



Union Internationale des Avocats
International Association of Lawyers
Unión Internacional de Abogados



**BARREAU
DE
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Advocatenorde

UIA Training Course

Keys to effective drafting of cross-border commercial contracts – A masterclass

Thursday, April 28 & Friday, April 29, 2016



 #UIABrussels

BRUSSELS – BELGIUM

Training course organised by the **UIA Belgium National Committee**

UIA ■ T +33 1 44 88 55 66 ■ F +33 1 44 88 55 77
uiacentre@uianet.org ■ www.uianet.org

INTRODUCTION & GENERAL INFORMATION

The UIA is proud to present this Course which is part of the UIA 2016 Training Courses Programme. The objective of our Training Courses is to provide comprehensive tools in specific and/or specialist areas of the law or in specific projects, by offering advanced-level “master classes” held by outstanding expert trainers.

The UIA aims to provide excellence at reasonable cost, given its non-profit nature and institutional role.

The course is held over 1 day 1/2, with 6 trainers. The sessions will be highly interactive including workshops in small groups. Minimum number of participants: 30 – Maximum number of participants: 50

COURSE VENUE

Ordre Français des Avocats du Barreau de Bruxelles

Salle Marie Popelin - rue de la Régence 63,
1000 Brussels – Belgium

Join the UIA during the training course and benefit from a 50% discount on your membership fee!

Who should attend?

Practicing lawyers as well as legal practitioners and in-house counsels with an interest in the substantive and procedural aspects of cross-border contracts, taking into account the differences between Anglo-Saxon and Civil Law concepts, and looking for specialty courses to improve their skills. Participants are expected to possess a level of English sufficient in order to follow specialist presentations made in English.

Working language

The sessions will be held in **English without simultaneous translation**.

Accreditation of courses

Every participant attending the 1 day 1/2 Training Course programme will receive a “Certificate of Attendance” at the end of the Course that may be used for obtaining “Credits” for “Continuing Legal Education” - “Continuing Professional Development” purposes, depending on national rules. For more information, please contact the UIA.

For members of Belgian Bars: accreditation by the OBFGB and the OBV is pending.

REGISTRATION FEES

	UIA Member		Non Member	
	<= 28.03.2016	> 29.03.2016	<= 28.03.2016	> 29.03.2016
STANDARD REGISTRATION <i>Amounts exclusive of VAT</i>	€ 150*	€ 200*	€ 200*	€ 250*

*** The VAT (21%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. If you have an EU VAT ID-number the reverse charge system will be applied.
For more information, please contact the UIA**

These fees cover participation in the Course, coffee breaks, Welcome Cocktail on Wednesday, April 27, lunch on Thursday, April 28, as well as the documentation. Please note that the number of places in this Training Course is limited. The maximum number of participants is 50. Since we expect this training programme to fill up quickly, if you are interested, we suggest that you register immediately and benefit of the lower rate. Applications will only be processed upon receipt in full of the registration fees. Admission will be on a first come - first served basis. The organisers reserve the right to refuse admission in the event of excess applications.

HOTEL RESERVATION

Each participant should make his/her own arrangements for hotel accommodation in Brussels. The venue is located near to the Law Courts of Brussels. A few hotel suggestions nearby are:

- Hotel NH Brussels Du Grand Sablon - <http://www.nh-hotels.fr/hotel/nh-brussels-du-grand-sablon>
- Hotel NH Brussels Stéphanie - <http://www.nh-hotels.com/hotel/nh-brussels-stephanie>

THE TRAINING TEAM



Prof. Fabio BORTOLOTTI,
Buffa, Bortolotti & Mathis
Turin, Italy
E f.bortolotti@bbmpartners.com

Fabio Bortolotti was admitted to the Torino bar in 1980. He is partner of the law offices Buffa, Bortolotti & Mathis. Studi legali Associati, Torino (www.bbmpartners.com) and also Chairman of the Commission on Commercial Law and Practice (CLP) of the International Chamber of Commerce (ICC). He has chaired several ICC task forces which have prepared the ICC model contracts on international commercial agency, distributorship, franchising, sale of goods, occasional intermediaries (non-circumvention & non-disclosure agreement), selective distribution, M&A (Share purchase agreement), turnkey supply of an industrial plant, trademark license, transfer of technology contracts.

