IPI Academy

falconbury



Presented by
Falconbury

Drafting and Negotiating International Agency and Distribution Agreements

28-29 June 27
+ 9-10 December 27

Enhance your knowledge of the legal framework governing international commercial agreements and develop practical skills in drafting and negotiating agency and distribution agreements, covering competition law, cross-border risks and compliance.

Format:
Live online

CPD:
12 hours for your records

Certificate of completion

Course overview

Expanding into international markets often depends on establishing effective relationships with local agents and distributors. Getting these arrangements right is essential: the terms agreed can have a significant impact on market access, commercial returns, control over sales channels and the ability to protect your business interests across borders.

Drafting and negotiating international agency and distribution agreements requires an understanding of both the wider international legal framework and the commercial realities of these relationships.

This two-day training course combines the legal principles governing international commercial contracts with practical guidance on negotiating and drafting effective agency and distribution agreements.

It covers the legal considerations and commercial concerns essential for securing a successful and sustainable international deal. It's a highly practical course designed for those who draft, negotiate and advise on international commercial agreements and cross-border transactions.

Agency and distribution agreements are widely used by businesses to expand market reach, enter new territories and efficiently and effectively manage sales and distribution channels. The expert trainer reviews the sale of goods and the appointment of distributors and agents, as well as the licensing of intellectual property rights within the context of these agreements.

Key topics:

Day one provides a comprehensive overview of the main international legal instruments governing international contracts, the sale of goods, trade terms, documentary sale and letters of credit. Cross-jurisdictional concerns will be explored generally and, specifically the allocation of jurisdiction, choice of law, and the recognition and enforcement of judgments.

Day two builds on this foundation, providing delegates with the requisite knowledge and skills needed to negotiate and draft international commercial deals generally, and sales, distribution and agency agreements specifically. Bribery concerns will be explored alongside competition law with particular attention given to the EU Vertical Block Exemption Regulation (VBER) and the UK Vertical Block Exemption Order (VABEO), and their implications for distribution arrangements.

The expert trainer uses practical exercises and case studies to help embed the learning and build essential knowledge in this complex area. Delegates will gain insights to be able to create successful business collaborations and encourage business growth through these agreements. There will be ample time to ask your specific questions and to get practical solutions to take back to your workplace.

By the end of this training course, delegates should be properly equipped with the essential skills and substantive legal and business knowledge needed to effectively advise on, negotiate and draft cross-border agency and distribution commercial agreements.

This training course is not jurisdiction specific and is ideal for those working in international practice.

Benefits of attending

This intensive and interactive training course will develop your skills to:

- **Understand** the key legal and commercial considerations involved in international agency and distribution arrangements
- **Identify** the main legal instruments governing international contracts and cross-border transactions
- **Explore** the allocation of jurisdiction, choice of law and dispute resolution options in international commercial agreements
- **Get to grips** with the legal and commercial differences between appointing an agent and a distributor
- **Apply** best practice techniques when drafting and negotiating agency and distribution agreements
- **Evaluate** key contractual provisions, including exclusivity, territory, payment, performance obligations and termination
- **Understand** the competition law considerations affecting international distribution arrangements in the UK and EU
- **Negotiate** more effective agreements that protect your organisation's commercial interests and manage cross-border risk

Who should attend?

This practical training course will be of particular interest to professionals who draft, negotiate, manage or advise on international commercial agency and distribution agreements, including:

- In-house lawyers
- Private practice lawyers and legal advisers
- Commercial managers
- Contracts managers
- Compliance professionals
- Business development managers
- Agents and distributors
- IP lawyers

Programme

Day 1

International contractual disputes

- Review of the international instruments governing cross-jurisdictional matters
- Alternative dispute resolution
  - Mechanisms available and their pros and cons
- Arbitration agreements
  - New York Convention
- Jurisdiction and recognition and enforcement of foreign judgments
  - Brussels Regulation (Regulation (EU) No 1215/2012
  - Hague Convention of 30 June 2005 on Choice of Court Agreements
  - Hague Convention 2019 on Recognition of Enforcement of Foreign Judgments in Civil or Commercial Matters

Choice of law

- Rome I (Regulation (EC) No 593/2008 of the on the law applicable to contractual obligations)

Practical exercise: Choice of law

International contract law

- Key instruments governing international contracts (binding and non-binding)
- Choice of law in international contracts
- United Nations Convention on Contracts for the International Sales of Goods 1980 (CISG)
  - Applicability and exclusions
  - Formation of a contract
  - Responsibilities of seller and buyer
  - Remedies of seller and buyer
  - Excuses for non-performance

Practical exercise: Convention on Contracts for the International Sale of Goods

Trade terms, documentary sales and trade finance

- Introduction
- Incoterms® 2020
- Documentary sales and bills of lading
- Letters of credit and the UCP 600

