



Union Internationale des Avocats
International Association of Lawyers
Unión Internacional de Abogados



לשכת עורכי-הדין בישראל
ISRAEL BAR ASSOCIATION

TEL AVIV

Thursday, March 29 & Friday, March 30, 2012



Joint Ventures vs Licensing What are the Issues?

Seminar organised by the UIA in co-operation with the Israel Bar Association

Introduction

"The best luck of all is the luck you make for yourself".
(General Douglas MacArthur)

But when it comes to joint ventures and licensing agreements, arguably there is no such thing as luck. Instead the choice is to get it right or wrong.

However, getting it right is not an easy task. All too often mistakes are made, not least when lawyers seek to meet the deadlines imposed by their clients.

This seminar will examine the issues with which you will have to grapple as you assist your client in putting in place a joint venture or a licence agreement - and first and foremost helping the client decide which is better given their business objective.

The seminar will provide insight into the considerations to be made in relation to the form of the joint venture and the terms of the licence agreement. More specific questions such as competition law, the impact of public procurement, and the consequences of termination will be considered by expert speakers and in-house counsel who will draw on their vast experiences - good and bad!

According to the bible, a land flowing with milk and honey. But today's Israel is better known for having the highest number of PhDs per capita of any country in the world. Unsurprisingly Israel also has a large number of lawyers per capita! Two very good reasons for attending this first UIA meeting in Tel Aviv!



Wednesday, March 28

19:00

WELCOME COCKTAIL

Hosted by:

The Israel Bar Association

10 Daniel Frish St., Tel Aviv



Thursday, March 29

08:30 - 09:00

REGISTRATION OF PARTICIPANTS

Hotel Dan Panorama
Charles Clore Park, Tel Aviv

09:00 - 09:15

▶ WELCOME AND OPENING OF THE SEMINAR

Doron BARZILY, *President of the Israel Bar Association, Tel Aviv, Israel*

Corrado DE MARTINI, *UIA President of Honour, Rome, Italy*

Stephen SIDKIN, *President of the UIA Contract Law Commission, Seminar Chairman, London, UK*

Gideon FISHER, *Israeli Seminar Chair, Israel Bar Association, Tel Aviv, Israel*

STRUCTURING YOUR JOINT VENTURE

09:15 - 10:00

▶ The Form of the Joint Venture

- Joint Venture Company
- Partnership / Limited Liability Partnership
- Unincorporated Joint Venture

Sajai SINGH, *J. Sagar Associates, Bangalore, India*

10:00 - 11:00

▶ The Joint Venture Company

- Drafting the shareholders agreement
- Shareholder rights and remedies
- How to deal with deadlock and default
- Options for termination

Ignacio CORBERA DALE, *J & A Garrigues LLP, London UK*

Gideon FISHER, *Gideon Fisher & Co., Tel Aviv, Israel*

11:00 - 11:30

COFFEE BREAK

STRUCTURING YOUR LICENSING AGREEMENT

11:30 - 12:30

- ▶ What is being licensed?
- ▶ The extent of the grant
- ▶ Making sure the licensor gets paid

Stephen SIDKIN, *Fox Williams, London, UK*

Mevra NIV GEVA, *Efrati Galili & Co., Tel Aviv, Israel*

12:30 - 14:00

LUNCH

14:00 - 15:00

▶ **The Israeli Experience**

- Joint Venture – Why they work and why they fail
- Licensing – Granting and taking licences

Alon SAHAR, Herzog Fox & Neeman, Tel Aviv, Israel

Jacob ENOCH, M. Firon & Co., Ramat Gan, Israel

15:00 - 15:50

▶ **Competition Law**

- EU Competition Law Impact on the Structure of joint ventures and licensing agreements
- The Israeli point of view

Johannes WILLHEIM, Willheim Mueller, Vienna, Austria

Dror STRUM, Israeli Institute for Economic Planning,

Herzliya, Israel

15:50 - 16:10

COFFEE BREAK

16:10 - 16.50

▶ **Joint ventures and the public sector - the EU perspective**

Aleksander STAWICKI, WKB Wiercinski, Kwiecinski, Baehr, Poznan, Poland

16:50 - 17:30

▶ **Joint ventures and licensing - managing environmental liability**

Tzvi LEVINSON, The Levinson Environmental Law Firm, Haifa, Israel

20:00

OPTIONAL DINNER

Keynote Speaker: Dr. Guy ROTKOPF, Adv., Director General of the Ministry of Justice of Israel

Deca restaurant

10 Hatasiya Street

Tel Aviv



Friday, March 30

09:00 - 09:30

REGISTRATION OF PARTICIPANTS

Hotel Dan Panorama

Charles Clore Park, Tel Aviv

09:30 - 10:30

▶ **The end of the relationship**

- Exiting the Joint Venture – How best to do it?
- Bringing a licence agreement to an end
- The Israeli experience

