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the legal profession



INTERNATIONAL FRANCHISE ASSOCIATION

FRANCHISING[®]

Building local businesses,
one opportunity at a time.



31ST ANNUAL IBA/IFA JOINT CONFERENCE MAY 5-6, 2015
CHICAGO MARRIOTT DOWNTOWN MAGNIFICENT MILE • CHICAGO, IL, USA

New Frontiers *in* International Franchising

Conference Chairs:

Rocio Belda de Mergelina, Partner, Garrigues, Madrid, Spain & Co-Chair, IBA International Franchising Committee

Andrew Loewinger, Nixon Peabody LLP, Washington D.C., U.S.A & Co-Chair, IBA International Franchising Committee

Schedule of Events

TUESDAY, MAY 5, 2015

6:00 pm Reception and Dinner

This year's reception will be held at The Montgomery Club in the heart of Chicago's downtown. The Montgomery Club is located in Chicago's River North neighborhood, at 500 W. Superior, in the heart of Chicago's downtown, situated along the Chicago River and the city's premier nightlife establishments. This swanky urban venue, while modern and unique, offers guests the classic Chicago event experience. Drinks will be served at 6pm at the club's outdoor bar and patio.

** Cocktails and hors d'oeuvres will be served outside from 6:00pm – 7:00pm. Dinner will be served at 7:00pm.

WEDNESDAY, MAY 6, 2015

7:30 am – 4:00 pm Registration Desk Open

7:30 am – 8:00 am Continental Breakfast

8:00 am – 8:10 am Welcome & Introduction

Conference Chairs:

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Andrew Loewinger, Nixon Peabody LLP, Washington D.C., U.S.A. & Co-Chair, IBA International Franchising Committee

8:10 am – 9:25 am Plenary I - Tax Issues in International Franchising for Dummies

This plenary program will seek to demystify tax issues for franchise lawyers advising clients on cross-border franchise transactions. How do withholding taxes work? What is PE (permanent establishment) and is it an issue? What is transfer pricing and does it apply? How do international tax treaties play a role? This program will also discuss the tax planning tools franchisors frequently use, and examine their practicality and utility in the increasingly challenging regulatory environment.

Chair: **Tao Xu**, DLA Piper, Reston, Virginia, U.S.A.
Speakers: **Kenneth Levinson**, Faegre Baker Daniels, Minneapolis, Minnesota, U.S.A.; **Ned Levitt**, Dickinson Wright, Toronto, Canada; **Hans Van Walsem**, Loyens & Loeff, New York City, New York, U.S.A.

9:30 am – 10:30 am Concurrent Interactive Workshops

Workshop I

Good Faith in Franchising

What is the proper role of "good faith" in a franchise relationship? To what extent does it create greater duties and liability for the international franchisor or franchisee? This workshop will consider the good faith obligations imposed on franchisors in multiple jurisdictions in such areas as: pre-contractual disclosures and negotiations, the exercise of the franchisor's contractual discretion during the term of the agreement, implementing changes to the franchise system as a whole, and on termination.

Chair: **Melissa Murray**, Bird & Bird, Dubai, U.A.E.

Speakers: **Silvia Bortolotti**, Buffa Bortolotti & Mathis, Turin, Italy; **Paula Mena Barreto Pinheiro**, BMA Law, Rio De Janeiro, Brazil; **Christobal Porzio**, Porzio, Rios & Asociados Abogados, Santiago, Chile; **Josh Simons**, Thomson Geer Lawyers, Adelaide, Australia

Workshop II

Corporate Counsel Focus: Hot Topics in International Franchising

A panel comprised of in-house and outside counsel will lead a discussion about some practical, recurring issues in international franchising. Topics addressed will include tortious interference issues encountered in conversions of existing branded units, dealing with "foreign" franchisee associations, marketing and advertising funds issues in international systems, and challenges that arise when using a common law-governed franchise agreement in civil law countries.

Chair: **Jane LaFranchi**, Marriott International Inc, Bethesda, Maryland, U.S.A.

Speakers: **Jorge Mondragón**, González Calvillo, S.C., Mexico City, Mexico; **Gregoire Toulouse**, Taylor Wessing, Paris, France

Workshop III

International Mergers and Acquisitions of Franchise Companies

The wave of acquisitions and mergers of franchisors continues. In many of these cases, the acquiring company is internationally-based or the franchisor being acquired has international operations or franchisees. This may increase the complexity of the transaction and the effect on the franchisor's operations. This workshop will explore and discuss some of the distinctive aspects of an international franchise merger or acquisition; due diligence and intellectual property issues; and the impact on the franchisor's operations and franchisees in countries other than the franchisor's home country, among others.

