

# **Table of Contents**

## **PART II. BUSINESS ENVIRONMENT FOR JOINT VENTURES IN SELECTED COUNTRIES (CONTINUED)**

### **CHAPTER 18. THE CZECH REPUBLIC**

#### **I. EXECUTIVE SUMMARY**

- § 18:1 Who is investing in the Czech Republic and why
- § 18:2 The World Bank Survey and the Czech Republic
- § 18:3 Current Czech Government Industrial Strategy
- § 18:4 Efficient capital markets and portfolio investment
- § 18:5 Openness to foreign investment
- § 18:6 Investment incentives
- § 18:7 Foreign-Trade Zones and Free Ports
- § 18:8 Bilateral Investment Agreements
- § 18:9 OECD Guidelines for Multinational Enterprises
- § 18:10 Investment protection
- § 18:11 Investment Insurance Programs (Including OPIC)
- § 18:12 Investment disputes
- § 18:13 Laws and regulations addressing foreign direct investment
- § 18:14 Major commercial laws
- § 18:15 Transparency of the regulatory system
- § 18:16 Competition law
- § 18:17 Protection of property rights
- § 18:18 Intellectual property rights
- § 18:19 Foreign-exchange controls
- § 18:20 Remittance policies
- § 18:21 Exchange rate management
- § 18:22 Expropriation and compensation
- § 18:23 State Owned Enterprises
- § 18:24 Public procurement
- § 18:25 Labor
- § 18:26 Endemic risk

#### **II. LEGAL SYSTEM**

- § 18:27 Overview of the Constitution
- § 18:28 The Executive branch
- § 18:29 The Parliament
- § 18:30 The Judiciary

### III. COMMERCIAL LAW

- § 18:31 The current civil and commercial legal regime
- § 18:32 Overview of the 2014 Civil Code
- § 18:33 Warranties under the 2014 Civil Code
- § 18:34 Damages under the 2014 Civil Code
- § 18:35 Assignment of contracts and claims under the 2014 Civil Code
- § 18:36 Real Estate under the 2014 Civil Code
- § 18:37 The right to build under the 2014 Civil Code
- § 18:38 Business leases under the 2014 Civil Code
- § 18:39 Relations between employers and employees under the 2014 Civil Code
- § 18:40 Overview of the Business Corporations Act
- § 18:41 The Joint Stock Company under the Business Corporations Act
- § 18:42 The Limited Liability Company under the Business Corporations Act
- § 18:43 The General Partnership under the Business Corporations Act
- § 18:44 The Limited Partnership under the Business Corporations Act
- § 18:45 The Co-Operative under the Business Corporations Act
- § 18:46 Branches under the Business Corporations Act
- § 18:47 Company formation procedures
- § 18:48 Overview of the 2014 Act on Private International Law
- § 18:49 Overview of the Insolvency Act

### IV. BUSINESS ENTITIES

- § 18:50 Review of business entities under the Business Corporations Act
- § 18:51 The establishment and operation of a branch office
- § 18:52 The establishment and operation of a limited liability company
- § 18:53 —Registered capital
- § 18:54 —Ownership interest
- § 18:55 —Corporate governance
- § 18:56 —The Reserve Fund
- § 18:57 —Membership Limits and “Chaining”
- § 18:58 —Contributions made in addition to the registered capital
- § 18:59 —In-kind contributions
- § 18:60 —The general meeting
- § 18:61 —Adopting decisions outside of the general meeting
- § 18:62 —Exiting the Company
- § 18:63 Establishment and operation of a joint stock company
- § 18:64 —Registered capital
- § 18:65 —Corporate governance
- § 18:66 —Corporate Body Term Limits and Membership Requirements

## TABLE OF CONTENTS

- § 18:67 —The general meeting and the website
- § 18:68 —Shares and bearer shares
- § 18:69 —Expert Evidence When Transferring Property
- § 18:70 Establishment and operation of a limited commercial partnership
- § 18:71 Establishment and operation of the general commercial partnership

## **V. MANAGEMENT OF A BUSINESS ENTITY UNDER THE BUSINESS CORPORATIONS ACT AND THE 2014 CIVIL CODE**

- § 18:72 Company management and general duties of care
- § 18:73 Management agreements
- § 18:74 Liability of executive directors under the Business Corporations Law
- § 18:75 Trade licenses and representation

## **VI. LIABILITY AND REGISTRATION REQUIREMENTS**

- § 18:76 Liability: Civil and criminal
- § 18:77 Registration in the commercial register
- § 18:78 Acquisition of real estate
- § 18:79 Data mailboxes

## **VII. REGULATION OF BUSINESS ACTIVITY**

- § 18:80 Sources of competition law
- § 18:81 Overview of the Competition Act
- § 18:82 Anticompetitive Agreements and Practices
- § 18:83 The De Minimus Rule
- § 18:84 Statute of Limitations
- § 18:85 Informal Guidance issued by the Competition Office
- § 18:86 Penalties, Enforcement and Fines
- § 18:87 Abuse of a Dominant Position
- § 18:88 Penalties for Abuse of a Dominant Position
- § 18:89 The control of concentrations, mergers and acquisitions
- § 18:90 —Review procedure and schedules
- § 18:91 —Simplified procedure
- § 18:92 —Notification
- § 18:93 —Approval of a concentration
- § 18:94 —Commitments
- § 18:95 —Confidentiality
- § 18:96 —Failure to honor conditions
- § 18:97 —Rights of appeal and procedure
- § 18:98 —Ancillary provisions
- § 18:99 Notice from the Office for the Protection of Competition on the pre-notification contacts with merging parties
- § 18:100 Notice on the Prohibition of Implementation of Concentrations Prior to Approval and Exemptions Thereof

- § 18:101 The Leniency Program
- § 18:102 Notice of the Office for the Protection of Competition on  
the Leniency Program
- § 18:103 Government procurement
- § 18:104 Environmental laws
- § 18:105 Accounting principles
- § 18:106 Customs law
- § 18:107 The banking sector
- § 18:108 Real estate
- § 18:109 Overview of the Construction Act

## **VIII. INVESTMENT INCENTIVES**

- § 18:110 Overview of the 2012 Amendments to the Act on  
Investment Incentives
- § 18:111 The corporate tax incentive
- § 18:112 The job creation incentive
- § 18:113 The strategic investment incentives
- § 18:114 Site support
- § 18:115 Limitations
- § 18:116 Eligibility criteria for manufacturing projects
- § 18:117 Eligibility criteria for technology centers
- § 18:118 Eligibility criteria for strategic service centers
- § 18:119 Application for investment incentives
- § 18:120 Purchase of construction sites
- § 18:121 Permissible level of state aid
- § 18:122 EU structural funds
- § 18:123 R&D tax allowance
- § 18:124 Education tax deduction

## **IX. REGULATION OF FOREIGN INVESTMENT**

- § 18:125 Overview of the foreign direct investment legal regime
- § 18:126 Exchange controls
- § 18:127 Establishment of companies and partnerships
- § 18:128 Trade Licenses and Permits

## **X. THE BUILDING PROCESS**

- § 18:129 Overview of procedures related to construction projects
- § 18:130 The Integrated Permit: Integrated Pollution Prevention  
and Control (IPPC)
- § 18:131 Building permits

## **XI. CORPORATE TAXATION**

- § 18:132 Overview of corporate taxation
- § 18:133 Tax deductible costs
- § 18:134 Overview of EU directives applicable to issues in taxation
- § 18:135 Tax administration
- § 18:136 Exemptions

## TABLE OF CONTENTS

§ 18:137	Withholding tax
§ 18:138	Deductible tax allowances
§ 18:139	Carrying forward tax losses
§ 18:140	Charitable donations
§ 18:141	Investment incentive tax relief
§ 18:142	Depreciation of fixed assets
§ 18:143	Transfer pricing rules
§ 18:144	Value Added Tax
§ 18:145	Real estate transfer tax
§ 18:146	Real estate tax
§ 18:147	Road tax
§ 18:148	Customs duties

## **XII. REGULATION OF IMPORTS AND EXPORTS**

§ 18:149	Overview of customs laws
§ 18:150	Customs and the VAT
§ 18:151	Preferential agreements
§ 18:152	Authorized Economic Operator
§ 18:153	Pre-arrival and pre-departure declarations

## **XIII. EXCHANGE CONTROLS**

§ 18:154	Overview of the Act on Foreign Exchange
§ 18:155	Foreign exchange controls
§ 18:156	Remittance policies
§ 18:157	Exchange rate management
§ 18:158	Expropriation and compensation

## **XIV. LABOR LAWS AND ISSUES RELATED TO LABOR**

§ 18:159	Overview of the labor laws
§ 18:160	Labor unions
§ 18:161	Working conditions
§ 18:162	Termination procedures and the social and employment security system
§ 18:163	Mass redundancy

## **XV. PROTECTION OF INTELLECTUAL PROPERTY: TRADEMARKS**

§ 18:164	Overview of applicable international treaties and conventions
§ 18:165	Trademark law in the Czech Republic
§ 18:166	Conventions
§ 18:167	Important definitions
§ 18:168	Classification
§ 18:169	Collective marks
§ 18:170	Trademark applicants
§ 18:171	Eligibility of goods and services

- § 18:172 Excludable from registration
- § 18:173 Marks in color
- § 18:174 Application procedures
- § 18:175 —Documents required
- § 18:176 —Priority
- § 18:177 Advertisement
- § 18:178 Effect of registration
- § 18:179 Duration, withdrawal and cancellation
- § 18:180 Usage, assignment and license
- § 18:181 Third party rights
- § 18:182 Abandonment

## **XVI. PROTECTION OF INTELLECTUAL PROPERTY: PATENTS**

- § 18:183 Overview of applicable law in the Czech Republic
- § 18:184 Overview of applicable conventions
- § 18:185 Types of patents
- § 18:186 Rights of the patentee
- § 18:187 Patentable goods and services
- § 18:188 Excludable goods and services
- § 18:189 Definition of novelty
- § 18:190 Documents required
- § 18:191 Requirements under applicable agreements and conventions
- § 18:192 Examination system
- § 18:193 Publication of patent applications
- § 18:194 Provisional protection
- § 18:195 Time limits for official action responses
- § 18:196 Opposition and appeal
- § 18:197 Fees
- § 18:198 Compulsory license and license of right
- § 18:199 Assignment and license
- § 18:200 Duration and patent termination
- § 18:201 Extension and restoration
- § 18:202 Amendment
- § 18:203 Infringement

## **XVII. PROTECTION OF INTELLECTUAL PROPERTY: COPYRIGHTS**

- § 18:204 Overview of applicable law in the Czech Republic
- § 18:205 Overview of applicable conventions
- § 18:206 Customs regulations
- § 18:207 Creation of a copyright
- § 18:208 Ownership of a copyright
- § 18:209 Duration of a copyright
- § 18:210 Transferability of rights
- § 18:211 Copyright infringement

TABLE OF CONTENTS

**XVIII. DIRECT INVESTMENT CHECKLISTS**

- § 18:212 Establishing a business
- § 18:213 Structuring Investments
- § 18:214 Acquiring a business

**XIX. OVERVIEW OF INVESTMENT INFORMATION AND INCENTIVES**

- § 18:215 Primary investment sectors
- § 18:216 Investment incentives
- § 18:217 Sector specific investment opportunities
- § 18:218 Macroeconomic summary
- § 18:219 Tax brief
- § 18:220 Measures to attract new investment
- § 18:221 Conditions attached to the obtainment of investment incentives (activity specific)
- § 18:222 Strategic investment in large scale projects

**XX. INCREASING ENTREPRENEURIAL ACTIVITY IN THE EU WITH PRIVATE FINANCE**

- § 18:223 A Commentary, by Nina Sugar-Carlsgaard, Esq.

**XXI. CASE EXAMPLES: RENEWABLE ENERGY DISPUTES BETWEEN INVESTORS AND THE CZECH REPUBLIC**

- § 18:224 List of proceedings

**XXII. DISCREPANCIES IN THE INTERPRETATION OF BITS WITH THE CZECH REPUBLIC**

- § 18:225 Overview

**XXIII. MULTIPARTITE ARBITRATIONS: A DIFFERENT TAKE ON CZECH INVESTOR-STATE DISPUTES**

- § 18:226 Commentary, by Nina Sugar-Carlsgaard, Esq.

**XXIV. CZECH INVESTMENT DISPUTES DEALING WITH TAX ISSUES (APPLICATION OF INVESTMENT TREATIES TO TAX MATTERS)**

- § 18:227 Overview

**XXV. THREE CASES THAT SHAPE THE ENVIRONMENT OF INVESTOR-STATE DISPUTES IN THE CZECH REPUBLIC**

- § 18:228 Three cases

## **XXVI. SPECIAL TOPIC Q&A: CZECH MERGERS & ACQUISITIONS**

- § 18:229 Question 1. Types of transaction: How may businesses combine?
- § 18:230 Question 2. Statutes and regulations: What are the main laws and regulations governing business combinations?
- § 18:231 Question 3. Governing law: What law typically governs transaction agreements?
- § 18:232 Question 4. Information to be disclosed: What information needs to be made public in a business combination? Does this depend on what type of structure is used?
- § 18:233 Question 5. Disclosure of substantial shareholdings: What are the disclosure requirements for owners of large shareholdings in a company? Are the requirements affected if the company is a party to a business combination?
- § 18:234 Question 6. Duties of directors and controlling shareholders: What duties do the directors or managers of a company owe to the company's shareholders, creditors and other stakeholders in connection with a business combination? Do controlling shareholders have similar duties?
- § 18:235 Question 7. Approval and appraisal rights? What approval rights do shareholders have over business combinations? Do shareholders have appraisal or similar rights in business combinations?
- § 18:236 Question 8. Hostile transactions: What are the special considerations for unsolicited transactions?
- § 18:237 Question 9. Government influence: Other than through relevant competition regulations, or in specific industries in which business combinations are regulated, may government agencies influence or restrict the completion of business combinations, including for reasons of national security?
- § 18:238 Question 10. Conditional offers: What conditions to a tender offer, exchange offer or other form of business combination are allowed? In a cash acquisition, may the financing be conditional?
- § 18:239 Question 11. Financing: If a buyer needs to obtain financing for a transaction, how is this provided for in the transaction documents? What are the typical obligations of the seller to assist in the buyer's financing?
- § 18:240 Question 12. Minority squeeze-out: May minority stockholders be squeezed out? If so, what steps must be taken and what is the time frame for the process?
- § 18:241 Question 13. Cross-border transactions: How are cross-border transactions structured? Do specific laws and regulations apply to cross-border transactions?
- § 18:242 Question 14. Waiting or notification periods: Other than



## TABLE OF CONTENTS

- as set forth in the competition laws, what are the relevant waiting or notification periods for completing business combinations?
- § 18:243 Question 15. Sector-specific rules: Are companies in specific industries subject to additional regulations and statutes?
- § 18:244 Question 16. Restructuring and bankruptcy: What are the special considerations for business combinations involving a target company that is in bankruptcy or receivership or engaged in a similar restructuring?
- § 18:245 Question 17. Anti-corruption and sanctions: What are the anti-corruption, anti-bribery and economic sanctions considerations in connection with business combinations?

## XXVII. COMPILATION OF SOURCES

- § 18:246 List of resources for relevant sections

## CHAPTER 19. INVESTING IN THE EUROPEAN UNION

- § 19:1 Who is investing in the European Union and why
- § 19:2 Origins of and membership in the European Union
- § 19:3 The EU legal system
- § 19:4 Intellectual property rights in the European Union
- § 19:5 EU customs union and common market
- § 19:6 The EURO
- § 19:7 EU international trade and investment governance
- § 19:8 EU free trade and investment agreements
- § 19:9 Foreign investment in the European Union
- § 19:10 BREXIT
- § 19:11 Mergers and acquisitions
- § 19:12 Employment law
- § 19:13 Equal pay and equal treatment
- § 19:14 Personal data protection and e-privacy
- § 19:15 Freedom to provide and receive services across borders
- § 19:16 Banking
- § 19:17 Insurance
- § 19:18 Investment services

Appendix 19A. EU Foreign Investment Regulation 2019-452

Appendix 19B. Achmea ECJ Final Decision

## CHAPTER 20. HUNGARY

### I. EXECUTIVE SUMMARY

- § 20:1 Who is investing in Hungary and why
- § 20:2 The 2019 World Bank Survey
- § 20:3 Openness to Foreign Investment (FDI)

- § 20:4 The 2014 Civil Code
- § 20:5 The Competition Act—The 2013 amendments
- § 20:6 Corporate taxation
- § 20:7 Conversion and transfer policies
- § 20:8 Expropriation and compensation
- § 20:9 Dispute settlement
- § 20:10 International arbitration
- § 20:11 Performance requirements and incentives
- § 20:12 Protection of Intellectual Property Rights
- § 20:13 Transparency of the regulatory system
- § 20:14 Efficient capital markets
- § 20:15 Price regulation and liberalization
- § 20:16 Political violence
- § 20:17 Corruption
- § 20:18 Bilateral Investment Agreements
- § 20:19 Labor—Overview
- § 20:20 Labor law
- § 20:21 Foreign trade zones

## **II. LEGAL SYSTEM**

- § 20:22 Legislative hierarchy—The fundamental law
- § 20:23 —Acts of the National Assembly
- § 20:24 —Decrees
- § 20:25 —International agreements
- § 20:26 —Legal instruments of state administration
- § 20:27 The scope of application of legislation
- § 20:28 Legal databases
- § 20:29 Administration of the courts
- § 20:30 Organization of the courts
- § 20:31 Decisions of the Constitutional Court
- § 20:32 The Curia
- § 20:33 Mediation and alternative dispute resolution

## **III. COMMERCIAL LAW**

- § 20:34 The 2014 Civil Code
- § 20:35 Book Six—The Law of Obligations—Overview
- § 20:36 Comparison of the 1959 Civil Code and the 2014 Civil Code
- § 20:37 Fundamental principles of contracts under the 2014 Civil Code
- § 20:38 Preliminary contracts under the 2014 Civil Code
- § 20:39 Offer and acceptance under the 2014 Civil Code
- § 20:40 Obligations under the 2014 Civil Code
- § 20:41 Multi-Party obligations under the 2014 Civil Code
- § 20:42 Performance of obligations under the 2014 Civil Code
- § 20:43 Time of performance under the 2014 Civil Code
- § 20:44 The treatment of legal statements under the 2014 Civil Code

## TABLE OF CONTENTS

- § 20:45 Third party representation under the 2014 Civil Code
- § 20:46 The statute of limitations under the 2014 Civil Code
- § 20:47 Standard contract terms under the 2014 Civil Code
- § 20:48 Contracts concluded using electronic means under the 2014 Civil Code
- § 20:49 Amendment of contracts under the 2014 Civil Code
- § 20:50 Termination by agreement of the parties under the 2014 Civil Code
- § 20:51 Book Six law of obligations—Outline

## IV. BUSINESS ENTITIES

- § 20:52 The 2014 Civil Code
- § 20:53 —Book Three—Legal persons
- § 20:54 The 2014 Civil Code and business enterprises
- § 20:55 Executive officers, the supervisory board, and auditors
- § 20:56 The Articles of Association
- § 20:57 Termination of companies
- § 20:58 Transformation of companies
- § 20:59 Loss of limited liability—Shareholders
- § 20:60 —Executive officers
- § 20:61 The limited liability company (Kft.)—Overview
- § 20:62 —The Members’ Meeting
- § 20:63 —The managing directors
- § 20:64 The company limited by shares (Rt.)—Overview
- § 20:65 —Shareholders’ rights
- § 20:66 —The members’ meeting
- § 20:67 —Board of Directors
- § 20:68 The Company Limited by Shares (Rt.)—The Supervisory Board
- § 20:69 The company limited by shares (Rt.)—Audit Committee
- § 20:70 —Share capital
- § 20:71 —Winding-up
- § 20:72 The single member Kft. and Rt.
- § 20:73 Commercial representative offices
- § 20:74 Branches of foreign companies
- § 20:75 The unlimited partnership (Kkt.)
- § 20:76 The limited partnership (Bt.)
- § 20:77 European Economic Interest Groupings (EEIGs) and Societas Europaeas (SEs)
- § 20:78 Joint ventures
- § 20:79 Book Three Legal Persons—Outline

## V. REGULATION OF BUSINESS ACTIVITY

- § 20:80 Act LVII pf 1996 on the Prohibition of Unfair and Restrictive Market Practices—Overview
- § 20:81 The Competition Act—The 2013 and 2016 amendments
- § 20:82 —Outline
- § 20:83 Horizontal and vertical restraints

- § 20:84 Abuse of a dominant position
- § 20:85 Merger control—Overview
- § 20:86 Takeovers
- § 20:87 Bankruptcy
- § 20:88 Accounting and auditing
- § 20:89 Transparency of the regulatory system
- § 20:90 Efficient capital markets
- § 20:91 Price regulation

## **VI. INVESTMENT INCENTIVES**

- § 20:92 Investment incentives—Overview
- § 20:93 Reduced tax rates on designated royalty income
- § 20:94 The Research and Development Double Deduction
- § 20:95 R&D triple deduction
- § 20:96 Foreign tax credit
- § 20:97 The development tax incentive
- § 20:98 Other projects eligible for a tax allowance
- § 20:99 The film tax credit
- § 20:100 The sports tax credit
- § 20:101 Loan interest deductions for Small and Medium sized Enterprises (SMEs)

## **VII. FOREIGN INVESTMENT REGULATION**

- § 20:102 Foreign direct investment—The Fundamental Law
- § 20:103 The Act on Investments of Foreigners in Hungary
- § 20:104 Foreign invested business entities—The 2014 Civil Code
- § 20:105 Branches
- § 20:106 Representative offices
- § 20:107 The Hungarian Investment and Trade Development Agency
- § 20:108 National security review of foreign investments—The Security Review Act of 2018
- § 20:109 Conversion and transfer policies
- § 20:110 Expropriation and compensation
- § 20:111 Dispute settlement
- § 20:112 Performance requirements and incentives

