

BRITISH LEGAL CENTRE

General Legal English Course Lesson 6

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PART 1

Contract drafting

The screenshot shows the website for the British Legal Centre. The URL is <https://www.british-legal-centre.com/set/contract-and-legal-document-drafting-course>. The page features a navigation menu with links for Home, Test your English, Teachers, Services, About Us, Payment, Articles, and Contact Us. The British Legal Centre logo is prominently displayed, along with contact information: Test Your English, +44 208 144 6440, and Sign In / Register. A search bar is located in the top right corner.

The main content area is titled "CONTRACT AND LEGAL DOCUMENT DRAFTING COURSE". On the left, there is a sidebar menu with the following items: Learn the Basics, Courses by area of Law, Legal Writing Courses, Legal Writing Course, Persuasive writing for lawyers, Contract and Legal Document Drafting Course (highlighted), and Cambridge University Legal English Certificate (ILEC).

The main content area features a video player showing a hand signing a document. The video player has a play button in the center. Below the video, there is an "OVERVIEW" section. The text reads: "The course teaches the essential skills of writing clear documents and contracts, explaining essential legal vocabulary and phrases, including Latin and old Norman French." Below this, it states: "This is a 15-unit, interactive, online course, covering both drafting skills and the key elements of English contract law and terminology. The course includes the drafting, use and legal effect of basic contracts, non-competition..."

At the bottom left, there is a "BUY THE COURSE" section. It includes a button for "ORDER A FREE TRIAL LESSON" and a link for "Contract and Legal Document Drafting Course". Below this, there is a dropdown menu for "Choose course type and pricing".

DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

The word “shall” was invented by the Anglo-Saxons in the early stages of the development of their language – the earliest form of ‘English’.

Because there were far fewer words in the language than there are now, the word ‘shall’ was used in five different situations and has five different meanings. In legal writing our intention is to be as clear as possible, which is difficult to achieve when using a word with five different meanings.



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DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

Shall is frequently over-used in legal texts and can lead to unclear writing. Alternatives can be used depending on the context.



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DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

1. Imperative

The Tenant **shall pay** the Rent to the Landlord on the first Monday of each calendar month.



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1. Imperative

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The Tenant **must pay** the Rent to the Landlord on the first Monday of each calendar month.

If you are intending to impose an imperative obligation, the modern word is 'must'.



DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

2. Future

This notice to quit **shall expire** on the 31 December 2007.



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This notice to quit **shall expire** on the 31 December 2007.

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2. Future

This notice to quit **shall expire** on the 31 December 2007.

This notice to quit **expires/will expire** on the 31 December 2007.

If the text is referring to the future, then use either **'will'**, or the **present simple**.



DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

3. Giving a right

The employee **shall have** 5 weeks holiday a year.



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The employee **shall have** 5 weeks holiday a year.

The employee **is entitled to** 5 weeks holiday a year.



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3. Giving a right

The employee **shall have** 5 weeks holiday a year.

The employee **is entitled to** 5 weeks holiday a year.

If the text is aimed at giving a right to someone/something, use – '**is entitled to**', or '**will be entitled to**'.



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4. Giving a discretion

The trustees **shall use** the fund in any manner that they consider fit.



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DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

4. Giving a discretion

The trustees **shall use** the fund in any manner that they consider fit.

The trustees **may use** the fund in any manner that they consider fit.



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DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS

4. Giving a discretion

The trustees **shall use** the fund in any manner that they consider fit.

The trustees **may use** the fund in any manner that they consider fit.

If the document is required to grant a discretionary power to someone, or something, use '**may**'.



DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS - EXERCISE

Let's look at a short exercise together:

1. The purchase price **shall** be \$125,000.
2. Each corporate officer **shall** sign the agreement in the space provided.
3. The Secretary **shall** be reimbursed for all expenses incurred in connection with the Project.



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The Secretary **is entitled** to be reimbursed for all expenses incurred in connection with the project.



DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS - EXERCISE

Here are some more:

4. Escrow Agent **shall** be entitled to receive an annual fee in accordance with standard charges for services to be rendered hereunder.
5. Each member **shall** have the right to sell, give, or bequeath all or any part of his membership interest to any other member without restriction of any kind.



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DELETE EVERY 'SHALL' FROM FORMAL LEGAL DOCUMENTS - EXERCISE

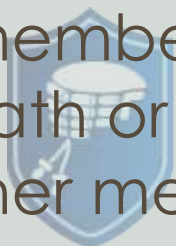
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PART 2

Grammar

Avoid Compound prepositions



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PREPOSITIONS

Compound Prepositions

The second problem with legal prepositions is that we often use Compound prepositions, which are longer, more complex and often fancier versions of regular prepositions. Here are some of the worst but they are amongst the most frequently used:

in order to
for the purpose of
with reference to
in connection with
with regard to

in the event of
on account of
by means of
in conjunction with
with a view toward



PREPOSITIONS

If you want to sound stuffy and stiff, sprinkle these throughout your writing.

They sound very formal and very pompous:

We prepared the interrogatories in conjunction with the Puccini matter hastily, in order to meet the discovery deadline.

In this sentence, '*in conjunction with*', and '*in order to*', serve no purpose but to make the sentence longer and more formal.