Chair: **Jeff Brimer**, Law Office of Jeffrey A. Brimer, LLC, Denver, Colorado, U.S.A.

Speakers: **Beata Krakus**, Greensfelder, Hemker and Gale, PC, Chicago, Illinois, U.S.A.; **Gilles Menguy**, GM Avocats Paris, France

10:30 am – 10:50am Refreshment Break

10:50 am – 12:05pm Plenary II – News from Around the World

This session will discuss recent developments in and affecting franchising in such countries as Argentina, Australia, Canada, Ukraine and the United States.

Chair: Andrew Loewinger, Nixon Peabody, Washington D.C., U.S.A.

Speakers: Luciana Bassani, Dannemann Siemsen, Rio de Janeiro, Brazil; Phillip Colman, MST Lawyers, Mt. Waverley, Australia; Lee Plave, Plave Koch PLC, Reston, Virginia, U.S.A.; Peter Snell, Gowlings, Vancouver, British Columbia, Canada; Volodymyr Yakubovskyy, Nobles, Kiev, Ukraine

12:05 pm – 1:35 pm Luncheon with Panel Discussion

New Challenges for Outside Counsel in the Client Relationships

The landscape of the relationship of outside counsel with clients has changed dramatically as a result of a number of circumstances, including the economic crisis and the increasing competition in the legal market. Our speakers at lunch will exchange ideas on if and how it is affecting counsel relationship with clients, which benefits we can see and seek, clients' expectations and counsel's ability to respond adequately. Some of the challenges to be discussed include: procurement, getting closer to your client, new deliverables, pricing models, the creation of value for the client, conflicts of interest, improving communication, and competing on innovation.

Chair: Rocío Belda de Mergelina, Garrigues SLP, Madrid, Spain

Speakers: Igor San Juan, Swarovski, Amsterdam, The Netherlands; Penny Ward, Baker & McKenzie, Sydney, Australia

1:45 pm – 2:45 pm Concurrent Interactive Workshops

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2:45 pm – 3:00 pm Refreshment Break

3:00 pm – 4:15 pm Plenary III - Supply Chain Issues

In domestic and international franchising, many franchisors seek to strictly control the source of products and/or services used or obtained by their franchisees. This is often achieved by designating approved products, services, and suppliers. This plenary will explore the legal issues in various markets relating to common practices that franchisors wish to adopt, including the importation of key equipment, supplies and inventory; local and international sourcing issues and requirements; the ability to insist upon using designated suppliers; the franchisor's ability to profit on supply; and the legality of volume rebates, and other advantages paid by suppliers.

Chair: Larry Weinberg, Cassels Brock, Toronto, Canada

Speakers: Martine de Koning, Kennedy Van Der Laan, Holland; Jeff Kolton, Franchise Market Ventures, LLC, New York, New York, U.S.A.



WHY CHICAGO

Chicago is more than just a big city. Besides its striking downtown, which includes some of the tallest buildings in the world, Chicago has a distinctive coastline, hundreds of vibrant parks and more than 200 unique neighborhoods. In Chicago you will find incredible shopping on The Magnificent Mile, a Michelin-rated dining scene and exciting nightlife. The city also vaunts more than 40 museums, five regional Tony Award-winning theaters and, no matter the season, a sports team to cheer to victory. Chicago's neighborhoods represent more than 100 countries and it's through this diversity and profound city culture that it is able to boast many of the country's best restaurants, theaters and museums.

Pre-Registration and Payment of Fees

Pre-registration for the IBA/IFA Joint Conference closes April 24. If you are not able to meet this deadline, please register at our onsite Registration Desk beginning Tuesday afternoon (there will be a \$50 onsite processing fee). To register for all events described in this brochure, please complete one registration form per person and send with payment to the IFA Offices in Washington, DC. Payment of fees should be in US dollars, by check or bank draft drawn on a US bank and made payable to the International Franchise Association (Federal Tax ID # 36-6108621) or by Visa, MasterCard, American Express or Discover Card. If you would like to pay by wire transfer, please contact the IFA Offices at 202/628-8000 for account information.