## **VIII. CORPORATE TAXATION**

- § 20:113 Corporate taxation—Recent developments
- § 20:114 —Rates
- § 20:115 —Alternative Minimum Tax
- § 20:116 Tax incentives
- § 20:117 Capital gains
- § 20:118 Dividends
- § 20:119 Interest, royalties and service fees
- § 20:120 Foreign tax credits
- § 20:121 Determination of taxable income

## TABLE OF CONTENTS

- § 20:122 Depreciation
- § 20:123 Loss carry-forward
- § 20:124 Groups of companies
- § 20:125 Transfer pricing
- § 20:126 Administration

## **IX. IMPORT AND EXPORT REGULATIONS**

- § 20:127 Overview
- § 20:128 Import tariffs
- § 20:129 Valuation
- § 20:130 Classification
- § 20:131 Origin
- § 20:132 Import Charges
- § 20:133 EU regulations
- § 20:134 Import license requirements
- § 20:135 Import documentation
- § 20:136 Temporary entry
- § 20:137 Standards
- § 20:138 Conformity assessment
- § 20:139 Accreditation
- § 20:140 Labeling and marking

## **X. EXCHANGE CONTROLS**

- § 20:141 Foreign direct investment and foreign exchange

## **XI. LABOR LAWS**

- § 20:142 Act I of 2012—Introduction
- § 20:143 The 2012 Labor Code—Overview
- § 20:144 —2019 Amendments
- § 20:145 —Employment contracts
- § 20:146 Termination of employment
- § 20:147 Miscellaneous
- § 20:148 Employment of non-EU member state foreigners  
("Foreigners")
- § 20:149 The 2012 Labor Code
- § 20:150 Chapter I—General provisions
- § 20:151 Chapter II—Foundation of companies operating with  
foreign participation; Acquisition of shares in companies  
already operating
- § 20:152 Chapter III—Conditions of company operations
- § 20:153 Chapter IV—Off-shore companies
- § 20:154 Chapter V—Closing provisions
- § 20:155 2014 Civil Code

## **XII. INTELLECTUAL PROPERTY PROTECTION**

### **A. INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 20:156 Patents

- § 20:157 Trademarks
- § 20:158 Copyright
- § 20:159 Designs
- § 20:160 Geographical indications
- § 20:161 Plant variety protection
- § 20:162 Supplementary protection certificates
- § 20:163 Topography protection (semiconductors)
- § 20:164 Utility models

## B. TRADEMARKS

- § 20:165 Definitions
- § 20:166 Who may apply
- § 20:167 What can be registered
- § 20:168 Not registrable
- § 20:169 Classification
- § 20:170 Series of marks
- § 20:171 Associated marks
- § 20:172 Collective marks
- § 20:173 Marks in color
- § 20:174 Documents required
- § 20:175 Procedure
- § 20:176 Time limit for proceeding with application
- § 20:177 Appeals
- § 20:178 Advertisement
- § 20:179 Opposition
- § 20:180 Effect of registration
- § 20:181 Duration and renewal
- § 20:182 Time within which mark cannot be reregistered by another
- § 20:183 Use
- § 20:184 Assignment
- § 20:185 License
- § 20:186 Marking
- § 20:187 Cancellation
- § 20:188 Limitation of time for action to cancel
- § 20:189 Third party rights
- § 20:190 Abandonment
- § 20:191 Status of unregistered trademark
- § 20:192 Infringement
- § 20:193 Customs

## C. PATENTS

- § 20:194 Patent-types
- § 20:195 Patentee rights
- § 20:196 Who may apply
- § 20:197 What is patentable
- § 20:198 What is not patentable

## TABLE OF CONTENTS

§ 20:199	Novelty
§ 20:200	Documents required
§ 20:201	Convention requirements
§ 20:202	Examination
§ 20:203	Publication
§ 20:204	Provisional protection
§ 20:205	Responding to official actions
§ 20:206	Opposition
§ 20:207	Appeals
§ 20:208	Annuities
§ 20:209	Working
§ 20:210	Compulsory license; License of right
§ 20:211	Marking
§ 20:212	Assignment
§ 20:213	Contractual licenses
§ 20:214	Duration
§ 20:215	Amendment; Reissue
§ 20:216	Extension and restoration
§ 20:217	Patent termination
§ 20:218	Infringement

## D. COPYRIGHTS

§ 20:219	Copyright Act (No. LXXVI of 1999)-Overview
§ 20:220	Part One-General Provisions
§ 20:221	Chapter Two-Moral Rights
§ 20:222	Chapter Three-Economic Rights
§ 20:223	Chapter Four-Uncompensated Uses
§ 20:224	Chapter Five-License Agreements
§ 20:225	Chapter Six-Software Program Creation
§ 20:226	Chapter Seven-Databases
§ 20:227	Part Three-Neighboring Rights
§ 20:228	Part Four-Collective Administration and Infringement

## XIII. DIRECT INVESTMENT CHECKLISTS

§ 20:229	Q&A Guide to Establishing a Business in Hungary
----------	---

## XIV. ACT XXIV OF 1988—ACT ON INVESTMENTS OF FOREIGNERS IN HUNGARY

§ 20:230	Generally
§ 20:231	Chapter I—General Provisions
§ 20:232	Chapter II—Foundation of companies operating with foreign participation; Acquisition of shares in companies already operating
§ 20:233	Chapter III—Conditions of company operations
§ 20:234	Chapter IV—Off-shore companies
§ 20:235	Chapter V—Closing provisions

## **XV. ACT V OF 2013, EFFECTIVE MARCH 15, 2014—THE 2014 CIVIL CODE**

§ 20:236 2014 Civil Code

### **CHAPTER 21. INDIA**

#### **I. EXECUTIVE SUMMARY**

- § 21:1 The World Bank survey
- § 21:2 Sovereign and Currency Risk and economic forecasts
- § 21:3 Market overview
- § 21:4 International competitiveness rankings
- § 21:5 Foreign Direct Investment (FDI) procedures
- § 21:6 Conversion and transfer policies
- § 21:7 Expropriation and compensation
- § 21:8 Dispute settlement
- § 21:9 Performance requirements and investment incentives
- § 21:10 Right to private ownership and establishment
- § 21:11 Protection of intellectual property
- § 21:12 Transparency of the regulatory system
- § 21:13 Efficient capital markets and portfolio investment
- § 21:14 Competition from state owned enterprises
- § 21:15 Corporate Social Responsibility (CSR)
- § 21:16 Political violence
- § 21:17 Corruption
- § 21:18 Bilateral investment agreements
- § 21:19 OPIC and other investment insurance programs
- § 21:20 Labor
- § 21:21 Foreign-trade zones/free ports

#### **II. THE LEGAL SYSTEM**

- § 21:22 The political system
- § 21:23 The legal system
- § 21:24 The court system
- § 21:25 International relations and associations

#### **III. COMMERCIAL LAW**

- § 21:26 Overview
- § 21:27 The Indian Contract Act of 1872
- § 21:28 Consumer protection and unfair trading practices
- § 21:29 Price controls
- § 21:30 Dispute resolution—Litigation
- § 21:31 —Arbitration—Overview
- § 21:32 — —The Arbitration Act—Part 1
- § 21:33 — — —Part 2
- § 21:34 — — —Part 3
- § 21:35 — —Review and summary



## TABLE OF CONTENTS

- § 21:36 —Conciliation
- § 21:37 —Suing the government
- § 21:38 Commercial law remedies
- § 21:39 Financial reporting and auditing

## IV. BUSINESS ENTITIES

- § 21:40 The Indian Companies Act 2013—Overview
- § 21:41 The Companies Act 2013—The most significant changes
- § 21:42 Outline of the Companies Act 2013
- § 21:43 Overview of the Companies (Amendment) Act, 2015
- § 21:44 Related Party Transactions (RPTs)
- § 21:45 Minimum capital requirement
- § 21:46 Loan to a wholly owned subsidiary
- § 21:47 Restriction on inspection of board resolutions
- § 21:48 Common seal
- § 21:49 Deposits
- § 21:50 No dividend, without depreciation
- § 21:51 Fraud Reporting-threshold limits
- § 21:52 Special Courts
- § 21:53 Bail restrictions
- § 21:54 No Declarations for commencement of business
- § 21:55 Violation of acceptance of deposits requirements
- § 21:56 Exemptions to Section 185 of the Companies Act 2013
- § 21:57 Foreign investment entry options—Operating as an Indian business entity
- § 21:58 —Operating as a foreign business entity
- § 21:59 The Companies (Amendment) Act, 2016—Overview
- § 21:60 —Detailed Discussion

## V. REGULATION OF BUSINESS ACTIVITY

- § 21:61 Licensing and registration of business activities—Overview
- § 21:62 —Procedures for establishing a manufacturing enterprise—Overview
- § 21:63 — —Incorporating a limited company
- § 21:64 — —Industrial licenses
- § 21:65 —Approvals required for foreign investment
- § 21:66 —Government oversight of companies
- § 21:67 Economic and social policies
- § 21:68 Financial operations
- § 21:69 Environmental laws
- § 21:70 The 2002 Competition Act—Background
- § 21:71 The Competition Act—Overview
- § 21:72 The competition provisions—sections 3 and 4
- § 21:73 Mergers and combinations—Sections 5 and 6
- § 21:74 Merger Control Implementing Regulations—2014 Amendments
- § 21:75 —2015 Amendments
- § 21:76 —2016 Amendments

- § 21:77 Mergers and the Companies Act 2013
- § 21:78 Treatment of joint ventures under the Competition Act
- § 21:79 Commission and appellate tribunal structure
- § 21:80 Price controls
- § 21:81 The Consumer Protection Act
- § 21:82 Data protection

## **VI. INVESTMENT INCENTIVES**

- § 21:83 Tax incentives—Applicable conditions
- § 21:84 Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (INVTs)
- § 21:85 Special Purpose Vehicles and Business Trusts
- § 21:86 Tax incentives for infrastructure development undertakings
- § 21:87 Tax incentives for enterprises other than infrastructure development enterprises
- § 21:88 Tax incentives for exports
- § 21:89 Tax incentives for units in the North Eastern Region of India
- § 21:90 Tax incentives for certain income relating to offshore banking units and international financial services centre
- § 21:91 Tax incentive for hiring new employees
- § 21:92 Tax incentive for capital expenditure on certain specified businesses
- § 21:93 Research and development (R&D) expenditure

## **VII. REGULATION OF FOREIGN INVESTMENT**

- § 21:94 Foreign Direct Investment (FDI) Procedures
- § 21:95 Conversion and Transfer Policies
- § 21:96 Performance requirements and investment incentives
- § 21:97 Right to private ownership and establishment
- § 21:98 The 2017 Consolidated FDI Policy
- § 21:99 DIPP Press Notes

## **VIII. CORPORATE TAXATION**

- § 21:100 Recent significant tax developments
- § 21:101 Taxes on corporate income
- § 21:102 Other taxes
- § 21:103 Branch income
- § 21:104 Inventory valuation
- § 21:105 Capital gains
- § 21:106 Losses
- § 21:107 The taxation of dividend and interest income
- § 21:108 Deductions
- § 21:109 Corporate residence
- § 21:110 Group taxation
- § 21:111 Transfer pricing

## TABLE OF CONTENTS

- § 21:112 Thin capitalization
- § 21:113 Controlled Foreign Company (CFC) Rules
- § 21:114 Corporate tax administration

## **IX. REGULATION OF IMPORTS AND EXPORTS**

- § 21:115 Import tariffs
- § 21:116 Tariff rates
- § 21:117 Classification
- § 21:118 Trade barriers
- § 21:119 Standards, testing, labeling and certification
- § 21:120 Anti-dumping and countervailing measures
- § 21:121 Export subsidies and domestic support
- § 21:122 Procurement
- § 21:123 Service barriers
- § 21:124 Other barriers
- § 21:125 Import requirements and documentation
- § 21:126 Temporary entry
- § 21:127 Labeling and marking requirements
- § 21:128 Prohibited or restricted imports
- § 21:129 Standards
- § 21:130 Product certification
- § 21:131 Trade agreements

## **X. EXCHANGE CONTROLS**

- § 21:132 Overview of foreign exchange controls
- § 21:133 Current account transactions
- § 21:134 Capital account transactions
- § 21:135 Repatriation of capital and sale proceeds
- § 21:136 IP license and technical service fees
- § 21:137 Dividends, profit, and interest
- § 21:138 Other remittances
- § 21:139 External commercial borrowings

## **XI. LABOR LAWS**

- § 21:140 Overview
- § 21:141 Statutory control of employee benefits
- § 21:142 Wages and hours
- § 21:143 Settlement of industrial disputes
- § 21:144 Trade unions
- § 21:145 Industrial disputes—the right to strike
- § 21:146 Transfer of business
- § 21:147 Foreign personnel
- § 21:148 The Maternity Benefit Act, 1961
- § 21:149 The Payment of Bonus Act, 1965
- § 21:150 Payment of Gratuity Act, 1972
- § 21:151 Workmen’s Compensation Act, 1923
- § 21:152 Industrial Employment (Standing Orders) Act, 1946

- § 21:153 Minimum Wages Act, 1948
- § 21:154 Payment of Wages Act, 1936
- § 21:155 Employees Provident Fund and Miscellaneous Provisions Act

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 21:156 Patents
- § 21:157 Trade Marks
- § 21:158 Industrial designs
- § 21:159 Copyright and related rights
- § 21:160 Appellations of origin
- § 21:161 Unfair competition
- § 21:162 Plant variety protection
- § 21:163 International treaties and conventions

### **B. PATENTS**

- § 21:164 Generally
- § 21:165 Novelty/ Not—Anticipated
- § 21:166 Inventive Step/ Non-obviousness
- § 21:167 Industrial Application
- § 21:168 Section 3 of the Patent Act
- § 21:169 —Section 3(d)
- § 21:170 Kinds of Patents Granted
- § 21:171 Who May File for an application for A Patent?
- § 21:172 Amendments to the Patents Rules
- § 21:173 Convention requirements
- § 21:174 Disclosure
- § 21:175 Examination
- § 21:176 Publication
- § 21:177 Time limits
- § 21:178 Opposition
- § 21:179 Appeals
- § 21:180 Marking
- § 21:181 Assignments
- § 21:182 Licenses
- § 21:183 Duration
- § 21:184 Termination
- § 21:185 Compulsory Licensing
- § 21:186 —India's First Compulsory License Grant
- § 21:187 Infringement
- § 21:188 —Expert Evidence
- § 21:189 Bolar Provisions
- § 21:190 Standard Essential Patents
- § 21:191 Biosimilars in India
- § 21:192 —The New Biosimilar Guidelines

## TABLE OF CONTENTS

### C. TRADEMARKS

- § 21:193 Generally
- § 21:194 Who Can Apply?
- § 21:195 Marks that can be registered
- § 21:196 Marks that cannot be registered
- § 21:197 Duration
- § 21:198 Renewal
- § 21:199 Well-known Marks
- § 21:200 Unconventional Trademarks—Shape Marks
- § 21:201 —Smell Marks
- § 21:202 —Sound Marks
- § 21:203 —Colour Marks
- § 21:204 Notable Amendments in Indian Trade Mark Law
- § 21:205 Procedure of Registration of Trademark
- § 21:206 Rights Conferred by Registration
- § 21:207 Licensing and Assignment of a Trade Mark
- § 21:208 The Intellectual Property Appellate Board
- § 21:209 Enforcement
- § 21:210 Enforcement of Domain Names
- § 21:211 Civil Remedies
- § 21:212 John Doe Orders
- § 21:213 Anton Pillar Orders
- § 21:214 Mareva Injunction
- § 21:215 Criminal Remedies
- § 21:216 Remedies under Customs Laws

### D. COPYRIGHT

- § 21:217 Definitions
- § 21:218 Duration
- § 21:219 Registration
- § 21:220 Assignments
- § 21:221 Licenses
- § 21:222 Enforcement
- § 21:223 Acts Not Amounting to Infringement/Fair Use/Fair Dealing Provisions
- § 21:224 Copyright Ownership
- § 21:225 Moral Rights
- § 21:226 Remedies
- § 21:227 —Civil Remedies
- § 21:228 — —Interlocutory injunctions
- § 21:229 — —Pecuniary Remedies
- § 21:230 — —Anton Pillar Orders
- § 21:231 — —Mareva Injunction
- § 21:232 — —Norwich Pharmacal Orders
- § 21:233 —Criminal Remedies

### E. TRADE SECRETS

- § 21:234 Generally

- § 21:235 Protection of Trade Secrets in India
- § 21:236 —*Mr. Anil Gupta and Anr. v. Mr. Kunal Dasgupta and Ors*
- § 21:237 —*Gujarat Bottling Co. Ltd. v. Coca Cola Co.*
- § 21:238 Confidential Business Information
- § 21:239 Know-How
- § 21:240 Trade Secrets and Criminal Law
- § 21:241 Protection to Trade Secrets—Protection under Tort Law
- § 21:242 —Protection under Contract Law
- § 21:243 National Innovation Bill
- § 21:244 —Annual Integrated Science and Technology Plan
- § 21:245 —Specific Measures for Supporting Innovation
- § 21:246 —Creating an Electronic Exchange (and Physical Exchange) for trading in Innovation
- § 21:247 —Trade Secrecy Provisions
- § 21:248 —Defining Innovation and “Economic Significance”
- § 21:249 —Ambit of Protection
- § 21:250 —Balancing Public Interest and Reasonability of Royalty

### **XIII. INVESTING IN INDIA—CHECKLISTS AND FREQUENTLY ASKED QUESTIONS**

- § 21:251 Investing in India FAQ

### **XIV. MODEL JOINT VENTURE AGREEMENT**

- § 21:252 Summary of the model joint venture agreement
- § 21:253 Model of a Foreign Collaboration Agreement (Parties and Details redacted)

### **XV. FOREIGN INVESTMENT LAWS AND TREATIES OF INDIA (APPENDIX)**

- § 21:254 Official Translation of the Companies (Amendment) Act, 2016
- § 21:255 The 2015 Consolidated FDI Policy
- § 21:256 The Arbitration and Conciliation Act, 1996
- § 21:257 The Competition Act, 2002
- § 21:258 Agreement for avoidance of double taxation of income with USA

### **XVI. PRACTITIONER COMMENTARIES**

- § 21:259 The Solar Dispute Between the United States and India: The United States Won the Dispute but Did India Win the War?, by Lauren Wood, Esq.
- § 21:260 Pharmaceutical trade barriers in Indian law, by Jonathan Duffield, Esq.
- § 21:261 The merits of special economic zones in India, by Alfred Von Kessler, Esq.

Appendix 21A. Who is Investing in India and Why?

