

# NEGOTIATING, DRAFTING AND UNDERSTANDING INTERNATIONAL JOINT VENTURE AGREEMENTS

22-23 April 2009 (London)

13-14 October 2009 (London)

An intensive two-day conference focusing on the strategic, commercial, financial and legal issues crucial to the success of joint ventures. Course covers:

- How to identify the driving forces behind international joint venture and collaboration formation
- The correct selection criteria for international partners
- The best method of valuation
- How to negotiate and structure a watertight agreement
- How to deal with any intellectual property rights in the joint venture business
- How to assess the possibility of competition law compliance problems and how to deal with them
- The intricacies of taxation and other financial issues

## Presenters

**Edzard Clifton-Dey**, Associate, Eversheds LLP

**Jimmy Desai**, Partner, Blake Lapthorn

**Sarah Garvey**, PSL Litigation Counsel, Allen & Overy LLP

**Peter Howson**, Director, AMR International, London

**Nelson Jung** Associate, Clifford Chance LLP

**Rebecca Kelly**, Commercial Lawyer, Attree & Co

**Cedric Popa**, Partner, Deloitte Belgium

**Allyson Stewart-Allen**, Director, International Marketing Partners Limited, London

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25 February 2009



*'The trainers were experts in their fields,  
experienced with good presentation skills.'*

Georgia Matthalopoulou, EDF Eurobank Ergasias

## Conference presenters

**Edzard Clifton-Dey** is a dual qualified (Anglo-German) Associate at Eversheds Human Resources Practice Group in London. He has specialised in employment and labour law for over ten years and has a particular expertise in cross-border projects and international project management, involving the co-ordination of advice on employment law issues across multiple jurisdictions.

**Jimmy Desai** is a Partner in the Commercial, Technology & Intellectual Property Department of Blake Laphorn, one of the leading law firms for advising on UK and international intellectual property and technology law deals. Jimmy has worked for major international clients (such as BT plc) and advised upon, negotiated and completed major high profile intellectual property and technology law deals.

**Sarah Garvey** is PSL Litigation Counsel at Allen & Overy LLP. She has a wide range of experience in both High Court litigation and international arbitration, including disputes regarding aircraft repossession, complex cross border fraud actions, banking disputes, disputes arising out of the sale and purchase of companies, oil and gas disputes and shareholder disputes.

**Peter Howson** is a Director of AMR International. He has so far worked on over 200 due diligence assignments. In addition he has over 25 years of M&A and business development experience gained both in industry and as an advisor.

**Nelson Jung** is an Associate at Clifford Chance, London. He has a range of experience in EU and UK competition and regulation. Nelson's experience includes: mergers and acquisitions (including Phase II investigations); joint ventures; cartels and dawn raids; abuses of dominance; and vertical and horizontal agreements (including distribution agreements) across a wide range of sectors, in particular air transport, retail and service sectors.

**Rebecca Kelly**, a Commercial Lawyer with Attree & Co, advises UK & international clients in relation to international commercial agreements. She has extensive experience in negotiating and drafting joint venture agreements and other complex cross-border commercial agreements that raise comparative law and conflicts of laws issues.

**Cedric Popa** is a partner at Deloitte in Belgium, where he leads the valuation team. He has eight years of valuation experience, of which seven were gained in London. His experience includes valuations of businesses and intangible assets for financial reporting, in litigation and fair value contexts, for tax purposes, and also for commercial / strategic purposes.

**Allyson Stewart-Allen**, Director of International Marketing Partners, is a world authority on international marketing, US business and inter-cultural working. She advises European and US organisations that are growing their presence on either side of the Atlantic.

