

Contents

Preface	7
1. Introduction	9
2. Legal Drafting Steps	11
2.1 Outline Document Structure	11
2.2 State the Obligations or Rights	11
2.3 Drafting Process	12
3. Principles of Legal Drafting	14
3.1 General Principles of Good Writing	15
3.1.1 Sentences	15
3.1.2 Verbs	19
3.1.3 Word Choice	23
3.2 Specific Principles of Legal Drafting	30
3.2.1 Interpretation	31
3.2.2 Third Person Singular and Present Tense	34
3.2.3 Conditions, Exceptions and Provisos	35
3.2.4 Clauses or Provisions	38
3.2.5 Coode's Rule	38
3.2.6 Expressions of Time	41
3.2.7 Words and Phrases	42
4. Standard Legal Drafting Format	56
4.1 Document Format	57
4.1.1 Opening — Date of Agreement	58
4.1.2 Opening — Names and Addresses	59
4.1.3 Background	60
4.1.4 Linking Opening or Background, and Operative Provisions	62
4.1.5 Operative Provisions — Definitions	62
4.1.6 Operative Provisions — Heart of Agreement ..	65
4.1.7 Schedules	66
4.1.8 Closing — Concluding Clause	67
4.1.9 Closing — Signature Block	68
4.2 Document Provisions	69
4.2.1 Primary or Main Commercial Provisions	71
4.2.2 Secondary, or Other Commercial and Legal Provisions	76

Contents

4.2.3 Tertiary, or Boilerplating and Miscellaneous Provisions	90
Appendix I Document Design	101
1. Alignment	101
2. Bulleting	102
3. Colour	102
4. Emphasis	103
5. Graphics	104
6. Headings	105
7. Indentation	105
8. Margins	106
9. Numbering	106
10. Page Breaks	109
11. Spacing	109
12. Typeface	110
Appendix II Punctuation	113
1. Apostrophe [']	114
2. Bracket [[]]	115
3. Capitals	115
4. Colon [:]	117
5. Comma [,]	117
6. Dash [- or —]	119
7. Full Stop [.]	119
8. Hyphen [-]	120
9. Parentheses [()]	121
10. Quotation Marks [" "] [' ']	121
11. Semi-Colon [;]	122
Appendix III Recommended Familiar Words and Short Phrases	123
Appendix IV Replacement of Latin Terms	129
Appendix V Specimen Contracts	137
1. Confidentiality Agreement	137
2. Employment Agreement	139
3. Joint Venture Agreement	141
4. Loan Deed	143
5. Partnership Agreement	146
Bibliography	153