## **CHAPTER 22. INDONESIA**

### **I. EXECUTIVE SUMMARY**

- § 22:1 Who is investing in Indonesia and why Starbucks and MAP Boga Adiperkasa
- § 22:2 The World Bank survey
- § 22:3 Sovereign and Currency Risk and economic forecasts
- § 22:4 The foreign investment climate—Overview
- § 22:5 The 2007 Investment Law and the Negative List
- § 22:6 Natural resources
- § 22:7 Business establishment
- § 22:8 Privatization program
- § 22:9 Competition Law
- § 22:10 Conversion and transfer policies
- § 22:11 Expropriation and Compensation
- § 22:12 Dispute settlement
- § 22:13 Performance requirements
- § 22:14 Investment incentives
- § 22:15 Intellectual property rights
- § 22:16 Transparency of regulatory system
- § 22:17 Efficient capital markets and portfolio investment
- § 22:18 Competition from State Owned Enterprises (SOEs)
- § 22:19 Political violence
- § 22:20 Corruption
- § 22:21 Labor
- § 22:22 Foreign-trade zones/free ports

### **II. THE LEGAL SYSTEM**

- § 22:23 Overview of the Indonesian Legal System
- § 22:24 Constitutional structure
- § 22:25 Legislation
- § 22:26 Courts
- § 22:27 Government
- § 22:28 Legal professionals
- § 22:29 Statutory sources of law
- § 22:30 Overview of litigation and arbitration

### **III. COMMERCIAL LAW**

- § 22:31 Overview
- § 22:32 The basic requirements for contracts of sale
- § 22:33 Book Three of the Civil Code—Contracts
- § 22:34 General Contract Principles
- § 22:35 Penalties
- § 22:36 Fraud and duress
- § 22:37 Enforceability
- § 22:38 Interpretation of contracts
- § 22:39 Damages

- § 22:40 Nullification of contracts
- § 22:41 Third party performance
- § 22:42 Payment
- § 22:43 Nullification of contracts
- § 22:44 Sale and passage of ownership
- § 22:45 Obligations of the seller
- § 22:46 Obligations of the buyer
- § 22:47 Government contracts
- § 22:48 Commercial law remedies
- § 22:49 Dispute resolution—Litigation
- § 22:50 —Rules of civil procedure and evidence
- § 22:51 —Service and execution of process
- § 22:52 —Interlocutory relief
- § 22:53 —Choice of law and forum
- § 22:54 —Enforcement and execution of judgments
- § 22:55 —Recognition of foreign judgments
- § 22:56 —Special dispute resolution procedures
- § 22:57 —Arbitration
- § 22:58 —The New York convention on the recognition and enforcement of foreign arbitral awards
- § 22:59 —International arbitration rules
- § 22:60 —General provisions
- § 22:61 —Alternative dispute resolution

#### **IV. BUSINESS ENTITIES**

- § 22:62 The 2007 Limited Liability Company Law—Overview
- § 22:63 Foreign investment procedures—Application to the BKPM and company formation
- § 22:64 Other business entities—Partnerships
- § 22:65 —Branches
- § 22:66 —Production-sharing contracts and contracts of work
- § 22:67 —Representative offices

#### **V. REGULATION OF BUSINESS ACTIVITY**

- § 22:68 The 2007 Foreign Investment Law
- § 22:69 The 2016 Negative List
- § 22:70 The Investment Coordinating Board (BKPM)
- § 22:71 Consumer protection
- § 22:72 Monopolistic practices and unfair competition
- § 22:73 Merger Notification—Government Regulation No. 57 of 2010
- § 22:74 Environmental regulation

#### **VI. INVESTMENT INCENTIVES**

- § 22:75 The corporate income tax exemption
- § 22:76 Inbound investment incentives
- § 22:77 Reinvestment of branch profits



## TABLE OF CONTENTS

§ 22:78 Other investment incentives

## VII. REGULATION OF FOREIGN INVESTMENTS

- § 22:79 Overview of the foreign direct investment legal regime
- § 22:80 The 2007 Investment Law—Law No. 25 of 2007
- § 22:81 The foreign direct investment process—Overview
- § 22:82 Procedures for the establishment of a PMA Company
- § 22:83 The Negative List
- § 22:84 Overview of key changes
- § 22:85 The Negative List—Business sectors now open to 100% foreign investment (subject to certain restrictions)
- § 22:86 —Increasing of permit level in industries where 100% foreign investment is not permitted
- § 22:87 —Businesses fields reserved for investment by, or in partnership with Domestic SMEs
- § 22:88 —Business fields entirely closed to both foreign and domestic investment
- § 22:89 —Other core changes
- § 22:90 —What has not changed

## VIII. CORPORATE TAXATION

- § 22:91 Significant developments
- § 22:92 Corporate tax rates
- § 22:93 Other taxes
- § 22:94 Income determination
- § 22:95 Deductions
- § 22:96 Group taxation
- § 22:97 Transfer pricing
- § 22:98 Regional taxes
- § 22:99 Corporate residence
- § 22:100 Thin capitalization
- § 22:101 Foreign tax credits
- § 22:102 Tax Investment Incentives

## IX. THE REGULATION OF IMPORTS AND EXPORTS

- § 22:103 Import tariffs
- § 22:104 Trade barriers
- § 22:105 Nontariff barriers
- § 22:106 Import requirements and documentation
- § 22:107 Temporary entry
- § 22:108 Labeling and marking requirements
- § 22:109 Prohibited and restricted imports
- § 22:110 Customs regulations
- § 22:111 Standards
- § 22:112 Conformity assessment
- § 22:113 Product certification
- § 22:114 Accreditation

## **X. EXCHANGE CONTROLS**

- § 22:115 Overview of Forex law
- § 22:116 Hedging regulations covering offshore loans

## **XI. LABOR LAWS**

- § 22:117 Overview
- § 22:118 Contracts
- § 22:119 Staff hiring
- § 22:120 Employee rights
- § 22:121 Unions
- § 22:122 Termination
- § 22:123 Expatriate employees
- § 22:124 Manpower report

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 22:125 Overview

### **B. TRADEMARKS**

- § 22:126 Applicable laws
- § 22:127 Definitions
- § 22:128 Registering a trademark
- § 22:129 Classification
- § 22:130 Types of marks—In general
- § 22:131 —Collective marks
- § 22:132 Documents required for registration
- § 22:133 Procedure for registration
- § 22:134 Appeal of rejected application
- § 22:135 Oppositions
- § 22:136 Duration and renewal of mark
- § 22:137 Assignment of mark
- § 22:138 Use of mark—In general
- § 22:139 —Licenses
- § 22:140 Deletion or cancellation of mark
- § 22:141 Third party rights
- § 22:142 Infringement

### **C. PATENTS**

- § 22:143 Law
- § 22:144 Conventions
- § 22:145 Types of patents
- § 22:146 Rights of the patentee
- § 22:147 Who may apply
- § 22:148 What is patentable

## TABLE OF CONTENTS

§ 22:149	What is not patentable
§ 22:150	Novelty
§ 22:151	Documents required
§ 22:152	Convention requirements
§ 22:153	Examination
§ 22:154	Publication
§ 22:155	Time limits for responding to official actions
§ 22:156	Appeal
§ 22:157	Annuities
§ 22:158	Working
§ 22:159	Compulsory license; License of right
§ 22:160	Assignment
§ 22:161	License
§ 22:162	Duration
§ 22:163	Extension and restoration
§ 22:164	Amendment; Reissue
§ 22:165	Termination of patent
§ 22:166	Infringement

### D. COPYRIGHT LAW

§ 22:167	Generally
§ 22:168	Overview of the Copyright Law

### E. TRADE SECRETS

§ 22:169	Generally
§ 22:170	Definitions
§ 22:171	Differences from other forms of intellectual property
§ 22:172	Categories
§ 22:173	Remedies

## XIII. FOREIGN INVESTMENT CHECKLIST

§ 22:174	BKPM Guide to establishing a company in Indonesia
§ 22:175	Application Forms and Investment Checklist

## XIV. MODEL JOINT VENTURE AGREEMENT

§ 22:176	Summary of the Joint Venture Agreement
§ 22:177	Joint Venture Agreement (Perjanjian Joint Venture—Sample)

## XV. FOREIGN INVESTMENT LAWS AND TREATIES OF INDONESIA—APPENDIX

§ 22:178	The 2007 Limited Liability Company Law—Unofficial Translation
§ 22:179	The 2007 Foreign Investment Law—Law No. 25 of 2007
§ 22:180	The Negative Investment List
§ 22:181	Law No. 5/1999 on Unfair Competition

- § 22:182 The Trade Secrets Law
- § 22:183 The Copyright Law
- § 22:184 Government Regulation Number 57 Year 2010,  
Concerning Merger or Consolidation of Business  
Entities and Acquisition of Share of Companies Which  
May Cause Monopolistic Practices and Unfair Business  
Competition (Mergers)
- § 22:185 Law No. 30 of 1999 Concerning Arbitration and  
Alternative Dispute Resolution (The Arbitration Law)
- § 22:186 Who is Investing in Indonesia and Why Starbucks and  
MAP Boga Adiperkasa

# **Table of Contents**

## **PART II. BUSINESS ENVIRONMENT FOR JOINT VENTURES IN SELECTED COUNTRIES (CONTINUED)**

### **CHAPTER 23. JAPAN**

#### **I. EXECUTIVE SUMMARY**

- § 23:1 The World Bank Survey
- § 23:2 Sovereign and currency risk and economic forecasts
- § 23:3 Openness to and restriction on foreign investment
- § 23:4 Transparency of the regulatory system
- § 23:5 Conversion and transfer
- § 23:6 Right to private ownership and establishment
- § 23:7 Protection of Intellectual Property Rights (IPR)
- § 23:8 Protection of real property
- § 23:9 Capital markets
- § 23:10 Mergers and acquisitions
- § 23:11 Corporate governance
- § 23:12 Accounting principles
- § 23:13 Appropriation
- § 23:14 Investment incentives and performance requirements
- § 23:15 Dispute settlement
- § 23:16 Bilateral investment agreements
- § 23:17 Labor
- § 23:18 Foreign trade zones/free ports/trade facilitation

#### **II. LEGAL SYSTEM**

- § 23:19 Political system
- § 23:20 Judicial system
- § 23:21 Sources of law
- § 23:22 Courts—Overview
- § 23:23 —Alternative forms of dispute resolution
- § 23:24 —Structure of the legal profession

#### **III. COMMERCIAL LAW**

- § 23:25 Overview
- § 23:26 Contracts
- § 23:27 Government contracts

- § 23:28 Consumer protection and unfair trading practices
- § 23:29 Commercial law remedies
- § 23:30 Dispute resolution—Litigation
- § 23:31 —The 1998 Code of Civil Procedure
- § 23:32 —Recognition of foreign judgments
- § 23:33 The Alternative Dispute Resolution Law
- § 23:34 The Arbitration Law

#### **IV. BUSINESS ENTITIES**

- § 23:35 The New Company Law and Commercial Code  
Amendments—Overview
- § 23:36 The 2015 Amendment of the 2006 Company Law
- § 23:37 Minimum paid-up capital
- § 23:38 Directors
- § 23:39 Shareholder derivative suits
- § 23:40 Representative offices
- § 23:41 The branch office
- § 23:42 The subsidiary company
- § 23:43 Registration of a branch office
- § 23:44 Registration of a subsidiary company—Overview
- § 23:45 Establishing a Kabushiki-Kaisha
- § 23:46 Establishing a Goudou-Kaisha
- § 23:47 Registration of a Goushi-Kaisha or limited liability  
partnership
- § 23:48 The closure of a branch office
- § 23:49 The dissolution and liquidation of a subsidiary company
- § 23:50 The dissolution and liquidation of limited liability  
partnerships

#### **V. REGULATION OF BUSINESS ACTIVITY**

- § 23:51 Licensing and registration of business entities
- § 23:52 Economic and social policies
- § 23:53 Transparency of the regulatory system
- § 23:54 Corporate law and commercial law
- § 23:55 The Financial Instruments and Exchange Law of 2006
- § 23:56 Accounting rules
- § 23:57 Bankruptcy laws
- § 23:58 Credit markets
- § 23:59 Price controls
- § 23:60 Product standards
- § 23:61 Consumer laws in Japan related to contracts and seller  
behavior
- § 23:62 The Consumer Safety Act
- § 23:63 Environmental laws
- § 23:64 Business combination review procedures
- § 23:65 The Japan Fair Trade Commission
- § 23:66 Abuse of superior bargaining position

## TABLE OF CONTENTS

- § 23:67 The 1991 Mandatory Takeover Rules and the Financial Instruments Exchange Law
- § 23:68 Monopolies, unfair trading practices, and antitrust—International agreements—Overview
- § 23:69 — —Guidelines for international license agreements
- § 23:70 —1993 guidelines concerning joint research and development
- § 23:71 The 2006 Company Law and mergers
- § 23:72 Unfair Competition Prevention Act

## VI. INVESTMENT INCENTIVES

- § 23:73 The foreign tax credit
- § 23:74 Tax credit—Research and Development (R&D) cost
- § 23:75 Incentive to improve production efficiency
- § 23:76 Special incentives for designated equipment
- § 23:77 Employment promotion tax credit
- § 23:78 Incentive for venture capital investment
- § 23:79 Incentive for corporate reorganization
- § 23:80 Incentives for the revitalization of manufacturing hubs

## VII. REGULATION OF FOREIGN INVESTMENT

- § 23:81 Foreign investment—Overview
- § 23:82 The Foreign Exchange and Foreign Trade Law
- § 23:83 The 2006 Company Law and triangular mergers
- § 23:84 2015 Amendment of the Companies Act
- § 23:85 Capital markets—Mergers and acquisitions
- § 23:86 The Foreign Exchange and Foreign Trade Act
- § 23:87 Direct inward investment under FEFTA
- § 23:88 Technology inducement agreements
- § 23:89 Miscellaneous issues
- § 23:90 Types of enterprises used by foreign investors
- § 23:91 Procedures for registering branches
- § 23:92 Procedures for registering subsidiaries
- § 23:93 Procedures for registering a limited liability partnership

## VIII. CORPORATE TAXES

- § 23:94 Significant developments—2017
- § 23:95 Taxes on corporate income
- § 23:96 Other taxes
- § 23:97 Corporate residence
- § 23:98 Income determination
- § 23:99 Branch Income
- § 23:100 Consolidated group taxation
- § 23:101 Tax administration

## IX. THE REGULATION OF IMPORT AND EXPORTS

- § 23:102 Tariff and non-tariff barriers

- § 23:103 Import requirements and documentation
- § 23:104 Temporary entry
- § 23:105 Labeling and marking requirements
- § 23:106 Prohibited and restricted imports
- § 23:107 Standards
- § 23:108 Standards organizations
- § 23:109 Product certification
- § 23:110 Public comment on technical regulations
- § 23:111 Labeling and marking
- § 23:112 Trade agreements

## **X. EXCHANGE CONTROLS**

- § 23:113 The Japanese “big bang”
- § 23:114 The Foreign Exchange and Foreign Trade Act

## **XI. LABOR LAWS**

- § 23:115 Introduction—Overview
- § 23:116 The employment offer and work rules
- § 23:117 Fixed term contracts
- § 23:118 The Workers Dispatch Act
- § 23:119 Probationary periods
- § 23:120 Overnight and night work
- § 23:121 Annual leave
- § 23:122 Sick leave and maternity, childcare, and family care leave
- § 23:123 Terminations for performance or misconduct
- § 23:124 Redundancy terminations
- § 23:125 Retirement, pensions and allowances
- § 23:126 Post employment restrictive covenants
- § 23:127 Immigration

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. NATIONAL INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 23:128 Patents
- § 23:129 Trade marks
- § 23:130 Industrial designs
- § 23:131 Copyright and related rights
- § 23:132 Utility models
- § 23:133 Unfair competition
- § 23:134 Layout designs (topographics) of integrated circuits
- § 23:135 Plant variety protection
- § 23:136 International treaties and conventions

### **B. PATENTS**

- § 23:137 Types of patent
- § 23:138 Rights of the patent owner



## TABLE OF CONTENTS

§ 23:139	The applicant
§ 23:140	Patentable inventions
§ 23:141	Unpatentable inventions
§ 23:142	Novelty
§ 23:143	Convention requirements
§ 23:144	Examination
§ 23:145	Publication
§ 23:146	Opposition
§ 23:147	Appeals
§ 23:148	Working
§ 23:149	Compulsory license; license of right
§ 23:150	Marking
§ 23:151	Assignment
§ 23:152	Licenses
§ 23:153	Duration
§ 23:154	Term Extension
§ 23:155	Termination
§ 23:156	Infringement
§ 23:157	Remedies

### C. TRADEMARKS

§ 23:158	Definitions
§ 23:159	Who may apply
§ 23:160	Qualifications for registration
§ 23:161	Marks that cannot be registered
§ 23:162	Defensive marks
§ 23:163	Application review
§ 23:164	Appeals
§ 23:165	Advertisement or publication
§ 23:166	Opposition
§ 23:167	The legal effect of registration
§ 23:168	Term and renewal
§ 23:169	Use
§ 23:170	Assignment
§ 23:171	Licenses
§ 23:172	Marking
§ 23:173	Cancellation
§ 23:174	Third party rights

### D. TRADE SECRETS

§ 23:175	Overview of the unfair competition law
§ 23:176	Trade secrets defined—Manufacturing and product technology
§ 23:177	Confidential business information
§ 23:178	Know-how
§ 23:179	Criminal law and the protection of trade secrets— Overview
§ 23:180	Criminal sanctions

- § 23:181 Penalties
- § 23:182 Enforcement agencies
- § 23:183 Recent record of enforcement of these statutes
- § 23:184 Civil law and the protection of trade secrets—Civil statutes
- § 23:185 Contract law and implied obligations of confidentiality
- § 23:186 Employer-Employee relationship—Covenants not to compete
- § 23:187 Contractual obligations of nondisclosure
- § 23:188 Ownership of employee inventions
- § 23:189 Remedies—Injunctions
- § 23:190 Damages
- § 23:191 Government guidelines covering imported or exported technology
- § 23:192 Government guidelines covering contributions of technology to joint ventures
- § 23:193 Antimonopoly laws covering the licensing and other commercialization of trade secrets

#### **E. COPYRIGHT**

- § 23:194 Overview
- § 23:195 Works protected under the copyright act
- § 23:196 Protection for computer software, databases, and broadcasts and cable diffusions
- § 23:197 Limitations on protection
- § 23:198 Persons eligible for copyright protection
- § 23:199 Duration
- § 23:200 Moral and economic rights of authors
- § 23:201 Neighboring rights
- § 23:202 Assignment and Licensing
- § 23:203 Infringement and remedies

### **XIII. THE ANTIMONOPOLY ACT GUIDELINES CONCERNING JOINT RESEARCH AND DEVELOPMENT**

- § 23:204 Publication of the Antimonopoly Act guidelines concerning joint research and development, April 20, 1993, fair trade commission

### **XIV. DIRECT INVESTMENT CHECKLISTS**

- § 23:205 Setting up in Japan—A checklist
- § 23:206 Acquiring a business enterprise—A checklist

### **XV. MODEL JOINT VENTURE AGREEMENTS**

- § 23:207 Summary of the joint venture agreement—Softbank and GeoCities
- § 23:208 Joint venture agreement between Softbank and GeoCities

## TABLE OF CONTENTS

§ 23:209	Summary of the Joint Venture Agreement—Salesforce and SunBridge
§ 23:210	Joint venture agreement between Salesforce and SunBridge
Appendix 23A.	Foreign Exchange and Investment Laws of Japan—Overview of the Antimonopoly Act
Appendix 23B.	Antimonopoly Act Chapter II (Article 3 to 7-2)—Private Monopolization, Unreasonable Restraint of Trade
Appendix 23C.	Antimonopoly Act Chapter V (Articles 19 to 20-7)—Unfair Trade Practices
Appendix 23D.	Antimonopoly Act Chapter IV (Article 9 to 18)—Shareholding, Interlocking Officers, Mergers, Splits, Share Transfers, and Acceptance of Assignment of Business
Appendix 23E.	The 2011 Business Combination Review Guidelines
Appendix 23F.	The 2011 Business Combination Review Application Rules
Appendix 23G.	Rules on investigations by the Fair Trade Commission
Appendix 23H.	The 2010 Amendments—The Pre-closing Notice and New Combination Thresholds
Appendix 23I.	The Guidelines on Administrative Investigations Procedures Under the Antimonopoly Act (the Guidelines)
Appendix 23J.	The 2010 Amendments—The Waiting Period
Appendix 23K.	The 2010 Amendments—Cease and Desist Orders
Appendix 23L.	The 2010 Amendments—Penalty for Failure to File Notice
Appendix 23M.	The 2010 Amendments—Surcharges and Other Penalties
Appendix 23N.	The 2010 Abuse of Superior Bargaining Position Guidelines
Appendix 23O.	The Foreign Exchange and Foreign Trade Act
Appendix 23P.	The Act on Prohibition of Private Monopolization and Maintenance of Fair Trade
Appendix 23Q.	Guidelines for Exclusionary Private Monopolization Under the Antimonopoly Act—Issued in 2009
Appendix 23R.	Designation of Unfair Trade Practices (1982, revised 2009)
Appendix 23S.	The 2017 Amendments to The Foreign Exchange and Foreign Trade Act
Appendix 23T.	Guidelines for the Use of Intellectual Property under the Antimonopoly Act (Tentative translation)—Generally

Appendix 23U. Who is Investing in Japan and Why?

## CHAPTER 24. KOREA

### I. EXECUTIVE SUMMARY

- § 24:1 The World Bank survey
- § 24:2 Sovereign and currency risk and economic forecasts
- § 24:3 Openness to foreign investment
- § 24:4 The Foreign Investment Promotion Act
- § 24:5 Conversion and transfer policies
- § 24:6 Expropriation and compensation
- § 24:7 Dispute settlement
- § 24:8 Performance requirements
- § 24:9 Investment incentives
- § 24:10 Right to private ownership
- § 24:11 Protection of Intellectual Property Rights (IPR)
- § 24:12 Transparency of regulatory system
- § 24:13 Efficient capital markets
- § 24:14 Corporate governance
- § 24:15 Accounting
- § 24:16 Political violence
- § 24:17 Bilateral investment treaties
- § 24:18 OPIC and other investment insurance programs
- § 24:19 Labor
- § 24:20 Free Economic Zones
- § 24:21 Corruption in Modern Day Korea
- § 24:22 Korea's history and culture as driving forces
- § 24:23 Historical background
- § 24:24 Laws concerning corruption in Korea
- § 24:25 Change is coming Albeit slowly

### II. LEGAL SYSTEM

- § 24:26 Political system
- § 24:27 President
- § 24:28 National assembly
- § 24:29 Judiciary and the legal profession
- § 24:30 Sources of law
- § 24:31 Determination of the applicable law and forum

### III. COMMERCIAL LAW

- § 24:32 Contract Law—Overview
- § 24:33 The Commercial Code—The 2012 Amendments
- § 24:34 Government contracts
- § 24:35 Consumer protection and unfair trading practices
- § 24:36 Consumer Protection—2012 Administrative Fines Guidelines
- § 24:37 Remedies for breach of contract

## TABLE OF CONTENTS

- § 24:38 Dispute resolution—Choice of law and forum
- § 24:39 —Litigation—Overview
- § 24:40 — —The civil code and the code of civil procedure
- § 24:41 Arbitration—Overview
- § 24:42 Dispute resolution—Alternative dispute resolution

## IV. BUSINESS ENTITIES

- § 24:43 The 2012 Commercial Code—Part III Companies
- § 24:44 The 2012 Amendments to the Commercial Code
- § 24:45 The 2012 Amendments and corporate governance—  
Overview
- § 24:46 The 2012 Enforcement Decree Amendments
- § 24:47 Outline of Part III of the 2012 Commercial Code

## V. REGULATION OF BUSINESS ACTIVITY

### A. OVERVIEW

- § 24:48 The current regulatory environment
- § 24:49 The Influence of the Chaebeol
- § 24:50 Corporate Governance—Reform

### B. ECONOMIC AND SOCIAL POLICIES

- § 24:51 Regulation of foreign investment
- § 24:52 Price controls
- § 24:53 Consumer protection

### C. FINANCIAL OPERATIONS

- § 24:54 Generally

### D. ENVIRONMENTAL LAWS

- § 24:55 Generally

### E. THE MONOPOLY REGULATION AND FAIR TRADE ACT

- § 24:56 Overview
- § 24:57 Major developments in 2012
- § 24:58 Major developments in 2014—MRFT Article 23
- § 24:59 —MRFT Article 71
- § 24:60 Changes to Guidelines on fines
- § 24:61 Bid-rigging investigation division
- § 24:62 Amendments to the Fairness in Subcontracting  
Transactions Law
- § 24:63 Amendments to the Fairness in Franchise Transactions  
Law
- § 24:64 Amendment of the Labeling and Advertising Act
- § 24:65 The MRFTA—Restrictive agreements and practices