Member of the ICC Commission on International Arbitration. Member of the ICC Commission on competition. Member of the Council of the ICC Institute of World Business Law. Member of the ICC Italia and of the Italian Arbitration Association. Member of the Council and vice-chair of ICC Italia.

Member of the following associations: Union Internationale des Avocats (UIA); International Bar Association (IBA); Deutsche Institution für Schiedsgerichtsbarkeit E.V. (DIS); Inter-Pacific Bar Association (IPBA); Association Suisse de l'Arbitrage (A.S.A.).

Member of the scientific committee of the Italian Arbitration Association (AIA). President of the International Distribution Institute (IDI) and country expert for Italy. Accredited mediator, Center for Effective Dispute Resolution (CEDR). He has acted and is at present engaged as arbitrator or counsel in several international and domestic arbitrations.



Milagros POAL-MANRESA CANTARELL
Centell-Folch Abogados Asociados
Barcelona, Spain
E poal-manresa@centell-folch.com

Milagros Poal-Manresa Cantarell is a Partner of the law firm CENTELL-FOLCH, ABOGADOS (Barcelona, Spain) since 2010. She deals with a range of contract law, international commercial contracts, distribution, agent, franchise, sales, fashion law, E-commerce, due diligences, property transactions, both freehold and leasehold. She is an expert in transactional work, and possesses significant expertise in leases, construction and real estate. His expertise covers judicial proceedings including, among others claims for payment and disputes arising from breaches of contract.

Civil liability: sale and purchase of businesses, financing transactions, defects in construction projects, indemnities regarding agency, distribution and franchise agreements. She has been involved in several cases concerning national and international distribution, franchise and agency agreements; product liability and defense against class actions; protecting interests in protection of intellectual property rights.

Member of the board of directors in several Associations and Non Profit Entities (both locally and internationally).

Member of the Barcelona Bar Association (ICAB). Milagros is the President of the contractual law of the UIA (International Association of Lawyers), and is also actively collaborating with other commissions (Fashion Law, International sales of goods, Data protection). She participates in several numbers of training courses as a formal speaker locally and internationally.



Prof. Jean-François TOSENS
Strelia, lecturer ("maître de conférences invité") at the faculty of law of the Université Catholique de Louvain (UCL) in national and international arbitration law
Brussels, Belgium
E jean-francois.tossens@uclouvain.be

Jean-François Tossens was admitted to the Brussels Bar in 1989. He was a founding partner of Strelia in January 2013.

National and international commercial arbitration forms an important part of his practice. Jean-François Tossens regularly acts as counsel, president of the arbitral tribunal or arbitrator in ICC, CEPANI or ad hoc arbitral proceedings.

Apart from his activities as a lawyer, Jean-François Tossens is a lecturer ("maître de conférences invité") at the faculty of law of the Université Catholique de Louvain (UCL) in national and international arbitration law and the author of various publications on corporate law and financial law and on arbitration.

He is a member of the arbitration committee of the ICC in Paris and board member of ICC Belgium as well as of Francarbi. He is co-editor in chief of the Belgian Law Review for Arbitration, *b-Arbitra*.



Prof. Marcel FONTAINE

The faculty of law of the Université Catholique de Louvain (UCL)

Brussels, Belgium

E marcfontaine@skynet.be

Marcel Fontaine is Professor emeritus at the Université Catholique de Louvain (UCL) Law School, where he has taught the law of obligations, international contracts and insurance.

He has been the chairman of the Working Group on International Contracts for seventeen years and is the co-author, with Filip De Ly, of *Drafting International Contracts - An Analysis of Contract Clauses* (the book has also been published in French, Italian and Spanish). He was a member and reporter of the Working Group which prepared the three successive editions (1994, 2004, 2010) of the *Unidroit Principles of International Commercial Contracts*. As an expert, he has prepared a draft Uniform Act on the Law of Contrats for the 17 African countries of OHADA.

