

33RD ANNUAL IBA/IFA JOINT CONFERENCE

MAY 9-10, 2017 // JW MARRIOTT // WASHINGTON, DC



SCHEDULE OF EVENTS

Tuesday, May 9

Reception and Dinner 6:00 pm
Mastro's Steakhouse

** Mastro's Steakhouse is located two blocks from the JW Marriott at 600 13th St NW. Cocktails and hors d'oeuvres will be served from 6:00 – 7:00 pm. Dinner will be served at 7:00 pm.

Wednesday, May 10

Registration Desk Open 7:30 am – 4:00 pm
Grand Foyer

Continental Breakfast 7:30 am – 8:00 am
Grand Foyer

Welcome & Introduction 8:00 am – 8:10 am
Grand Ballroom – Salon I
Welcome and Introduction by the IBA International Franchising Committee Co-chairs.

Karsten Metzloff, Noerr LLP, Berlin, Germany
Larry Weinberg, CFE, Cassels Brock & Blackwell LLP, Toronto, Ontario, Canada

Plenary 1: Hot Topics 8:10 am - 9:25 am
Grand Ballroom – Salon I

Hot Topics in International Franchise Laws

This session will comprise of a series of roundtable discussions on various topics of interest to franchise lawyers and from around the world.

Session Chair: **Dominic Hui**, Ribeiro Hui, Shanghai, China

Table 1: Selected **Contractual** Issues.
Discussion Leader: **David W. Koch**, Plave Koch PLC, Reston, Virginia, USA

Table 2: Selected **Regulatory and Administrative** Issues: *Issues arising from collection of royalties or payments from franchisees. Withholding tax, trade sanction, and foreign exchange control are the core issues.*
Discussion Leader: **Michael Malloy**, DLA Piper Rus Limited, Moscow, Russia

Table 3: Selected **Dispute Resolution** Issues: *Franchisees strike back. Strategy and tactics for protecting franchisees' rights in contentious situations.*
Discussion Leader: **Arthur L. Pressman**, Nixon Peabody, Boston, Massachusetts, USA

Table 4: Selected **Merger and Acquisition** Issues: *Can transfer of franchise rights be seamless? What is the role of the franchisor in the due diligence exercise? Interruption of business expected?*
Discussion Leader: **Ted Pearce**, Bradley Arant Boult Cummings LLP, Charlotte, North Carolina, USA



Table 5: Selected **Practice** Issues: *The first two months of the negotiation – what are the issues to be taken into account first, before the term sheet is signed? Top issues to be discussed and determined at the initial stage – not necessarily restricted to contractual issues.*

Discussion Leader: **Jiri Jaeger**, Bird & Bird LLP, Düsseldorf, Germany

Table 6: **North America** (Canada, US and Mexico)

Discussion Leader: **Beata Krakus**, Greensfelder, Hemker & Gale, P.C., Chicago, Illinois, USA

Table 7: **Latin America** (except Mexico)

Discussion Leader: **Eduardo Turkienicz**, DCA Advogados, São Paulo, Brazil

Table 8: **Europe, Russia and Middle Asia** (former USSR states)

Discussion Leader: **David Bond**, Fieldfisher LLP, London, England, UK

Table 9: **East Asia, South-East Asia, Australia and New Zealand**

Discussion Leader: **Terry Kim**, Lee & Ko, Seoul, South Korea

Table 10: **Middle East, South Asia and Africa**

Discussion Leader: **Esmari Jonker**, Smit & Van Wyk Incorporated, Pretoria, South Africa

Concurrent Interactive Workshops 9:30 am - 10:30 am

Workshop 1: **LOI's, Term Sheets, MOU's and Other Interim Deal Documents in International Franchise Transactions**

Grand Ballroom – Salon IV

Hands up, anybody who has never used Letters of Intent, Term Sheets and other interim deal documents in international franchising transactions. But is the use of preliminary documents completely risk-free? Shouldn't one worry about the application of franchise sales/disclosure laws or other relationship laws? And what are the implications of the duty to negotiate in good faith in civil law countries at that stage of the transaction? This workshop will address the issues arising from the use of interim deal documents and discuss their pros and cons interactively with the participants.

