



Corporate Client e-Newsletter

January 2015

Welcome to the first edition of the Primerus Xpress in 2015. This month's edition contains several useful articles pertaining to Business Laws that affect some key jurisdictions within the United States. It also covers some informative topics related to Labor and Employment law, including recent mandates from the NLRB and a US Supreme Court Decision that addresses overtime claims for warehouse workers. In addition, this edition contains multiple articles focusing on international laws and regulations that could have a broad implications for multinational companies.

The articles in this e-newsletter were authored by Primerus members and provide you with relevant information regarding legal developments, best practices, and trends from around the world. If you are seeking a specific article or legal development and don't find it in this e-newsletter, please feel free to contact me at LDingman-Nowicki@primerus.com. Please note that I'm also a resource should you need a recommendation for a qualified law firm with specific practice area experience or located in jurisdictions around the world.

Sincerely,
Lisa N. Dingman-Nowicki, Esq.
General Counsel
International Society of Primerus Law Firms

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Primerus Events

Primerus Defense Institute Transportation Seminar

February 19-20, 2015

The Westin San Diego Gaslamp Quarterit - San Diego, California

[Agenda](#)

Primerus Asia Pacific Institute/Corporate Client Networking Event

April 1-2, 2015

The American Club - Singapore

Primerus Defense Institute Convocation

April 23-26, 2015

The Ritz-Carlton - Amelia Island, Florida

Agenda

Primerus Latin America & Caribbean Institute/Association of Corporate Counsel Brazil Networking Event

May 14, 2015

Renaissance Sao Paulo Hotel - Sao Paulo, Brazil

Association of Corporate Counsel Annual Meeting

October 18-21, 2015

Boston, Massachusetts - Primerus will be a corporate sponsor

To learn more about these events, please contact Lisa N. Dingman Nowicki via email at

LDingman-Nowicki@primerus.com

Business

CANADA

Past and Present Changes to the Law

By: *Houser Henry & Syron LLP*

Toronto, Canada

2014 brought important changes to Ontario and Canada's regulatory landscape and 2015 is no different. As we enter the New Year, the Houser Henry & Syron LLP team would like to highlight some notable changes, which may impact Canadian businesses and business owners.

[Full Article](#)

UNITED STATES

ALERT - California's Prohibition of Out-of-State Forum Selection Clauses in Franchise Agreements is Alive and Well

By: *Buchman Provine Brothers Smith LLP*

Walnut Creek, California

A California District Court ruling in Frango Grille USA, Inc. v. Pepe's Franchising Ltd. provides a certain amount of comfort to California franchisees that any disputes with foreign franchisors will be venued in California. By doing so, the Frango Court managed to work around a recent United States Supreme Court ruling which held that contractual forum selection clauses would be enforced under Federal law in all but the most extraordinary circumstances. The Frango decision is a victory for California franchisees, and should serve as a warning to foreign franchisors that they will have to litigate disputes with California franchisees in California.

[Full Article](#)

UNITED STATES

UPDATE: Florida Mortgage Statute of Limitations: Why It's Becoming a Problem and What We Can Do About It

By: *David W. Rodstein, Esq.*

Padula Hodkin, PLLC

Boca Raton, Florida

All eyes in the mortgage industry are on the Florida Supreme Court. Florida's highest Court is now receiving briefs in the case of Bartram v. U.S. Bank, which could invalidate thousands of mortgage loans worth billions of dollars.

[Full Article](#)

UNITED STATES

The Implications of Alabama's New Limited Liability Act (LLC)

By: [Jonathan W. Macklem, Esq.](#)

Christian & Small LLP

Birmingham, Alabama

During its 2014 legislative session, the Alabama Legislature passed a significant revision of the state's Limited Liability Act. The new Act applies to any Limited Liability Company (LLC) that is created on or after January 1, 2015, and all existing LLCs, including those that were formed prior to January 1, 2015, will be bound by the new act on January 1, 2017.

