

TOKYO 19-24 OCTOBER
2014
ANNUAL CONFERENCE OF THE
INTERNATIONAL BAR ASSOCIATION




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the legal profession®

FINAL PROGRAMME



OFFICIAL CORPORATE SUPPORTERS



Section/Committee	Co-presented with	Title	Location	Page
Wednesday 1430 – 1730		Company financing: alternative funding for private companies	Hall D7	90
Wednesday 1430 – 1730	Insurance Committee/Law Firm Management Committee/ Professional Ethics Committee	Eat, pray, represent me: are you my client and do I owe you a duty?	Room G407	92
Wednesday 1430 – 1730 同時通訳	Asia Pacific Regional Forum/ International Sales Committee	Targeting the Asian market: setting up or taking over a sales and distribution network in Asia	Hall D5	96–97
Thursday 0930 – 1230	Mediation Committee	Corporate disputes: why is mediation relevant and how does it work?	Hall B7-2	99
Corporate and M&A Law				
Monday 0930 – 1230		Shareholder activism: a growing global trend	Hall B7-1	58
Monday 1430 – 1730		Corporate governance: proxy advisers and executive compensation	Hall B7-1	60–61
Tuesday 0930 – 1230	Arab Regional Forum/Asia Pacific Regional Forum/International Sales Committee	Arab region: enhancing your clients' market – business establishment and working with agents, distributors, franchisees and joint venture partners	Room G701	67
Tuesday 0930 – 1230		Deal certainty and contingent consideration	Hall B7-1	69
Tuesday 1430 – 1730 同時通訳	Asia Pacific Regional Forum	M&A in Asia: inbound and outbound challenges	Hall C	78
Wednesday 0930 – 1230		Interim periods in acquisition agreements	Hall D7	85
Wednesday 0930 – 1230 同時通訳	Young Lawyers' Committee/Law Firm Management Committee	What makes a successful corporate and M&A lawyer?	Hall D5	88–89
Wednesday 1430 – 1730	Taxes Committee	Structuring the deal in the light of BEPS (Base Erosion and Profit Shifting)	Hall C	96
Thursday 0930 – 1230	Insurance Committee/Insurance Regulation Subcommittee	Buying an insurance company – what's the big deal?	Room G701	98
Thursday 0930 – 1230	Negligence and Damages Committee	Recent trends in liabilities of officers and directors of public and private corporations	Room G404	101
Friday 0930 – 1230 同時通訳		Current legal developments in M&A	Hall D5	112–113
<i>Corporate Governance Subcommittee</i>				
Thursday 0930 – 1230 同時通訳	Capital Markets Forum/Securities Law Committee	Trends in corporate governance – activist shareholders	G Lounge	102–103
Corporate Social Responsibility				
Monday 0930 – 1230	Bar Issues Commission/IBA's Human Rights Institute/Legal Practice Division (LPD)/Section on Public and Professional Interest	IBA SHOWCASE: We're all human rights lawyers now – the convergence of business and human rights and what it means for you The 2014 IBA Pro Bono Award will be presented at this session. <i>Award sponsored by  LexisNexis</i>	Hall B5-2	17
Monday 1430 – 1730 同時通訳	Asia Pacific Regional Forum	How do you do corporate social responsibility in Asia?	G Lounge	61

Marco Nicolini *Chiomenti Studio Legale, Milan, Italy*
George Ribeiro *Ribeiro Hui, Hong Kong SAR; Website Vice-Officer, International Sales Committee*
Professor Gerhard Wegen *Gleiss Lutz, Stuttgart, Germany*

Regional, legal and cultural interactions connect Asia with the Mediterranean and link traders, merchants, banks and lawyers from China, India, Japan and other Asian countries to the Mediterranean Sea, thus re-establishing commercial relations. The Union for the Mediterranean, with its 43 member states, offers interesting hubs in particular for developing trade in Europe, Asia and Africa. The session will deal with the legal challenges involved in this new trend, the different legal environments of civil and common law, and of Sharia and Confucian law, all in the context of the relevant international treaties. Selected topics will be discussed at roundtables, where legal and business professionals will discuss with the audience the most essential developments in these highly populated regions.

HALL B5-1

Broken bad: money laundering issues with online gaming, virtual currency and other techniques

Presented by the Criminal Law Committee, the Electronic Entertainment and Online Gaming Subcommittee, the Intellectual Property and Entertainment Law Committee and the Technology Law Committee

Session Co-Moderators

Fred Chilton *Emil Ford Lawyers, Sydney, New South Wales, Australia*
Meg Strickler *Conaway & Strickler, Atlanta, Georgia, USA; Co-Chair, Criminal Law Committee*

Criminals are increasingly using the cyber world to launder money. This panel will examine some of the typical examples of cyber-laundering and then address ways of combatting cybercrime.

Virtual currencies, such as Bitcoin, WebMoney, Paymer, PerfectMoney, Liberty Reserve etc, which are being used to transfer money anonymously, will be discussed. In addition, online games including *Second Life* and *World of Warcraft* will also be reviewed. Criminals launder money by using game currencies that can be exchanged for real money in different countries. Finally, micro money laundering, using sites like PayPal or ebay, will be analysed for the latest developments in cyber-laundering.