- § 24:66 Abuses of market dominance
- § 24:67 Merger control under the MRFTA
- § 24:68 Unfair trade practices
- § 24:69 Trade associations
- § 24:70 The 2012 Guidelines for Reporting Business Combinations
- § 24:71 Guidelines for the combination of enterprises review
- § 24:72 The MRFTA—Unfair business practices in technology inducement agreements and technology service agreements
- § 24:73 Unfair business practices in technology service license agreements

## **VI. INVESTMENT INCENTIVES**

- § 24:74 Foreign investment incentives
- § 24:75 FDI incentive limitations
- § 24:76 The foreign tax credit
- § 24:77 Tax credit—Facilities for productivity enhancement
- § 24:78 —Facilities for safety enhancement
- § 24:79 —Job creating investments
- § 24:80 Research and development tax incentives
- § 24:81 Tax credit—Technology and human resources development
- § 24:82 Energy conservation and environmental incentives
- § 24:83 Foreign investment zones
- § 24:84 The Foreign Investment Zone Operation Guidelines

## **VII. REGULATION OF FOREIGN INVESTMENT**

- § 24:85 The Foreign Investment Promotion Act—Overview
- § 24:86 The Current (2012) Foreign Investment Restriction List
- § 24:87 FDI—Required advance notifications to banks (2013)
- § 24:88 Invest Korea and FDI implementation

## **VIII. CORPORATE TAXES**

- § 24:89 Corporate tax rates
- § 24:90 Income determination
- § 24:91 Deductions
- § 24:92 Branch income
- § 24:93 Group taxation
- § 24:94 Transfer pricing
- § 24:95 Controlled foreign corporations (CFCs)
- § 24:96 Tax haven rules
- § 24:97 Related party transactions
- § 24:98 Value-added tax (VAT)
- § 24:99 Customs duties
- § 24:100 Property taxes
- § 24:101 Securities transaction tax
- § 24:102 Stamp taxes
- § 24:103 Residence

## TABLE OF CONTENTS

- § 24:104 Permanent establishment (PE)
- § 24:105 Withholding tax
- § 24:106 Tax administration

## **IX. REGULATION OF IMPORTS AND EXPORTS**

- § 24:107 Import tariffs
- § 24:108 Customs valuation
- § 24:109 Import requirements and documentation
- § 24:110 Temporary entry
- § 24:111 Labeling and marking requirements
- § 24:112 Customs regulations and contact information
- § 24:113 Standards
- § 24:114 Standards organizations
- § 24:115 Product certification
- § 24:116 Technical regulations
- § 24:117 Labeling and marking
- § 24:118 Trade agreements

## **X. EXCHANGE CONTROLS**

- § 24:119 The Foreign Exchange Transaction Act, Act No. 5550 of 1999

## **XI. LABOR LAWS**

- § 24:120 Overview
- § 24:121 The Labor Standards Act
- § 24:122 Employment Contracts
- § 24:123 The Ministry of Labor
- § 24:124 The Labor Relations Commission
- § 24:125 The National Courts
- § 24:126 Social Insurance
- § 24:127 The Act on the Promotion of Workers' Participation and Cooperation
- § 24:128 Unions
- § 24:129 Temporary or Part-time Workers
- § 24:130 Discipline and Termination
- § 24:131 Fixed Term Contracts
- § 24:132 Probationary period
- § 24:133 Collective dismissals
- § 24:134 The Act on protection of temporary and part-time workers
- § 24:135 Settlement of industrial disputes

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. NATIONAL INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 24:136 Main Domestic Intellectual Property Laws

§ 24:137 Main international treaties and conventions

## B. PATENTS

§ 24:138 Patents granted  
 § 24:139 Rights of the patent owner  
 § 24:140 The applicants  
 § 24:141 Patentable inventions  
 § 24:142 Unpatentable inventions  
 § 24:143 Novelty  
 § 24:144 Inventive step  
 § 24:145 Convention requirements  
 § 24:146 Examination  
 § 24:147 Publication  
 § 24:148 Opposition  
 § 24:149 Appeals  
 § 24:150 Working  
 § 24:151 Compulsory license; license of right  
 § 24:152 Assignments and security interests  
 § 24:153 Licenses  
 § 24:154 Duration  
 § 24:155 Extension  
 § 24:156 Termination, cancellation, abandonment  
 § 24:157 Invalidation  
 § 24:158 Infringement

## C. TRADEMARKS

§ 24:159 Definitions  
 § 24:160 Applicants  
 § 24:161 Marks that can be registered  
 § 24:162 Marks that cannot be registered  
 § 24:163 Associated marks  
 § 24:164 Collective marks  
 § 24:165 Marks in color  
 § 24:166 Application review  
 § 24:167 publication  
 § 24:168 Opposition  
 § 24:169 The legal effect of registration  
 § 24:170 Duration and renewal  
 § 24:171 Use  
 § 24:172 Assignment  
 § 24:173 Licenses  
 § 24:174 Marking  
 § 24:175 Cancellation  
 § 24:176 Infringement  
 § 24:177 The customs authorities

## D. TRADE SECRETS

§ 24:178 Unfair Competition Prevention And Trade Secret  
 Protection Act



## TABLE OF CONTENTS

§ 24:179	Trade secrets as defined by statute or case law
§ 24:180	Secrecy requirement
§ 24:181	Maintenance of secrecy
§ 24:182	Utility
§ 24:183	Criminal law and the protection of trade secrets
§ 24:184	Civil law and the protection of trade secrets—Civil statutes
§ 24:185	Appropriation of trade secrets
§ 24:186	Use of trade secrets
§ 24:187	Disclosure of a trade secret
§ 24:188	Misappropriation of a trade secret
§ 24:189	Unauthorized appropriation and use of trade secrets
§ 24:190	Receiving a misappropriated trade secret
§ 24:191	Misappropriation after the fact
§ 24:192	Contractual and fiduciary obligations not to disclose
§ 24:193	Receiving trade secrets that have been unlawfully disclosed
§ 24:194	Subsequent knowledge of unlawful disclosure
§ 24:195	Contract law
§ 24:196	Civil remedies—Injunctions
§ 24:197	Destruction or removal of infringing products
§ 24:198	Compensation of damages
§ 24:199	Restoration of goodwill
§ 24:200	Special exception for bona fide persons
§ 24:201	Statute of limitations

## E. COPYRIGHTS

§ 24:202	Overview
§ 24:203	Copyright Act (as amended by Act No. 9625, April 22, 2009)

## XIII. MODEL JOINT VENTURE AGREEMENTS

§ 24:204	Summary of the joint venture agreement
§ 24:205	Joint venture agreement between YAHOO! and Softbank

## XIV. PRACTITIONER COMMENTARY

§ 24:206	U.S.-South Korea Free Trade Agreement (KORUS FTA)—The imbalance of the U.S.-Korean Automobile Trade, by Corey Todd, Esq.
§ 24:207	Who Finished 1st in the KOREU and KORUS FTA regarding the Automobile Industry?, by Daniel Kim, Esq.

Appendix 24A.	The Commercial Code—Outline
Appendix 24B.	Outline of Part III of the 2012 Commercial Code
Appendix 24C.	Guidelines for the combination of enterprises review

- Appendix 24D. Sample technology inducement and technology service agreements under the MRFTA
- Appendix 24E. Official English translation of the Foreign Investment Promotion Act (FIPA)
- Appendix 24F. Copyright Act (as amended by Act No. 9625, April 22, 2009)
- Appendix 24G. Sample Yahoo!/Softbank joint venture agreement

# **Table of Contents**

## **PART II. BUSINESS ENVIRONMENT FOR JOINT VENTURES IN SELECTED COUNTRIES (CONTINUED)**

### **CHAPTER 25. MALAYSIA**

#### **PART I. INTRODUCTION TO MALAYSIA**

- § 25:1 Introduction
- § 25:2 Overview of foreign investment in Malaysia
- § 25:3 Legal system
- § 25:4 World bank survey
- § 25:5 Currency and currency risk
- § 25:6 The New Economic Policy (“NEP”)
- § 25:7 Review of manufacturing investment
- § 25:8 The regulation of investment and business activity
- § 25:9 Establishing corporate law
- § 25:10 Establishing a foreign owned business
- § 25:11 Government regulation of professional services
- § 25:12 Government regulation of specific industries
- § 25:13 State-owned enterprises
- § 25:14 Corporate taxes
- § 25:15 Conversion and transfer policies
- § 25:16 Expropriations and compensation
- § 25:17 Dispute settlement
- § 25:18 Investment incentives and performance requirements
- § 25:19 Right to private ownership and establishment
- § 25:20 Protection of real property
- § 25:21 Intellectual property rights
- § 25:22 Transparency of the regulatory system
- § 25:23 Corruption
- § 25:24 Efficient capital markets
- § 25:25 Competition law
- § 25:26 Bilateral investment agreement and multilateral trade agreements
- § 25:27 Labor
- § 25:28 Free trade zones
- § 25:29 Legal system

#### **PART II. COMMERCIAL LAW**

- § 25:30 Overview

- § 25:31 Commercial contracts and government contracts
- § 25:32 Consumer protection—Statutes and general contract law
- § 25:33 Dispute resolution—The court system
- § 25:34 —Arbitration
- § 25:35 —Alternative dispute resolution

### **PART III. BUSINESS ENTITY LAW**

- § 25:36 The Companies Act
- § 25:37 Overview of the Companies Act 2016
- § 25:38 Key features in the Companies Act 2016
- § 25:39 Corporations
- § 25:40 Company formation
- § 25:41 Standard procedure for incorporation of a private limited liability company (SDN BHD)
- § 25:42 Capital structure
- § 25:43 The conduct of corporate business
- § 25:44 Statutory filing requirements
- § 25:45 Accounts & statutory books
- § 25:46 Auditing
- § 25:47 Repurchase of shares
- § 25:48 Branches of foreign companies doing business in Malaysia
- § 25:49 Registration fees
- § 25:50 Liquidation or winding up a business entity—Overview
- § 25:51 —Discussion
- § 25:52 Labuan—LOCA international offshore center—Overview
- § 25:53 —Benefits conferred under the LOCA
- § 25:54 —Incorporation and registration
- § 25:55 —The board of directors and management structure
- § 25:56 —Share capital under the LOCA
- § 25:57 —Accounting procedures under the LOCA
- § 25:58 Operational headquarters company
- § 25:59 Regional offices and representative offices

### **PART IV. REGULATION OF BUSINESS ACTIVITY**

- § 25:60 Overview of licensing and registration requirements
- § 25:61 Environmental law
- § 25:62 The Competition Commission Act
- § 25:63 The Malaysian code on take-overs and mergers 2016
- § 25:64 Industrial Coordination Act of 1975
- § 25:65 The 2010 guidelines on foreign participation in the distributive trade services—Overview

### **PART V. REGULATION OF BUSINESS**

- § 25:66 Overview of the approval process
- § 25:67 Encouraged investment sectors
- § 25:68 Distribution services
- § 25:69 Legal services

## TABLE OF CONTENTS

- § 25:70 Architectural services
- § 25:71 Engineering services
- § 25:72 Accounting and taxation services
- § 25:73 Energy
- § 25:74 Telecommunications
- § 25:75 Broadcasting
- § 25:76 Advertising
- § 25:77 Other industries
- § 25:78 Employing expatriates
- § 25:79 Capital markets

## **PART VI. REGULATION OF IMPORTS/EXPORTS**

- § 25:80 Import tariffs
- § 25:81 Trade barriers
- § 25:82 Import documentation
- § 25:83 Temporary entry
- § 25:84 Labeling and marketing
- § 25:85 Customs regulations
- § 25:86 Product standards
- § 25:87 Trade agreements including ASEAN, APEC, and TPP-11
- § 25:88 Text of TPP-11, chapter 9, foreign investment

## **PART VII. LABOR LAWS**

- § 25:89 Labor Act
- § 25:90 Law covering industrial relations
- § 25:91 The Industrial Relations Act
- § 25:92 Trade unions
- § 25:93 Industrial relations
- § 25:94 Expatriate personnel

## **PART VIII. PROTECTION OF IP**

- § 25:95 Introduction
- § 25:96 Patent
- § 25:97 Trademarks
- § 25:98 Copyright

## **PART IX. INVESTING IN MALAYSIA: SAMPLE AGREEMENTS AND CASE STUDIES**

- § 25:99 Case studies: joint ventures
- § 25:100 Case studies: foreign direct investments
- § 25:101 Sample joint venture agreement
- § 25:102 Shell refining company take over offer

## **PART X. FOREIGN INVESTMENT CHECKLISTS**

- § 25:103 Investor's considerations
- § 25:104 Legal counsel's consideration

- § 25:105 Account's considerations
- § 25:106 Corporation
- § 25:107 Branch
- § 25:108 Sole proprietorship or partnership
- § 25:109 Investor's considerations
- § 25:110 Legal counsel's considerations
- § 25:111 Accountant's considerations

## **STATUTORY APPENDIX:**

- Appendix 25A. Part II & Part III Malaysian Companies Act 2016
- Appendix 25B. Environmental Quality Act of 1974
- Appendix 25C. Employment Act 1955
- Appendix 25D. PART IV of Capital Markets and Services Act 2007 (CMSA)
- Appendix 25E. Malaysian code on take-overs and mergers 2016
- Appendix 25F. Industrial Coordination Act 1975
- Appendix 25G. PART IV Goods and Services Tax Act 2014
- Appendix 25H. Malaysian Competition Act 2010
- Appendix 25I. PART II Malaysian Income Tax Act 1967
- Appendix 25J. Promotion of Investment Act 1986
- Appendix 25K. PART II Copyright Act of 1987
- Appendix 25L. SECTION 4-51 Trademarks Act of 1976

## **CHAPTER 26. MEXICO**

### **I. EXECUTIVE SUMMARY**

- § 26:1 The 2015 World Bank Survey
- § 26:2 Sovereign and Currency Risk and Economic Forecasts
- § 26:3 The 2013-2014 Constitutional and Regulatory Reforms covering hydrocarbons
- § 26:4 Openness to Foreign Investment
- § 26:5 The 1993 Foreign Investment Law
- § 26:6 Power generation—Recent legislative changes
- § 26:7 Telecommunications—Recent legislative changes
- § 26:8 Transportation—Recent legislative changes
- § 26:9 Infrastructure—Recent legislative changes
- § 26:10 Conversion and transfer
- § 26:11 Expropriation and compensation
- § 26:12 Dispute settlement
- § 26:13 Performance requirements and investment incentives
- § 26:14 Right to private ownership and establishment
- § 26:15 Protection of real property rights
- § 26:16 Intellectual property
- § 26:17 Transparency of the regulatory system

## TABLE OF CONTENTS

- § 26:18 The Competition Law and Labor Code—Recent changes
- § 26:19 Efficient capital markets and portfolio investment
- § 26:20 Foreign exchange controls
- § 26:21 State-owned enterprises
- § 26:22 Political violence
- § 26:23 Corruption
- § 26:24 Bilateral investment agreements
- § 26:25 Labor
- § 26:26 Foreign-trade zones

## II. LEGAL SYSTEM

- § 26:27 Civil courts
- § 26:28 Judgments
- § 26:29 Recognition of foreign judgments
- § 26:30 Litigation—Choice of jurisdiction
- § 26:31 —Choice of law

## III. COMMERCIAL LAW

- § 26:32 Contracts
- § 26:33 Breach of contract and remedies
- § 26:34 Consumer protection and unfair trading practices
- § 26:35 Dispute resolution—Litigation
- § 26:36 Arbitration
- § 26:37 Government procurement

## IV. BUSINESS ENTITIES

- § 26:38 Organizational alternatives
- § 26:39 Branches of foreign corporations
- § 26:40 Establishing an S.A. or S.A. de C.V
- § 26:41 Annual filing requirements for corporations
- § 26:42 The Sociedad de Responsabilidad Limitada
- § 26:43 Contractual joint ventures
- § 26:44 Equity joint ventures
- § 26:45 Business organizations in Mexico: A summary and comparison with U.S. business organizations

## V. REGULATION OF BUSINESS ACTIVITY

- § 26:46 Overview of the 2014 Competition Law
- § 26:47 Absolute monopolistic practices
- § 26:48 Relative monopolistic practices
- § 26:49 The investigation and trial stages
- § 26:50 The Leniency Program
- § 26:51 Enforcement and sanctions
- § 26:52 Merger control
- § 26:53 The Constitutional and Regulatory Reforms covering hydrocarbons
- § 26:54 Efficient capital markets and portfolio investment

- § 26:55 Foreign exchange controls
- § 26:56 The Foreign Trade Law
- § 26:57 Customs Law
- § 26:58 The General Law of Commercial Companies
- § 26:59 Environmental Law—Overview
- § 26:60 Environmental impact authorization
- § 26:61 Prevention and control of air pollution
- § 26:62 Water quality
- § 26:63 Hazardous waste management
- § 26:64 Community right to know
- § 26:65 Class actions
- § 26:66 Administrative penalties and criminal penalties

## **VI. INVESTMENT INCENTIVES**

- § 26:67 Foreign tax credit
- § 26:68 Duty-deferral programs
- § 26:69 Research and Development (R&D) incentives
- § 26:70 Employment incentives
- § 26:71 Incentives for investments in movie production
- § 26:72 Real estate investment incentives
- § 26:73 Capital investment
- § 26:74 Other incentives

## **VII. REGULATION OF FOREIGN INVESTMENT**

- § 26:75 The 1993 Foreign Investment Law
- § 26:76 Power generation—Recent legislative changes
- § 26:77 Telecommunications—Recent legislative changes
- § 26:78 Transportation—Recent legislative changes
- § 26:79 Infrastructure—Recent legislative changes
- § 26:80 IMMEX and the Maquiladora Program
- § 26:81 Certified Company Program
- § 26:82 The General Law of Commercial Companies

## **VIII. CORPORATE TAXATION**

- § 26:83 Corporate Income Tax (CIT)
- § 26:84 State income tax
- § 26:85 Tax resident
- § 26:86 Permanent Establishment (PE)
- § 26:87 Maquiladoras
- § 26:88 Value-added Tax (VAT)
- § 26:89 Excise taxes
- § 26:90 Property taxes
- § 26:91 Title transfer taxes
- § 26:92 Compulsory profit sharing
- § 26:93 Payroll taxes
- § 26:94 Branch income
- § 26:95 Recognition of income



## TABLE OF CONTENTS

§ 26:96	Dividend income
§ 26:97	Interest income
§ 26:98	Foreign income
§ 26:99	Transfer pricing
§ 26:100	Tax period
§ 26:101	Tax returns

## **IX. REGULATION OF EXPORTS AND IMPORTS**

§ 26:102	Import tariffs
§ 26:103	Trade barriers and licenses
§ 26:104	Import requirements and documentation
§ 26:105	Temporary entry
§ 26:106	Labeling and marking requirements
§ 26:107	Standards
§ 26:108	Labeling and marking

## **X. EXCHANGE CONTROLS**

§ 26:109	Generally
----------	-----------

## **XI. LABOR LAW**

§ 26:110	Labor Law—Overview
§ 26:111	Profit sharing
§ 26:112	Year end bonus
§ 26:113	Vacation and vacation premium
§ 26:114	Training
§ 26:115	Housing contributions
§ 26:116	Minimum wage
§ 26:117	Maximum work/Overtime payment
§ 26:118	Health and safety
§ 26:119	Paid maternity leave
§ 26:120	Paid paternity leave
§ 26:121	Employee severance
§ 26:122	Termination of an individual labor relationship
§ 26:123	Employees of trust
§ 26:124	Seniority premium
§ 26:125	Outsourcing and profit-sharing
§ 26:126	Expanded hiring methods and employment relationships
§ 26:127	Social Security
§ 26:128	Occupational health and safety
§ 26:129	Collective bargaining agreements
§ 26:130	Right to strike
§ 26:131	Immigration law

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

§ 26:132	Overview
----------	----------

- § 26:133 Patents
- § 26:134 Trade marks
- § 26:135 Industrial designs
- § 26:136 Copyright and related rights
- § 26:137 Specific regional agreements
- § 26:138 Enforcement
- § 26:139 Plant variety protection
- § 26:140 International treaties and conventions

## B. TRADEMARKS

- § 26:141 Law
- § 26:142 Conventions
- § 26:143 Definitions
- § 26:144 Who may apply
- § 26:145 What can be registered
- § 26:146 Not registrable
- § 26:147 Classification
- § 26:148 Series of marks
- § 26:149 Associated marks
- § 26:150 Collective marks
- § 26:151 Certification marks
- § 26:152 Marks in color
- § 26:153 Documents required
- § 26:154 Procedure
- § 26:155 Time limits for proceeding with application
- § 26:156 Appeal
- § 26:157 Advertisement
- § 26:158 Effect of registration
- § 26:159 Duration and renewal
- § 26:160 Time within which mark cannot be re-registered by another
- § 26:161 Use
- § 26:162 Assignment
- § 26:163 Licenses
- § 26:164 Marking
- § 26:165 Cancellation
- § 26:166 Third party rights
- § 26:167 Abandonment
- § 26:168 Status of unregistered trademark
- § 26:169 Infringement
- § 26:170 Customs

## C. COPYRIGHTS

- § 26:171 The Federal Law on Copyrights
- § 26:172 International conventions
- § 26:173 Eligible applicants for registration
- § 26:174 Rights protected under the copyright law

## TABLE OF CONTENTS

§ 26:175	Licenses
§ 26:176	Duration
§ 26:177	Legal requirements
§ 26:178	Registration procedures
§ 26:179	Copyright infringement
§ 26:180	Royalty payments

