



the global voice of
the legal profession

This course is part of an on-going programme devised by the IBA's Public & Professional Interest Division's Training Course Subcommittee to assist young lawyers and junior members of the profession with their understanding of the fundamentals of international legal practice.

The Fundamentals of International Legal Business Practice

1000 – 1700
Saturday 11 October 2008

Retiro B Meeting Room
Sheraton Buenos Aires Hotel & Convention Center
Buenos Aires, Argentina

A set of course materials will be made available to delegates.
The course will be conducted in English.

Programme

No fee is charged for the course and lunch will be offered to all participants

1000 – 1015 **Welcome and Introduction**

Alberto Navarro *Navarro Castex Abogados, Buenos Aires, Argentina; Chair, Closely Held and Growing Business Enterprises Committee*

1015 – 1130 **International real estate**

Session-Chair

Pablo Vergara del Carril *Zang Bergel & Viñes Abogados, Buenos Aires, Argentina.*

The following topics will be discussed:

- The legal system in Argentina;
- Real estate regulations in Argentina
 - Acquisition by foreigners
 - Other related regulations
 - Timeshare new regulations
 - New control methods in the market

1130 – 1200 **Tea / coffee break**

1200 – 1315 **International project finance**

Session-Chair

Roberto Fortunati *Estudio Fortunati & Asociados, Buenos Aires, Argentina*

This session will address the most relevant aspects of project financing. The topics to be discussed will include, among other: infrastructure development and financing for mining, power generation and distribution and oil & gas projects, sources of funds, standard forms of contracts, financing structures, security interests, key opportunities, risks and challenges involved in the financing of these projects

Speakers

Cecilia Vidigal Monteiro de Barros *Xavier Bernardes Bragança Sociedade de Advogados, São Paulo, Brazil*

Brian Bradshaw *Fulbright & Jaworski, Houston, Texas, USA*

1315 – 1430 **Lunch**

Retiro A, Sheraton Buenos Aires Hotel & Convention Center

1430 – 1545 **Companies and clients going abroad**

Session-Chair

Alfredo Cantilo *Estudio Fornieles, Buenos Aires, Argentina*

This session will cover the following:

- Identifying or being sensitive to differing views on approaching contractual issues between jurisdictions involved in trans-border transactions. This would cover such things as the need for consideration to form an agreement, parol evidence, the application of "reasonableness" and "materiality," the availability of the remedy of rescission, protections of nationals, limitations on when termination can be effected and restrictions on the ability to limit on warranties.
- Working with foreign / local counsel and bridging the different approaches to analysing legal issues covering the differences between the civil code and common law approaches.

MOBILE TELEPHONES

Delegates are requested to ensure that mobile telephones and any other portable devices are switched off during the working sessions

- Developing an appreciation for the laws that will necessarily apply to one or both parties by virtue of their citizenship. For example, US companies will have to be in compliance with US export laws, embargoes against certain countries, entities and individuals, restrictions against “bribery,” and US customs laws, among others. These and many other laws will apply to the relationship regardless of the choice of law and forum selections provisions in the agreement.
- The Impact of Argentine regulations regarding capital inflows/outflows, shareholders’ registrations and other factors affecting international business contracts and transactions. This will cover all local requirements that foreign companies need to comply with in order to do business in Argentina.
- Practical and legal issues a foreign investor should keep in mind when contemplating to make an investment in Brazil. The prior knowledge of the market. Typical ways of making a direct investment in Brazil: “green field” approach versus purchase of company or an interest in an existing company (the joint venture approach). These would cover certain specific aspects such as: (i) the traps of a commercial representation; (ii) the purchase of an existing company as it relates to the need for a good due diligence process, the problems with past liabilities, the providing of guarantees by seller, shareholders’ agreements (iii) the cultural problems with a potential JV partner: problems of style, of business philosophy and approach to business (business strategy).
- Developing an awareness of the bi-national or multinational treaties that Argentina or the host country has subscribed, such as those affecting investment and trade, taxation, intellectual property, powers of attorney, etc. including treaties such as the Economic Complementation Agreements executed by Argentina, Brazil and Mexico, MERCOSUR, NAFTA; the treaties to avoid double taxation and tax evasion; the Protocol for the Uniformity of Powers of Attorney Granted Abroad; and those issued by institutions such as the OECD.

Speakers

Michael Hawkins *Dinsmore & Shohl, Cincinnati, Ohio, USA*

Coaraci Nogueira do Vale *França Ribeiro Advocacia, São Paulo, Brazil*

César I Ochoa *Enríquez González Aguirre y Ochoa SC, Ciudad Juárez, Mexico*

Stephen J Petras Jr *Baker Hostetler, Cleveland, Ohio, USA*

1545 – 1700

The impact of local competition/antitrust laws and regulations on international mergers & acquisitions

Session-Chair

Jorge Otamendi *G BREUER, Buenos Aires, Argentina*

This session will address the following topics:

- Criteria of the National Argentine Antitrust Commission for merger approval.
- US antitrust laws regarding mergers & acquisitions.
- Problems caused by the multijurisdictional merger filings in sale transactions having several bidders-purchasers; from the practical, not academic, point of view.

Speakers

Karine Faden *Freshfields Bruckhaus Deringer, Washington DC, USA*

Iñigo Igartua *Gomez-Acebo & Pombo Abogados SL, Barcelona, Spain; Co-Chair. Antitrust Committee*

1700

Closing remarks

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Registration form

The fundamentals of International
Legal Business Practice

Saturday 11 October 2008

Retiro B Meeting Room

Sheraton Buenos Aires Hotel & Convention Center

Buenos Aires, Argentina

Please type or use block capital letters or attach a business card.

Name _____

IBA membership number (if applicable) _____

Address _____

Telephone _____

Fax _____

E-mail _____

Please return the completed form to:

Lisa Raynor

LPD Administrator

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The International Bar Association

The International Bar Association (IBA), established in 1947, is the world's leading organisation of international legal practitioners, bar associations and law societies. The IBA influences the development of international law reform and shapes the future of the legal profession throughout the world. It has a membership of 30,000 individual lawyers and more than 195 bar associations and law societies spanning all continents. It has considerable expertise in providing assistance to the global legal community.

Legal Practice Division and the Public and Professional Interest Division

Grouped into two divisions – the Legal Practice Division and the Public and Professional Interest Division – the IBA covers all practice areas and professional interests, providing members with access to leading experts and up-to-date information. Through the various committees of the divisions, the IBA enables an interchange of information and views among its members as to laws, practices and professional responsibilities relating to the practice of business law around the globe. Additionally, the IBA's high-quality publications and world-class conferences provide unrivalled professional development and network-building opportunities for international legal practitioners and professional associates.

International Bar Association

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