

Cross-Border Contracts and International Arbitration

Reinforcing contract performance and success across borders

14 November 2014 • 9.00am – 5.00pm • Traders Hotel Singapore

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Conference Overview

The objective of this course is to introduce the key terms of cross-border contracts and legal particularities of various Asian jurisdictions, such as the language of the contract, the registration of some contracts to be valid, the negotiation strategy, etc. The main pitfalls of cross-border contracts will be discussed, pinpointing tactics on how to avoid them. These pitfalls may differ from one jurisdiction to another as each cross-border contract is unique with regards to the matter, the identity of the parties and the various jurisdictions involved. Presented by our expert instructor, HJM Asia's Managing Partner, Caroline Berube, has a rich experience dealing with cross border contracts, given her long practice in various jurisdictions in Asia representing MNC, SOE and family-owned clients. Various types of contracts will be discussed, such as distribution agreement, sale and purchase agreement, franchise agreement and licence agreement with case studies.

To outline further the above risks and pitfalls, international arbitration will be studied, to frame its definition, what to watch for particularly when drafting an arbitration clause, and to draw from HJM Asia's experience of arbitration in China and other places of arbitration.

Who Should Attend

- In-House Legal Counsel / General Counsel
- Commercial Lawyers
- Lawyers
- Legal Managers
- Contract Managers
- Purchasing Managers
- Finance Managers
- Commercial and Business Development
- Managers
- Company Secretaries
- Compliance Officers

What You Will Learn

- **UNDERSTAND** how and when to use term sheets
- **ESTABLISH** the legal capability of a company for entering into a contract
- **LEARN** successful methods to draft cross-border contracts
- **ASCERTAIN** the key clauses and jurisdictional differences amongst various types of Agreements: Distribution, Franchise, License and Sale & Purchase
- **APPRECIATE** how best to use International Arbitration to resolve your disputes

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Conference Outline

Cross-Border Contracts

Definition of cross-border contracts

- Key clauses discussed with case study
- **Case Study:** term sheets

Legal capability of company for entering into a contract

- Fiction of the appearance and bona fide parties (eg: company/credit report)
- Example of China

Different contract law systems

- Ways to drafting cross-border contracts
- Case Study from getting the first meeting with a client to the signature of a contract

This section will be interactive and involve reviewing real case study and contracts

- Distribution Agreement: key clauses and comparisons with different jurisdictions
- Franchise Agreement: key clauses and comparisons with different jurisdictions
- Licence Agreement: key clauses and comparisons with different jurisdictions
- Sale and Purchase Agreement: key clauses and comparisons with different jurisdictions

International Arbitration

Governing law and limitations of the right to choose

- Importance of the place of performance
- Dealing with Chinese counterparts
- Samples of clause
- Legal limitations
- Impracticalities to choose

Language clause and translation

Dispute resolutions

- Mediation vs Court vs Arbitration
- Judge vs. Arbitrators
- Pros and cons of alternative dispute resolutions

Understanding of cases when international arbitration is possible

- Link with the governing law
- Link with the place of enforcement of the award
- Consequences of impossibilities to recourse to arbitration

Drafting an arbitration clause

- Choose the arbitration centre (local vs international)
- Know the arbitration rules
- Language, costs and timeframe of arbitration

Places of arbitration to consider

- The famous ones: London, Paris, Switzerland, New York
- In China
- Somewhere else in Asia
- Process, timeframe and cost

International arbitration in China

- History of arbitration in China
- Definition of the arbitrability
- Validity of the arbitration clause
- Enforcement of the award
- Updates on the latest arbitration commissions

About the Speaker



Caroline Berube is the Managing Partner of HJM Asia Law (with offices in China and Singapore). She is admitted to the New York Bar, the Singapore Bar and holds a BCL (civil law) and an LL.B. (common law) from McGill University in Montreal. Caroline also studied for a year at the National University of Singapore in 1998, where she focused on Chinese law. Caroline has been working in Asia for more than 15 years with SMEs, MNCs and foreign banks, advising them in the field of commercial law, intellectual property, human resources and M&A in the Asia Pacific region. She spent the majority of this time in China, Bangkok and Singapore when she initially worked in a British law firm. With an extensive presence on the ground in Asia, Caroline is well versed in the opportunities and risks associated with most Asian jurisdictions. She is highly regarded for her legal expertise in setting up legal and tax corporate structures in Asia, and navigating the challenges and options faced by potential and existing investors in Asia. Caroline has been quoted in numerous publications, such as the Singapore Straits Times, the Business Times, Bloomberg News, Asian Legal Business and La Presse. She is also a regular speaker at various international conferences and recently presented a week's lecture series at the Sorbonne Assas Law School, Asia Campus in Singapore.

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