Session Chair: **Francesca Turitto**, Studio Roma Legal Partners, Rome, Italy

Speakers: **Andrew Loewinger**, Nixon Peabody, Washington, DC, USA; **Babette Marzheuser-Wood**, Dentons UKMEA LLP, London, England, UK; **Andria B. Hill**, Hilton Worldwide, McLean, Virginia, USA

Workshop 2: Should International Disclosure (Documents) be the Norm or "Best Practice" for International Franchise Transactions?

Grand Ballroom – Salon III

This workshop will discuss the age-old question whether there is a possibility, if not a need, to establish an international disclosure (document) as a boilerplate or as "best practice" for international franchise transactions.

Session Chair: **Robert A. Lauer**, Haynes and Boone, LLP, Austin, Texas, USA

Speakers: **Brian J. Forgas**, Hilton Worldwide, McLean, Virginia, USA; **Brenda Trickey**, Popeyes Louisiana Kitchen, Inc., Atlanta, Georgia, USA

Workshop 3: What If Your Franchisee Becomes Insolvent?

Grand Ballroom – Salon II

This workshop will look at issues around franchisee insolvency with a special focus on when international master franchisees/area developers become insolvent and consequences to sub-franchisees. The workshop will look at case examples and discuss potential clauses, practical steps and structuring issues to mitigate the consequences of franchisee insolvency.

Session Chair: **Melissa Murray**, Bird & Bird MEA LLP, Abu Dhabi, UAE

Speakers: **Corrine Attard**, Holman Webb, Sydney, Australia; **Tim Brinkley**, Quarles & Brady, Chicago, Illinois, USA

Refreshment Break 10:30 am - 10:50 am
Grand Foyer

Plenary 2: The Emergence of International Franchise Associations 10:50 am - 12:05 pm

Grand Ballroom – Salon I

Independent franchise associations have emerged in various countries, and can act as a powerful tool for franchisees to advance their interests, either in collaboration or in conflict with franchisors. But now there is, and will be, a trend to international franchise associations. This panel will explore this development.

Session Chair: **Don Wray**, Little Caesar Enterprises, Inc., Detroit, Michigan, USA

Speakers: **John Pratt**, Hamilton Pratt, Warwick, England, UK; **Ronald K. Gardner**, Dady & Gardner, P.A., Minneapolis, Minnesota, USA; **Philip Colman**, MST Lawyers, Melbourne, Victoria, Australia

Luncheon with Panel Discussion 12:05 pm - 1:35 pm
Capitol Ballroom – Salons E & F

What Should We Expect Will Change for Franchising in the U.S. Under President Trump?

- Joint Employer
- Minimum Wage
- Overtime
- Franchise Relationships Laws
- Q & A with IFA staff

Session Chair: **Larry Weinberg, CFE**, Cassels Brock & Blackwell LLP, Toronto, Ontario, Canada

Speaker: **Dean Heyl, CFE**, International Franchise Association, Washington, DC, USA; **Josh Merin, CFE**, International Franchise Association, Washington, DC, USA

Concurrent Interactive Workshops 1:45 pm - 2:45 pm

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Refreshment Break 2:45 pm - 3:00 pm
Grand Foyer

Plenary 3: News from Around the World 3:00 pm - 4:15 pm
Grand Ballroom – Salon I

A panel of expert franchise law practitioners from select countries around the world will discuss recent and topical legal developments affecting franchising in their countries.

Session Chair: **Karsten Metzloff**, Noerr LLP, Berlin, Germany

Speakers: **Martine de Koning**, Kennedy Van der Laan, Amsterdam, Netherlands; **Andraya Frith**, Osler, Hoskin & Harcourt LLP, Toronto, Ontario, Canada; **Herb Wolfson**, Emirates Law Network, Ras Al Khaimah, UAE, Philadelphia, Pennsylvania, USA; **Gordon Drakes**, Fieldfisher LLP, London, England, UK

Conference Adjourns 4:15 pm

SEE YOU NEXT YEAR!

**IBA/IFA 34TH ANNUAL JOINT CONFERENCE
MAY 8-9, 2018**



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