Cancellation

Full refunds (minus a \$50 administration fee) will be granted for registrations cancelled at least 14 days in advance of the conference. A 50% refund (minus a \$50 administration fee) will be provided for registrations cancelled 7-14 days in advance. No refunds will be permitted for cancellations less than 7 days in advance or for "no-shows." All requests for refunds must be made in writing to the IFA. There is a \$50 substitution fee.

Social & Networking Events

This year's reception will be held at The Montgomery Club in the heart of Chicago's downtown. The Montgomery Club is located in Chicago's River North neighborhood, at 500 W. Superior, in the heart of Chicago's downtown, situated along the Chicago River and the city's premier nightlife establishments. This swanky urban venue, while modern and unique, offers guests the classic Chicago event experience. Drinks will be served at 6pm at the club's outdoor bar and patio.

Hotel Information

You may reserve your hotel room at the Chicago Marriott Downtown by visiting <https://aws.passkey.com/event/12105815/owner/1361/home> or calling 1-877-303-0104 and indicating you are attending the IFA/IBA 2015 Joint Conference. Our room rate for a standard room is \$299 (single or double) and includes internet access in the guest rooms. The deadline for making reservations is April 9, 2015 (or when the IFA room block is filled, whichever is first.) Once the room block is sold out, reservations will be accepted based on availability at the group rate. The Marriott is in a prime location, right in the heart of downtown Chicago at 540 N. Michigan Avenue. For more information about the Marriott, visit <http://www.marriott.com/hotels/travel/chidt-chicago-marriott-downtown-magnificent-mile/>.

Conference Registration Fees

IBA or IFA members @ US \$600 per person
Non Member @ US \$750 per person

Conference Registration fees include:

- Attendance at all educational sessions
- Conference working materials
- Reception and Dinner on Tuesday May 5
- Continental Breakfast on Wednesday May 6
- Refreshment Breaks on Wednesday May 6
- Lunch on Wednesday May 6

May 5-6, 2015 • Chicago Marriott Downtown Magnificent Mile • Chicago, IL, USA

Please complete one form per person. Pre-registration for the IBA/IFA Joint Conference closes April 24th. To register after this date, please visit our onsite Registration Desk beginning the afternoon of May 5th. Onsite registrations will be subject to a \$50 onsite processing fee.

Full Name _____
 Title _____ Nickname for Badge _____
 Company _____
 Address _____
 City _____ State _____ Zip Code _____ Country _____
 Telephone _____ Fax _____ Email _____

Please mark the appropriate boxes:

Registration Fees are Per Person.

IBA or IFA Member US \$600 per person X_____ = \$ _____
 Non-Member US \$750 per person X_____ = \$ _____
 Additional Dinner Tickets for Conference Attendees US \$200 per person X_____ = \$ _____
 Guest Name (if applicable): _____
 GRAND TOTAL \$ _____

Complete and return with payments to:

International Franchise Association
 c/o 31th Annual IBA/IFA Joint Conference
 1900 K Street, NW, Suite 700
 Washington, DC 20006 USA
 Telephone + 1 (202) 628-8000
 Fax + 1 (202) 628-0812



International Bar Association (IBA) — the global voice of the legal profession

The International Bar Association (IBA), established in 1947, is the world's leading organisation of international legal practitioners, bar associations and law societies.

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Divisions and Committees

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.

INTERNATIONAL BAR ASSOCIATION

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International Franchise Association (IFA)

The International Franchise Association, founded in 1960, is the oldest and largest association in the world representing franchisors, franchisees and suppliers to the franchise community. The IFA represents more than 1,300 franchisors, thousands of franchisees and more than 600 franchise community suppliers. IFA's members have franchise operations in virtually every corner of the globe, and IFA serves as a resource center for both current and prospective franchisors and franchisees, public policy makers, legislators, regulators, the media and the general public.

IFA's membership services include educational seminars and conferences, publications, trade shows, marketing and promotional assistance, government and public policy activities and international and minority outreach programs. The IFA actively promotes educational awareness programs for franchise investors and educational programs for franchisors to ensure compliance with franchise disclosure laws and regulations. The IFA is instrumental in creating and implementing programs designed to safeguard franchising from abuse by fraudulent operators

INTERNATIONAL FRANCHISE ASSOCIATION
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Check here if you require special assistance to fully participate.
 Please specify: _____

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Payment Method

Check Enclosed Payable to "IFA" (Federal Tax ID #36-6108621) Credit Card: (circle one)



Account # _____ Expiration _____

Card Member Name _____ Signature _____

Billing Address _____