

The Passionate Shepherd

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SYNOPSIS: Legal English for ILEC MODULE 1

1. Common law, civil law, penal law-comparison and contrast.
2. Types of law. Types of courts in the common-law and Bulgarian jurisdiction.
3. Persons in the court. Documents in court.
4. Legal Latin and the plain-language movement. Legalese stylistics.
5. Career in the law. Legal practitioners. Studying law. Law firm structure. Practice areas. Law firm culture.
6. Five characteristics of a corporation/company.
7. Types of business organizations and liability. Company formation. The constitutional documents of a company. Documents required for formation and operation.
8. Management roles. Directors' duties. The duty of care and the fiduciary duty. Company health.
9. Company types. Advantages and drawbacks in terms of liability, capital contributions, and management.
10. The sole proprietorship. The general partnership. The limited partnership. The private limited company (Ltd). The public limited company (PLC). Comparison with Bulgarian business entities.
11. Company capitalisation. Share capital. The issuance of securities. Types of shares. Pre-emption rights. A rights issue. Loan capital. Debentures. Fixed charge and floating charge. Treasury shares (acquisition of own shares).
12. Shareholders and supervisory boards. The two-tier system in the Germanic countries. Advantages and pitfalls.
13. Fundamental changes in a company. Constitutional amendments. M&A. Consolidation. Sale of substantially all assets. Acquisition of controlling shares. Liquidation.
14. Hostile and *bona fide* takeovers. Defenses to hostile bids.
15. Spin-offs. Types of spin-offs: split-offs and split-ups. The motivation behind. Tax implications. Shareholder rights.
16. Contract formation. The formula. Essential terms. Enforceable contracts. Attacking the validity of a contract. Third-party enforceable rights. Assignment of rights. Delegation of duties.
17. Contract clauses. Acceleration, Assignment, Confidentiality, Consideration, Force Majeure, Liquidated damages, Parol Evidence, Severability, Termination, Payment of costs.
18. E-contracts. Advantages and disadvantages.
19. Remedies. Non-monetary relief. Expectation (benefit-of-the-bargain) damages. General (actual) damages. Special (consequential) damages. Reliance damages. Restitution damages. Liquidated (stipulated) damages. Punitive (exemplary/vindictive) damages. The foreseeability rule and mitigation.
20. Legal correspondence. Standards of professionalism. Standards of textuality. Brevity and accuracy. Structure and layout. Retainer agreements. Formal and informal informative memos. Letters of advice. Follow-up email. Briefs to clients and colleagues.
21. Assignment and third-party rights. Privity. Third-party beneficiary contracts. Enforceable rights. Intended and incidental beneficiaries. Transfer of rights vs transfer of duties. Assignment and delegation. Assignor, assignee. Delegator, delegate(e). Obligor, obligee.
22. Novation. Distinguishing assignment from novation. Third-party rights.
23. Legal rhetoric. Argumentative speaking and writing. Logos, mythos, ethos, pathos. Verbal and non-verbal behaviour. Figures of speech.