



# THE GERMAN AMERICAN TRADE ASSOCIATION

– A NOT FOR PROFIT ORGANIZATION –



For your clients with US business.

## INTERNATIONAL BUSINESS LAW UPDATE

UPDATE ON THE CONTENT  
OF INTERNATIONAL  
BUSINESS TRANSACTIONS

2021

# THE GERMAN AMERICAN TRADE ASSOCIATION

## MISSION STATEMENT

The German American Trade Association (GATA) is a not-for-profit organization that was formed in 2003 by a group of German Industry Associations. GATA's objective is to facilitate entry to the U.S. market for new companies and provide comprehensive risk management protection for German-Speaking companies with existing U.S. business. (U.S. Entry & Executive Management Meetings: [www.american-trade.org](http://www.american-trade.org)).

Since 2017, GATA also supports law firms and in-house counsel in advising their clients on international business transactions.

## INTERNATIONAL BUSINESS LAW UPDATE

The International Business Law Update is not a comparative academic exercise. Instead, it aims to explain the economic content of international transactions as they have become standard today. In short, 15 to 30-minute stages, the ten most practice-relevant areas are covered. The current language version of international transactions follows Common Law Standard, i.e. the contracts are conclusive by themselves, local law is not being applied. Although there will be a focus of the meeting on the USA, most of the content presented is applicable worldwide.

## EVENT DETAILS 6 DATES

The International Business Law Update is an all-day event with contributions from US-based German-speaking business lawyers with many years of experience in German-American transactions. The number of participants is limited to a small group of 10-30 persons in order to ensure an interactive exchange. The meeting language is German and the colleagues from Austria and Switzerland are equally welcome. Each presentation is accompanied by appropriate course material in English including the contractual content and expressions. These will also be made available to the participants as downloads and can then be used as templates.

## VENUE & TIMES

**COLOGNE** 14.09.2021 (TUESDAY) / HOTEL PULLMAN

## REGISTRATION

GATA is kindly asking for registrations directly on the website [www.american-trade.org](http://www.american-trade.org).

The course fee is € 1.150,- per participant. Please transfer the fee on registration to ensure participation.

Registrations are considered in the order of the course fee and are confirmed upon receipt. Cancellation policies can be found in our General Terms and Conditions on the above website.

## CONTACT

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# INTERNATIONAL BUSINESS LAW UPDATE / AGENDA\*

<b>08:45 – 09:00</b>	<b>REGISTRATION</b>	<b>12:45 – 13:45</b>	<b>LUNCH BREAK</b>
<b>09:00 – 09:15</b>	<b>WELCOME, OVERVIEW &amp; INTRODUCTION</b> <ul style="list-style-type: none"><li>• Overview &amp; Agenda</li><li>• Brief Introduction of the Participants</li></ul>	<b>13:45 – 14:30</b>	<b>CONTRACTUAL RISK MANAGEMENT</b> <ul style="list-style-type: none"><li>• Exclusion of Consequential Damages</li><li>• The Overall Liability Cap</li><li>• The deal is The deal Language</li><li>• Time is of The Essence Provision</li><li>• Arbitration Agreement</li><li>• Exception Language</li></ul>
<b>09:15 – 09:45</b>	<b>INTRODUCTION</b> <ul style="list-style-type: none"><li>• Legal Differences</li><li>• Differences in the Approach</li><li>• Common Law vs. Civil Law</li><li>• Punitive Damages</li></ul>	<b>14:30 – 15:15</b>	<b>PRODUCT LIABILITY PROTECTION</b> <ul style="list-style-type: none"><li>• Technology vs. Documentation</li><li>• Failure to Warn</li><li>• Adaptation of Manuals</li><li>• Warning Labels</li><li>• Current Case Studies</li></ul>
<b>09:45 – 10:30</b>	<b>LEGAL STRUCTURE &amp; VENUE</b> <ul style="list-style-type: none"><li>• Even if it is hard to accept: no Civil Law</li><li>• Self-Contained Contracts</li><li>• Legal Structure and Venue</li><li>• A must in the US: Arbitrage</li></ul>	<b>15:15 – 15:30</b>	<b>TEA BREAK</b>
<b>10:30 – 11:00</b>	<b>LOI &amp; MOU</b> <ul style="list-style-type: none"><li>• Are there any Differences?</li><li>• Does it make sense to work with it?</li><li>• Format and content</li><li>• Consequences of Binding vs. Non-binding</li><li>• Drop Dead Agreement</li></ul>	<b>15:30 – 16:00</b>	<b>UCC LIENS</b> <ul style="list-style-type: none"><li>• What is it?</li><li>• How it works?</li><li>• Cost &amp; Timing</li><li>• Practical Information</li></ul>
<b>11:00 – 11:15</b>	<b>COFFEE BREAK</b>	<b>16:00 – 16:15</b>	<b>REPRESENTATIONS &amp; WARRANTIES</b> <ul style="list-style-type: none"><li>• What it is</li><li>• Commercial Content</li><li>• Plus one Legal Aspect</li><li>• Practical Relevance</li></ul>
<b>11:15 – 11:45</b>	<b>CONFIDENTIALITY &amp; NON-DISCLOSURE AGREEMENTS</b> <ul style="list-style-type: none"><li>• Content Requirements</li><li>• Specific Exclusions in the Industry</li><li>• Duration of Commitments</li><li>• Liquidated Damages</li></ul>	<b>16:15 – 17:00</b>	<b>BUILDING THE USA BUSINESS BY RISK MANAGEMENT STANDARDS</b> <ul style="list-style-type: none"><li>• Liability</li><li>• Subsidiary yes / no</li><li>• What about Delaware</li><li>• The choice of Legal Form</li><li>• Piercing the Corporate Veil</li><li>• Corporate Governance</li></ul>
<b>11:45 – 12:15</b>	<b>NON-COMPETE ARRANGEMENTS</b> <ul style="list-style-type: none"><li>• When do they apply?</li><li>• Contractual Content and Efficiency</li><li>• All-, Some-, and None-States</li><li>• Enforcement by Preliminary Injunction</li></ul>	<b>17:00 – 17:30</b>	<b>CURRENT PROBLEMATIC AREAS</b> <ul style="list-style-type: none"><li>• Mixing of GTCs &amp; Reps</li><li>• Electronic Signature – Problem &amp; Solution</li><li>• MoUs / Lols that look like Contracts</li></ul>
<b>12:15 – 12:45</b>	<b>PIERCING THE CORPORATE VEIL AND HOW TO AVOID IT</b> <ul style="list-style-type: none"><li>• Myth &amp; Reality</li><li>• Wrong Corporate Governance</li><li>• Debt-Equity-Ratio</li><li>• Questions</li></ul>	<b>17:30 – 17:45</b>	<b>PARTICIPANT'S FEEDBACK &amp; FAREWELL, CERTIFICATES</b>
		<b>17:45 – 19:30</b>	<b>COCKTAIL RECEPTION / NETWORKING / SPECIAL QUESTIONS</b>

\* Subject to change

THE ABOVE TOPICS ARE PRESENTED BY:



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PREVIOUS PARTICIPANTS