Professor Fontaine is active in arbitration, most often as chairman of the Tribunal, and a member of several arbitration institutions or associations. He has been Visiting Professor or Lecturer in several other Universities and has published extensively on the law of contracts (domestic, comparative and international) and the law of insurance.

Marcel Fontaine is Honorary President of the International Insurance Law Association (AIDA) and doctor honoris causa of the Universities of Bourgogne, Geneva, Paris Panthéon-Sorbonne and Montpellier.



Prof. Jean-Paul VULLIÉTY

LALIVE, Ordinary Professor, Law of Contracts and International Business Law, University of Geneva

Geneva, Switzerland

E jpvulliety@lalive.ch

Professor Jean-Paul Vulliétty joined LALIVE as a partner in 1998. He has vast experience as an adviser in international commercial contracts subject to Swiss or foreign laws or subject to international conventions (e.g. the Vienna Convention on Sale of Goods), including sales, agency, distribution, license, franchising, security, shareholder and joint venture agreements, and merger and acquisitions. His expertise in corporate and commercial law matters and dispute resolution encompasses a wide range of sectors including life sciences and biotechnology, pharmaceutical, luxury goods, transport (aviation and rail), energy (in particular oil & gas), commodities, construction and infrastructure projects and real estate transactions.

Professor Vulliétty has also acted for many years as counsel and arbitrator in international arbitration proceedings under all the main rules of international arbitration (including UNCITRAL, ICC and Swiss Rules).

Professor Vulliétty has held several academic positions including at the University of Louvain. He is currently full professor of business law at the University of Geneva, where he also sits on the board of the Geneva University Master in International Trading and Shipping. He serves as the Swiss correspondent of the Belgian *Revue de droit international et de droit comparé*. He is also a member of the ICC's Institute of world business law, and has taken over the chairmanship of the Civil and administrative law Commission of the Geneva Bar.



Suzanne MARGOSSIAN

Full professor at faculty of Economics, United Pharmaceuticals

Paris, France

E s.margossian@novalac.com

From 1995 to 2006: Professional practice as "Avocat" at the Bar of Paris, France

Since 2006: Head of Legal Department of United Pharmaceuticals, Paris, France, (Novalac)

2016: General Counsel and Head of Legal Department of UP International, Geneva, Switzerland (Novalac)

Main activities: International Contracts, Distribution, International Sale of Goods, Health Products, Corporate Law, National and International Employment Law.

Professional Societies: Member of the Administrative Council of the Association des Juristes Français et Allemands (AJFA), Member of Avocats Conseils d'Entreprise (ACE), Member of the Union Internationale des Avocats (UIA), Member of the Association des Juristes d'Entreprise Français (AFJE).

Education: CAPA (Paris Bar Exam), Maîtrise in Private Law (Université Paris II), Trade and Languages at the Benedicte School-Dortmund (Germany).

PROGRAMME

Wednesday, April 27, 2016

Welcome Cocktail – *Venue to be confirmed*

Thursday, April 28, 2016

DAY 1 - Drafting

08:30 – 09:00	REGISTRATION OF PARTICIPANTS
	<u>MORNING: GENERAL PRINCIPLES CROSS-BORDER CONTRACT DRAFTING IN PRACTICE</u>
09:00 – 09:10	WELCOME AND INTRODUCTION Marie-Anne BASTIN , <i>DS Avocats, Chairperson of the Belgian National Committee of the UIA</i> Nicole VAN CROMBRUGGHE , <i>LVP LAW, Chief Editor of the Juriste (UIA)</i>
09:15 – 10:15	TOOLBOX <ul style="list-style-type: none">- Specific features of cross-border agreements and drafting techniques: possible use of international standards - Importance of cultural and legal differences: Anglo-Saxon .v. Civil Law concepts- Strategic use/best drafting of boilerplate clauses for international contracts - Focus on selected critical issues, such as termination, change of control clauses etc.
10:15 – 12:15	WORKSHOPS (including coffee break) <ul style="list-style-type: none">- Drafting key clauses in typical international commercial agreements: Services agreement / Memorandum of Understanding
12:15 – 12:45	Plenary discussion
12:45 – 14:00	LUNCH
	<u>AFTERNOON: DRAFTING CROSS-BORDER DISTRIBUTION AGREEMENTS</u>
14:00 – 15:00	TOOLBOX <ul style="list-style-type: none">- Basic features and structure of distribution agreements- Drafting strategy – problematic/risky clauses- Impact of EU law and in particular of EU antitrust (no export prohibitions, price fixing, etc.)
15:00 – 17:00	WORKSHOPS (including coffee break) <ul style="list-style-type: none">- Presentation and discussion of a satisfactory versus an unsatisfactory (template) distribution agreement
17:00 – 17:30	Plenary discussion
20:00	INFORMAL DINNER – <i>Venue to be confirmed onsite by the local Committee</i>

