



international legal news

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New York, February 8, 2008 - It is with great pleasure we announce the publication of the latest issue of the International Legal News.

The International Lawyers Network is a highly successful group of independent, well-respected regional law firms with significant international legal business, particularly in areas such as corporate/finance, high technology and e-commerce.

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As the editor of the International Legal News & Executive Director of the International Lawyers Network, I would be happy to hear your comments or answer any questions about our group, please contact me: email alangriffiths@iln.com or telephone 201.594.9985 - Alan Griffiths

Brazil's Tax System

Nehring e Associados Advocacia, San Paulo
by David Silva & Joao Burke



Brazil has traditionally had a complex tax system. The Federal Constitution of Brazil divides the tax jurisdiction among the (federal) Union, the States, the Federal District and Municipalities. All levels of government may create taxes according to the tax jurisdiction granted by the Federal Constitution. The Union still has powers to create certain taxes, so-called contributions, such as

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social contributions, contributions for the intervention in the economic order and in the interest of professional or economic categories. Upon exercising their taxing powers the Union, the states, the Federal District and municipalities are subject to many constitutional limitations, which exist to assure taxpayers a certain level of certainty and avoid arbitrary tax impositions. [\[FULL STORY\]](#)

The Federal Trade Commission's Amended Franchise Rule: An International Perspective

Ryley Carlock & Applegate, Phoenix, Arizona
by *Jessica A. Benford and Renee L. Mitchell*



The Federal Trade Commission ("FTC") has amended its rule entitled, "Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunities" ("Franchise Rule"). Unless otherwise exempt, the FTC Franchise Rule requires that franchisors provide certain information about the franchise using a Franchise Disclosure Document ("FDD") to potential franchisees. Although the amended Franchise Rule applies to both foreign and domestic franchisors, this article explores the significant impact that the amended Franchise Rule is likely to have on international franchising. Compliance with the amended Franchise Rule becomes mandatory on July 1, 2008. [\[FULL STORY\]](#)

Is it OK to use the word Russia for your Russian subsidiary?

Lidings Law Firm
by *Andrey Zelenin & Tatyana Bicheva*



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Use of the words "Russia", "Russian Federation" and similar words and phrases in the names of legal entities in our country has always been an object of special attention of the Government. It is considered that business partners and consumers can be misled by proclamation of organization itself as a "Russian" or "Federal" organization.

[\[FULL STORY\]](#)

Arbitration and Competition Law : A Troublesome Relationship

EXELIA (Brussels)

by Dominique Grisay - Professor of International and European Law, arbitrator



Ongoing cases, still to be pleaded in front of Belgian Courts, as well as rather recent French (Thalès) and Swiss judgments (ATF) have shown that the relationship between competition law and arbitration is somewhat troublesome.

It looks very much as if arbitrators too often forget (or are not called upon) to verify, in the course of their analysis of the cases they are handling, if the principles of competition law have been respected by the parties (particularly in matters of distribution, licensing...) or even bring about solutions that are, in fact, contrary to those same principles, thereby opening the door to judiciary reviews of their awards

[\[FULL STORY\]](#)

Recognition and Enforcement of Foreign Non-Money Judgments in Canada

Fogler, Rubinoff LLP, Toronto

by Blair W.M. Bowen



The Supreme Court of Canada has recently held that, in proper circumstances, a foreign non-money judgment will be enforced in Canada. This decision marks a departure from the centuries old common law rule that prohibited the recognition and enforcement of foreign non-money judgments.

[\[FULL STORY\]](#)

Restrictive Covenants – A swing back in favour of the employer?

Memery Crystal
by Merrill April



Are people expendable? A cost, or an asset? If you subscribe to the “people are assets” viewpoint, how safe are those assets? Are yours or your clients’ businesses vulnerable to them walking out of the door to make money for a competitor? Part of the employer’s armoury in these circumstances (alongside providing stimulating work, an effective reward scheme and developing a positive culture) has always been the use of restrictive covenants.

[\[FULL STORY\]](#)

The European Company and the Directive 2005/56/EC on cross-border mergers: a view from France

Lefèvre Pelletier & associés
by Roland Montfort, Catherine Cathiard and Olivier Kodjo



Since the enactment of the European Council's Regulation 2157/2001 and Directive 2001/86/EC introducing the European Company ("Societas Europaea" or "SE") as a new available corporate form for companies registered in a Member State, more than a hundred SEs have been incorporated throughout the Union. France ranks in the third position, behind Germany and Austria, for the number of SEs already incorporated on its territory. With the enactment of Directive 2005/56/EC specifically dedicated to regulate cross-border mergers, which will be implemented in France in the upcoming months, groups located in Europe will have two complementary options for their cross-border reorganizations (I) although the SE status is more ambitious and offers greater possibilities even for groups outside Europe (II) and France is active in the improvement of the SE status (III).

[\[FULL STORY\]](#)

Arbitration-by-Attrition: Is Arbitration in Australia Losing its Appeal?

Gadens Lawyers, Sydney

by Damian Sturzaker & Megan Valsinger-Clark



It's not often that one feels sorry for large gas exploration companies. However one can't help feeling a little sorry for Oil Basins following the decision of the Victorian Supreme Court in Oil Basins Ltd v BHP Billiton Ltd. Unfortunately for Oil Basins, BHP was successful in its bid to have an award against it set aside, both in the Supreme Court and in the Court of Appeal. Arbitration is designed to be both fast and final. In Oil Basins' case, arbitration has been neither. The real question us, could this problem have been avoided?

[\[FULL STORY\]](#)

Singhania & Partners Newsletter from India

Singhania & Partners, New Dehli



India has rapidly risen to become a major force in the global economy and is currently the most attractive retail market in the world. The boom in the Indian retail sector did not go unnoticed; and the untapped sector is now being forayed by various retail giants from all over the world.