There is barely any means of monitoring, policing or regulating the virtual world. This panel will provide a lively debate on how to combat global cyber money laundering issues.

Speakers

Ewa Butkiewicz *Wardynski & Partners, Warsaw, Poland; Chair, Financial and Banking Law Conferences Subcommittee*
Jeremy Dickerson *Burges Salmon, Bristol, England*
Marvin Jones *QuickyCoin.com, Scottsdale, Arizona, USA*
Bobby Lee *BTC China, Shanghai, China*
Mark Methenitis *T-Mobile USA, Richardson, Texas, USA; Vice-Chair, Electronic Entertainment and Online Gaming Subcommittee*
Monty Raphael QC *Peters & Peters, London, England*
Denis Rice *Arnold & Porter, San Francisco, California, USA*
Jean-Loup Richet *Sorbonne Graduate Business School and ESSEC Business School – Institute for Strategic Innovation & Services, Maurepas, France*
Jason Williams *Bitpos, Sydney, New South Wales, Australia*
Ashley Winton *White & Case, London, England*

ROOM G602

Collective redress across borders – how consumers are flexing their multi-jurisdictional muscle

Presented by the Consumer Litigation Committee and the Judges' Forum

Session Co-Chairs

John P Brown *McCarthy Tétrault, Toronto, Canada*
Professor Janet Walker *Osgoode Hall Law School, Toronto, Canada*

Practitioners and judges at the heart of leading cross-border cases will share their insights into the challenges for multijurisdictional relief and how participants and legal systems have been innovating across the range of procedural features – from the exercise of jurisdiction to cross-border cooperation and communication between courts – in order to open up the prospects for better consumer protection through collective redress.

Speakers

Hon Justice Frank Clarke *The Supreme Court of Ireland, Dublin, Ireland*
Charles Cohen *Hughes Hubbard & Reed, New York, USA*
Kunio Hamada *Hibiya Park Law Offices; former Justice of Supreme Court of Japan, Tokyo, Japan*
Paul Shieh *Temple Chambers; Hong Kong SAR*
Shinichi Sugiyama *Harago & Partners Law Offices, Tokyo, Japan*
Hélène van Lith *International Chamber of Commerce; British Institute of International and Comparative Law – Collective Redress Steering Committee; Secretary to the ICC Commission on Arbitration and ADR; Senior Lecturer and Associate Researcher, Sciences Po Law School, Paris, France*

ROOM G408

Conflicts of interest in international arbitration: the new IBA Guidelines

Presented by the Arbitration Committee

Session Co-Chairs

Pierre Bienvenu *Norton Rose Fulbright, Montreal, Québec, Canada*
Alexis Mourre *Castaldi Mourre & Partners, Paris, France*

An open forum with the drafters: too strict or have we got it right?

Speakers

David Arias *Arias, Madrid, Spain; Co-Chair, Conflicts of Interest Subcommittee*
José Astigarraga *Astigarraga Davis, Miami, Florida, USA; Senior Vice-Chair, North American Regional Forum*
John Beechey *ICC International Court of Arbitration, Paris, France*
James H Carter *Wilmer Cutler Pickering Hale and Dorr, New York, USA*
Jean-André Diaz *Total, Paris, France*
Professor Doug Jones AO *Clayton Utz, Sydney, New South Wales, Australia*
Professor Kap-You (Kevin) Kim *Bae Kim & Lee, Seoul, South Korea*
Carolyn Lamm *White & Case, Washington DC, USA*
Yoshimi Ohara *Nagashima Ohno & Tsunematsu, Tokyo, Japan*
Constantine Partasides QC *Three Crowns, London, England*
Philippe Pinsolle *Quinn Emanuel Urquhart & Sullivan, Paris, France*
Claus Von Wobeser *Von Wobeser & Sierra, Mexico City, Mexico*

HALL C

Corporate governance: proxy advisers and executive compensation

Presented by the Corporate and M&A Law Committee

Session Co-Chairs

Sergio Sánchez Solé *J&A Garrigues, Madrid, Spain; Chair, Corporate Governance Subcommittee*
David Sneider *Simpson Thacher & Bartlett, Tokyo, Japan*

**Part 1: The increasingly prominent role of proxy advisers.
Is regulation necessary?**

Part 2: Executive compensation: initiatives around the world

This session will be split in two parts. The first part will deal with the role of proxy advisers. Special attention will be devoted to the challenges resulting from their increasing importance in most markets and to the debate on the need to regulate activity. The second part will deal with executive compensation. Initiatives around the world on the limits of executive compensation will be examined, trying to identify common trends as well as potential and actual drawbacks.

