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Business

CANADA

Conducting a Director or Shareholder/Member Meeting

[Houser Henry & Syron LLP](#)

Toronto, Canada

When there is broad agreement among members/shareholders, there is often an easy working informality and a willingness to waive any procedural deficiencies and to dispense with formal meetings.

However, when there are sharpening differences of personality or approach among directors or members/shareholders, there develops a heightened scrutiny of procedures and often an insistence on formal meetings and the scrupulous observation of rules. In many cases, these disagreements lead to a series of skirmishes over procedures as one cause or group seeks to gain a usually temporary advantage over another. This can become a test of each side's endurance.

[Full Article](#)

CANADA

Professional Practices: Laying the Foundation for Your Business Success

[Houser Henry & Syron LLP](#)

Toronto, Canada

Regardless of your professional skills or your success in winning and serving clients and customers, you need a firm foundation on which to grow your business.

We offer you several strategies to consider for managing a robust and profitable business - professional corporations, partnerships and cost sharing agreements.

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GERMANY

Providers of Investments Required to Publish Prospectuses in Germany

[Lutz Auffenberg, Esq.](#)

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Frankfurt am Main, Germany

In 2017, the Act Amending Financial Market Regulations came into effect in Germany. The expansion of the obligation to draw up a prospectus has a particularly strong effect for providers of investments such as wood, container or other material investments.

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GERMANY

Imports Into the EU through Inward Processing

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In 2017, the Act Amending Financial Market Regulations came into effect in Germany. The expansion of the obligation to draw up a prospectus has a particularly strong effect for providers of investments such as wood, container or other material investments.

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NETHERLANDS

Shop-in-Shop Agreement: Tips and Concerns

[Ynze Kliphuis, LL.M.](#)

[Russell Advocaten B.V.](#)

Amsterdam, Netherlands

Are you planning to enter into a shop-in-shop agreement? This is what you should keep in mind.

The term "shop-in-shop" can be taken literally. It is actually a store within a store. A large retail shop or department store makes available part of the store to another shop. The other shop is allowed to exploit its brand in this particular part of the store. This formula is getting more and more popular and, for instance, Debenhams and the Dutch department store De Bijenkorf are typical examples of large (host) stores making increasing use of shop-in-shop concepts.

[Full Article](#)

NETHERLANDS

Liability of Franchisers for Incorrect Forecasts?

[Ynze Kliphuis, LL.M.](#)

Does a franchiser have to pay compensation to the franchisee if he has provided him with improper sales and profit forecasts?

Far Too Rosy Forecasts

Before concluding a franchise agreement, the franchiser often provides sales and profit forecasts to the (potential) franchisee. These forecasts are important to franchisees for making the choice whether or not to team up with the franchisor.

But what happens if the forecasts do not come out and financial problems will arise for the franchisee? Can he call the franchiser to account because the forecasts were unrealistic and he would never have concluded the franchise agreement had matters been presented correctly?

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Data Privacy & Protection

GERMANY

High Fines Under German Data Protection Law

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Frankfurt am Main, Germany

As of 05/25/2018, the General Data Protection Regulation will enter into force. The innovations will be quite complex and have to be strictly observed by companies that wish to avoid high fines.

Draft of a New Data Protection Law

Although it is a regulatory act (and hence directly applicable in all EU member states), the General Data Protection Regulation includes numerous opening clauses for the national legislators. Therefore, observers keenly awaited how the German legislator would use the scope of freedom left to it by the General Data Protection Regulation.

[Full Article](#)

HONG KONG

Can a Data User, After Having Received a Data Subject's Opt-out Request, Continue to Promote Its Services as Part of Its After-Sale Service?

[ONC Lawyers](#)

Hong Kong, Hong Kong

Introduction

It is very common for service providers to communicate directly to customers through a variety of media including calling, cell phone text messaging, emailing, etc. to promote their products and services. Service providers (data users) often make use of the personal data of their customers (data subjects) in direct marketing. Under the Personal Data (Privacy) Ordinance (Cap. 486) (the "PDPO"), these service providers are required to notify their customers and obtain their consent before using their personal data in any direct marketing

activities. Section 35G of the PDPO ("Section 35G") provides that a data subject may require a data user to cease to use the data subject's personal data in direct marketing.

