

SEMINAR

NEGOTIATING, DRAFTING AND UNDERSTANDING

INTERNATIONAL JOINT VENTURE AGREEMENTS

22-23 April 2008 • London

8-9 October 2008 • London

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26 February 2008

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



INVESTOR IN PEOPLE



CPD CREDIT

12 hours: Law Society

12 hours: General Council of the Bar

ILEX Approved Training Provider

International joint venture agreements

Seminar presenters

Rebecca Kelly, a Commercial Lawyer with Kelly Estates, advises UK and overseas 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.

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.

Eric Tomsett is an International Tax Partner at Deloitte. He specialises in international tax planning for multinational corporations, international executives and other international investors. He works particularly with international tax problems of financial institutions.

Paul Fontes is a Partner in the Human Resources Group of Eversheds LLP advising on all aspects of employment law. He has considerable experience of advising on the employment aspects of corporate transactions both within the UK and cross border. He also advises on other non-contentious matters, often in an international context.

Cedric Popa is a Director in BDO Stoy Hayward's UK Share and Business Valuation practice. 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.

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.

Jimmy Desai is a Partner in the Commercial, Technology & Intellectual Property Department of Blake Lapthorn Tarlo Lyons, a City firm of solicitors which is well known as one of the leading law firms in respect of advising upon intellectual property and technology law deals.

Natalie Gallego is an Associate at Clifford Chance, London. She has a range of experience in EU and UK competition and regulation, and has worked on UK Competition Commission inquiries. Her experience includes: mergers and acquisitions; joint ventures; cartels; market studies and investigations; and vertical and horizontal agreements (including distribution agreements), across a wide range of sectors.

Sarah Garvey is PSL Litigation Counsel at Allen & Overy LLP. Since joining in 1996 she has worked on a wide range of commercial matters 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.

Continuing professional development

Hawksmere is approved as an external course provider by the Law Society (Law Society reference No. DI/HAWK) and the Institute of Legal Executives (ILEX reference No. ILHAWK). Attending this seminar / conference qualifies you for (12) CPD hours. This event is also accredited by the BAR Council Standards Board. Certificates of attendance will be given to all delegates, so that they may claim appropriate credits in respect of other continuing professional development requirements.

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Hawksmere Membership

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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, Kelly Estates

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

Eric Tomsett, International Tax Partner, Deloitte, London

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

Paul Fontes, Partner, Eversheds LLP

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, Director, BDO Stoy Hayward

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

Natalie Gallego, Associate, Clifford Chance LLP,

14.45 Tea

15.00 Workshop – dispute resolution

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

Sarah Garvey, PSL Litigations Counsel, Allen & Overy

16.15 Questions and discussion

16.30 Close of conference

Why you should attend this seminar

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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Venue:



22-23 April 2008

Grange Holborn
50-60 Southampton Row,
London WC1 5HP

Tel: (020) 7242 1800

Nearest tube: Holborn/Russell Square

Registration and coffee: 9.00-9.30; close 5.00


8-9 October 2008

Holiday Inn London Regents Park
Carburton Street,
London, W1P 8EE

Tel: (0870) 400 9111

Nearest tube: Great Portland Street

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Fees and venue

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Please contact us if you do not receive this within seven days of booking. Should delegates have any specific dietary requirements, please inform our customer services team on the number above.

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Negotiating, drafting and understanding international joint venture agreements

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Brochure code:
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Event details Please use BLOCK CAPITALS

22-23 April 2008 (event code: 26002)

Hawksmere Member

(Member booking at any time)

£574.50 + VAT - (includes 50% discount)

£574.50 + VAT - (includes 50% discount)

8-9 October 2008 (event code: 26528)

Early Booking Price

(Book and pay before 26 February 2008)

£1049 + VAT (save £100)

£1034.10 + VAT - (inc 10% discount)

Non-member

(Book and pay after 26 February 2008)

£1149 + VAT

£1034.10 + VAT - (inc 10% discount)

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First Name

Job Title

Delegate E-mail*

Telephone

2nd delegate details:

Mr/Mrs/Ms/Dr (Surname)

First Name

Job Title

Delegate E-mail*

Telephone

*To enable us to confirm your booking as efficiently as possible please supply us with your e-mail address

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First Name

Job title

Organisation Name and Address

Postcode

Contact E-mail

Training Manager

No. of employees: under 10 10-50 51-100 101-500 501-1000 over 1000

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Hawksmere Member price:

1 delegate: £574.50 + VAT = £675.04

2 delegates: £1149 + VAT = £1350.08

Early booking price:

1 delegate: £1049 + VAT = £1232.58

2 delegates: £2098 + VAT = £2465.15

Non-member price:

1 delegate: £1149 + VAT = £1350.08

2 delegates: £2183.10 + VAT = £2565.14

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