Speakers

Martha Carter *Institutional Shareholder Services, Rockville, Maryland, USA*

Professor Robert Daines *Stanford Law School, Stanford, California, USA*

Michelle Edkins *Blackrock, San Francisco, California, USA*

Ellisa Habbart *The Delaware Counsel Group, Wilmington, Delaware, USA; Secretary, Corporate Governance Subcommittee*

Gustaf Kemperink *Van Doorne, Amsterdam, the Netherlands*

Takashi Toichi *Anderson Mori & Tomotsune, Tokyo, Japan;*

Secretary, Current Legal Developments Subcommittee

HALL B7-1

**East meets West – a comparative approach to
EPC project delivery**

Presented by the International Construction Projects Committee

Session Co-Chairs

Tony Marshall *Hogan Lovells, London, England; Vice-Chair, International Construction Projects Committee*

Wanda Ternau *FSI SpA, Rome, Italy; Senior Website Officer, International Construction Projects Committee*

This session will consider industry and institutional standard form template contracts and their key provisions in different jurisdictions, with an emphasis on lessons learned in Japan, South Korea, China, Singapore and countries using such standard form templates.

Speakers

Philip Jeyaretnam SC *Rodyk & Davidson, Singapore; Co-Chair, Dispute Resolution Subcommittee*

Alex Kim *Bae, Kim & Lee, Seoul, South Korea*

Mirella Lechna *Wardynski i Wspolnicy, Warsaw, Poland; Treasurer, Water Law Committee*

Teppei Mogi *Oh-Ebashi LPC & Partners, Osaka, Japan*

Aisha Nadar *Advokatfirman Runeland, Stockholm, Sweden; Co-Chair, Project Establishment Subcommittee*

Andrew Osemedua Odum *AD Odum & Co, Asaba, Nigeria*

Datuk Sundra Rajoo *Kuala Lumpur Regional Centre for Arbitration (KLRC), Kuala Lumpur, Malaysia*

ROOM G510

How can airlines generate revenue?

Presented by the Aviation Law Committee and the International Sales Committee

Session Chair

Professor Mia Wouters *LVP Law, Brussels, Belgium; Chair, Aviation Law Committee*

This session will consider opportunities in selling airlines tickets and ancillary services such as baggage allowance, seat assignments, on-board meals, priority check-in, etc. Airlines practically invented the concept of customer experience. Only the carriers that are the most innovative about generating extra revenue will survive. So it's time to get creative. The next generation of passengers will demand not just a flight but a personalised experience. Are we ready to fly?

Speakers

Anthony Cordato *Cordato Partners, Sydney, New South Wales, Australia*

Frederic Malaud *International Civil Aviation Organization (ICAO), Montreal, Québec, Canada*

Amir Singh Pasrich *ILA Pasrich & Company, New Delhi, India*

Catherine Pawluch *Davis, Toronto, Ontario, Canada*

Laura Pierallini *Studio Pierallini, Rome, Italy*

Steven Thompson *XXIV Old Buildings, London, England*

A LOUNGE

**How do you do corporate social
responsibility in Asia?**

Presented by the Corporate Social Responsibility Committee and the Asia Pacific Regional Forum

Session Moderator

Peter Stern *Facebook, Menlo Park, California, USA; Co-Chair, Corporate Social Responsibility Committee*

With the continued expansion of the global economy and the 'rise' of Asia, much recent activity in CSR has focused on Asia. More than ever, companies are making, buying and selling products in Asia, and these products touch every consumer in the world. Asia is also a hub for extracting and trading natural resources, with the potential for great impact on the land and local communities. Our panel of lawyers and leading company representatives will address the key legal aspects of CSR in Asia. What are Asia's prevailing legal norms of CSR? What mechanisms are available for CSR violations? And how do recent CSR initiatives from Europe and the US fit with traditional Asian notions of social responsibility?

Speakers

Professor Bryan Horrigan *Monash University, Clayton, Victoria, Australia*

Zhibek Karamanova *Visor, Almaty, Kazakhstan*

Makoto Saito *Saito Law Office, Tokyo, Japan*

Monica Sun *Herbert Smith Freehills, Beijing, China*

Daisuke Takahashi *Shinwa Law Office, Tokyo, Japan*

Keiichi Ushijima *Ernst & Young, Tokyo, Japan*

Wook Yoo *Bae, Kim & Lee, Seoul, South Korea*

同時通訳

G LOUNGE

**IBAHRI SHOWCASE: Human rights in North
Korea – acceptance and implementation**

Presented by the IBA's Human Rights Institute (IBAHRI)

Session Moderator

Todd Benjamin *CNN International Networks, London, England*

In March 2013, the United Nations Human Rights Council established a Commission of Inquiry (COI) on human rights violations in North Korea. The COI was chaired by Hon Michael Kirby, past Justice of the High Court of Australia and IBAHRI Council Member. The COI's mandate extended to investigation of political prison camps, discrimination, starvation and famine, lack of free expression and media, public execution and absence of fair trial rights.

The COI report was recently delivered, covering all mandate topics and specifically addressing the issue of whether crimes against humanity have been established and, if so, how those responsible may be rendered accountable to international law and to their victims. One topic of special interest to Japan was the abduction over an extended period of foreign nationals by agents of the North Korean state.

Chairman Kirby's participation in this plenary panel ensures that it will be a lively, candid and hard-hitting debate. North Korea's possession of nuclear weapons adds a security dimension to this timely study of international human rights law in action.