

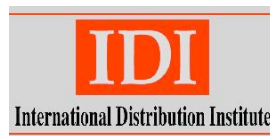
International commercial agency, distribution and franchising contracts: issues of major concern and recent trends

21 October 2010 09:00 – 21 October 2010 18:00

Radisson BLU Hotel

22 Yaroslaviv Val str., Kiev

Organizers of the event:



Supported by:

VASIL KISIL & PARTNERS
ATTORNEYS & COUNSELLORS AT LAW



REGISTRATION FORM BROCHURE

PRELIMINARY PROGRAMME

08:30 - 09:00	Registration. Welcome coffee
09:00 - 09:20	Conference opening, Welcoming words Elena Balbekova , Head of International Law Committee, UBA Margarita Karpenko , Managing partner, DLA Piper, Kiev Tatyana Slipachuk , Partner, Vasil Kisil & Partners Fabio Bortolotti , President International Distribution Institute (IDI)
Session 1 09:20 - 10:40	
Moderator - Tatyana Slipachuk, Vasil Kisil & Partners	
09:20 - 09:40	General information on IDI: history, its role, functions and the IDI Website Silvia Bortolotti , Buffa Bortolotti & Mathis, Torino; Secretary General IDI
09:40 - 10:00	Organizing international distribution contracts: the various options Choosing the best solutions for organising a distribution network. Occasional intermediaries, agents, distributors, franchising and selective distribution. Main differences between these solutions; advantages and disadvantages Fabio Bortolotti , Professor of Law, University of Torino; Buffa Bortolotti & Mathis, Torino; President IDI
10:00 - 10:20	Negotiating international agency agreements. The main issues to deal with when drafting the contract The IDI principal-friendly model. Definition of territory and products. Exclusivity and non-competition. Right to commission. Principal's trademarks. Term and termination Gustav Breiter , Viehböck Breiter Schenk & Nau, Vienna
10:20 - 10:40	Discussion
10:40 - 11:00	Coffee break
Session 2 10:40 - 12:30	
Moderator - Margarita Karpenko, DLA Piper	
11:00 - 11:20	Drafting distributorship contracts: analyzing the critical clauses Defining the distributor as a buyer-reseller. Exclusive and non-exclusive distributorship. The non-competition obligation. The buyer-seller relationship: obligation to supply; rules governing the sales contracts; the problem of payment conditions. Olga Sztejnert , Drzewiecki, Tomaszek & Partners, Warsaw

11:20 - 11:40	Terminating agency and distributorship agreements: the hot issues Termination with notice: what is the right period of notice? Termination for cause: in which cases is it justified? Contractual clauses (non-attainment minimum purchase obligation) which may justify earlier termination. New trends regarding goodwill indemnity for distributors. Jaap Van Till, Van Till Advocaten, Amsterdam
11:40 - 12:00	Negotiating agency, distribution and franchising contracts with Ukrainian counterparties The issues of major concern in relations with Ukrainian counterparties. Ensuring effectiveness and enforceability of the contracts in Ukraine. Negotiating strategies. Nataliya Mykolska, Vasil Kisil & Partners, Kiev
12:00 - 12:30	Discussion
12:30 - 13:30	Lunch
Session 3 13:30 - 15:00	
Moderator - Fabio Bortolotti, International Distribution Institute (IDI)	
13:30 - 13:50	Organizing a franchising network: the main options When is recourse to franchising advisable and when not. The first steps. Setting up standard conditions which conform to the needs of the franchisor while complying with the local law. Managing and expanding the network. Fabio Bortolotti, Professor of Law, University of Torino; Buffa Bortolotti & Mathis, Torino; President IDI
13:50 - 14:10	Regulatory aspects of distribution and franchising contracts (antimonopoly compliance requirements) The clauses of distribution and franchising contracts which may raise concerns from antimonopoly law perspective. Regulation of vertical agreements under Ukrainian antimonopoly laws. Relevant exemptions from the general prohibition. Natalia Pakhomovska, DLA Piper, Kiev
14:10 - 14:30	Tax aspects of an efficient operational model An overview of tax issues to keep in mind when designing a distribution or a franchising structure. Transfer pricing requirements. Issues associated with discounts, price adjustments and bonuses. Permanent establishment exposure and withholding taxes. Applicability of VAT under different contractual models. Critical customs issues; recent developments in the treatment of cross-border royalties. Svitlana Musienko, DLA Piper, Kiev
14:30 - 15:00	Discussion
15:00 - 15:20	Coffee break
Session 4 15:20 - 17:00	
Moderator - Elena Balbekova, UBA	
15:20 - 15:40	Choice of the applicable law and its effectiveness The freedom of choice. Rules applicable in the absence of choice. Effectiveness of the choice: to what extent should mandatory rules of the agent's or distributor's law be considered, if another law is chosen. Silvia Bortolotti, Buffa Bortolotti & Mathis, Torino; Secretary General IDI
15:40-16:00	Dispute resolution: choice of forum and arbitration clauses in contracts with Ukrainian counterparts The legal framework: effectiveness of choice of forum and arbitration clauses in the relations with Ukrainian parties Dr. Tatyana Slipachuk, Vasil Kisil & Partners, Kiev
16:00 - 16:20	Strategies for a joint choice of the applicable law and jurisdiction. Which are the appropriate solutions? Defensive position of the principal (agency contracts); need to enforce judgment (distribution contracts). Cases where arbitration is preferable to national courts. Most chosen arbitration institutions in international agency, distribution and franchising contracts Fabio Bortolotti, Professor of Law, University of Torino; Buffa Bortolotti & Mathis, Torino; President IDI
16:20 - 17:00	Discussion and Closing remarks
17:00 - 19:00	Wine and brief session

Working language of the conference is English
Simultaneous translation will be available
To register or receive information on sponsorship opportunities please contact
Secretariat of the Ukrainian Bar Association

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