



UNION INTERNATIONALE DES AVOCATS
INTERNATIONAL ASSOCIATION OF LAWYERS
UNIÓN INTERNACIONAL DE ABOGADOS

CROSS-BORDER AGENCY, DISTRIBUTION AND FRANCHISING AGREEMENTS IN PRACTICE: BUSINESS STRATEGIES AND LEGAL ASPECTS

Friday March 14 & Saturday March 15, 2008



SOFIA, BULGARIA

**Seminar organised by the UIA - International Association of Lawyers
with the support of the Sofia Bar Association**

Introduction

Agency and distributorship agreements represent the basic building blocks of trade. The majority of companies of any country looking to do business outside of their own borders will at some point think about appointing an agent or a distributor.

At a commercial level there are fundamental differences between appointing an agent or distributor. These differences are magnified by the different laws that exist throughout the world. Indeed even within the European Union differences exist between the laws of the member states despite the European Self-employed Agents Directive having been made in 1986. At the same time it can be expected that if the European Commission's contract law reform project progresses and the Common Frame of Reference becomes law this will still mean that there are differences so far as the law affecting distributorship agreements is concerned.

But it is not simply an issue of contract law. Both agency and distributorship agreements require an understanding of competition and sale of goods laws as well as an understanding of which country's laws will apply and which courts will have jurisdiction in a cross-border situation.

It is also the case, however, that the issues that arise in distributorship agreements in particular can be regarded as minimal when compared to the complexity applying to franchise agreements. Whether the franchise agreement be:

- concerned with goods or services; or
- at the wholesale or retail level,

there may be specific national laws which are concerned with the regulation of franchise agreements.

To gain a practical understanding of what works and, more importantly, the pitfalls to avoid, you are invited to attend the one and a half day seminar of the Contract Law Commission of the UIA in Sofia on March 14 and 15, 2008. You will have the benefit of listening to speakers drawn from many countries around the world who have years of experience of drafting, advising on, and negotiating agency, distribution and franchise agreements. Ask them questions and, more particularly, take the opportunity to learn from them.

At the same time you will be able to enjoy one of the oldest capital cities in Europe dating from the 8th century BC. Enjoy the rich history of Sofia in early spring and at the same time get to know one of the EU's newest member states.

We look forward to seeing you in Sofia in March and are confident that you will have a very rewarding experience, both professionally and socially.

Thursday, March 13, 2008

20:00 **Welcome Cocktail**



Friday, March 14, 2008



08:30 - 09:00 REGISTRATION OF PARTICIPANTS

Hilton Hotel Sofia

Room Moussala II

I, Bulgaria Boulevard, Sofia

09:00 - 09:15 Welcome and Opening of Seminar

Natalia TZENOVA, President of the Sofia Bar Association, Sofia, Bulgaria

Héctor DIAZ BASTIEN, President of the UIA, Madrid, Spain

09:15 - 09:30 Introduction

Steve SIDKIN, Fox Williams LLP, London, United Kingdom

AGENCY AND DISTRIBUTION

Moderator: Steve SIDKIN,

Fox Williams LLP, London, United Kingdom

09:30 - 10:00 Agency or Distribution – How to choose?

Julian SPASSOV, Member of the Sofia Bar Council, Sofia, Bulgaria

10:00 - 10:30 Understanding the Boilerplate in US Agency and Distribution Agreements

Leslie K. THIELE, Whiteman Osterman & Hanna LLP, Albany, New York, USA

10:30 - 11:00 The Point of View of the Industry

Susanne MARGOSSIAN, Legal Counsel United Pharmaceuticals, Paris, France

11:00 - 11:30 COFFEE BREAK

11:30 - 12:00 International Agency or Distribution Agreements: Analysis of some difficult Clauses

Massimo FONTANA ROS, Studio Zelger & Fontana Ros, Bozen, Italy

12:00 - 12:30 Ethical Clauses - do they have a Role to play in Agency, Distributorship and Franchise Agreements?

Steve SIDKIN, Fox Williams LLP, London, United Kingdom

12:30 - 14:00 LUNCH

FRANCHISING

Moderator: Nicole VAN CROMBRUGGHE, Lafili, Van Crombrugghe & Partners, Brussels, Belgium

14:00 - 14:30 Franchising in France and Information Disclosure according to the Loi Doubin.