### D. PATENTS

§ 26:181	Law
§ 26:182	Conventions
§ 26:183	Types of patent
§ 26:184	Rights of patentee
§ 26:185	Who may apply
§ 26:186	What is patentable
§ 26:187	What is not patentable
§ 26:188	Novelty
§ 26:189	Documents required
§ 26:190	Convention requirements
§ 26:191	Examination
§ 26:192	Publication
§ 26:193	Provisional protection
§ 26:194	Time limits for responding to official actions
§ 26:195	Opposition
§ 26:196	Appeal
§ 26:197	Annuities
§ 26:198	Working
§ 26:199	Compulsory license; License of right
§ 26:200	Marking
§ 26:201	Assignment
§ 26:202	Licenses
§ 26:203	Duration
§ 26:204	Amendment
§ 26:205	Extension and restoration
§ 26:206	Termination of patent
§ 26:207	Infringement

### E. THE LAW OF TRADE SECRETS IN MEXICO

§ 26:208	Trade secrets - The legal definition
§ 26:209	Protection of trade secrets under criminal law— Introduction
§ 26:210	—The penal code
§ 26:211	—Violation of a trade secret right as a crime under the IPL
§ 26:212	—The Analysis of Article 223, Sections III, IV and V
§ 26:213	—The element of intent
§ 26:214	—Penalties—The penal code
§ 26:215	—The Industrial Property Law (IPL)
§ 26:216	—Enforcement agencies

- § 26:217 Protection of trade secrets under civil law—Civil statutes—Overview
- § 26:218 —Obligations that arise from illegal acts: Civil Code Articles 1910 and 1915
- § 26:219 —Unjust enrichment: Civil Code Article 1882
- § 26:220 —Contract law
- § 26:221 —Equitable doctrines that create implied obligations of confidentiality
- § 26:222 —The employer-employee relationship
- § 26:223 —Covenants not to compete
- § 26:224 —Contractual obligations of nondisclosure and implied duties
- § 26:225 —Ownership of employees' inventions
- § 26:226 Remedies: Injunctions and damages
- § 26:227 Government regulation of the licensing and other commercialization of trade secrets
- § 26:228 Maintaining the confidentiality of trade secrets during review by government agencies and litigation

### **XIII. FOREIGN INVESTMENT LAW**

- § 26:229 Foreign investment law

### **XIV. SETTING UP IN MEXICO—A CHECKLIST**

- § 26:230 Generally
- § 26:231 The Industrial Property Law (as amended through 2006)
- § 26:232 Regulations under the Industrial Property Law (as amended through 2003)
- § 26:233 The federal law on copyright—2003 Amendments
- § 26:234 —2003 Amendments

### **XV. PRACTITIONER COMMENTARIES**

- § 26:235 How To Build A Strong Corruption Risk Compliance Program in Mexico, by Lic. Carlos A. Larios, Esq. (Mexico)

## **CHAPTER 27. USMCA: CHAPTER 20, INTELLECTUAL PROPERTY**

- § 27:1 Chapter 20: Intellectual Property Rights

## **CHAPTER 28. THE PHILIPPINES**

### **I. EXECUTIVE SUMMARY**

- § 28:1 The World Bank survey
- § 28:2 Overview of the economy
- § 28:3 Overview of Foreign Direct Investment (FDI) Laws
- § 28:4 Banking liberalization

## TABLE OF CONTENTS

§ 28:5	Employment of foreign nationals
§ 28:6	Privatization
§ 28:7	Competition law
§ 28:8	Conversion and transfer policies
§ 28:9	Expropriation and compensation
§ 28:10	Legal system, specialized courts, judicial independence, judgments of foreign courts
§ 28:11	Foreign Arbitral Awards
§ 28:12	Bankruptcy
§ 28:13	Investment incentives—Overview
§ 28:14	Performance requirements
§ 28:15	Right to private ownership and establishment
§ 28:16	Protection of real property rights
§ 28:17	Intellectual property rights (IPR)
§ 28:18	Transparency of the regulatory system
§ 28:19	Efficient capital markets and portfolio investment
§ 28:20	Competition from state-owned enterprises
§ 28:21	Political violence
§ 28:22	Corruption
§ 28:23	Bilateral investment agreements
§ 28:24	Bilateral taxation treaties
§ 28:25	Labor
§ 28:26	Foreign trade zones

## II. LEGAL SYSTEM

§ 28:27	Sources of law
§ 28:28	The court system—Overview
§ 28:29	Alternative forms of dispute resolution
§ 28:30	Courts—Structure of the legal profession

## III. COMMERCIAL LAW

§ 28:31	Contracts
§ 28:32	Government contracts
§ 28:33	Consumer protection and unfair trading practices— Consumer protection
§ 28:34	—Advertising and product promotion
§ 28:35	—Unfair contracts
§ 28:36	Commercial law remedies—Injunctions
§ 28:37	—Damages
§ 28:38	Dispute resolution—Litigation
§ 28:39	—Overview of arbitration and ADR
§ 28:40	The definition of international and domestic arbitration
§ 28:41	Arbitral proceeding—Domestic and international
§ 28:42	The Financial Rehabilitation and Insolvency Act of 2010
§ 28:43	Corporate liquidation and receivership
§ 28:44	The Financial Rehabilitation Rules of Procedure (2013)
§ 28:45	Cross-Border Insolvency Proceedings

#### **IV. BUSINESS ENTITIES IN THE PHILIPPINES**

- § 28:46 Overview
- § 28:47 The formation and operation of corporations
- § 28:48 Branches of foreign corporations
- § 28:49 Partnership
- § 28:50 Joint Ventures
- § 28:51 The representative office
- § 28:52 The Regional or Area Headquarters (RHQ)
- § 28:53 The Regional Operating Headquarters (ROHQ)
- § 28:54 Regional warehouses
- § 28:55 Offshore Banking Units (OBU)
- § 28:56 Post-registration requirements
- § 28:57 The Corporation Code of the Philippines
- § 28:58 Partnership
- § 28:59 Branch of a foreign corporation—Introduction
- § 28:60 —Registration requirements
- § 28:61 Sole proprietorship

#### **V. REGULATION OF BUSINESS ACTIVITY**

- § 28:62 The Omnibus Investments Code and The Foreign Investment Act
- § 28:63 Regulatory agencies
- § 28:64 Price controls
- § 28:65 The 2015 Philippine Competition Act
- § 28:66 Consumer protection
- § 28:67 Environmental law
- § 28:68 Laws for specialized industries
- § 28:69 Capital markets
- § 28:70 The Anti-Money Laundering Act
- § 28:71 The Securities Markets
- § 28:72 Privacy laws in the Philippines
- § 28:73 Accounting standards

#### **VI. INVESTMENT INCENTIVES**

- § 28:74 Executive summary of the incentive regime
- § 28:75 The Incentive Regime
- § 28:76 Pioneer and non-pioneer enterprises
- § 28:77 Incentives for exporters
- § 28:78 Performance and local sourcing requirements
- § 28:79 Incentives for regional headquarters, regional operating headquarters, and regional warehouses
- § 28:80 The Special Economic Zone Act
- § 28:81 The Bases Conversion and Development Act of 1992 (RA 7227), as amended
- § 28:82 The Tourism Act of 2009 (RA 9593)

#### **VII. REGULATION OF FOREIGN INVESTMENT**

- § 28:83 The Omnibus Investments Code and The Foreign Investment Act

## TABLE OF CONTENTS

§ 28:84	Registration of foreign capital and technology
§ 28:85	Repatriation of capital, dividends, and interest
§ 28:86	Royalties, service fees and imported goods
§ 28:87	Restrictions on foreign investment
§ 28:88	Investor guarantees
§ 28:89	Remittance of earnings and repatriation of investments
§ 28:90	Loans
§ 28:91	Technology transfer agreements
§ 28:92	Land lease
§ 28:93	Immigration and employment regulations for foreigners

## VIII. CORPORATE TAXATION—OVERVIEW

§ 28:94	Taxes on corporate income
§ 28:95	Resident foreign corporations
§ 28:96	Non-resident foreign corporations
§ 28:97	Corporate residence
§ 28:98	Value-added Tax (VAT)
§ 28:99	Customs duties
§ 28:100	Excise taxes
§ 28:101	Capital gains tax
§ 28:102	Social Security contributions
§ 28:103	Local government taxes
§ 28:104	Branch income
§ 28:105	Foreign income
§ 28:106	Corporate—Overview of deductions
§ 28:107	Group taxation
§ 28:108	Transfer pricing
§ 28:109	Thin capitalization
§ 28:110	Controlled Foreign Companies (CFCs)
§ 28:111	Foreign tax credits
§ 28:112	Withholding taxes
§ 28:113	Taxable period
§ 28:114	Annual statutory audit
§ 28:115	Statute of limitations

## IX. REGULATION OF IMPORTS AND EXPORTS

§ 28:116	Import tariffs
§ 28:117	Agriculture tariffs and quotas
§ 28:118	Safeguards, antidumping, and countervailing duties
§ 28:119	Excise taxes on alcohol products
§ 28:120	Import requirements for food products
§ 28:121	Import regulations for processed food products
§ 28:122	Import regulations for plant products
§ 28:123	Import regulations for meat and poultry products
§ 28:124	Sensitive agricultural products
§ 28:125	Import regulations for biotechnology-derived products
§ 28:126	Import requirements for pharmaceutical products

- § 28:127 Import requirements and documentation
- § 28:128 Temporary entry
- § 28:129 Labeling and marking requirements
- § 28:130 Prohibited and restricted imports
- § 28:131 Regulated/restricted commodities
- § 28:132 Customs regulations
- § 28:133 Valuation
- § 28:134 Standards
- § 28:135 Product testing
- § 28:136 Standards enforcement
- § 28:137 Product certification
- § 28:138 ASEAN Trade in Goods Agreement (ATIGA)

## **X. EXCHANGE CONTROLS**

- § 28:139 Export and import transactions
- § 28:140 Foreign inward investments
- § 28:141 Outward investments
- § 28:142 Foreign loans and guarantees
- § 28:143 Other financing schemes/arrangements

## **XI. LABOR LAWS**

- § 28:144 Employer/employee relations
- § 28:145 Unions
- § 28:146 Employee training programs
- § 28:147 Employee participation in management
- § 28:148 Profit sharing
- § 28:149 Working conditions
- § 28:150 Social security—Social security system
- § 28:151 —Medical care
- § 28:152 Payroll costs
- § 28:153 Foreign personnel—Work permits
- § 28:154 —Restrictions on employment

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. THE INTELLECTUAL PROPERTY CODE OF 1997**

- § 28:155 Overview
- § 28:156 Technology transfer arrangements
- § 28:157 The intellectual property office
- § 28:158 Patents
- § 28:159 Trademarks
- § 28:160 Copyrights

### **B. TRADEMARKS**

- § 28:161 Law
- § 28:162 Conventions
- § 28:163 Definitions



## TABLE OF CONTENTS

§ 28:164	Who may apply
§ 28:165	What can be registered
§ 28:166	Classification
§ 28:167	Documents required
§ 28:168	Procedure
§ 28:169	Time limits for proceeding with application
§ 28:170	Appeal
§ 28:171	Opposition
§ 28:172	Effect of registration
§ 28:173	Duration and renewal
§ 28:174	Time within which mark cannot be registered by another
§ 28:175	Use
§ 28:176	Assignment
§ 28:177	License
§ 28:178	Marking
§ 28:179	Cancellation
§ 28:180	Third party rights
§ 28:181	Status of unregistered trademarks
§ 28:182	Customs

## C. COPYRIGHTS

§ 28:183	Generally
----------	-----------

## D. PATENTS

§ 28:184	Law
§ 28:185	Conventions
§ 28:186	Types of patent
§ 28:187	Rights of patentee
§ 28:188	Who may apply
§ 28:189	What is patentable
§ 28:190	What is not patentable
§ 28:191	Novelty
§ 28:192	Documents required
§ 28:193	Convention requirements
§ 28:194	Examination
§ 28:195	Interference
§ 28:196	Publication
§ 28:197	Time limits for responding to official actions
§ 28:198	Opposition
§ 28:199	Appeal
§ 28:200	Annuities
§ 28:201	Working
§ 28:202	Compulsory license; License of right
§ 28:203	Marking
§ 28:204	Assignment
§ 28:205	Duration
§ 28:206	Extension and restoration

- § 28:207 Termination of patent
- § 28:208 Infringement

#### **E. TRADE SECRETS**

- § 28:209 Trade secrets—The legal definition
- § 28:210 Protection of trade secrets under criminal law—Statutes
- § 28:211 —Penalties
- § 28:212 —Enforcement agencies and the record of enforcement
- § 28:213 —Protection of trade secrets under civil law—Civil statutes
- § 28:214 —Contract law
- § 28:215 —Equitable doctrines that create implied obligations of confidentiality
- § 28:216 Employer-employee relationship
- § 28:217 Remedies—Injunctions
- § 28:218 —Damages
- § 28:219 Government regulation of the licensing and other commercialization of trade secrets—Guidelines on imported and exported technology
- § 28:220 —Contributions of technology by joint venture partners
- § 28:221 —Antitrust or antimonopoly laws
- § 28:222 Maintaining the confidentiality of trade secrets during review by government agencies and litigation—Overview
- § 28:223 —Agency review
- § 28:224 Litigation

#### **F. TECHNOLOGY TRANSFER**

- § 28:225 Introduction
- § 28:226 Mandatory provisions
- § 28:227 Proscribed provisions
- § 28:228 Clauses no longer required
- § 28:229 Enforceability of TTAs

### **XIII. POLITICAL RISK AND OTHER CURRENT ISSUES**

- § 28:230 Political Risk
- § 28:231 Political Violence
- § 28:232 Corruption
- § 28:233 South China Sea
- § 28:234 Notable Joint Ventures
- § 28:235 Chinese Investment
- § 28:236 The ASEAN Comprehensive Investment Agreement

### **XIV. FOREIGN INVESTMENT LAWS AND TREATIES OF THE PHILIPPINES**

- § 28:237 The Omnibus Investment Code of 1987 (Executive Order No. 226)
- § 28:238 Republic Act No. 7918 of 1994

## TABLE OF CONTENTS

- § 28:239 The Foreign Investment Act of 1991 (Republic Act No. 7042), as amended by Republic Act No. 8179 of 1996
- § 28:240 The Foreign Investment Act Implementing Regulations (Republic Act No. 8179)
- § 28:241 The 2004 ADR Act (Rep. Act No. 92850)
- § 28:242 The 2004 ADR Act implementing regulations
- § 28:243 The 2015 Philippine Competition Act
- § 28:244 The 2017 Investment Priorities Plan (2017 IPP)
- § 28:245 Tenth Regular Foreign Investment Negative List
- § 28:246 Republic Act No. 7916—Special Economic Zone Act of 1995
- § 28:247 Special Economic Zone Act Implementing Rules and Regulations

## **XV. CHECKLISTS**

- § 28:248 Setting up in the Philippines
- § 28:249 Acquiring a business enterprise

## **CHAPTER 29. POLAND**

### **I. EXECUTIVE SUMMARY**

- § 29:1 Who is investing in Poland and why
- § 29:2 The 2019 World Bank survey
- § 29:3 Sovereign and currency risk and economic forecasts
- § 29:4 Regulation of foreign investment
- § 29:5 Competition law
- § 29:6 The Consumer Protection Act
- § 29:7 State owned enterprises
- § 29:8 Transparency and the regulatory system
- § 29:9 Conversion and transfer policies
- § 29:10 Investment incentives
- § 29:11 Dispute settlement
- § 29:12 Real property rights
- § 29:13 Intellectual property rights
- § 29:14 Bilateral investment treaties and bilateral tax treaties
- § 29:15 Foreign trade zones
- § 29:16 Labor

### **II. LEGAL SYSTEM**

- § 29:17 The 1997 constitution—Overview
- § 29:18 The political system under the new constitution
- § 29:19 The judicial system
- § 29:20 Court proceedings and arbitration

### **III. COMMERCIAL LAW**

- § 29:21 Sources of commercial law

- § 29:22 Business Constitution of 2018
- § 29:23 Entrepreneurs Law of 2018
- § 29:24 Commercial Companies Code
- § 29:25 Broadcasting Law
- § 29:26 Government contracts
- § 29:27 Contracts law
- § 29:28 Competition Law—Act of 16 February 2007 on  
Competition and Consumer Protection
- § 29:29 The Amendment of the 2007 Competition Act
- § 29:30 2007 Competition Act—2015 Amendments
- § 29:31 Mergers and takeovers
- § 29:32 Competition Law and Consumer Protection—Act of April  
16, 1993 on Combating Unfair Competition
- § 29:33 The 2007 Amendment of the 1993 Unfair Competition Act
- § 29:34 The 2018 Amendment to the Act on Combating Unfair  
Competition
- § 29:35 Consumer Protection—Act of 23 August, 2007 on  
Combating Unfair Commercial Practices
- § 29:36 The 2014 Consumer Protection Act

## **IV. BUSINESS ENTITIES**

### **A. OVERVIEW**

- § 29:37 Generally
- § 29:38 Forms of business enterprises
- § 29:39 The joint-stock company
- § 29:40 The limited liability company (LLC)
- § 29:41 Commercial partnerships
- § 29:42 Simple Joint Stock Company
- § 29:43 Branches, and representative offices of foreign companies
- § 29:44 Establishing a branch office
- § 29:45 Establishing a representative office

### **B. FORMING THE LIMITED LIABILITY COMPANY**

- § 29:46 Step-by-Step
- § 29:47 —Execute the notarial deed
- § 29:48 —Pay the Civil Law Activities Tax
- § 29:49 —Company registration in the National Court Register
- § 29:50 —Announcement of the company's registration in Court  
and Commercial Gazette (Monitor Słdowy i Gospodarczy)
- § 29:51 —Obtain the company's statistical number from the  
Provincial Statistical Office (Wojewódzki Urzłd  
Statystyczny)
- § 29:52 —Company registration with the Social Security  
Institution (ZUS)
- § 29:53 —Obtain necessary licenses or permits
- § 29:54 —Open the company's bank account
- § 29:55 —Register the company with the tax office

## TABLE OF CONTENTS

### C. FORMING THE JOINT STOCK COMPANY

- § 29:56 Step-by-Step
- § 29:57 —Execute the notarial deed
- § 29:58 —The accumulation of the company's share capital
- § 29:59 —Company registration
- § 29:60 —Announcement of the company's registration in "Monitor Słdowy i Gospodarczy"
- § 29:61 —Obtain the company's statistical number from the Provincial Statistical Office (Wojewódzki Urzłd Statystyczny)
- § 29:62 —Company Registration with the Social Security Institution (ZUS)
- § 29:63 —Obtain necessary licenses or permits
- § 29:64 —Open the company's bank account
- § 29:65 —Register the company with the tax office

### V. REGULATION OF BUSINESS ACTIVITY

- § 29:66 Company formation and operation
- § 29:67 Data Protection Regulations
- § 29:68 Competition Law
- § 29:69 Mergers and takeovers
- § 29:70 Act of April 16, 1993 on Combating Unfair Competition
- § 29:71 The Bankruptcy and Restructuring Laws
- § 29:72 Accounting and auditing
- § 29:73 The securities market
- § 29:74 Environmental laws
- § 29:75 Carbon dioxide emission allowances

### VI. INVESTMENT INCENTIVES

- § 29:76 Overview
- § 29:77 The foreign tax credit
- § 29:78 Special Economic Zones (SEZs)
- § 29:79 National and regional Operating Programs
- § 29:80 Program for the support of investments of considerable importance for the Polish economy for years 2011-2020
- § 29:81 Real Estate Tax Exemptions
- § 29:82 Job creation incentives
- § 29:83 The U.S.—Poland Bilateral Investment Treaty (BIT)
- § 29:84 The 2004 Amendments to the U.S.—Poland BIT
- § 29:85 Arbitration examples

### VII. REGULATION OF FOREIGN INVESTMENT

- § 29:86 FDI legislation and investment restrictions
- § 29:87 Foreign investment
- § 29:88 Foreign ownership of real estate

### VIII. CORPORATE TAXATION

- § 29:89 Corporate tax—Significant developments in 2019

- § 29:90 Taxes on corporate income
- § 29:91 Branch income
- § 29:92 Corporate residence
- § 29:93 Depreciation
- § 29:94 Tax losses
- § 29:95 Payments to foreign affiliates
- § 29:96 Thin capitalization
- § 29:97 Taxes as deductions
- § 29:98 Business expenses
- § 29:99 Group taxation
- § 29:100 Income determination
- § 29:101 Capital gains
- § 29:102 Domestic dividends
- § 29:103 Foreign income
- § 29:104 Dividends from abroad
- § 29:105 Transfer pricing
- § 29:106 Value Added Tax (VAT)
- § 29:107 Excise duties
- § 29:108 Property tax
- § 29:109 Share capital tax
- § 29:110 Tax administration
- § 29:111 Withholding taxes

## **IX. REGULATION OF IMPORTS AND EXPORTS**

- § 29:112 Tariff and non-tariff barriers

## **X. EXCHANGE CONTROLS**

- § 29:113 Generally

## **XI. LABOR LAW**

- § 29:114 Recent changes to the Labor Code
- § 29:115 2016 Amendments to the Labor Code—Fixed-term employment contracts
- § 29:116 Labor code overview

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 29:117 Intellectual property law—Overview
- § 29:118 Patents
- § 29:119 Trademarks
- § 29:120 Copyrights
- § 29:121 The 2015 Copyright Law Reforms
- § 29:122 International treaties and conventions

### **B. TRADEMARKS**

- § 29:123 Definitions

## TABLE OF CONTENTS

§ 29:124	Recent changes to Trademark Law
§ 29:125	Who may apply
§ 29:126	What can be registered
§ 29:127	What is not registrable
§ 29:128	Classification
§ 29:129	Collective marks; marks in color
§ 29:130	Documents required
§ 29:131	Procedure
§ 29:132	Opposition
§ 29:133	Effect of registration
§ 29:134	Duration and renewal
§ 29:135	Time within which mark cannot be reregistered by another
§ 29:136	Use
§ 29:137	Assignment
§ 29:138	License
§ 29:139	Marking
§ 29:140	Cancellation
§ 29:141	Limitation of time for action to cancel
§ 29:142	Status of unregistered trademark

