options for governing law, jurisdiction and applicable uniform rules in a cross-border deal.
2. Participants will be able to diagnose when the CISG applies and decide whether to adopt or exclude it.
3. Participants will be able to construct force majeure, hardship, sanctions and currency clauses suited to the transaction.
4. Participants will be able to align trade terms and payment security instruments with contract obligations.
5. Participants will be able to design an arbitration clause and justify the seat, rules and language with enforcement in view.
6. Participants will be able to prioritise negotiating positions in a cross-border contract term sheet.

Programme Structure

Day 1: Legal Architecture of International Commercial Contracts

Which law and rules will govern the deal, and who decides?

- Party Autonomy and Choice of Governing Law
- HCCH Principles on Choice of Law in International Commercial Contracts
- UNIDROIT Principles as Chosen Rules of Law
- Jurisdiction Clauses Versus Arbitration Agreements
- Legal Risk Map for a Cross-Border Deal

Day 2: International Sale of Goods Under the CISG

How does the CISG shape formation, performance and remedies?

- CISG Scope, Application and Exclusion
- Offer, Acceptance and Battle of the Forms
- Conformity of Goods, Notice and Examination
- Fundamental Breach, Avoidance and Damages
- Incoterms Rules and the Passing of Risk

Day 3: Risk Clauses for Cross-Border Deals

Which clauses protect the deal when circumstances change?



- ICC Force Majeure Clause: Long and Short Forms
- Hardship, Renegotiation and Adaptation
- Sanctions and Export Control Clauses
- Currency, Price Adjustment and Payment Terms
- Documentary Credits Under UCP 600 and Demand Guarantees Under URDG 758

Day 4: International Arbitration and Enforcement

Where and how will a dispute be decided, and can the award be enforced?

- Drafting the Arbitration Agreement: Seat, Rules, Language
- Institutional Rules Including the ICC Arbitration Rules
- UNCITRAL Model Law and the Role of the Seat
- New York Convention Recognition and Enforcement
- Multi-Tier Clauses: Negotiation, Mediation and Arbitration

Day 5: Applying International Commercial Contracts Strategy

Is the cross-border contract term sheet ready for negotiation?

- Applying the Day 1 Legal Risk Map to a Live Deal
- Testing Day 3 Risk Clauses Against a Disruption Scenario
- Checking the Day 4 Arbitration Clause for Enforceability
- Negotiation Simulation With a Foreign Counterparty
- Completing the Cross-Border Contract Term Sheet

Methodology

The programme uses case analysis of cross-border supply, distribution and engineering contracts. Participants mark up clauses, compare uniform rules with contract wording, and run a negotiation against a counterparty from a different legal tradition.

- Suggested activity: Deciding whether to exclude the CISG from a long-term supply agreement.
- Suggested activity: Adapting the ICC hardship clause to a fixed-price contract.
- Suggested activity: Redrafting a defective arbitration clause so an award can be enforced.

Capstone Output

Each participant completes a cross-border contract term sheet for a current or planned deal. It sets out governing law and uniform rules, trade and payment terms, risk clauses, the dispute route and fallback positions, and is used to brief negotiators and external counsel.



Frequently Asked Questions

Is international commercial contracts training suitable for experienced negotiators?

Yes. It is set at advanced level and assumes experience negotiating commercial agreements, though no formal legal qualification.

Which instruments does the international commercial contracts programme rest on?

It rests on the CISG, the UNIDROIT Principles, the ICC model clauses and the New York Convention.

How is the term sheet from international commercial contracts training used at work?

You can use it to brief negotiators, instruct external counsel and check a draft before signature.

How does international commercial contracts training differ from a trade logistics course?

It addresses the legal structure and dispute route of the deal, not shipping logistics.