## Continuing professional development

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## Day one

### 09.00 Registration and coffee

### 09.30 Negotiating a cross-border strategic alliance

- World class negotiating strategies and techniques
- Creative problem solving
- Cross cultural issues
- Communication skills

**Rebecca Kelly**, Commercial Lawyer, Attree & Co

### 10.15 Key legal issues at the pre-contract stage

- Pre-contractual liability in civil and common law
- Types of non-binding documents
- Drafting non-binding documents

**Rebecca Kelly**

### 11.00 Coffee

### 11.15 Drafting the joint venture documentation

- Types of joint venture structure
- Selecting the most appropriate structure
- Negotiating strategy
- Drafting the key elements

**Rebecca Kelly**

### 12.45 Lunch

### 13.45 Strategic planning for successful joint ventures

**Allyson Stewart-Allen**, Director, International Marketing Partners Limited, London

### 14.45 Taxation issues

- Tax implications of the choice of the joint venture entity
- Fiscal consequences of taking over existing entities
- Profit distribution and repatriation
- Avoiding double taxation
- Utilisation of joint venture losses
- Tax consequences of unwinding a joint venture and the disposal of interest

### 15.30 Tea

### 15.45 Cross border employment issues

- What are the key employment issues?
- Implications for transferring staff across borders
- The Acquired Rights Directive
- European, national and local works councils

**Edzard Clifton-Dey**, Associate, Eversheds

### 16.30 Questions and discussion

### 16.45 Close of day one



## Day two

### 09.00 Coffee

### 09.30 Valuation issues

- Reasons to value
- Key valuation considerations
- The participants' input
- Valuation of joint venture equity
- Valuation on exit or disposal
- Risk
- Intangible assets

**Cedric Popa**, Partner, Deloitte Belgium

### 10.15 Carrying out effective due diligence

- What is it? Why do it? How much to do?
- Working with advisers
- Due diligence and contractual protection
- Due diligence and successful joint ventures

**Peter Howson**, Director, AMR International, London

### 11.00 Coffee

### 11.15 Transfer and licence of IPRs

- What are the intellectual property rights?
- Identifying intellectual property rights in the business – due diligence
- Transferring intellectual property rights present in the business
- Commercially exploiting the intellectual property rights transferred

**Jimmy Desai**, Partner, Blake Laphorn Tarlo Lyons

### 12.15 Questions

### 12.30 Lunch

### 13.45 Competition law aspects

- Merger control aspects (EC and multiple national filings)
- Article 81 EC Treaty
- Ancillary agreements

**Nelson Jung**, Associate, Clifford Chance LLP

### 14.45 Tea

### 15.00 Workshop – dispute resolution

- Breach/default/default
- Jurisdiction clauses and governing law
- Courts
- Arbitration
- ADR

**Sarah Garvey**, PSL Litigation Counsel, Allen & Overy LLP

### 16.15 Questions and discussion

### 16.30 Close of conference

## Why you should attend this conference

It is now widely recognised that the best way to exploit new market potential internationally is some form of direct investment. Very often this means collaboration, perhaps with competitors, by way of a joint venture or alliance. In many industries joint ventures are the best, if not the only way of sharing costs, reducing risks and increasing profits.

One of the primary issues is that of risk. This conference will detail all the options available so you can select the level of risk you wish to take and adopt a structure and protection around it.

The international nature of such arrangements subjects collaborations to a number of complex requirements which must be understood by all the parties involved; the partners, their individual management and their professional advisers.

This two-day conference will focus on the commercial, legal and financial aspects which affect the implementation and success, or failure, of international joint ventures and collaboration. The emphasis of the conference will be on practical application of knowledge via case studies and workshops. The panel of speakers are experts in their fields, with sharply focused information and realistic advice.

## Benefits

By attending this seminar, you will learn:

- 1 How to identify the driving forces behind international joint venture and collaboration formation
- 2 The correct selection criteria for international partners
- 3 The best method of valuation
- 4 How to negotiate and structure a watertight agreement
- 5 How to deal with any intellectual property rights in the joint venture business
- 6 To assess the possibility of competition law compliance problems and how to deal with them
- 7 The intricacies of taxation and other financial issues

## Who should attend

- In-house lawyers
- Commercial private practice lawyers
- Managing directors
- Finance directors
- Company secretaries
- Commercial directors and managers
- Business development managers

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