## C. PATENTS

§ 29:143	Law and conventions
§ 29:144	Types of patents
§ 29:145	Rights of patentee
§ 29:146	Who may apply
§ 29:147	What is patentable
§ 29:148	What is not patentable
§ 29:149	Novelty
§ 29:150	Documents required
§ 29:151	Examination and publication
§ 29:152	Time limits for responding to official actions
§ 29:153	Opposition
§ 29:154	Appeal
§ 29:155	Annuities
§ 29:156	Working
§ 29:157	Compulsory license
§ 29:158	Marking
§ 29:159	Assignment
§ 29:160	License
§ 29:161	Duration
§ 29:162	Extension and restoration
§ 29:163	Termination of patent
§ 29:164	Infringement

## D. COPYRIGHT

§ 29:165	The law
----------	---------

- § 29:166 Conventions
- § 29:167 Protection
- § 29:168 Licensing and assignment
- § 29:169 Rules covering computer programs and audiovisual works
- § 29:170 Infringement and penalties

## E. TRADE SECRETS

- § 29:171 Generally

## F. PROTECTION OF INTEGRATED CIRCUIT TOPOGRAPHY

- § 29:172 Generally
- Appendix 29A. The 1990 U.S.—Poland BIT
- Appendix 29B. The 2004 Amendment to the 1990 U.S.—Poland BIT
- Appendix 29C. Competition Law: Act of February 16, 2007 on Competition and Consumer Protection
- Appendix 29D. The 2015 Amendment of the Act on Competition and Consumer Protection (February 16, 2007)
- Appendix 29E. The Act of 16 April, 1993 on Combating Unfair Competition (the 1993 Unfair Competition Act)
- Appendix 29F. Act on Combating Unfair Commercial Practices (August 23, 2007)
- Appendix 29G. The 2014 Consumer Protection Act (May 30, 2014)
- Appendix 29H. Model Withdrawal Form
- Appendix 29I. Business Constitution of 2018
- Appendix 29J. Sample Investment Treaty



# **Table of Contents**

## **PART II. BUSINESS ENVIRONMENT FOR JOINT VENTURES IN SELECTED COUNTRIES (CONTINUED)**

### **CHAPTER 30. SINGAPORE**

#### **I. EXECUTIVE SUMMARY**

- § 30:1 The 2013 World Bank Survey
- § 30:2 Sovereign and currency risk and economic forecasts
- § 30:3 Openness to foreign investment—Overview
- § 30:4 The telecommunication and media sectors
- § 30:5 Banking
- § 30:6 Foreign Law Practice
- § 30:7 Engineering services
- § 30:8 Accounting
- § 30:9 Real estate
- § 30:10 Government linked corporations
- § 30:11 Bilateral investment agreements
- § 30:12 Conversion and transfer policies
- § 30:13 Expropriation and compensation
- § 30:14 Dispute settlement
- § 30:15 Performance requirements and investment incentives
- § 30:16 Right to private ownership and establishment
- § 30:17 Protection of Intellectual Property Rights (IPR)
- § 30:18 Transparency of the regulatory system
- § 30:19 Corporate governance
- § 30:20 Accounting standards
- § 30:21 Efficient capital markets
- § 30:22 Political violence
- § 30:23 Corruption
- § 30:24 OPIC and other investment insurance programs
- § 30:25 Labor
- § 30:26 Foreign-trade zones/free ports

#### **II. LEGAL SYSTEM**

- § 30:27 Introduction
- § 30:28 The courts
- § 30:29 Civil procedure—Jurisdiction
- § 30:30 —Interlocutory relief and security

- § 30:31 —Execution of judgments
- § 30:32 —Foreign judgments
- § 30:33 Alternative dispute resolution

### **III. COMMERCIAL LAW**

#### **A. OVERVIEW**

- § 30:34 Generally

#### **B. COMMERCIAL LAW AND CONTRACT LAW**

- § 30:35 Overview
- § 30:36 Standard form contracts
- § 30:37 Remedies

#### **C. GOVERNMENT CONTRACTS**

- § 30:38 Generally

#### **D. CONTRACTS WITH FOREIGN ENTERPRISES**

- § 30:39 Generally

#### **E. CONSUMER PROTECTION AND UNFAIR TRADING PRACTICES**

- § 30:40 Consumer contracts
- § 30:41 The advertising of products
- § 30:42 Defective products

#### **F. DISPUTE RESOLUTION**

##### **1. Litigation**

- § 30:43 The civil law
- § 30:44 The courts
- § 30:45 Civil procedure
- § 30:46 Alternative dispute resolution

##### **2. Arbitration**

- § 30:47 Overview
- § 30:48 The Singapore International Arbitration Center
- § 30:49 Foreign lawyers
- § 30:50 Court assistance
- § 30:51 Conduct of the proceedings

##### **3. Alternative Dispute Resolution**

- § 30:52 Generally

### **IV. BUSINESS ENTITIES**

- § 30:53 Types of commercial organizations

## TABLE OF CONTENTS

§ 30:54	Foreign companies
§ 30:55	Registration requirements for foreign companies— Overview
§ 30:56	—Registration fees
§ 30:57	—Documents to be filed
§ 30:58	—Post registration requirements
§ 30:59	—Accounting records
§ 30:60	Establishment of a local company—Required fees
§ 30:61	—Public and private companies
§ 30:62	—Formation procedures
§ 30:63	—Board of directors
§ 30:64	—Share capital
§ 30:65	—Accounting
§ 30:66	—Liquidation
§ 30:67	Takeovers, mergers, and the acquisition of shares
§ 30:68	Joint ventures
§ 30:69	Bankruptcy

## V. REGULATION OF BUSINESS ACTIVITY

§ 30:70	Licensing and registration of business entities
§ 30:71	Financial operations
§ 30:72	Joint ventures
§ 30:73	Environmental laws
§ 30:74	Price controls
§ 30:75	The Competition Act—overview
§ 30:76	Structure and scope of the Act
§ 30:77	The Section 34 Prohibition
§ 30:78	The appreciable effect on competition test
§ 30:79	Exclusion from the Section 34 Prohibition
§ 30:80	Block exemptions
§ 30:81	Section 47 Prohibitions—Abuse of a dominant position
§ 30:82	Dominance and market definitions
§ 30:83	Abuse of a dominant position
§ 30:84	Overview of Competition Act Section 54—Mergers
§ 30:85	Definition of a merger
§ 30:86	Voluntary notification
§ 30:87	Applications for review
§ 30:88	Powers of investigation
§ 30:89	Interim measures
§ 30:90	Commitments
§ 30:91	Assessing whether notification is appropriate
§ 30:92	CCS market surveillance
§ 30:93	Obtaining confidential advice from CCS
§ 30:94	Pre-Notifications Discussions
§ 30:95	The application process
§ 30:96	Confidentiality
§ 30:97	Accuracy of information
§ 30:98	The application procedure for ancillary restrictions

§ 30:99	The investigative powers of CCS
§ 30:100	The review process—Preliminary considerations
§ 30:101	The Phase 1 review
§ 30:102	The Phase 2 review
§ 30:103	Interim measures
§ 30:104	Favorable decisions—No infringement of Section 54
§ 30:105	Unfavorable Decisions—Infringement of Section 54
§ 30:106	Complaint initiated CCS merger investigations
§ 30:107	CCS powers of investigation
§ 30:108	CCS Remedies—Commitments and directions
§ 30:109	CCS remedies—Directions
§ 30:110	Enforcement of directions
§ 30:111	CCS imposed financial penalties
§ 30:112	Rights of private action
§ 30:113	Exclusions and exemptions—Overview
§ 30:114	Exemption under public interest considerations
§ 30:115	Appeals
§ 30:116	Complaints
§ 30:117	Confidentiality and disclosure of information
§ 30:118	Powers of investigation and enforcement
§ 30:119	Interim measures
§ 30:120	Infringement proceedings
§ 30:121	Penalties
§ 30:122	Cartels and the leniency program
§ 30:123	Appeals and rights of private action
§ 30:124	The List of CCS guidelines
§ 30:125	The Singapore Code on Takeovers and Mergers
§ 30:126	The Competition Act (Chapter 50B)
§ 30:127	Competition Act (Chapter 50B) Competition Regulations 2007
§ 30:128	CCS Guidelines on the Section 34 Prohibition
§ 30:129	CCS Guidelines on the Section 47 Prohibition
§ 30:130	CCS Guidelines on Market Definition
§ 30:131	CCS Guidelines on the Substantive Assessment of Mergers
§ 30:132	CCS Guidelines on the Powers of Investigation
§ 30:133	CCS Guidelines on Enforcement

## **VI. INVESTMENT INCENTIVES**

§ 30:134	Economic Expansion Incentives Act
§ 30:135	Tax and other investment incentives
§ 30:136	Pioneer industries
§ 30:137	High-value-added or expanding industries
§ 30:138	Export of services
§ 30:139	Capital investment
§ 30:140	Financial services
§ 30:141	Other incentives

## TABLE OF CONTENTS

### **VII. REGULATION OF FOREIGN INVESTMENT**

- § 30:142 Overview
- § 30:143 Regulatory environment—Overview
- § 30:144 —Joint ventures
- § 30:145 —Protection for foreign investors
- § 30:146 Foreign companies
- § 30:147 Registration requirements for foreign companies—  
Overview
- § 30:148 —Registration fees
- § 30:149 —Documents to be filed
- § 30:150 —Post registration requirements
- § 30:151 —Accounting records
- § 30:152 Banking
- § 30:153 Securities and asset management
- § 30:154 Legal services
- § 30:155 Engineering and architectural services
- § 30:156 Accounting and tax services
- § 30:157 Real estate
- § 30:158 Energy

### **VIII. CORPORATE TAXATION**

- § 30:159 Taxes on corporate income
- § 30:160 Corporate residence
- § 30:161 Other taxes—Foreign workers levy
- § 30:162 —Property tax
- § 30:163 Goods and Services Tax
- § 30:164 Other taxes—Stamp taxes
- § 30:165 Branch income
- § 30:166 Inventory valuation
- § 30:167 Capital gains
- § 30:168 Inter-company dividends
- § 30:169 Foreign income
- § 30:170 Stock dividends
- § 30:171 Deemed dividends
- § 30:172 Depreciation and depletion
- § 30:173 Net operating losses
- § 30:174 Payments to non-residents—including foreign affiliates
- § 30:175 Taxes
- § 30:176 Other significant items
- § 30:177 Group taxation
- § 30:178 Tax incentives
- § 30:179 —Inward Investment
- § 30:180 Capital Investment
- § 30:181 Financial services
- § 30:182 Other incentives

### **IX. REGULATION OF EXPORTS AND IMPORTS TARIFFS**

- § 30:183 Exports and imports tariffs

- § 30:184 Trade barriers
- § 30:185 Import requirements and documentation return to top
- § 30:186 Medicinal products import regulations
- § 30:187 Labeling and marking requirements
- § 30:188 Prohibited and restricted imports
- § 30:189 Customs regulations
- § 30:190 Free Trade Zone/Warehouses
- § 30:191 Standards
- § 30:192 Labeling and marking
- § 30:193 Trade agreements

## **X. EXCHANGE CONTROLS**

- § 30:194 Exchange control regulations
- § 30:195 Exchange rates

## **XI. LABOR LAWS**

- § 30:196 Overview
- § 30:197 Statutory control of employee benefits—Wages
- § 30:198 —Workmen's compensation
- § 30:199 —Sick leave
- § 30:200 —Vacations
- § 30:201 —Severance pay
- § 30:202 Wages and hours
- § 30:203 Settlement of industrial disputes
- § 30:204 Trade unions
- § 30:205 Transfer of a business—Redundancy benefits
- § 30:206 Foreign personnel—Work permits
- § 30:207 —Special arrangements or concessions
- § 30:208 —Restrictions on employment
- § 30:209 —Living conditions

## **XII. PROTECTION OF INTELLECTUAL PROPERTY**

### **A. NATIONAL INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 30:210 Overview of National IP Laws
- § 30:211 Patents
- § 30:212 Trade marks
- § 30:213 Industrial designs
- § 30:214 Copyright and related rights
- § 30:215 Appellations of origin/geographical indications/indications of source
- § 30:216 Protection of undisclosed information
- § 30:217 Layout designs (topographics) of integrated circuits
- § 30:218 International treaties and conventions

### **B. PATENTS**

- § 30:219 Patents issued

## TABLE OF CONTENTS

§ 30:220	Rights of the patent owner
§ 30:221	Applicants
§ 30:222	Employee inventions
§ 30:223	Patentable inventions
§ 30:224	Unpatentable inventions
§ 30:225	Novelty
§ 30:226	Registration
§ 30:227	International convention requirements
§ 30:228	The patent examination
§ 30:229	Publication
§ 30:230	Opposition
§ 30:231	Appeal
§ 30:232	Working, compulsory licenses, licenses of right
§ 30:233	Marking
§ 30:234	Assignments and licenses
§ 30:235	Duration
§ 30:236	Revocation of patent
§ 30:237	Infringement
§ 30:238	Permitted Acts

## C. TRADEMARKS

§ 30:239	Definitions
§ 30:240	The applicants
§ 30:241	Marks that can be registered
§ 30:242	Marks that cannot be registered
§ 30:243	Classification of goods
§ 30:244	Series of marks
§ 30:245	Certification marks
§ 30:246	Well-Known marks
§ 30:247	Registration procedure
§ 30:248	Appeal
§ 30:249	Advertisement and opposition
§ 30:250	Effect of registration
§ 30:251	Duration, renewal, and re-registration
§ 30:252	Use
§ 30:253	Assignment
§ 30:254	Licenses and registered use
§ 30:255	Marking
§ 30:256	Cancellation
§ 30:257	Limitation of time for action to cancel
§ 30:258	Abandonment
§ 30:259	The status of unregistered trademarks
§ 30:260	Trademark protection
§ 30:261	Registration
§ 30:262	Exclusive rights
§ 30:263	Remedies for civil infringement
§ 30:264	Criminal infringement
§ 30:265	Registered well known marks

- § 30:266 The common law action for passing off
- § 30:267 Protection for unregistered well known trade marks

#### D. TRADE SECRETS

- § 30:268 Trade secret protection under statutes
- § 30:269 Trade secret protection under the common law
- § 30:270 Trade secrets—Manufacturing and product technology
- § 30:271 Confidential business information
- § 30:272 Know-how
- § 30:273 Protection of trade secrets under criminal law
- § 30:274 Protection of trade secrets under civil law—Civil statutes
- § 30:275 Contract law
- § 30:276 Equitable doctrines—Implied obligations of confidentiality
- § 30:277 The employer-employee relationship—Overview
- § 30:278 Ownership of employee inventions
- § 30:279 Restrictive covenants
- § 30:280 Remedies—Injunctions
- § 30:281 The Anton Piller order
- § 30:282 The Mareva injunction
- § 30:283 The Erinford injunction
- § 30:284 Delivery up/Destruction on oath
- § 30:285 Preservation order
- § 30:286 Norwich pharmacal order
- § 30:287 Damages/Account of Profits

#### E. COPYRIGHT

- § 30:288 Automatic protection
- § 30:289 Works protected by copyright
- § 30:290 Entitlement to copyright
- § 30:291 Duration of protection
- § 30:292 Marking
- § 30:293 Infringement
- § 30:294 Permitted Acts—fair dealing
- § 30:295 Assignment and licensing
- § 30:296 Remedies

#### F. COMPETITION LAW AND COMMERCIALIZING IPR

- § 30:297 Anti-competitive Conduct and Intellectual Property (IP) Laws
- § 30:298 IP Licensing and the Competition Act
- § 30:299 The CCS Guidelines—Overview
- § 30:300 The CCS Guidelines on the Treatment of Intellectual Property Rights

### XIII. SETTING UP IN SINGAPORE—A CHECKLIST

- § 30:301 Generally



TABLE OF CONTENTS

**XIV. STRUCTURING AN INVESTMENT—A CHECKLIST**

§ 30:302 Generally

**XV. ACQUIRING A BUSINESS ENTERPRISE—A CHECKLIST**

§ 30:303 Generally

§ 30:304 The 2007 Singapore Code on Takeovers and Mergers

Appendix 30A. Who is Investing in Singapore and Why?

**CHAPTER 31. TAIWAN**

**I. EXECUTIVE SUMMARY**

- § 31:1 Taiwan investment overview update for 2019
- § 31:2 The World Bank survey
- § 31:3 Sovereign and Currency Risk and Economic Forecasts
- § 31:4 Openness to foreign investment
- § 31:5 Mainland Chinese investment in Taiwan
- § 31:6 Conversion and transfer policies
- § 31:7 Expropriation and compensation
- § 31:8 Dispute settlement
- § 31:9 Performance requirements and incentives
- § 31:10 Right to private ownership and establishment
- § 31:11 Protection of Intellectual Property Rights (IPR)
- § 31:12 Transparency of the regulatory system
- § 31:13 Efficient capital markets and portfolio investment
- § 31:14 Competition from state owned enterprises
- § 31:15 Corporate social responsibility
- § 31:16 Political violence
- § 31:17 Corruption
- § 31:18 Bilateral investment agreements
- § 31:19 Labor
- § 31:20 Foreign-trade zones/free ports

**II. LEGAL SYSTEM**

- § 31:21 Sources of law
- § 31:22 Branches of government

**III. COMMERCIAL LAW**

- § 31:23 Overview
- § 31:24 Government contracts
- § 31:25 International contracts
- § 31:26 Consumer protection and unfair trading practices
- § 31:27 The 2015 Amendments to the Consumer Protection Law
- § 31:28 Commercial law remedies
- § 31:29 Dispute resolution—Litigation

- § 31:30 —Arbitration
- § 31:31 —Alternative dispute resolution

#### **IV. BUSINESS ENTITIES**

- § 31:32 Establishing a legal business entity
- § 31:33 The representative office
- § 31:34 The branch office
- § 31:35 Companies—Overview
- § 31:36 Outline of the Company Act

#### **V. REGULATION OF BUSINESS ACTIVITY**

- § 31:37 Licensing and registration of business enterprises
- § 31:38 Controls on prices and profits
- § 31:39 Consumer protection
- § 31:40 Environmental laws—Overview
- § 31:41 —Water and soil conservation law
- § 31:42 —Waste container recycling rules
- § 31:43 —Waste motor vehicle recycling rules
- § 31:44 —Product labeling
- § 31:45 —Air pollution prevention charge rules
- § 31:46 —Environmental impact assessment law
- § 31:47 —Air Pollution Control Act
- § 31:48 —Water Pollution Control Act
- § 31:49 Fair Trade Act
- § 31:50 The 2015 Amendments to the Fair Trade Act
- § 31:51 The Business Mergers and Acquisitions Act
- § 31:52 The Financial Institutions Merger Act (FIMA)
- § 31:53 The Fair Trade Act and merger control
- § 31:54 The Foreign Trade Act and import/export

#### **VI. INVESTMENT INCENTIVES**

- § 31:55 Brief overview of the incentive regime
- § 31:56 Incentive for research & development
- § 31:57 Incentive for personnel training
- § 31:58 Incentive for new equipment or technology
- § 31:59 Incentive for emerging, important, and strategic industries
- § 31:60 Private participation in infrastructure projects
- § 31:61 Infrastructure projects—Credits for expenditures for new equipment, new technology, research and development or personnel training
- § 31:62 —Indirect tax incentives
- § 31:63 Investment in designated areas
- § 31:64 Free ports
- § 31:65 The Biotech and New Pharmaceutical Development Act
- § 31:66 Investment incentives for Export Processing Zones (EPZs)
- § 31:67 Incentives for free trade zones
- § 31:68 Science park investment tax incentives

## TABLE OF CONTENTS

§ 31:69 The Business Mergers and Acquisitions Law

## **VII. THE REGULATION OF FOREIGN INVESTMENT**

§ 31:70 The foreign investment legal framework  
§ 31:71 Government agencies and the business registration process  
§ 31:72 The negative list  
§ 31:73 Special sectors  
§ 31:74 Establishing a business entity  
§ 31:75 Companies-overview  
§ 31:76 The representative office  
§ 31:77 The branch office  
§ 31:78 Pre-screening and reservation of the company name  
§ 31:79 Opening a bank account to receive working capital  
§ 31:80 Recognition of the foreign parent company  
§ 31:81 Remitting working capital  
§ 31:82 Applying for a business license  
§ 31:83 Documents and procedures  
§ 31:84 English name reservation  
§ 31:85 The import/export card application process  
§ 31:86 Company formation and approval-overview  
§ 31:87 Pre-screening and reservation of the company name and  
business scope  
§ 31:88 Opening a bank account to receive capital funds  
§ 31:89 Applying for foreign investment approval  
§ 31:90 Capital funds  
§ 31:91 Applying for company registration  
§ 31:92 Applying for a business license  
§ 31:93 English name reservation

## **VIII. CORPORATE TAXATION**

### **A. TAXES ON CORPORATE INCOME**

§ 31:94 Income tax  
§ 31:95 Taxation of interest  
§ 31:96 Tax on retained earnings

### **B. CORPORATE RESIDENCE**

§ 31:97 Generally

### **C. OTHER TAXES**

§ 31:98 Value-added tax  
§ 31:99 Securities transaction tax

### **D. BRANCH INCOME**

§ 31:100 Overview  
§ 31:101 Branch income from international transport,  
construction, technical services, and leasing