[\[FULL STORY\]](#)

Czech green card project for non-EU skilled workers

PETERKA & PARTNERS v.o.s., Prague

by Alena Brichackova



PETERKA & PARTNERS

Advokátní kancelář, Law Offices, Cabinet d'advocats

The Czech Ministry of Labour and Social Affairs in cooperation with the Ministry of Industry and Trade and the Ministry of Interior are currently preparing a green card project to attract workers from third countries. Work on the project started in spring 2007 and was motivated by the shortage of university educated experts (technical experts, project engineers, designers or programmers) and other qualified workers (toolmakers, locksmiths, welders, blacksmiths) on the Czech labour market. The lack of a labour force is becoming a serious threat to the economy.

[\[FULL STORY\]](#)

Purchase of Bahamian Real Estate by Non-Bahamians

Halsburv Chambers. Nassau

by Donald Saunders



What you have to do to purchase property in the Bahamas depends on who is purchasing and whether or not you own property in the Bahamas already.

[\[FULL STORY\]](#)

2007 Circular 230 Revisions

Arnstein & Lehr LLP, Chicago

by Robert E. McKenzie, Esq.



The United States Internal Revenue Service Sept. 26 issued final rules (T.D. 9359) making a host of changes to controversial regulations governing tax practice under Circular 230, among them allowing contingent fees under limited circumstances and slightly modifying rules requiring disclosure of conflicts of interest.

[\[FULL STORY\]](#)

U.S. Securities and Exchange Commission Takes Another Step in Facilitating Capital Formation for Foreign Private Issuers

Epstein Becker & Green P.C. , Chicago

by Lola Miranda Hale



On December 21, 2007 in its latest important step toward international convergence the United States Securities and Exchange Commission ("SEC") decided to permit foreign private issuers to submit to the SEC the same financial

statements, prepared in accordance with International Financial Reporting Standards (“IFRS”) as published by the International Accounting Standards Board (“IASB”) that they file in their home countries. , Additional initiatives are under consideration by the SEC and its staff. See discussion below.

[\[FULL STORY\]](#)

Benefits and Risks of Fractional Aircraft Ownership

Howard Rice Nemerovski Canady Falk & Rabkin, San Francisco

by *Edward A. Deibert*



Over the last few years, numerous companies offering a dizzying array of options for individuals to fly privately have been established. The spectrum of options include: on demand charters, which entail contacting a broker or other charter source to bid out the details of each particular trip; card and membership programs, which entail pre-purchasing from a specific operator a set amount of time on a type of aircraft which can be used over a set period of time; fractional ownership programs, which entail buying from a specific operator a fraction of a plane and being guaranteed a proportionate number of hours annually on the type of plane purchased; and the outright purchase of a private aircraft.

[\[FULL STORY\]](#)

Avoiding Liability Exposure From Defective Products Made Abroad

Epstein Becker & Green P.C. , New York

by *William A. Ruskin*



This article first appeared in The Metropolitan

Corporate Counsel, Vol. 15, No. 12 (December 2007 issue)

The Editor interviews William A. Ruskin, Member of the Firm of Epstein Becker & Green, P.C.

Editor: Bill, please describe your background in dealing with product liability cases?

Ruskin: I have been defending product liability cases for more than 25 years. In the 1980's, I worked in-house at CIBAGEIGY Corporation, where I had my initiation into the defense of chemical and pharmaceutical products, and chemical intermediates, which may be blended with other chemicals before a finished product reaches the ultimate consumer.

For the most part, I have defended toxic tort and product liability litigation on behalf of clients who market industrial and agricultural chemicals, ethical pharmaceuticals and medical devices. More recently, I have been litigating on behalf of manufacturers of consumer products, food products and food additives. As my clients' business concerns grow more complex, it is my obligation to stay abreast of how their industries are evolving. Today, our world is more interconnected than ever before and will continue to grow more so – presenting challenges undreamed of as little as 25 years ago.

[\[FULL STORY\]](#)

Use of E-Mail and Internet in the Employment Context

Corrado Ferrari Mainieri Pedeferra & soc, Rome
by *Andrea L. Pedeferra and Caterina Mainieri*

Corrado Ferrari Mainieri Pedeferra & soci
STUDIO LEGALE ASSOCIATO

The increasing numbers of claims, report and questions brought to the attention of Italian Courts and Authorities pointed to the need that the processing of personal data performed by employers to verify that the workable IT tools are used appropriately in the employment context is carried out in compliance with legislation in force and the law principles applicable to the different matters concerned.

[\[FULL STORY\]](#)

Challenges in International Arbitration for Non-Signatories

Beirne, Maynard & Parsons LLP , Dallas

by *Clint A. Corrie*



This article is published in The Comparative Law Yearbook of International Business by Kluwer Law International under the auspices of the Center for International Legal Studies (CILS). Reprinted here by permission of the CILS and Wolters Kluwer. Please note that the cite form used in Europe for U.S. cases is not the same as standard Bluebook form used in the U.S., so some case cites look slightly different from how they would appear in a U.S. publication. Given the magnitude and the consequences of the many international arbitral awards, even signatories to the underlying arbitral agreement can face challenges to the enforcement of such an award. However, persons or entities that are non-signatories to an underlying arbitration agreement face challenges over and above those of willing participants in an arbitral agreement. Parent companies, subsidiaries, contract assignees, governmental and quasi-governmental entities, and other non-signatories to an underlying arbitration agreement may find themselves bound by an arbitration agreement, and by the subsequent arbitral award. This article explores the case law and rulings—primarily arising from courts of the United States—on these types of issues, and offers guidelines to entities wishing to avoid the impact of agreements they did not sign.

[\[FULL STORY\]](#)