[Full Article](#)

Employment

UNITED STATES

National Labor Relations Board Mandates That Employers Allow Employees Use of Work Email For Union Organizing and Related Activities

By: [The Bennett Law Firm, P.A.](#)

Portland, Maine

In a much anticipated decision, the National Labor Relations Board ruled last Thursday that employers must permit employees the right to use work email systems for union organizing and other concerted activities relating to terms and conditions of employment. As is typical, the Board was divided and issued the ruling on a 3 to 2 vote. This decision overrules prior NLRB precedent holding that employers could prohibit employees this type of access to their work email systems. In *Purple Communications, Inc.*, 361 NLRB No. 126 (Dec. 11, 2014), the NLRB held that email has become a critical means of communication and that therefore, the Board's previous position on this issue undervalued employees' rights to communicate in the workplace about their terms and conditions of employment and gave too much weight to employers' property rights.

[Full Article](#)

UNITED STATES

Dodd-Frank's Anti-Arbitration Provision Does Not Apply to Whistle-Blower Retaliation Claim

By: [Thomas Paschos & Associates, P.C.](#)

Haddonfield, New Jersey

In *Khazin v. TD Ameritrade Holding Corp.*, 2014 U.S. App. LEXIS 23098 (3d. Cir. (N.J.) December 8, 2014), Boris Khazin, was a financial services professional and former employee of Appellees TD Ameritrade, Inc. and Amerivest Investment Management Company who at the start of his employment, executed an employment agreement in which the parties agreed to arbitrate all disputes arising out of Khazin's employment.

[Full Article](#)

International Business

GERMANY

Tax Law: Income-Related Expenses: Loss Deduction for A Silent Partner

By: [Stefan Winheller & Johannes Fein](#)

WINHELLER Attorneys at Law & Tax Advisors

Frankfurt, Germany

An investment in another person's business that is not publicized, that does not include any executive authority and does not involve personal liability risk is referred to as a typical silent partner investment. From a tax law perspective, the typical silent partner generates income from capital investments. If, on the other hand, there are deviations to these principles, and if the silent partner bears a certain amount of risk as a co-entrepreneur, he is referred to as an atypical silent partner, who earns commercial income.

[Full Article](#)

GERMANY

Banking & Capital Markets Law: Coco Bonds: Federal Financial Supervisory Authority BaFin Doubts Suitability for Private Investors

By: [Lutz Auffenberg](#)

WINHELLER Attorneys at Law & Tax Advisors

Frankfurt, Germany

Many German private banks are currently giving thought to offering Contingent Convertible Bonds (CoCo bonds) on the capital market on a large scale. Deutsche Bank has already collected some 3.5 billion Euros with them. Now, the Federal Financial Supervisory Authority BaFin is voicing its concerns about whether this new kind of investment vehicle is suitable for private investors.

[Full Article](#)

HONG KONG

Online Advertising - Can I Sue Competitors for Copying My Trademark in Websites' Metatags to Improve Rankings in Search Engines?

By: [ONC Lawyers](#)

Hong Kong, Hong Kong (SAR)

With the advancement of technology nowadays, companies are keen to promote their goods or services through the Internet. In particular, having a strong online presence is desirable for website owners as they always want their websites to appear as the first result at Google search when the keywords of their business interest are being searched for. A successful online presence would help consumers to easily identify their products so as to stand out from the crowd.

[Full Article](#)

MEXICO

Economic Impact Study, Legal Analysis and Business Guide for the Energy Sector in the Northeastern States of Mexico

By: [Alejandra Bueno, Esq.](#)

Cacheaux Cavazos & Newton

Mexico City, Mexico

In 2008, Petrohawk Energy Corporation announced the discovery of an oil and gas field in the Eagle Ford Shale in South Texas. A few years before that, the oil industry had considerably improved horizontal drilling and hydraulic fracturing technologies. When the drilling activity began to increase in South Texas, no one could imagine the impact this geological discovery, coupled with the use of improved technology, would have on the phenomenon known as the "shale revolution". The production of crude oil and natural gas in this region has increased dramatically, while the industry continues to make improvements with respect to drilling technology, while reducing operating costs and time.

[Full Article](#)

UNITED ARAB EMIRATES

Arbitration in the UAE, (Part V of V), Part V. Challenging an Arbitration

By: [Hassan Mohsen Elhais](#)

Al Rowaad Advocates & Legal Consultants

Dubai, United Arab Emirates

In this case the losing party will file an annulment case. However, it may be possible to argue that the parties have accepted the tribunal's jurisdiction, or have waived any right to object, or have lost that right by not objecting at the first opportunity.

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Paradigm Magazine

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