

The International Society of Primerus Law Firms

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Business

AUSTRIA

Special Audit - An Effective Tool for a Company's Supervisory Board

By **Piraska Vargha, Esq. and Dr. Robert Salfenauer, Esq.**

Lansky Ganzger & Partner

Vienna, Austria

The Austria Stock Corporation Act (Aktiengesetz) provides both a brief description of the main duty of a Supervisory Board: supervising a company's management. This does not just involve supervision per se: it also encompasses playing a part in the business and the decision-making process, along with planning and strategic guidance.

Full Article

COSTA RICA

Costa Rica Has Enacted a New Statute That Taxes Legal Entities, Law 9428

By **Dr. Luis Montes, Ph.D.**

Guardia Montes & Asociados, Abogados

San Jose, Costa Rica

The TAX APPLICABLE TO LEGAL ENTITIES under STATUTE No. 9428 shall enter into force on the first day of September of this year. The purpose of the new statute is collecting public funding in order to fight criminality.

As it is known, this piece of statute provides the entry into force of a tax over all business companies, as well as on every branch of a foreign company or its representative, and on over all individual legal liability company registered or to be registered in the Register of Legal Entities of the Costa Rica. This tax does not affect associations or foundations (not for profit entities).

[Full Article](#)

GERMANY

Standardization of Prospectus Requirements Under European Prospectus Regulation

By [Philipp Meier, Esq.](#)

[WINHELLER Attorneys at Law & Tax Advisors](#)

Frankfurt, Germany

The European Parliament approved the regulation on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market. The new law is part of the European Capital Markets Union, which is planned to be achieved within the next two years. One of the core objectives is that small and medium-sized enterprises (SME's) benefit from the new prospectus regime.

[Full Article](#)

KENYA

Analysis of the Movable Property Security Rights Act, 2017

By [Njoroge Regeru & Company](#)

Nairobi, Kenya

The Movable Property Security Rights Act, 2017 ("the Act") was assented into law on 10th May, 2017. This new law will facilitate the use of movable property as collateral for credit facilities, establish the office of the Registrar of Security Rights and provide for the registration of security rights in movable property.

This Act will also benefit small and medium-sized enterprises which experience difficulty in accessing finance from the formal sector.

[Full Article](#)

LUXEMBOURG

A Brief Note on Bitcoin: A New Era of Currency

By [Hance Law](#)

Luxembourg, Luxembourg

The digital world has come out with a product that challenges the value of currencies. The concept of digital currency was introduced through Bitcoin and was launched in 2009. Basically, Bitcoin works as digital money. Simply put, it is an electronic or virtual currency.

[Full Article](#)

PERU

The Legal Framework to Incorporate a Company in Peru

By [Ursula Cortes Gutierrez, Esq.](#)

[Llona & Bustamante Abogados](#)

San Isidro, Lima, Peru

Corporation Issues:

Peruvian Corporate Law provides for various of Corporations where the parties are solely obliged to contribute to the paid-in capital with the amount of money they have agreed to contribute, as provided in the articles of incorporation the parties or shareholders are not liable for any debt or obligation assumed by the company.

Furthermore Peruvian Corporations are considered as juridical persons independent of their shareholders.

[Full Article](#)

UNITED STATES

New LLC Form in Pennsylvania: Could Your LLC Benefit from Filing the New Certificate of Authority Form?

By [Raymond M. Roberts, Esq.](#)

[Rothman Gordon](#)

Pittsburgh, Pennsylvania, USA

Late in 2016, the Pennsylvania legislature enacted a new Limited Liability Company Act (the "Act"). The Act, which became effective for all Pennsylvania limited liability companies on April 1, 2017, introduced several new concepts. One of these is the new Certificate of Authority Form (Form DSCB: 15-8832).

[Full Article](#)

Consumer Financial Protection

UNITED STATES

CFPB Makes it Easier to File Class Action Suits Against Financial Companies

By [Frank G. Salpietro, Esq.](#)

[Rothman Gordon](#)

Pittsburgh, Pennsylvania

On July 10, 2017, the U.S. Consumer Financial Protection Bureau (CFPB) made it easier for groups of consumers to sue certain financial companies by joining together in class actions.

The CFPB took action in response to a recent trend on the part of consumer financial product and service companies (like banks, lenders, and credit card companies) to include provisions in their agreements which prohibited the consumer from joining together with others to file a class action against the company.

[Full Article](#)

Government

LUXEMBOURG

Key Points of the New Luxembourg Nationality Law: Requirements For Obtaining the Nationality

By [Hance Law](#)

Luxembourg, Luxembourg

The new Luxembourg law on nationality was voted in favor by the parliament in February 9, 2017. It is in effect since April 1, 2017. The law mainly allows a Luxembourg resident to

obtain the same civil and political rights possessed by a Luxembourg national.

[Full Article](#)

Insolvency

AUSTRALIA

Tenant Company Administrations

By [Selwyn Black, Esq.](#) and [Nicholas Huang, Esq.](#)

[Carroll & O'Dea Lawyers](#)

Sydney, Australia

SumoSalad is an example of a tenant that has used the administration provisions of the Corporations Act 2001 (Cth). Company administration produces a lot of questions. Here are some answers.

What is a company administration?

The Corporations Act allows for the appointment of an administrator to a financially troubled company. During the administration period, the administrator has to:

- take control of the affairs and business of the company; and
- investigate the financial situation and affairs of the company with a view to recommending to the company's creditors a course of action for the future of the company which would be in the best interests of creditors.

[Full Article](#)

Intellectual Property

HONG KONG

How Does Patent Exhaustion Right Matter If You Ship Patented Products to US?

[ONC Lawyers](#)

Hong Kong, Hong Kong

What is Patent Exhaustion Right?

Patent exhaustion is a patent doctrine that limits the extent to which patent holders can control an individual article of a patented product after a so-called "authorised sale". Once an authorised sale of a patented article occurs, the patent holder's exclusive rights to control the use and sale of that article are said to be "exhausted," and the purchaser is free to use or resell without owing any liability to the patent holder. Patent exhaustion doctrine has been widely adopted in civil law countries.

[Full Article](#)

Labor & Employment

GERMANY

In Germany Bonuses May be Credited Against the Minimum Wage

By [Dr. Eric Uffring, Esq.](#)

[WINHELLER Attorneys at Law & Tax Advisors](#)

Frankfurt, Germany

Is it possible to credit an attendance bonus paid by an employer to his employees for any month, in which they have no days of absence, against the minimum wage or is such bonus intended for a specific purpose to be compensated in addition to the minimum wage?

[Full Article](#)

HONG KONG

Don't Renege on a Resignation In Lieu of Discharge

[ONC Lawyers](#)

Hong Kong, Hong Kong

This case concerns a dispute between a company and its former employee on whether the employee resigned of his own volition or whether the employment was terminated by the company, thereby affecting the former employee's entitlement under the employment agreement following the termination.

[Full Article](#)

KENYA

Procedure for Termination of Employment

[Njoroge Regeru & Company](#)

Nairobi, Kenya

Many employers find themselves in trouble with the law and are condemned by the Employment Court to pay hefty awards for unlawfully terminating the services of their employees - even where there was justification for termination. Many employers are therefore learning the hard way that there is a lot to consider before uttering the dreaded words "**you are fired!**"

[Full Article](#)

NETHERLANDS

Personnel: "Sick" Employees on Social Media

By [Jan Dop, LL.M.](#)

[Russell Advocaten, B.V.](#)

Amsterdam, Netherlands

What can you, as an employer, do if it turns out that an employee on sick leave does not seem to be that sick after all? Can you stop paying wages? Re-claim wages paid in excess? Terminate the employment contract? Dismiss the person in question?

Sick leave is a costly affair for employers. The wages of sick employees must be continued to be paid, time and effort has to be put on re-integration, and in some cases a substitute has to be arranged. Then, it is even more annoying when it becomes obvious from social media that the employee is not (so) sick after all, but can be found partying at a festival or on holiday on a golden beach. What can you, as an employer do in such cases?

[Full Article](#)

UNITED STATES

Massachusetts Highest Court Requires Workplace Accommodation for Medical Marijuana Positive Drug Test - Or Does It?