§ 31:102 Motion picture leasing

## **E. INCOME DETERMINATION**

§ 31:103 Inventory and marketable securities valuation

§ 31:104 Capital gains

§ 31:105 Intercompany dividends

§ 31:106 Foreign income

§ 31:107 Stock dividends

## **F. DEDUCTIONS**

§ 31:108 Depreciation and depletion

§ 31:109 Net operating losses

§ 31:110 Payments to foreign affiliates

§ 31:111 Taxes

§ 31:112 Other significant items

## **G. GROUP TAXATION**

§ 31:113 Generally

## **H. TAX INCENTIVES**

§ 31:114 Incentives

## **I. WITHHOLDING TAXES**

§ 31:115 Generally

## **J. TAX ADMINISTRATION**

§ 31:116 Returns

§ 31:117 Payment of tax

# **IX. REGULATION OF IMPORTS AND EXPORTS**

§ 31:118 Import tariffs

§ 31:119 Trade barriers

§ 31:120 Import requirements and documentation

§ 31:121 Customs regulations and contact information

§ 31:122 Standards

§ 31:123 Product certification

§ 31:124 Publication of technical regulations

§ 31:125 Labeling and marking

# **X. EXCHANGE CONTROLS**

§ 31:126 Generally

# **XI. LABOR LAWS**

§ 31:127 Overview

## TABLE OF CONTENTS

- § 31:128 Employer-employee relationship
- § 31:129 Labor unions

## **XII. PROTECTION ON INTELLECTUAL PROPERTY**

### **A. NATIONAL INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 31:130 Patents
- § 31:131 Trademarks
- § 31:132 Copyright
- § 31:133 Unfair trade practices
- § 31:134 Layout designs (topographics) of integrated circuits
- § 31:135 International treaties and conventions
- § 31:136 The Optical Media Law

### **B. PATENTS**

- § 31:137 Patents granted
- § 31:138 Rights of the patent owner
- § 31:139 The applicants
- § 31:140 Patentable inventions
- § 31:141 Invention that are not patentable
- § 31:142 Novelty
- § 31:143 Priority
- § 31:144 Examination
- § 31:145 Publication
- § 31:146 Opposition
- § 31:147 Cancellation
- § 31:148 Appeals
- § 31:149 Compulsory licenses
- § 31:150 Marking
- § 31:151 Assignment
- § 31:152 Licenses
- § 31:153 Duration
- § 31:154 Amendments
- § 31:155 Termination of a patent
- § 31:156 Infringement
- § 31:157 Patent Linkage System

### **C. TRADEMARKS**

- § 31:158 Definitions
- § 31:159 Applicants
- § 31:160 General qualifications for registration
- § 31:161 Marks that cannot be registered
- § 31:162 Associated marks
- § 31:163 Certification marks and collective marks
- § 31:164 Defensive marks
- § 31:165 Marks in color

- § 31:166 Application review
- § 31:167 Appeals
- § 31:168 Publication
- § 31:169 Opposition
- § 31:170 The legal effect of registration
- § 31:171 Term and renewal
- § 31:172 Use
- § 31:173 Assignment
- § 31:174 Licenses
- § 31:175 Marking
- § 31:176 Cancellation
- § 31:177 Abandonment
- § 31:178 Status of unregistered trademark
- § 31:179 Customs

#### D. TRADE SECRETS

- § 31:180 Introduction to the legal system
- § 31:181 Definition of trade secrets
- § 31:182 Criminal law and protection of trade secrets—Overview
- § 31:183 The criminal code
- § 31:184 The Fair Trade Law—Penalties
- § 31:185 Enforcement agencies
- § 31:186 Recent record of enforcement
- § 31:187 Civil law and protection of trade secrets—The Civil Code
- § 31:188 The Trade Secrets Act
- § 31:189 The Fair Trade Law
- § 31:190 Contract law—Nondisclosure
- § 31:191 Joint ownership
- § 31:192 Licensing and assignment
- § 31:193 Equitable doctrines
- § 31:194 Employer-employee relationship—Covenants not to compete
- § 31:195 Contract obligations
- § 31:196 Implied duties
- § 31:197 Employee inventions—Patents
- § 31:198 Copyrights
- § 31:199 Trade secrets
- § 31:200 Remedies—Misappropriation under the trade secrets act
- § 31:201 Injunctions
- § 31:202 Statute of limitations
- § 31:203 Damages
- § 31:204 Contributions of technology as capital by foreign joint venture partners or foreign investors
- § 31:205 Maintaining the confidentiality of trade secrets during review by government agencies and litigation—Agency review
- § 31:206 Litigation
- § 31:207 Taxation—Withholding tax

## TABLE OF CONTENTS

### **E. COPYRIGHT**

- § 31:208 The copyright law—Overview
- § 31:209 Protection for foreign nationals
- § 31:210 Exclusive rights retained by copyright owners
- § 31:211 Term of protection
- § 31:212 Works protected in Taiwan
- § 31:213 Copyright ownership
- § 31:214 Civil remedies and penalties
- § 31:215 Criminal penalties
- § 31:216 Civil and criminal enforcement proceedings

### **XIII. CURRENT ISSUES AND NOTABLE INVESTMENT ACTIVITY**

- § 31:217 Overview of recent merger & acquisition activity
- § 31:218 Micron's acquisition of Inotera
- § 31:219 ASML Holding's acquisition of Hermes Microvision
- § 31:220 The XPEC incident and resulting amendments to tender offer rules
- § 31:221 Mainland Chinese investment in Taiwan's IT sector

### **XIV. SHARE SWAP AGREEMENT BETWEEN ASML HOLDING N.V. & HERMES MIRCOVISION, INC.**

- § 31:222 Text of Share Swap Agreement between ASML Holding N.V. & Hermes Mircovision, Inc.

### **XV. APPENDIX A: FOREIGN INVESTMENT LAWS AND STATUTES OF TAIWAN**

- § 31:223 Statute for Investment by Foreign Nationals
- § 31:224 Statute for Investment by Overseas Chinese
- § 31:225 The Act for Industrial Innovation
- § 31:226 The 2013 Negative List for Investment by Overseas Chinese and Foreign Nationals
- § 31:227 The Company Act
- § 31:228 The Trademark Act—2012
- § 31:229 The Copyright Act
- § 31:230 The Patent Act
- § 31:231 The Trade Secrets Act
- § 31:232 The Fair Trade Law-Relevant articles
- § 31:233 Business Mergers and Acquisitions Act (BMAA)
- § 31:234 The Fair Trade Act
- § 31:235 The Enforcement Rules of the Fair Trade Act
- § 31:236 The Foreign Trade Act

## **CHAPTER 32. THAILAND**

### **I. EXECUTIVE SUMMARY**

- § 32:1 Who is investing in Thailand and why

- § 32:2 The World Bank survey
- § 32:3 Sovereign and Currency Risk and economic forecasts
- § 32:4 Openness to foreign investment—Overview
- § 32:5 Business registration
- § 32:6 Land ownership
- § 32:7 Privatization
- § 32:8 Conversion and transfer policies
- § 32:9 Expropriation and compensation
- § 32:10 Dispute settlement
- § 32:11 The Bankruptcy Act
- § 32:12 Performance requirements
- § 32:13 Investment incentives
- § 32:14 Right to private ownership and establishment
- § 32:15 Protection of property rights
- § 32:16 Dispute resolution
- § 32:17 Intellectual property protection
- § 32:18 Transparency of regulatory system
- § 32:19 Efficient capital markets
- § 32:20 Competition from state owned enterprises
- § 32:21 Political violence
- § 32:22 Corruption
- § 32:23 Bilateral investment agreements
- § 32:24 OPIC and other investment insurance programs return to  
top
- § 32:25 Labor
- § 32:26 Foreign-Trade Zones

## II. LEGAL SYSTEM

- § 32:27 Enactment and implementation of laws at the national  
level
- § 32:28 Overview of the legal system
- § 32:29 The judiciary
- § 32:30 The courts—Overview
- § 32:31 Trial procedure in civil cases
- § 32:32 Appeals
- § 32:33 Interlocutory relief
- § 32:34 Remedies
- § 32:35 The courts—Trial procedures in civil cases—Foreign cases
- § 32:36 Specialized courts

## III. COMMERCIAL LAW

- § 32:37 Overview
- § 32:38 Contracts—Overview
- § 32:39 Contract Formation
- § 32:40 Contracts—The Unfair Contract Terms Act (B.E. 2540  
[1997])
- § 32:41 Government contracts
- § 32:42 Consumer protection and unfair trading practices



## TABLE OF CONTENTS

§ 32:43	Commercial law remedies
§ 32:44	Conflict of Laws Act
§ 32:45	Dispute resolution—Arbitration
§ 32:46	—Alternative Dispute Resolution
§ 32:47	The bankruptcy legal regime in Thailand—Overview
§ 32:48	Bankruptcy procedure
§ 32:49	Liquidation
§ 32:50	Discharge from bankruptcy
§ 32:51	Business reorganization—Overview
§ 32:52	Automatic stay
§ 32:53	The plan
§ 32:54	The plan administrator
§ 32:55	The receiver
§ 32:56	Claims for repayment
§ 32:57	Annulling a fraudulent Act

## IV. BUSINESS ENTITIES

§ 32:58	Business entities—Overview
§ 32:59	Types of business organizations—Ordinary partnerships
§ 32:60	Partnership registration
§ 32:61	Limited companies
§ 32:62	Public limited companies
§ 32:63	Procedures for establishing a company—Promoters
§ 32:64	Private limited company—Registration
§ 32:65	Public limited company—Registration
§ 32:66	Filing of documentation
§ 32:67	The registration process—Name registration
§ 32:68	—Filing a memorandum of association
§ 32:69	Convening a statutory meeting
§ 32:70	The company registration process
§ 32:71	The registration process—Tax and Social Security documents
§ 32:72	Accounting—Books of accounts and statutory filings
§ 32:73	General accounting principles
§ 32:74	Branches of foreign companies
§ 32:75	Representative Offices of foreign companies
§ 32:76	International business center
§ 32:77	Regional operating headquarters
§ 32:78	Joint ventures
§ 32:79	The Civil and Commercial Code—Book III, Title XXII, Chapters I through VI—Overview

## V. REGULATION OF BUSINESS ACTIVITY

### A. THE TRADE COMPETITION ACT

§ 32:80	Overview
§ 32:81	Trade practices not eligible for exemption
§ 32:82	Trade practices eligible for exemption

- § 32:83 The board and its powers
- § 32:84 The exemption process
- § 32:85 Penalties

## B. THE FACTORY ACT

- § 32:86 Overview
- § 32:87 Factory establishment and licenses
- § 32:88 Factory operations
- § 32:89 Factory expansion
- § 32:90 Other provisions

## C. ENVIRONMENTAL LAWS

- § 32:91 Overview
- § 32:92 Enhancement and Conservation of Environmental Quality Act of 1992
- § 32:93 Air pollution control
- § 32:94 Acts and regulations affecting water management
- § 32:95 Amendment to Enhancement and Conservation of the National Environmental Quality Act (No. 2) B.E. 2561 (2018)

## D. CONSUMER PROTECTION

- § 32:96 The Consumer Protection Act B.E. 2522 (1979)
- § 32:97 The Thai Food and Drugs Authority
- § 32:98 The Food Act
- § 32:99 Drugs Act (1977)
- § 32:100 Public Health Act (1992)
- § 32:101 Credit Data Protection Act (2002)
- § 32:102 Direct Sales and Direct Marketing Act of 2002
- § 32:103 The Unfair Contract Terms Act of 1997
- § 32:104 Regulations covering credit cards
- § 32:105 Regulations covering loan agreements
- § 32:106 The Unsafe Goods Liability Act B.E. 2551 (A.D. 2008)
- § 32:107 The Act Countering Market Dumping and Subsidy of Goods from Abroad
- § 32:108 Act Governing Prices of Goods and Services

## VI. INVESTMENT INCENTIVES

- § 32:109 Overview of the current Investment Incentive Regime
- § 32:110 2017 Amendments to the Investment Promotion Act
- § 32:111 Eastern Economic Development Corridor
- § 32:112 Tax based investment incentives
- § 32:113 Non-tax incentives
- § 32:114 The Industrial Estate Authority of Thailand (IEAT)
- § 32:115 International business center (IBC)
- § 32:116 Foreign tax credit

## TABLE OF CONTENTS

§ 32:117	Thailand Plus Package Incentives to Expedite Investment Relocation
§ 32:118	Procedures for obtaining promotional privileges—Application for and granting of promotional privileges
§ 32:119	—Actions required after the project is approved for promotion
§ 32:120	—Actions required after the investment promotion certificate is issued
§ 32:121	—Appealing against a board decision
§ 32:122	Procedures for obtaining factory licenses—Procedures for setting up, expanding and operating a factory
§ 32:123	—Environmental concerns regarding sources of water
§ 32:124	Activities requiring special permission from the national environment board
§ 32:125	Procedure for applying for land ownership
§ 32:126	Foreign personnel—Foreigners conducting feasibility studies
§ 32:127	—Government favored activities
§ 32:128	—Foreign skilled technicians and experts
§ 32:129	—Work permits
§ 32:130	Criteria for importing machinery—Criteria for exemption from or reduction of taxes and duties on machinery
§ 32:131	—Procedures for exemption from taxes and duties on machinery
§ 32:132	Guidelines for the granting of permanent residence in the kingdom of Thailand: BOI Announcement No. 34/1989

## VII. REGULATION OF FOREIGN INVESTMENTS

### A. THE FOREIGN BUSINESS ACT (EFFECTIVE MARCH 3, 2000)

§ 32:133	Introduction
§ 32:134	Restrictions placed on foreigners/aliens
§ 32:135	Businesses subject to regulation
§ 32:136	List 1
§ 32:137	List 2
§ 32:138	List 3
§ 32:139	Recent Amendments to Foreign Business Act
§ 32:140	The guidelines for the consideration on the permission for business operation of foreigners for certain categories of business in accordance with the Foreign Business Act B.E. 2542
§ 32:141	The application preparation handbook under the Foreign Business Act B.E. 2542

### B. TREATY OF AMITY AND ECONOMIC RELATIONS BETWEEN THAILAND AND THE UNITED STATES

§ 32:142	Overview
----------	----------

### C. FOREIGN BUSINESS LICENSES

§ 32:143	Overview
----------	----------

- § 32:144 Foreign business licenses
- § 32:145 International Banking Facilities (IBFs)
- § 32:146 Revocation of tax incentives for Bangkok International  
Banking Facilities (BIBFs)
- § 32:147 Conditions for participating in an IBF
- § 32:148 Land ownership
- § 32:149 Branches of foreign companies
- § 32:150 Representative offices of foreign companies
- § 32:151 Regional Operating Headquarters (ROH)
- § 32:152 IBC tax privileges

#### **D. WORK PERMITS**

- § 32:153 Overview
- § 32:154 Exemptions
- § 32:155 Special cases
- § 32:156 Procedures
- § 32:157 Required documentation
- § 32:158 Permitted activities
- § 32:159 Restricted occupations

#### **E. VISAS AND IMMIGRATION LAW**

- § 32:160 Visa categories
- § 32:161 Non-immigrant visa

### **VIII. CORPORATE TAXATION**

- § 32:162 Corporate Income Tax (CIT) rates—Standard
- § 32:163 Rates for companies with low paid-in capital and income
- § 32:164 Reduced rates for designated banking transactions
- § 32:165 Petroleum income tax
- § 32:166 Local income taxes
- § 32:167 Corporate tax administration
- § 32:168 Branch income
- § 32:169 Deductions, depreciation, amortization, and depletion
- § 32:170 Income determination
- § 32:171 Value Added Tax (VAT)
- § 32:172 Customs duties
- § 32:173 Excise and other taxes
- § 32:174 Stamp duty
- § 32:175 Specific Business Tax (SBT)
- § 32:176 Capital taxes
- § 32:177 Social Security contribution
- § 32:178 Local taxes
- § 32:179 Corporate residence
- § 32:180 Group taxation
- § 32:181 Transfer pricing
- § 32:182 Thin capitalization rules

## TABLE OF CONTENTS

### **IX. REGULATION OF IMPORTS AND EXPORTS**

- § 32:183 Import tariffs
- § 32:184 Trade barriers
- § 32:185 Import license and documentation requirements
- § 32:186 Temporary entry
- § 32:187 Labeling and marking requirements
- § 32:188 Prohibited and restricted imports
- § 32:189 Valuation of imports
- § 32:190 Excise tax
- § 32:191 Standards and accreditation
- § 32:192 Labeling and marking
- § 32:193 Trade regulations
- § 32:194 International trade agreements

### **X. EXCHANGE CONTROLS**

- § 32:195 The exchange control regime—Overview
- § 32:196 Documentation
- § 32:197 Special taxes

### **XI. LABOR LAWS**

- § 32:198 The Labor Law of Thailand—Overview
- § 32:199 The Labor Protection Act—Overview
- § 32:200 Working hours
- § 32:201 Holidays
- § 32:202 Rest periods and maternity leave
- § 32:203 Overtime
- § 32:204 Employment restrictions
- § 32:205 Sick leave
- § 32:206 Severance pay
- § 32:207 Termination of employment
- § 32:208 The Employee Welfare Fund
- § 32:209 Temporarily ceasing operations
- § 32:210 Termination of employment
- § 32:211 Relocation of place of business and modifications
- § 32:212 Employee records
- § 32:213 The Skills Development Act, B.E. 2545 of 2002
- § 32:214 The Workmen’s Compensation Act of 1994
- § 32:215 The Social Security Act of 1990
- § 32:216 The Amended Labour Protection Act (No. 6) B.E. 2560 (2017)

### **XII. INTELLECTUAL PROPERTY**

#### **A. INTELLECTUAL PROPERTY LAWS AND INTERNATIONAL CONVENTIONS**

- § 32:217 Patents
- § 32:218 Trademarks

- § 32:219 Industrial designs
- § 32:220 Copyright and related rights
- § 32:221 Utility Models
- § 32:222 Appellations of origin/geographical indications/indications  
of source
- § 32:223 Protection of undisclosed information
- § 32:224 Layout designs (topographics) of integrated circuits
- § 32:225 Plant variety protection
- § 32:226 International treaties and conventions
- § 32:227 Madrid Protocol Accession

## B. PATENTS

- § 32:228 The law
- § 32:229 Conventions
- § 32:230 Types of patent
- § 32:231 Rights of the patentee
- § 32:232 Who may apply
- § 32:233 What is patentable
- § 32:234 What is not patentable
- § 32:235 Novelty
- § 32:236 Worldwide Novelty
- § 32:237 Grace Period for Disclosure Proposal
- § 32:238 Documents required
- § 32:239 Examination
- § 32:240 Publication
- § 32:241 Proposed Two-Step Publication Process
- § 32:242 Time limits for responding to official actions
- § 32:243 Opposition
- § 32:244 Appeal
- § 32:245 Annuities
- § 32:246 Working
- § 32:247 Compulsory license; license of right
- § 32:248 Marking
- § 32:249 Assignment
- § 32:250 License
- § 32:251 Proposed Changes to Licensing
- § 32:252 Duration
- § 32:253 Amendment; Reissue
- § 32:254 Termination of patent
- § 32:255 Infringement
- § 32:256 Priority rights
- § 32:257 Design Patents—Definition

## C. TRADEMARKS

- § 32:258 Law
- § 32:259 Conventions
- § 32:260 Madrid Protocol Accession Modifications

## TABLE OF CONTENTS

§ 32:261	Definitions
§ 32:262	Sound Marks
§ 32:263	Who may apply
§ 32:264	What is registrable
§ 32:265	Not registrable
§ 32:266	Classification
§ 32:267	Multiple-Class Applications
§ 32:268	Series of marks
§ 32:269	Associated marks
§ 32:270	Marks in color
§ 32:271	Documents required
§ 32:272	Procedure
§ 32:273	Appeal
§ 32:274	Advertisement
§ 32:275	Amendment
§ 32:276	Opposition
§ 32:277	Effect of registration
§ 32:278	Duration and renewal
§ 32:279	Assignment
§ 32:280	License
§ 32:281	Cancellation
§ 32:282	Abandonment
§ 32:283	Infringement

## D. COPYRIGHT

§ 32:284	The law
§ 32:285	Proposed Amendments to the Copyright Act
§ 32:286	Protection granted
§ 32:287	Categories of works
§ 32:288	Computer programs
§ 32:289	Requirements for protection
§ 32:290	Infringement
§ 32:291	Civil and criminal penalties for infringement
§ 32:292	Duration
§ 32:293	Licenses and assignments
§ 32:294	Registration
§ 32:295	Performers' rights
§ 32:296	The Optical Disk Manufacturing Act B.E. 2548 (A.D. 2005)
§ 32:297	The 2006 Fair Use Guidelines

## E. TRADE SECRET PROTECTION

§ 32:298	Overview
§ 32:299	Highlights of the 2002 Trade Secrets Act
§ 32:300	The TSA—Section by section description
§ 32:301	Trade secrets related to manufacturing and product technology
§ 32:302	Confidential business information

- § 32:303 Criminal law and trade secrets—The penal code
- § 32:304 The Trade Secrets Act
- § 32:305 The Trade Competition Act B.E. 2545 (1999)
- § 32:306 Enforcement agencies
- § 32:307 Trade secrets under civil law—The Trade Secrets Act
- § 32:308 Tort law
- § 32:309 Contract law—Joint venture agreements
- § 32:310 —Confidentiality agreements
- § 32:311 —License agreements
- § 32:312 Equitable doctrines that create implied obligations of confidentiality
- § 32:313 The employer/employee relationship—Covenants not to compete
- § 32:314 Contractual obligation of nondisclosure
- § 32:315 Implied duties
- § 32:316 Ownership of employee inventions
- § 32:317 Remedies
- § 32:318 —Injunctions
- § 32:319 —Damages
- § 32:320 Government regulations related to the licensing and other commercialization of trade secrets
- § 32:321 Protection of trade secrets—Government agencies
- § 32:322 —Litigation

## F. INTELLECTUAL PROPERTY RIGHT ENFORCEMENT

- § 32:323 Overview of Intellectual Property Right (IPR) enforcement
- § 32:324 Intellectual Property Right Enforcement Rankings
- § 32:325 Trademark infringement
- § 32:326 Copyright infringement
- § 32:327 Patent infringement