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Energy & Environment

MEXICO

New Regulations on Distributed Generation

[José María Lujambio, Esq.](#)

[Cacheaux Cavazos & Newton](#)

Mexico City, Mexico

In 2010, the Energy Regulatory Commission ("CRE") published in the Official Journal of the Federation ("DOF") the Models of interconnection contracts for medium and small-scale renewable energy sources, based on its role promoting of the use of such sources, derived from the 2008 energy reform. The main contribution of this regulatory instrument was the introduction in Mexico of the figure of net metering, by which generators of electricity with a capacity of up to 0.5 MW, especially those using photovoltaic panels, had the ability to carry out a monthly compensation between the energy received from the Federal Electricity Commission ("CFE") and their own production. This measure, coupled with the dramatic reduction in technology costs in the past decade, helped the country move from 0.8 MW of installed capacity in 2010 to more than 151 MW in 2016.

[Full Article](#)

UNITED STATES

RCRA Update: New Hazardous Waste Generator Rule Goes Into Effect in May 2017

[Sherry E. Jackman, Esq.](#)

[Greenberg Glusker](#)

Los Angeles, California

EPA's final Hazardous Waste Generator Improvements Rule ("Rule"), which goes into effect on May 30, 2017, contains approximately 60 revisions to the hazardous waste generator regulatory program. The revisions focus on improving efficiency, and compliance for hazardous waste generators-which is quite appropriate given EPA's estimated hazardous waste non-compliance rate of 20 to 30 percent. See Final Rule Preamble at IX.B(1). The Rule also results in a significant reorganization of the hazardous waste generator regulations, which have historically been confusing in their layout and configuration.

[Full Article](#)

Insurance

UNITED STATES

Recent Coverage Law Update

During the course of our representation of 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.

I. CHOICE OF LAW

In *American Fire & Casualty Co. v. Mary Hegel*, 15-3975, (8th Cir. 2017), the issue of choice of law was paramount in determining the ultimate outcome of the dispute. When analyzing

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Labor & Employment

NETHERLANDS

Personnel: Rules On Employee Appearance in Company Regulations

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Amsterdam, Netherlands

Employers can determine rules on clothing and appearance in company regulations. What do employers have to keep in mind when setting such rules?

Employers may determine rules regarding the clothing and appearance of employees. However, this authority is not unlimited as can be seen from two recent rulings of the Court of Justice.

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UNITED STATES

Federal Appellate Court Rules that Workplaces Cannot Discriminate Based on Sexual Orientation Under Title VII - Does This Impact Your Workplace?

[David B. Walston, Esq.](#)

[Christian & Small, LLP](#)

Birmingham, Alabama

On April 4th, the Seventh Circuit Court of Appeals in Chicago ruled 8-3 that workplace discrimination on the basis of sexual orientation violates Title VII of the Civil Rights Act of 1964.

In a past update, we discussed the U.S. Department of Labor's efforts under the Obama presidential administration to have "gender identity" declared protected from discrimination as gender discrimination. Despite all the headlines, it had long been the law that transgender employees were protected against discrimination under federal law under the theory of "gender stereotyping" - discrimination against an employee because he or she exhibited the characteristics ordinarily associated with the opposite sex.

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NETHERLANDS

Can Employees Be Liable for Debts of the Company?

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Amsterdam, Netherlands

Employees can be liable for the debts of the company when they were too much involved in the policy making of the company. When will they be in the "danger zone"?

Directors of a company can be jointly and severally liable for the debts of the company in the event of bankruptcy. For this, there must be maladministration and it must be plausible that

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Patents & Trade Marks

AUSTRALIA

Patents - A Muddy Area

Selwyn Black, Esq. and Nicholas Huang, Esq.