Day 2

Distribution agreements

- Choosing between an agent and a distributor
- The key differences between the two relationships
- Framework agreements
- Regulation of distribution agreements (DCFR and relevant UK and EU competition law)
- Key terms in distribution agreements: exclusivity, territory, term, licences, verification and termination

Competition law and distribution agreements

- Which arrangements fall foul of UK and EU competition law?
- How to draft agreements to ensure that the clauses comply with the relevant competition rules
- Individual and block exemptions
- The EU Vertical Block Exemption Regulation (VBER) and the UK Vertical Agreements Block Exemption Order (VABEO)
- Practical implications for distribution arrangements, including restrictions on resale and online sales

Practical exercise: Competition law and distribution agreements

Agency agreements

- Agency arrangements: when and why?
- Common types of agency relationships
- Concerns of principal and of agent
- Legal regulation of the agency relationship
  - Directive 86/653/EEC on self-employed commercial agents
  - Commercial Agents (Council Directive) Regulations 1993 (as amended)
  - Relevant UK and EU competition law

Agency agreements: key terms

- Appointment
- Exclusivity
- Term
- Payment
- Performance obligations
- Targets
- IPR protection
- Termination
- Indemnity
- Compensation
- Checklist of general provisions

Practical workshop: Drafting and negotiation

Presenter



Michala Meiselles

Michala Meiselles is a solicitor in England and Wales specialising in international business law, cross-border transactions and compliance. She has been working as a lawyer since 1994 and qualified as a solicitor in 1999. Starting off her career at Berrymans Lace Mawer, she has since worked in private practice and as in-house legal counsel for local government.

Over a decade ago, Michala created her own dedicated consultancy firm, which she presently directs, providing business and legal solutions to multinationals, public sector entities and international organisations. In her work as a solicitor and international lawyer (operating in England, France, Canada and the US), she advises on compliance (inter alia anti-bribery and corruption, anti-money laundering and sanctions), trade finance, import and export, licensing, distribution, agency and foreign direct investment.

Michala is also a senior law lecturer at Derby Law School, where she teaches undergraduate and postgraduate law, and a visiting professor of law at Université Jean Moulin (France) and the Law School of University of Western Ontario (Western Law).

She is author of a book entitled 'International Commercial Agreements – An Edinburgh Law Guide' published by Edinburgh University Press (2013) and has published several articles. She is presently writing a book on international licences covering technology transfer agreements, competition law and cross-border dispute resolution for Oxford University Press.

Course dates

28-29 June 27	**Live online** 09:30-17:00 **UK (London)** (UTC+01) *Course code 17269*	GBP **1,199** ~~1,399~~ EUR **1,679** ~~1,959~~ USD **1,927** ~~2,239~~ **Until 03 May**
9-10 December 27	**Live online** 09:30-17:00 **UK (London)** (UTC+00) *Course code 17577*	GBP **1,199** ~~1,399~~ EUR **1,679** ~~1,959~~ USD **1,927** ~~2,239~~ **Until 14 Oct**

How to book

Online:
ipi.academy/2328

Alternatively contact us to book, or if you have any queries:

Email:
info@ipiacademy.com

Phone:
+44 (0)20 7749 4749

Discounts

- Booking more than one delegate on any one date qualifies for a **30% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

Further information

Fee
The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

Please note
IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

Terms and conditions
The rest of the our terms, the event cancellation policy and the terms and conditions are on our website, please visit ipi.academy/content/terms-and-conditions

Reviews

★★★★★

Michela was very positive and enthusiastic. I found the candidate interaction very interesting and the sharing of experiences between candidates was very useful.

Hannah Jones
Trainee Legal Counsel
Survitec Group Ltd
Dec 13 2023

★★★★☆

Michala Meiselles is an experienced presenter with strong knowledge of both theoretical and practical aspects of the subject. Her presentation was effective, easy-going and enjoyable. The course provided a very good overview that covered a broad spectrum of issues.

Victor Khvesenya
Chief Legal Officer
Sollers PJSC
Nov 7 2019

★★★★★

The content, presentation and speaker are good.

Zaure Yespayeva
Senior Associate
Astana International Financial Centre Authority
Nov 6 2018

★★★★★

Excellent!

Nalufa Hoosen
Legal Advisor
Sasol South Africa Limited
Nov 6 2018

Run this programme in-house for your whole team

Coming to IPI Academy for your in-house training provides an all-inclusive service which gives you access to a wide variety of content, learning platforms and delivery mechanisms as well as your own personal training adviser who will work with you from the initial enquiry through to feedback and follow-up after the programme.

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For your FREE consultation and to find out more about how we can work with you to solve your training needs, please contact our training advisers:



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IPI Academy

IPI Academy is a training initiative of Falconbury and Management Forum; leading providers of industry training for over 30 years, based in the UK.

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