## XIII. RECENT NOTABLE JOINT VENTURE AND INVESTMENT ACTIVITY

- § 32:328 Thailand Joint Venture Overview
- § 32:329 Construction Contracting Joint Ventures
- § 32:330 Thai Airways and Airbus Joint Venture
- § 32:331 Singaporean Investment in Thailand Overview
- § 32:332 JustCo Establishes JV with Frasers Property
- § 32:333 Shellhut and Tiny Island Pictures Announce Animation Film Co-operation
- § 32:334 Metal Tiger Partners with Thai Mining Companies
- § 32:335 Oman Oil Company and Gulf Energy Establish Joint Power Company
- § 32:336 Japanese and Chinese Investment in Thailand
- § 32:337 Joint Ventures Between Thai and Japanese Property Developers



## TABLE OF CONTENTS

- § 32:338 Japanese and Thai Utilities Partner for EEC
- § 32:339 Suntory and PepsiCo Form Joint Venture in Thailand
- § 32:340 Siam Piwat Group Partners with Japan's iStyle, Inc. in  
Cosmetics
- § 32:341 Sumitomo Corporation signs joint venture agreement  
with PTT Global Chemical and Kuraray for Chemical  
Manufacturing

## **XIV. APPENDIX OF RELEVANT LEGAL DOCUMENTS**

- § 32:342 The Foreign Business Act B.E. 2542 (1999)
- § 32:343 The Civil and Commercial Code—Book II, Title II,  
Chapters I through VI
- § 32:344 —Book III, Title XXII, Chapters I through VI
- § 32:345 The Trade Competition Act, B.E. 2549
- § 32:346 Investment Promotion Act, B.E. 2520 (No. 3) 2002
- § 32:347 Amended Investment Promotion Act B.E. 2560 (No. 4)  
(2017)
- § 32:348 The Patent Act
- § 32:349 The Trademark Act
- § 32:350 The Copyright Act
- § 32:351 Amended Copyright Act (No. 2) B.E. 2558 (2015)
- § 32:352 Trade Secret Act (No. 2) B.E. 2558 (2015)
- § 32:353 Foreigners' Working Management Emergency Degree  
(No. 2) B.E. 2560 (2017)
- § 32:354 The Labor Protection Act B.E. 2541 (1998)
- § 32:355 The Labor Protection Act (No.2) B.E. 2551 of 2008
- § 32:356 The Labor Protection Act (No. 3) B.E. 2551
- § 32:357 The Labor Protection Act (No. 4) B.E. 2553 (2010)
- § 32:358 Eastern Special Development Zone Act B.E. 2561 (2018)
- § 32:359 Governing Reduction of Tax Rates and Exemption of  
Taxes (No. 674)

# Table of Contents

## **PART II. BUSINESS ENVIRONMENT FOR JOINT VENTURES IN SELECTED COUNTRIES (CONTINUED)**

### **CHAPTER 33. AFRICA AND THE MIDDLE EAST**

- § 33:1 Introduction
- § 33:2 United States trade and investment agreements in the Middle East and North Africa
- § 33:3 Israel: The first U.S. free trade agreement
- § 33:4 1985-2001: No free trade for the Middle East
- § 33:5 Jordan: Free trade and terror
- § 33:6 MEFTA
- § 33:7 —Morocco: The first MEFTA agreement
- § 33:8 — —The Morocco-U.S. FTA in detail
- § 33:9 —Bahrain: The Second MEFTA Agreement
- § 33:10 —Oman: The third MEFTA agreement
- § 33:11 —United Arab emirates: A problematic case study
- § 33:12 MEFTA: Rhetoric and reality
- § 33:13 Terrorism, national security and trade
- § 33:14 Dubai, trailblazing for sustainable prosperity—Practitioner commentary
- § 33:15 Investments in the Arab Gulf Region with Focus on the Kingdom of Bahrain—Practitioner Commentary
- § 33:16 Chinese investment in Africa
- § 33:17 Reforming the law and culture of corruption in Nigeria
- § 33:18 Will the new investment climate in Tunisia attract foreign investment?
- § 33:19 GCC Cooperation and Qatar Boycott Crisis
- § 33:20 The Afghanistan Aynak Copper Mine Agreement with China: how to make it work?
- § 33:21 The Principle of Responsibility to Protect: Implementation Perspective in Middle East and North Africa, by Shorouq B. Al-Othman
- § 33:22 The Saudi Arabia- Qatar Crisis in 2021: Resolved?, by Asem Ali Alhamad, Esq.
- § 33:23 The Implications of Israel-Arab Normalization, by Fahad Alquwae, Esq.

APPENDIX 33A. Tunisia Investment Law 2016

## CHAPTER 34. VIETNAM

### I. EXECUTIVE SUMMARY

- § 34:1 Introduction
- § 34:2 Ease of foreign direct investment
- § 34:3 The 2016 World Bank survey
- § 34:4 Regulations of investments
- § 34:5 Entry control
- § 34:6 Investment licensing and regulation
- § 34:7 Corporate taxation
- § 34:8 Conversion and transfer policies
- § 34:9 Expropriation and compensation
- § 34:10 Dispute settlement
- § 34:11 Performance requirements and investment incentives—  
Overview
- § 34:12 Right to private ownership and establishment
- § 34:13 Protection of property rights
- § 34:14 Transparency of the regulatory system
- § 34:15 Capital markets
- § 34:16 Competition from State Owned Enterprises (SOEs)
- § 34:17 Corporate Social Responsibility
- § 34:18 Political violence
- § 34:19 Corruption
- § 34:20 Investment treaties
- § 34:21 OPIC and other investment insurance programs
- § 34:22 Labor
- § 34:23 Foreign trade zones, industrial zones, and export  
processing zones

### II. LEGAL SYSTEM

- § 34:24 Overview
- § 34:25 The 2013 Constitution of Vietnam
- § 34:26 Government structure and the judiciary

### III. COMMERCIAL LAWS

- § 34:27 Introduction
- § 34:28 The 2005 Commercial Law
- § 34:29 The 2015 Civil Code
- § 34:30 Secured transactions
- § 34:31 The 2015 Civil Procedure Code
- § 34:32 Overview of the 2010 Arbitration Law
- § 34:33 Outline of the 2010 Arbitration Law
- § 34:34 The 2010 Arbitration Law
- § 34:35 The 2005 Law on Competition

### IV. BUSINESS ENTITIES

- § 34:36 The 2015 Enterprise Law and the 2015 Investment Law

## TABLE OF CONTENTS

- § 34:37 The 2015 Enterprise Law—Overview
- § 34:38 Legal Representatives
- § 34:39 Changes in management
- § 34:40 Capital contributions
- § 34:41 Lower quorum and voting thresholds
- § 34:42 Reduction in charter capital
- § 34:43 Restrictions on founding shareholders of a JSC
- § 34:44 Group of companies
- § 34:45 The 2015 Enterprise Law—Unofficial translation

## V. REGULATION OF BUSINESS ACTIVITIES

- § 34:46 The Law on Prices
- § 34:47 —Unofficial translation
- § 34:48 The 2005 Law on Competition
- § 34:49 The 2015 Investment Law and the 2015 Enterprise Law
- § 34:50 Government procurement and tendering
- § 34:51 The 2013 Labor Code
- § 34:52 Environmental law
- § 34:53 The law on protection of consumers' rights (Law No.59/2010/QH12)
- § 34:54 Protecting consumers' information
- § 34:55 Traders—Prohibited Acts
- § 34:56 Third parties—Liability for providing false or misleading information to consumers
- § 34:57 Warranties
- § 34:58 Defective goods
- § 34:59 Standard form contracts
- § 34:60 Decree No. 99/2011/ND-CP
- § 34:61 Settling consumer complaints
- § 34:62 Law No.59/2010/QH12—The law on protection of consumers' rights
- § 34:63 The 2005 Commercial Law
- § 34:64 The Law on Advertising
- § 34:65 Decree No. 181/2013/ND-CP (Decree No. 181)
- § 34:66 The Law on Advertising—Law No. 16/2012/QH13 on Advertising dated June 21, 2012
- § 34:67 Decree No. 181
- § 34:68 Decree 35—Franchising
- § 34:69 The 2015 Civil Code
- § 34:70 2015 Civil Code Articles 116 through 133
- § 34:71 2015 Civil Code—Part 3, Chapter XV, Section 1, Articles 274 through 454
- § 34:72 The 2015 Civil Procedure Code
- § 34:73 Anti-Corruption measures
- § 34:74 The Law on prevention of money laundering 2012
- § 34:75 Unofficial translation of the 2005 Competition Law
- § 34:76 The 2005 Commercial Law
- § 34:77 The 2014 Bankruptcy Law—Overview

§ 34:78 The 2014 Bankruptcy Law

## **VI. INVESTMENT INCENTIVES**

- § 34:79 Significant developments in Corporate Income Tax in 2014
- § 34:80 Foreign tax credits
- § 34:81 Inbound investment incentives
- § 34:82 Tax holidays
- § 34:83 Employment incentives and the Research and Development (R&D) Fund

## **VII. REGULATION OF FOREIGN INVESTMENT**

- § 34:84 The 2015 Investment Law and the 2015 Enterprise Law
- § 34:85 The 2005 Investment Law
- § 34:86 The 2015 Investment Law—Overview
- § 34:87 —Chapter IV
- § 34:88 Foreign Exchange Regulations
- § 34:89 The 2015 Investment Law—Unofficial translation
- § 34:90 Decree 118/2015/ND-CP guiding the implementation of Law on Investment—Appendix I and Appendix II
- § 34:91 Law 03/2016/QH14 On Amendment And Supplement To Article 6 And Annex 4 On The List Of Conditional Business Lines Stipulated In The Law On Investment
- § 34:92 The 2020 Vietnam Investment Law

## **VIII. TAXATION-CORPORATE**

- § 34:93 Significant recent developments
- § 34:94 Corporate income tax (CIT) Rates
- § 34:95 Other taxes
- § 34:96 Tax administration
- § 34:97 Branch income
- § 34:98 Deductions
- § 34:99 Group taxation
- § 34:100 Transfer pricing
- § 34:101 Thin capitalization
- § 34:102 Income determination
- § 34:103 Corporate residence
- § 34:104 Withholding taxes
- § 34:105 The 2009 Law on Enterprise Income Tax
- § 34:106 Law No. 32/2013/QH13 dated June 19, 2013

## **IX. REGULATION OF EXPORTS AND IMPORTS**

- § 34:107 Customs law—Overview
- § 34:108 WTO entry and tariffs
- § 34:109 Trade barriers
- § 34:110 Import permits and trading rights
- § 34:111 The 2014 customs law—Law No. 54-2014-QH13

## TABLE OF CONTENTS

### **X. EXCHANGE CONTROLS**

- § 34:112 Foreign exchange—Overview
- § 34:113 The 2015 Law on Investment

### **XI. LABOR LAWS**

- § 34:114 The 2013 Labor Code
- § 34:115 Law No. 10/2012/QH13 (the 2013 Labor Code)
- § 34:116 Law No. 12/2012/QH13 on Trade Unions

### **XII. INTELLECTUAL PROPERTY**

- § 34:117 Intellectual property (IP) - International conventions
- § 34:118 Legal & regulatory framework
- § 34:119 Overview of the 2009 Amendments to the 2006 IP Law
- § 34:120 The 2009 Amendments
- § 34:121 Decree on No. 131 on sanctioning administrative violations of copyright and related rights
- § 34:122 Plant Variety Rights
- § 34:123 The 2007 Law on Technology Transfer
- § 34:124 Protection of trade secrets
- § 34:125 Intellectual property—Legal proceedings
- § 34:126 The intellectual property law—Law No. 50/2005/QH11
- § 34:127 The law amending and supplementing a number of articles of the law on intellectual property, No. 36/2009/QN12 (the 2009 Amendments)
- § 34:128 Decree No. 47/2009/ND-CP on sanctioning administrative violations of copyright and related rights (hereinafter Decree No. 47)
- § 34:129 The 2008 Joint Circular on Settlement of IP Disputes

### **XIII. SAMPLE AGREEMENT**

- § 34:130 Vietnam joint venture sample agreement

## **PART III. INTERNATIONAL JOINT VENTURE COMMERCE**

### **CHAPTER 35. SPECIAL PROBLEMS: COUNTERTRADE AND JOINT VENTURES WITH SAMPLE AGREEMENTS**

#### **I. INTRODUCTION**

- § 35:1 Foreign government approval of joint venture
- § 35:2 Countertrade in the post-World War II years
- § 35:3 Why engage in countertrade?

#### **II. FORMS OF COUNTERTRADE**

- § 35:4 Barter

- § 35:5      Counterpurchase
- § 35:6      Compensation or buyback
- § 35:7      Offsets
- § 35:8      Switch trading
- § 35:9      Bilateral clearing accounts
- § 35:10     Investment commitment

### **III. THE COUNTERTRADE AGREEMENT**

- § 35:11     Single versus three agreements
- § 35:12     The first agreement
- § 35:13     The second agreement
- § 35:14     The third agreement—The protocol

### **IV. NEGOTIATING A COUNTERTRADE AGREEMENT**

- § 35:15     Understanding countertrade
- § 35:16     Length of time to negotiate
- § 35:17     Definition of the goods
- § 35:18     Quality
- § 35:19     Quantity
- § 35:20     Prices
- § 35:21     Other trade rules applicability
- § 35:22     Percentage of countertrade demanded
- § 35:23     Discount for costs of disposing countertrade goods
- § 35:24     Nonperformance penalties
- § 35:25     Selection of goods
- § 35:26     Release of United States party
- § 35:27     Renegotiation
- § 35:28     Dispute resolution

### **V. COUNTERTRADE IN THE CONTEXT OF A JOINT VENTURE**

- § 35:29     Compensation countertrade and a joint venture

### **VI. POLICY POSITIONS CONCERNING COUNTERTRADE**

- § 35:30     Governments and international organizations
- § 35:31     United States government policy
- § 35:32     United States trade law
- § 35:33     United States antitrust law
- § 35:34     Western European nations
- § 35:35     Nonmarket economy nations
- § 35:36     Developing nations
- § 35:37     Middle East nations
- § 35:38     United Nations
- § 35:39     GATT/WTO
- § 35:40     OECD

TABLE OF CONTENTS

**VII. CONCLUSIONS**

- § 35:41 Future of countertrade

**VIII. SAMPLE COUNTERTRADE AGREEMENTS**

- § 35:42 Counterpurchase contract with India  
§ 35:43 Counterpurchase contract with Russia (production of polyester fibers, polyester threads and their raw materials and delivery of chemicals and cotton)  
§ 35:44 Offset agreement with Israel  
§ 35:45 General guide for the offset program of the Korean Telecommunication  
§ 35:46 International buy-back contracts (UN ECE)

**CHAPTER 36. DOCUMENTARY AND STANDBY LETTERS OF CREDIT**

**PART I. DOCUMENTARY LETTERS OF CREDIT**

- § 36:1 The international sales transaction problem  
§ 36:2 The documentary sale transaction  
§ 36:3 Risk allocation in the letter of credit transaction  
§ 36:4 The governing letter of credit rules  
§ 36:5 Applicable law  
§ 36:6 Basic legal principles  
§ 36:7 Wrongful dishonor of a credit  
§ 36:8 Wrongful honor of the credit  
§ 36:9 Examination of the documents for discrepancies  
§ 36:10 Notification of discrepancies  
§ 36:11 The documents in the letter of credit transaction  
§ 36:12 Electronic letters of credit  
§ 36:13 Back-to-back and revolving credits  
§ 36:14 Sample LOC

**PART II. STANDBY LETTERS OF CREDIT**

- § 36:15 Overview  
§ 36:16 Transaction pattern of standby letters of credit, sample LOC  
§ 36:17 Differences with commercial letter of credit  
§ 36:18 Sources of law and rules/governing rules  
§ 36:19 Revised UCC Article 5  
§ 36:20 Uniform Customs and Practices for Documentary Credits (UCP)  
§ 36:21 New international rules for standby letters of credit  
§ 36:22 United Nations Convention on independent guarantees and stand-by letters of credit (1995)  
§ 36:23 Drafting History of the Rules on International Standby Practices (ISP 98)



- § 36:24 The rules of ISP 98
- § 36:25 Use of ISP 98
- § 36:26 The debate over ISP 98
- § 36:27 The “fraud defense”
- § 36:28 Fraudulent or abusive demands for payment under the  
United Nations Convention on independent guarantees  
and stand-by letters of credit

## **CHAPTER 37. INTERNATIONAL JOINT VENTURE SALES LAW**

### **I. INTRODUCTION**

- § 37:1 Introduction to the CISG
- § 37:2 United Nations Commission on International Trade Law  
(UNCITRAL)
- § 37:3 Short history of the drafting of CISG

### **II. SCOPE AND GENERAL PROVISIONS OF CISG**

- § 37:4 The sphere of application of CISG
- § 37:5 Choice of law clauses
- § 37:6 Transactions excluded from the convention
- § 37:7 Types of sales transactions excluded from the convention
- § 37:8 Issues excluded from the convention
- § 37:9 General provisions of CISG

### **III. CONTRACT FORMATION**

- § 37:10 Contract formation in general
- § 37:11 Offer
- § 37:12 Firm offers
- § 37:13 Acceptance

### **IV. RIGHTS AND OBLIGATIONS OF THE PARTIES**

- § 37:14 Seller's obligations—Delivery
- § 37:15 —Quality of the goods
- § 37:16 —Property issues
- § 37:17 Buyer's obligations
- § 37:18 Buyer's inspection and notice of defects
- § 37:19 Cure
- § 37:20 Risk of loss
- § 37:21 Excused performance
- § 37:22 Interpretation in U.S. courts

### **V. REMEDIES**

- § 37:23 Remedies in general
- § 37:24 Suspending performance

## TABLE OF CONTENTS

- § 37:25 “Avoidance” of a contract—Refusal to accept nonconforming performance
- § 37:26 Non-judicial price adjustment
- § 37:27 Reclamation of the goods
- § 37:28 Judicial remedies
- § 37:29 Seller’s action for specific performance
- § 37:30 Buyer’s action for the contract price
- § 37:31 Damages
- § 37:32 Buyer’s damages
- § 37:33 Seller’s damages

## VI. COMMERCIAL TERMS

- § 37:34 Overview
- § 37:35 The purpose of commercial terms
- § 37:36 Incoterms as a trade usage
- § 37:37 Categories of commercial terms
- § 37:38 Revisions of Incoterms
- § 37:39 The format of Incoterms
- § 37:40 The Ex Works (EXW) term
- § 37:41 The Free Carrier (FCA) term
- § 37:42 The Free Alongside Ship (FAS) term
- § 37:43 The Free on Board (FOB) term
- § 37:44 The Cost, Insurance and Freight (CIF) term
- § 37:45 The Cost and Freight (CFR) term
- § 37:46 The Carriage and Insurance Paid To (CIP) term
- § 37:47 The Carriage Paid To (CPT) term
- § 37:48 Destination terms
- § 37:49 The Delivery Ex Ship (DES) term (eliminated in 2010)
- § 37:50 The Delivery Ex Quay (DEQ) term (eliminated in 2010)
- § 37:51 The Delivery at Frontier (DAF) term (eliminated in 2010)
- § 37:52 The Delivery Duty Unpaid (DDU) term (eliminated in 2010)
- § 37:53 The Delivery Duty Paid (DDP) term
- § 37:54 The Delivered at Place (DAP) term
- § 37:55 The Delivered at Terminal (DAT) term
- § 37:56 Interpretation of gaps in Incoterms, electronic communications
- § 37:57 Comparison of Incoterms with UCC and CISG
- § 37:58 The EXW term and default rules under CISG and UCC
- § 37:59 The UCC “F.O.B. place of shipment” term
- § 37:60 The UCC “F.A.S. vessel” term
- § 37:61 The UCC “F.O.B. vessel” term
- § 37:62 The UCC “C.I.F.” term
- § 37:63 The UCC “F.O.B. place of destination” term

## VII. BILLS OF LADING

- § 37:64 Introduction
- § 37:65 Descriptive terms for bills of lading

- § 37:66 Non-negotiable or straight bills of lading
- § 37:67 Negotiable or order bills of lading
- § 37:68 International conventions
- § 37:69 Overview of United States law
- § 37:70 The Harter Act
- § 37:71 Carriage of Goods by Sea Act (COGSA)
- § 37:72 Federal Bills of Lading Act
- § 37:73 Choice of law
- § 37:74 Overview of Payment Against Documents Transactions
- § 37:75 The necessity of a negotiable bill of lading
- § 37:76 Payment
- § 37:77 Risks of the parties
- § 37:78 Seller's risks
- § 37:79 Buyer's risks
- § 37:80 Misdelivery
- § 37:81 Misdescription
- § 37:82 Forged bills of lading
- § 37:83 Introduction to electronic bills of lading
- § 37:84 Establishing a system and format for electronic bills of lading

## **VIII. SAMPLE INTERNATIONAL SALES AGREEMENTS**

- § 37:85 Sample international product sales agreement (PRC) with accompanying irrevocable bank guarantee
- § 37:86 Sample international sales agreement (PRC)
- § 37:87 Sample international commodity sales agreement (PRC)
- § 37:88 Volume purchase agreement (Germany) (electronics)
- § 37:89 License to manufacture agreement (Germany) (electronics)
- § 37:90 International contract for sale of secondary galvanized metal (Selective CISG Application)
- § 37:91 Purchase and sale agreement (chemicals industry)
- § 37:92 Third party labor conditions and supply chain accountability clause
- § 37:93 Sample vendor standard terms and conditions of purchase
- § 37:94 Sample vendor nondisclosure agreement
- § 37:95 Sample logistics service provider contract

## **IX. PRACTITIONER COMMENTARY**

- § 37:96 The controversy of good faith in the United Nation Convention on contracts for the international sale of goods, by Jennifer Mays, Esq.

### **Table of Laws and Rules**

### **Table of Cases**

### **Index**