Carroll & O'Dea Lawyers

Sydney, Australia

Australian Mud Company Pty Ltd v Coretell Pty Ltd [2017] FCAFC 44 is a recent Australian federal court decision which highlights that patent infringement litigation can be a double edged sword.

The Key Facts

1. Australian Mud Company Pty Ltd (AMC) owned an innovation patent.
2. AMC wrote to Coretell Pty Ltd (Coretell) alleging that Coretell's 'Camteq' product infringed its patent. AMC threatened to commence proceedings.

[Full Article](#)

HONG KONG

Applying for Trade Mark Protection in Multiple Jurisdictions (Part 1):

The Madrid System

ONC Lawyers

Hong Kong, Hong Kong

Background The trade mark registration system in Hong Kong and most other jurisdictions only confers territorial protection. For instance, a Hong Kong-registered trade mark (other than a wellknown trade mark) will not be afforded protection in Taiwan to the same extent as trade marks registered there. In order to have its trade mark rights comprehensively protected, it is most often recommended for a trade mark owner to apply for registration in every jurisdiction where its business interests lie or could potentially lie. International registration through the Madrid System is a means designed to facilitate such multi-jurisdictional trade mark registration.

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Real Estate & Leasing

GERMANY

Rent Control - Watch Out When Increasing Rents

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Frankfurt am Main, Germany

Since June 2015, the German federal states can designate areas with a particularly tense housing market and apply a so-called rent control. When renting out a property in such area to a new tenant, the rent must not exceed the local reference rent by more than 10%. As was to be expected, the first decisions on this issue are currently being published.

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Shipping & Logistics

HONG KONG

Would Amalgamation of Claimant Take Away the Tribunal's Jurisdiction in an Arbitral Proceeding?

[ONC Lawyers](#)

Hong Kong, Hong Kong

Introduction

Amalgamation is a legal process under which liabilities and rights of two or more companies merge and are brought under one of the original companies or a newly formed company. In general, the company in existence after amalgamation is the successor of those liabilities and rights of the company(ies) dissolved. What if a company dissolved under amalgamation is the claimant in arbitration? Does the amalgamation affect the arbitration tribunal's jurisdiction over the case?

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Tax Law

AUSTRALIA

Land Tax Surcharge and Stamp Duty Surcharge-Impact on Discretionary Trusts

[Selwyn Black, Esq.](#)

[Carroll & O'Dea Lawyers](#)

Sydney, Australia

The 2016 NSW Budget introduced:

1. a 4% stamp duty surcharge on foreign persons who purchase NSW residential land; and
2. a 0.75% land tax surcharge on foreign persons who own NSW residential land.
Depending on the terms of the trust deed, a trustee of a discretionary trust may be deemed to be a foreign person if a potential beneficiary of the trust is a foreign person. Many trustees of discretionary trusts that purchase or own NSW residential land may be liable for the additional surcharges.

[Full Article](#)

GERMANY

Refund of German VAT: Retroactive Correction of Invoices

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Frankfurt am Main, Germany

Under German tax law, value added tax on services received is refunded to companies. The prerequisite for a refund is that the invoice submitted is formally correct. As German VAT tax law places high requirements on invoices, however, suppliers frequently fall into errors. An incorrect invoice then leads to the refund of the VAT amount paid being denied to the recipient of the service.

[Full Article](#)

ITALY

Italians Launched a New Tax Regime to Attract High-Net-Worth Individuals and a Fast Track Visa for Investors

[Marco Salvatore, Esq.](#) and [Marie Adele De Luca, Esq.](#)

[FDL, Studio Legale e Tributario](#)

Milan, Italy

To whom does it apply: Italian and non-Italian citizens, not residing in Italy for the previous 9 years. The regime is applicable also to relatives of the above individuals.

Benefits: All non-Italian worldwide incomes are subject to a substitutive tax regime equal to a lump sum of Euro 100,000 per year, notwithstanding the entity of the incomes and with exclusion of capital gain on sales of qualified shareholdings realized during the first five years from the election of the regime

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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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Resources

Legal Articles

Compendiums:

- [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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