Friday, April 29, 2016

DAY 2 - Applicable law and methods of dispute resolution

09:00 – 10:30	TOOLBOX <ul style="list-style-type: none">- Choice of law: overview of the pros and cons of the various options- Dispute resolution: Choosing the appropriate approach to resolving disputes (Domestic courts - Alternative dispute resolution mechanisms)- Negotiating and drafting a dispute resolution clause
10:30 – 10:45	COFFEE BREAK
10:45 – 12:30	SELECTED ISSUES <ul style="list-style-type: none">- Pathological arbitration clauses and schemes- Relevance of the seat of arbitration- Emergency arbitration and interim measures- Enforcement

Bringing together the world's lawyers

For over 85 years, the Union Internationale des Avocats (UIA International Association of Lawyers) has been defending the legal profession and facilitating international contacts, cooperation and the exchange of knowledge among lawyers, while respecting their cultural and professional diversity.

Today, the UIA brings together several thousand members – lawyers or law professionals – and hundreds of bars, federations and associations.

Join the UIA and become a member of the world's strongest network of lawyers!

- You will participate in the work of the UIA Commissions in Business Law, Human Rights and General Practice and share your experience with that of professionals from over 110 countries.
- You will also be able to join forces with the UIA, which, each year, provides its support to lawyers who cannot freely practise their profession. Everywhere in the world where rights of defence are threatened or the proper administration of justice is hindered, the UIA will make your voice heard.

www.uianet.org

CANCELLATION CONDITIONS

All cancellations will be subject to a 50% deduction and will have to be sent in writing, to be received by the Union Internationale des Avocats **no later than March 28, 2016**. No refund will be made for cancellations received after this date.

VISAS: Anyone who requires a visa invitation letter in order to attend the training course should register and pay their registration fees **no later than March 28, 2016** to ensure there is enough time to obtain a visa.

All cancellations due to a visa refusal will be refunded in full, minus €50 + VAT to cover administrative costs, provided that the UIA has received the registration documents and **total** registration fees **no later than March 28, 2016**.

If you register after this date, only 50% of the amount paid minus €50 + VAT to cover administrative costs will be refunded for cancellations due to visa refusals.

All cancellations due to a visa refusal must be sent in writing and reach the UIA **before the training course**. Cancellations must be accompanied by a **proof of visa refusal**.

If your visa is issued after the training course date or if you do not have proof of visa refusal, you will not be entitled to a refund.

GENERAL CONDITIONS

All registrations received by the Union Internationale des Avocats (UIA) along with the full payment of fees corresponding to the events selected will be confirmed in writing.

Due to the European legislation (Directive 2006-112-CE art.52), the UIA has to invoice the amount including the VAT currently at 21 %. However, you can deduct the VAT through your local fiscal administration.

The UIA reserves the right to cancel or postpone the training course to a later date, change the training course venue and/or programme, make any corrections or modifications in the information published in the training course programme and cancel any invitation to participate in the training course, at any time and at their entire discretion, without having to provide any reasons for the same.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature, suffered (directly or indirectly) by a delegate, accompanying person or a third party following any cancellations, changes, postponements or modifications.