Stephen D. KRAMER, Phillips Nizer, New York, USA

Reuven Behar, Fischer Behar Chen Well Orion & Co., Tel Aviv, Israel

10:30 - 11:00

COFFEE BREAK

11:00 - 12:30

▶ **Post-termination issues**

- Non-compete
- Further assistance
- Accounts and tax

Niso MORHAYIM, Bati Law, Istanbul, Turkey

Yoav CASPI, Amar Reiter Jeanne Sage Cohen & Co., Tel Aviv, Israel

12:30 - 13:00

▶ **Conclusion**

Joint Ventures vs Licensing – Now we know which is best
Shiri SHAHAM, Yigal Arnon & Co., Tel Aviv, Israel

Organising Committee

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General Information

VENUE OF THE SEMINAR
Hotel Dan Panorama Tel Aviv
Charles Clore Park, Tel Aviv

REGISTRATION FEES

	UIA Member	Non Member
Standard Registrations	350 €	400 €
Young Lawyers (<35)*	300 €	350 €
Israeli Lawyers		159 €

* Please attach proof of age to the registration form to benefit from young lawyers fee.

These fees cover participation in the seminar, coffee breaks, lunch on Thursday, March 29, 2012, as well as the documentation of the seminar. The dinner on Thursday night, March 29, is optional and at additional charge. 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.

CONTINUING LEGAL EDUCATION

Every participant attending the seminar will receive a "Certificate of Participation" at the end of the event that may be used for obtaining "Credits" for "Continuing Legal Education" - "Continuing Professional Development" purposes, depending on national rules. For more information, please contact the UIA Paris office.

LANGUAGE

The working language will be English. There will be no simultaneous translation.

VISA

Any person, who would like to receive a visa invitation letter to attend the seminar, should register and pay their registration fees by February 29, 2012, to ensure there is enough time to obtain a visa. Only then it will be possible to benefit from a reimbursement in case the visa is refused.* - **

Should we receive your registration after February 29, 2012, only 50% of the registration fees will be reimbursed. Should your visa be issued after the seminar date, you will not be reimbursed.

* 100% refund of the amount paid minus € 50 (administrative costs).

** We need to receive proof of refusal before we proceed with the reimbursement.

IMPORTANT INFORMATION

Citizens of the following countries will be issued tourist visas free of charge at every port or entrance terminal to Israel:

- Europe – Austria, Italy, Iceland, Ireland, Belgium, Britain, Gibraltar, Germany (people born after 1.1.1928), Denmark, Holland, Hungary, Greece, Luxembourg, Lichtenstein, Monaco, Malta, Norway, Slovenia, San Marino, Spain, Portugal, Finland, France, Cyprus, Sweden, Switzerland, Bulgaria, Croatia, Estonia, Czech Republic, Hungary, Latvia, Poland, Romania, Slovakia.
- Asia and Oceania – Australia, the Fiji Islands, South Korea, Hong Kong, the Philippines, Japan, New Zealand, Micronesia, Singapore, Mongolia, Vanuatu.
- Africa – Lesotho, Mauritius, Malawi, South Africa, Swaziland, the Central African Republic.
- America – Uruguay, the Bahamas, El Salvador, Ecuador, Argentina, the United States, Bolivia, Barbados, Brazil, Guatemala, Jamaica, Haiti, the Dominican Republic, Trinidad and Tobago, Mexico, Surinam, Nevis and Saint Kitts, Panama, Paraguay, Chile, Colombia, Costa Rica, Canada, St. Lucia.

Important note for tourists continuing from Israel on to Arab and Islamic countries (except Egypt and Jordan):

It is recommended that you request that an Israeli stamp does not appear on your passport. You must notify the clerk of your request before your documents are stamped.

HOTEL ROOM RESERVATION

A limited number of rooms have been pre-booked at a preferential. Reservations should be made directly through the hotel. 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.

Hotels	Rates	
Hotel Dan Panorama Tel Aviv (5*) Charles Clore Park 68012 Tel Aviv, Israel T +972 35 190 190 F +972 37 250 474 E ori.bickels@danhotels.com	Single room Deluxe	205 €
	Double room Deluxe	245 €
	Single Executive room	245 €
	Double Executive room	285 €

Breakfast and taxes included

Please download the hotel reservation form from our website: www.uianet.org

Hotel Metropolitan (4*) 15 Trumpeldor 63803 Tel Aviv, Israel T +972 3519 2727 F +972 3517 2626 E reserve@hotelmetropolitan.co.il	Genuine Single room	100 €
	Single Standard room	140 €
	Double Standard room	165 €
	Single Superior room	160 €
	Double Superior room	185 €

Breakfast and taxes included

Please download the hotel reservation form from our website: www.uianet.org

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.