Simplify them:

We prepared the interrogatories for the Puccini matter hastily to meet the discovery deadline.



PREPOSITIONS

Here's another simple message with compound prepositions:

The partner said she wanted to discuss something with me in connection with my legal memo with a view toward improving my writing.

For writing that moves – that flows – cut out the compound prepositions:

The partner said she wanted to discuss something with me about my legal memo, so I could improve my writing.



PREPOSITIONS

As I said earlier: Using too many compound prepositions makes the writing very formal, very pompous, difficult to follow and increases the number of words in the sentences. Avoid it whenever possible.



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PREPOSITIONS - EXERCISE

Replace the words in red with one word that keeps the same meaning in the sentence:

The explosion could be heard **as far as**five kilometers away.

We have five dogs **in addition to**two cats.

It's his habit to doze off **in front of**the television.

They continued with their search and rescue mission **in spite of**the bad weather.



PREPOSITIONS - EXERCISE

Replace the words in red with one word that keeps the same meaning in the sentence:

The explosion could be heard **from** five kilometers away.

We have five dogs **in addition to**two cats.

It's his habit to doze off **in front of**the television.

They continued with their search and rescue mission **in spite of**the bad weather.



PREPOSITIONS - EXERCISE

Replace the words in red with one word that keeps the same meaning in the sentence:

The explosion could be heard **from** five kilometers away.

We have five dogs **and** two cats.

It's his habit to doze off **in front of**the television.

They continued with their search and rescue mission **in spite of**the bad weather.



PREPOSITIONS - EXERCISE

Replace the words in red with one word that keeps the same meaning in the sentence:

The explosion could be heard **from** five kilometers away.

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PREPOSITIONS - EXERCISE

Replace the words in red with one word that keeps the same meaning in the sentence:

The explosion could be heard **from** five kilometers away.

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They continued with their search and rescue mission **despite** the bad weather.



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PART 3

Legal Vocabulary

Latin legal words



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LEGAL LATIN

When the Romans left Britain, in the 5th century A.D., the schools, which they had opened, very quickly closed down. Within 70 years there were very few people left on the island that knew how to read or write, other than the priests. So they made the priests the lawyers. The priests wrote and spoke in Latin. So Latin became an essential part of legal English. Their phrases have become 'Terms of art' – That is they have a specific legal meaning.

We will look at 25 more words and phrases in this lesson.



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LEGAL LATIN

Ipso facto: by that very fact or act.

Jus: a law or right.

Locus standi: the legal right to bring an action or challenge some decision. For example, 'the court rejected her application. It ruled that she had no locus standi to make an application in these proceedings'.

Mea culpa: my fault.

Modus operandi: a way of doing something. For example, 'his modus operandi was fascinating to watch'.



LEGAL LATIN

Mutatis mutandis: 'that having been changed which had to be changed' or 'with the necessary changes'. The phrase is used in contracts to indicate that a stipulation contained in one clause should also be applied in another part of the contract once the necessary changes have been made.

Obiter dictum: a remark made in passing. Something said by a judge while giving judgment that was not essential to the decision in the case but which may be of persuasive authority in future cases. For example, 'the judge said obiter that there was some authority for the defendant's argument'.



LEGAL LATIN

Pace: despite.

Pari passu: in equal step. This term is often seen in venture capital term sheets, and indicates that one series of equity will have the same rights and privileges as another.

Per annum: for each year. For example, 'the director earned £250,000 per annum before tax'.

Per capita: for each person.



LEGAL LATIN

Per se: by or in itself. For example, 'the government is not opposed to further European integration per se, but it does have certain concerns about the manner in which it is done'.

Persona non grata: a person who is not welcome somewhere.

Per stirpes: among families. Used by lawyers in connection with the distribution of inheritance.

Post eventum : after the event.

Post mortem: after death. A noun to describe the process of clinical investigation of a dead body.



LEGAL LATIN

Prima facie: on the face of things; accepted as so until proved otherwise. For example, 'prima facie you appear to have a reasonable case, although I will need further information before giving an informed opinion on its merits'.

Pro tanto: only to that extent. For example, 'the judge made an order that payments should be made for a period of one year, pro tanto'.



LEGAL LATIN

Restitutio in integrum: restoration to the original position that existed before the events which triggered legal proceedings (re damages).

Sine die: (of proceedings) adjourned indefinitely.

Sine qua non: without which, not. Used to refer to anything indispensable, and without which another cannot exist.



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LEGAL LATIN

Stet: let it stand or do not delete; cancels an alteration in proofreading; dots are placed under what is to remain.

Sub judice : being considered by a court of law and therefore not to be publicly discussed elsewhere.

Sub rosa: literally ‘under the rose’: used to describe something that is occurring but not on an official basis.



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LEGAL LATIN

Sui generis: unique, of its own kind.

Ultra vires: beyond the powers. This describes an act by a public authority, company or other body which goes beyond the limits of the powers that it has.

Well that's enough for one lesson. It's difficult to take in more than 20 words at a time and so we will leave the topic for now and return to it later in the course. I recommend that you watch this lesson several times, until you feel comfortable with the phrases and their meaning.



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Thank you for your attention

<https://www.british-legal-centre.com>