The UIA strongly advises participants to subscribe to modifiable and/or refundable services, as well as to take out a cancellation insurance.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature whatever, suffered (directly or indirectly) by a delegate or accompanying person, except in case of death or personal injury due to gross negligence by the UIA. The contractual relations between the UIA and each participant (delegate or accompanying person) in relation to the training course are subject to French law and jurisdiction, to the exclusion of any other law. Paris is the city of jurisdiction.

FORMALITIES

It is the responsibility of participants to ensure compliance with police, customs and health formalities for their journey. Participants unable to take part in the training course because of their inability to take a flight or any other means of transportation due to being unable to provide the documents required (passport, visa, vaccination certificate, etc.) cannot claim any reimbursement.

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UIA Training Course

Keys to effective drafting of cross-border commercial contracts – A masterclass

Thursday, April 28 & Friday, April 29, 2016

BRUSSELS – BELGIUM

REGISTRATION FORM

Register online at www.uianet.org
or please complete and return this form by email, fax or post, to:

UNION INTERNATIONALE DES AVOCATS
25 rue du Jour, 75001 Paris, FRANCE
Tel: +33 1 44 88 55 66 / Fax: +33 1 44 88 55 77 / Email: uiacentre@uianet.org



Register online!

UIA INDIVIDUAL MEMBERS

Please specify your membership number (Please check your membership card or membership fees):

MI _____

Family Name:

First Name:

Firm:

Address:

Post Code:

City:

Country:

Tel:

Fax:

Email:

Date of Birth:

EU VAT ID-number:

Special requests (special diet, allergies, handicap...):

A. TRAINING COURSE REGISTRATION FEES

	UIA Member		Non Member	
	<= 28.03.2016	> 29.03.2016	<= 28.03.2016	> 29.03.2016
STANDARD REGISTRATION <i>Amounts exclusive of VAT</i>	€ 150*	€ 200*	€ 200*	€ 250*

* The VAT (21%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. If you have an EU VAT ID-number the reverse charge system will be applied. For more information, please contact the UIA

B. SOCIAL ACTIVITY

Please indicate below whether you plan to attend the following event included in the registration fees:

- Welcome cocktail – Wednesday, April 27, 2016
- Lunch – Thursday, April 28

C. TOTAL

TOTAL (A) Excl. VAT – Registration Fees: €
VAT if applicable (21%)*: €
TOTAL (A + VAT): €

* The VAT (21%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. If you have an EU VAT ID-number the reverse charge system will be applied. For more information, please contact the UIA

D. COMMITMENT

I undertake to attend the entire 1 day ½ programme.

A “certificate of attendance” will be delivered to all participants who will attend the entire course.

E. CANCELLATION & GENERAL CONDITIONS

I, the Undersigned, confirm that I have read and accepted the **cancellation conditions** as well as the **general conditions** given on **page 6** of the registration programme. My registration will only be taken into account on receipt of the payment.

Participants are aware that their image and/or voice may be photographed, recorded or filmed throughout the duration of the training course. They hereby assign to the UIA, with the signature of this form, the right to exploit, reproduce and disseminate the images and recordings by all means, both known and unknown, using all media, for an unlimited term and free of charge.

F. METHOD OF PAYMENT

- ♦ By cheque in € - drawn in a French bank - payable to the UIA, addressed to: UIA - 25 rue du Jour – 75001 Paris – France
- ♦ By Bank transfer in € - without charges to the payee – in favour of the Union Internationale des Avocats, quoting "**Brussels 2016**", to the following bank and account:

Société Générale – Paris Elysées Entreprise
91, avenue des Champs Elysées – 75008 Paris - France
BIC / SWIFT: SOGEFRPP
IBAN: FR76 3000 3033 9200 0503 4165 164

- ♦ By credit card: Visa Mastercard

Card N°: _ _ _ _ _

Expiry date: _ _ / _ _ 3 Digits: _ _ _

Name of card holder:

I authorise the Union Internationale des Avocats to debit the above mentioned credit card in the amount of: € (Euros).....

Date:/...../..... Signature: