



## Corporate Client e-Newsletter

June 2014

Welcome to the June 2014 edition of the Primerus Xpress. The articles in this e-newsletter were authored by Primerus member lawyers to in order to provide you with relevant information regarding legal developments, best practices, and trends from around the world.

Primerus is a society of nearly 200 of the world's finest independent law firms and 3,000 attorneys with experience in thousands of practice areas. Primerus provides clients easy access to the right lawyer, with the right skills, in the right location, and at the right cost.

[We have member firms located in these U.S. states \(click to view\):](#)

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin.

[Outside of the United States, we have firms located in the following countries \(click to view\):](#)

Argentina, Australia, Austria, Belize, Brazil, British Virgin Islands, Canada, China, Colombia, Costa Rica, Dominican Republic, Egypt, Finland, France, Germany, Greece, Hungary, India, Israel, Italy, Japan, Kenya, Malta, Mexico, Netherlands, Nigeria, Panama, Philippines, Portugal, Singapore, South Korea, Spain, Switzerland, Taiwan, Turkey, United Kingdom.

I invite you to explore our website and the many resources available to you at [primerus.com](http://primerus.com), including a directory of Primerus firms complete with practice area and attorney bio information. The International Society of Primerus Law Firms brings together the world's finest law firms that share a commitment to providing quality service at reasonable fees anywhere in the world. If I can assist you by answering any questions about Primerus, or to find a Primerus lawyer in a particular practice area or jurisdiction, please don't hesitate to contact me by email ([csluss@primerus.com](mailto:csluss@primerus.com)), or call me at 800.968.2211/616-454-9939.

Sincerely,

Chad Sluss  
Senior Vice President of Services  
International Society of Primerus Law Firms

## In this Issue...

### Articles:

#### [Business](#)

#### [International Business](#)

#### [Estate Planning](#)

#### [Labor & Employment](#)

#### [Premises Liability](#)

#### [Real Estate](#)

#### [Social Media](#)

#### [Upcoming Webinars & Primerus Events](#)

#### [Paradigm Magazine](#)

#### [About Primerus](#)

#### [Resources](#)

## Business

### [USA](#)

#### **Business Divorces - Stockholders' Rights in Closely Held Companies**

By: [James L. Rudolph, Esq.](#)

*Rudolph Friedmann, LLP*

*Boston, Massachusetts*

Many companies are initially organized as a "close" corporation, in which shareholders and decision makers are often one in the same. Under most state laws, the shareholders in a close corporation enjoy certain rights and have obligations that are unique. Therefore, a basic knowledge of these rights and obligations is indispensable for the shareholder, as well as for all those who contemplate the close corporation as a model for their business entity.

[Full Article](#)

## International Business

### [SWITZERLAND](#)

#### **FIFA World Cup - Ambush Marketing**

By: [Dr. Andreas Glarner, LL.M.](#)

*MME Partners*

*Zurich, Switzerland*

FIFA defines Ambush Marketing as "prohibited marketing activities which try to take advantage of the huge interest and high profile of an event by creating a commercial association and/or seeking promotional exposure without the authorization of the event organizer."

[Full Article](#)

## **INDIA**

### **Data Protection and Privacy Law - Recent Developments**

**By: Salman Waris LL.M.**

**Seth Dua & Associates**

**New Delhi, India**

Recently, Department of Personnel and Training ("DoPT") submitted a draft Privacy Bill to the Law Ministry for consideration. The said draft bill is the modified version of the initial document first prepared by the DoPT in the year 2011 and named the Right to Privacy Bill, 2011 (the "Draft Bill 2011"). However, pursuant to the Committee Report issued by the Shah Committee in 2012, the DoPT had carried out certain modifications to the Draft Bill 2011 in line with the suggestions made thereunder.

**[Full Article](#)**

## **Estate Planning**

## **CANADA**

### **The Changing Landscape of Trusts**

**By: Houser Henry & Syron LLP**

**Toronto, Canada**

Trusts can be and often are an integral piece of an individual's tax, financial and estate planning process, particularly for business owners. Historically, trusts have been used for a variety of purposes, including:

- Income splitting;
- Reducing taxes;
- Protecting assets;
- Utilizing capital gains exemptions; and
- Transferring assets to select beneficiaries

**[Full Article](#)**

## **Labor & Employment**

## **USA**

### **Enforceability of Covenants Not To Compete: Employers Win and Lose**

**By: Anthony L. Leccese, Esq.**

**Rudolph Friedman, LLP**

**Boston, Massachusetts**

Covenants not to compete are generally disfavored. To enforce a non-compete, an employer must show that the covenant is necessary to protect a legitimate business interest, reasonably limited in time and space, and consonant with the public interest. This often requires individualized judicial consideration. And the matter is usually first presented to the judge by the employer seeking a preliminary injunction to prohibit the former employee from working for a competing business until the expiration of the restriction period. Two recent cases demonstrate the peculiarities of enforcing these restrictions.

**[Full Article](#)**

## **USA**

### **Employees-at-Will: When Can They Not Be Fired At the Employer's Will?**

**By: Adam J. Shafran, Esq.**

**Rudolph Friedman, LLP**

**Boston, Massachusetts**

Massachusetts, like all other states, follows the employment doctrine known as "employee-at will." The concept is rather straightforward. On one hand, when an employee is considered an employee-at-will, the

employee can choose to leave his or her employment at any time, without advance notice, and without having to give a reason for doing so. On the other hand, the employer can make any negative or adverse decision concerning the employee's employment, up to and including termination, for any reason or no reason at all, so long as that reason is not an illegal reason. While the foregoing might seem fairly obvious, many employers do not realize the legal protections that an employee-at-will has, and when they are not permitted to terminate an employee-at-will.

[Full Article](#)

#### **MEXICO**

##### **Labor Law, Work Shift and Overtime**

**By: [Pablo Saenz, Esq.](#)**

**Cacheaux, Cavazos & Newton**

**Mexico City, Mexico**

The Federal Labor Law ("FLL") establishes that the work shift may be freely agreed upon by and between the employer and its employees, so long as the employer does not exceed the maximum work shifts established by the FLL.

[Full Article](#)

#### **USA**

##### **Arbitration Agreements Can Be Enforced Even Though Employers Reserve the Right to Alter or Terminate Them**

**By: [Samson Elsbernd, Esq.](#)**

**Wilke, Fleury, Hoffelt, Gould & Birney, LLP**

**Sacramento, California**

Arbitration agreements are commonplace in California employment relationships. As with employee handbooks, employers may attempt to reserve the right to modify their arbitration agreements with employees. The reservation of this right may be unilateral, meaning that the employer can modify or terminate the agreement but the employee cannot change his or her mind about the agreement. Such modification clauses are not illusory because the law implies a promise by the employer to exercise its right in good faith and pursuant to fair dealings, and hence, these modification clauses may be enforced.

[Full Article](#)

## **Premises Liability**

#### **USA**

##### **Keep Calm and Investigate: Top 10 Tips for Documenting Accidents at Your Business**

**By: [Amy Neuschafer, Esq.](#)**

**Collins & Lacy, P.C.**

**Columbia, South Carolina**

An effective and thorough investigation is the first line of defense in any premises liability case. When a guest reports an accident, it is important to gather as much information as possible. Employees move on and memories fade, but a well-documented accident file may just help push a claim toward a favorable resolution. Applying these suggestions immediately after an accident can help businesses get their defense strategy in fighting shape.

[Full Article](#)

## **Real Estate**

#### **MEXICO**

##### **Investing in Real Property with a History of Having Been Communal Property ("Ejido")**

**By: [Jorge Ojeda, Esq.](#) & [Marimar Perez-Cacheaux, Esq.](#)**

**Cacheaux Cavazos & Newton**

**Monterrey, Mexico**

Multiple hotel developments, golf clubs, industrial plants and a whole range of investments in Mexico have been and continue to be developed on tracts of real property which, at one time or another, were communal properties ("ejidos"). One often hears stories of investors who were fooled into believing that they were purchasing private property, when in fact they were being offered to purchase ejido land, which caused many "headaches" for such investors.

[Full Article](#)

## Social Media

### USA

The Importance of Addressing Social Media at Trial (Part Two of a Two Part Discussion)

By: [J. Paul Zimmerman, Esq.](#)

*Christian & Small*

*Birmingham, Alabama*

The basic concerns surrounding social media use by jurors are not new - communication during trial proceedings or deliberations divides the juror's attention and distracts others. But that is only the beginning. In addition to presenting another convenient mechanism to publish information related to the trial, social media is a direct route for the introduction of "extraneous information" to jurors from a virtually unlimited number of people. The ability that others have to comment on and to forward posts by jurors invites feedback, which provides opportunities for extraneous information or influence on the jury and may affirmatively attempt to influence a trial's outcome.

[Full Article](#)

## Upcoming Webinars & Primerus Events

### Save the Date!

#### 2014 Insurance Coverage & Bad Faith Seminar

Sept 18-19 2014, Chicago, IL

More Details to follow

### Save the Date!

#### Doing Business in Latin America & the Caribbean Webinar

Date: Tuesday, August 12, 2014

Time: 8:00 am PT/9:00 am MT/10:00 am CT/11:00 am ET

More Details to follow

## Paradigm Magazine

To View the Latest Issue of the Paradigm Magazine, [click here.](#)



## Resources

[Find a Primerus Law Firm](#)

[Primerus Law Institutes and Practice Groups](#)

[Paradigm Magazine - Winter 2014](#)

[Legal Articles](#)

[Compendiums](#)

[Webinar Library](#)

[About Primerus](#)

[Primerus Video Gallery](#)

[Contact Us](#)

## About Primerus

The International Society of Primerus Law Firms (Primerus) is a society of top-rated, independent, boutique law firms that have earned the right to display the Primerus seal of quality. Primerus has over **190 member firms** in **130 cities** located in nearly **40 countries**. **High quality legal services at reasonable fees - that's how Primerus can work for you.** With nearly 3,000 lawyers in the society, Primerus members, collectively, offer the breadth of expertise and jurisdictional coverage that only the world's largest law firms can offer to their clients, but at more reasonable rates. For more information, please call 800-968-2211 or visit [\*\*primerus.com\*\*](http://primerus.com).

### International Society of Primerus Law Firms

171 Monroe N.W., Suite 750  
Grand Rapids, Michigan 49503  
Toll Free: 800.968.2211 Local: 616.454.9939  
[www.primerus.com](http://www.primerus.com)

Legal Disclaimer: The general information contained in this e-Newsletter is intended for informational purposes only. It is not intended to be legal advice, and should not be construed as legal advice or legal opinion on any specific facts or circumstances. You should consult legal counsel regarding your individual circumstance.