[The Bennett Law Firm](#)

Portland, Maine / New Hampshire, USA

On July 17, 2017, the Massachusetts Supreme Judicial Court ("SJC") held that an employee fired for a failed drug test may pursue a disability discrimination claim based on her use at home of medical marijuana. Although the *Barbuto v. Advantage Sales & Marketing (ASM)* decision could have a substantial impact on how Massachusetts employers handle positive tests for medical marijuana, a careful reading of the decision suggests the Court's decision might not be as far reaching as the headlines suggested. Notwithstanding the SJC's decision, the scope of Massachusetts employers' obligations with regard to accommodating an employee's at home use of medical marijuana remains uncertain.

[Full Article](#)

Litigation

UNITED STATES

Litigation Defense Law Update

[Degan, Blanchard & Nash, PLC](#)

New Orleans/Baton Rouge, Louisiana, USA

During the course of representing our clients, we occasionally call to their attention, changes in the law that could potentially affect their interests. Accordingly, we now set forth a synopsis of the following decisions that may be of some interest to you and your company.

[Full Article](#)

Oil & Gas

UNITED STATES

Are Oil and Gas Real Property?

[Paul Yagelski, Esq.](#)

[Rothman Gordon](#)

Pittsburgh, Pennsylvania, USA

Oil and gas are "real property." See *Duquesne Natural Gas Co. v. Fefolt*, 203 Pa. Super. 102, 198 A.2d 608, 610 (1964). Oil and gas are part of the land so long as they are on it or in it or are subject to control therein. In other words, they are part of the land while they are in place. *Id.* Like other minerals within the bounds of a freehold (which extends to the center of the earth -*Chartiers Block Coal Co. v. Mellon*, 152 Pa. 286, 295, 25 A. 597 (1893)), they may be the subject of a sale, separate and apart from the surface and from any other minerals beneath it. When severed from the realty, however, gas and oil like other minerals, become personal property. *Williams v. Bridy*, 391 Pa. 1, 136 A.2d 832, 833 (1957).

[Full Article](#)

Privacy

NETHERLANDS

New European Privacy Policy

By [Roos Inklaar, LL.M.](#)

[Russell Advocaten, B.V.](#)

Houston, Texas, USA

Does your company collect or process personal data? For example, do you register customer information? Or do you store your personal address and telephone numbers? Then

you must comply with the new European privacy rules!

General Data Protection Regulation

The General Data Protection Regulation (AVG) will be applicable soon. This European Privacy Policy protects the citizens' privacy in the EU and raises many kinds of obligations for many companies and agencies.

[Full Article](#)

Trademarks

GERMANY

Why the Registration of a Trademark May Be of Crucial Importance for Your Business

By [Nikola Weery, LL.M.](#)

[WINHELLER Attorneys at Law & Tax Advisors](#)

Frankfurt, Germany

Nearly everywhere, we come across products of a manageable number of manufacturers. One example: Whether Apple or Samsung, every second mobile phone or tablet originates from the production of either of these manufacturers. We do not only like the product itself. It is also the image represented by a brand.

If your company uses a name or a sign to designate your products in public, such a symbol may develop into one of your most valuable assets if you apply the right brand strategy. But in order to prevent your competitors from getting rich at your expense by using your symbol or, even worse, from damaging the image of your symbol by placing defective products on the market, your trademark needs to be protected.

[Full Article](#)

Paradigm Magazine



The [2017 Spring Paradigm Magazine](#) delivers articles regarding developments and trends in legal issues relevant to corporate clients around the world, while showcasing Primerus members as leaders with the expertise to assist clients with any legal needs they may have. It is published twice a year and mailed to Primerus members as well as clients around the world.

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- [A Survey of the Law of Legal Malpractice - A Professional Liability Practice Group Compendium - September 2015](#)
- [A Survey of The Law of Non-Contractual Indemnity and Contribution - Products Liability Practice Group Compendium - April 2015](#)
- [Compendium of Principles of Law Regarding Bad Faith in the Fifty States and](#)

[D.C. - 2013 Edition](#)

- [A State by State Update of Tort Reform - 2013 Edition](#)
- [Principles of Law Regarding Establishment and Operation of a Business in Various Countries Compendium - International Transactional Services Practice Group - March 2012](#)
- [Doing Business in the Asia Pacific Region](#)

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