Bénédicte QUERENET- HAHN, GGV Grutmacher Gravert Viegner, Paris, France

14:30 - 15:00 Franchising Agreements in Bulgaria – Core Issues

Vladimir NATCHEV, Arsov Natchev Ganeva, Sofia, Bulgaria



15:00 - 15:30 **COFFEE BREAK**

15:30 - 16:00 **THE END OF THE CONTRACTUAL RELATIONSHIP**
Foreseeing the End: Tips on Performing well in order to terminate well later in Agency and Distribution Agreements

Pierre KIRCH, Paul, Hastings, Janofsky & Walker LLP,
Brussels, Belgium

16:00 - 16:30 **Legal Issues and Practice in Terminating Agency, Distribution and Franchising Agreements in Austria**

Christoph PETSCH, Petsch Frosch Klein Arturo, Vienna, Austria

16:30 - 17:00 **Cross-border Litigation in Agency and Distribution Contracts within the EU**

Fabio BORTOLOTTI, Buffa, Bortolotti & Partners, Torino, Italy

17:00 - 17:30 **Round Table and End of Day I**

Chaired by Fabio BORTOLOTTI, Buffa, Bortolotti & Partners, Torino, Italy

19:30 **DINNER**

Saturday, March 15, 2008

09:00 - 9:30 **REGISTRATION OF PARTICIPANTS**

Hilton Hotel Sofia

Room Moussala II

I, Bulgaria Boulevard, Sofia

SPECIFIC ISSUES

Moderator: Julian SPASSOV, Member of the Sofia Bar Council, Sofia, Bulgaria

09:30 - 10:00 **Recent Issues in Vertical Restraints US/EU: Greymarket Sales, Resale Price Restrictions**

Gary M. SHUBERT, Shubert Collin & Associés SCP, Paris, France

10:00 - 10:30 **Exhaustion and other Intellectual Property Aspects of Distribution**

Matthias W. STECHER, Beiten Burkhardt, München, Germany

10:30 - 11:00 **Guidelines on Vertical Restraints and Enforcement of Franchise Agreements in the EU**

Olivia IORDANESCU, S.C.A. Iordanescu & Associates, Bucharest, Romania

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11:00 - 11:30 **COFFEE BREAK**

11:30 - 12:00 **Tricky Clauses in Agency and Distribution Contracts from a Competition Law Prospective**

Dr. Judit BUDAI, Szecskay Attorneys at Law, Budapest, Hungary

12:00 - 12:30 **Round Table Discussion and End of the Seminar**

Chaired by Steven SIDKIN, Fox Williams LLP, London, United Kingdom and **Nicole VAN CROMBRUGGHE**, Lafili, Van Crombrughe & Partners, Brussels, Belgium

General Information

Venue of the Seminar

Hilton Hotel Sofia

Room Moussala II

I, Bulgaria Boulevard, Sofia

Tel: +359 2 933 5025

Registration Fees

	UIA Member	Non Member
Standard registrations	350 €	400 €
Young lawyers <35 years*	250 €	300 €
Bulgarian Lawyers	100 €	100 €

These fees cover participation in the seminar, coffee breaks on Friday and Saturday March 14 and 15, 2008, lunch on Friday March 14, as well as seminar papers on CD-Rom. (Dinner on Saturday March 14 is not included). Please note that the number of places at the seminar is limited. The organisers reserve the right to refuse registrations in the event of excess applications.

Languages

The working languages will be English and Bulgarian. There will be simultaneous translation Bulgarian – English / English - Bulgarian

Hotel Room Reservation

A limited number of rooms have been pre-booked, at a preferential rate, at the hotels listed below. Reservations should be made directly through the hotels. Credit card details must be given in order to secure your reservation. Please note that room numbers are limited, we recommend that you proceed with your reservations as soon as possible.

HOTEL	DOUBLE ROOM FOR SINGLE USE
Hilton Hotel Sofia (5*) I, Bulgaria Boulevard 1421 Sofia Tel: +359 2 933 5000 Fax: +359 2 933 5111 Email: Reservations.Sofia@hilton.com www.hilton.bg	145 € single room 160 € double room VAT + breakfast incl. City tax 0,62 €/ pers./ night
Central Park Hotel (4*) 106, Vitosha Boulevard 1463 Sofia Tel: +359 2 805 8888 Fax: +359 2 805 8787 Email: reservations@centralparkhotel.bg www.centralparkhotel.bg	120 € single room 140 € double room VAT + breakfast incl. City tax 0,62 €/ pers./ night

Note

The organisers may at any time, with or without giving notice, in their absolute discretion and without giving any reason, cancel or postpone the seminar, change its venue or any other published details.

Organising Committee

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Information / Online registration

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