



Union Internationale des Avocats
International Association of Lawyers
Unión Internacional de Abogados



Preventing Criminal Liability of Directors and Corporations in France and Abroad

Is merely delegating authority enough?

THURSDAY, APRIL 21, 2016



PARIS

FRANCE



#UIAAFJE

Seminar organised by the UIA – Union Internationale des Avocats
in cooperation with the AFJE – Association Française des Juristes d'Entreprise

Bringing together the world's lawyers

For over 85 years, the Union Internationale des Avocats (UIA - International Association of Lawyers) has been defending the legal profession and facilitating international contacts, cooperation and the exchange of knowledge among lawyers, while respecting their cultural and professional diversity.

Today, the UIA brings together several thousand members – lawyers or law professionals – and hundreds of bars, federations and associations.

Join the UIA and become a member of the world's strongest network of lawyers

- You will participate in the work of the UIA Commissions in Business Law, Human Rights and General Practice and share your experience with that of professionals from over 110 countries.
- You will also be able to join forces with the UIA, which, each year, provides its support to lawyers who cannot freely practise their profession. Everywhere in the world where rights of defence are threatened or the proper administration of justice is hindered, the UIA will make your voice heard.

www.uianet.org

Join the UIA during the seminar and benefit from a 50% discount on your membership fee.

French Association of General Counsels and In-House Lawyers - AFJE

For more than 45 years, the French Corporate Counsel Association (AFJE) is a driving force in the French and International legal environment.

The AFJE is by far the largest and most significant corporate counsels In-House association in France with more than 4.000 members and more than 700 General Counsels (the total population of in-house lawyers in France is approximately 16.000 persons).

The main purposes of the association are:

- To promote the role of French In-House Counsels among French and multinational corporations, public authorities, universities and students and legal professions.
- To promote the status of In-House counsels and the ethical standards of the AFJE.
- To represent and unite the French In-House Counsels profession.
- To contribute to the exchange of information and experience among AFJE members, in particular through our 15 commissions and our 15 regional committees.
- To offer professional training, seminars and events to help our members improve their technical expertise and consolidate their soft skills.
- To promote the role of French In-House Counsels within the European institutions, in particular through the European Corporate Lawyer Association. The 5th annual In-House Counsel World Summit shall be held in Paris in October 2016.
- To act as a think tank to create and anticipate the future of legal departments, business law practice and in-house lawyers.

www.afje.org

Introduction

Criminal liability is the risk that managers fear most when their companies reach a critical size and management can no longer control everything directly.

Companies have a variety of tools at their disposal to manage risk, particularly the risk of criminal liability: establishing procedures, organising internal control mechanisms, internal audits, involving legal departments in regulatory matters, and more recently the implementation of compliance programmes.

In certain legal systems, including France, the delegation of authority denotes both the transfer of decision-making authority (including the right to bind the company) and the concomitant transfer of potential criminal liability arising from such authority.

In France, therefore, the delegation of authority is both a management tool, and a way to allocate the risk of criminal liability - but it does not relieve the corporation of criminal liability altogether.

In large companies, nevertheless, where it is impossible for top management to supervise everything, delegations of authority are strongly recommended – both to empower middle managers and to protect top management.

But what is the situation abroad, where in many cases the top officers of the parent company exercise control over the subsidiaries by also becoming officers of the subsidiaries? Does the delegation of authority have the same protective effect for officers' criminal liability as in France?

What organizational and legal steps can be taken in various countries, to minimize the potential criminal liability of officers, while still ensuring parent company control of subsidiaries?

The UIA would like to thank the following partner



Thursday | April | 21 | 2016

09:00 – 09:30 REGISTRATION OF PARTICIPANTS

**Maison de l'Amérique Latine
Salon Brasília**

217 Boulevard Saint-Germain, 75007 Paris

09:30 – 09:45 WELCOME AND OPENING OF THE SEMINAR

- **Jean-Jacques UETTILLER**, *President of the UIA, UGGC Avocats, Paris, France*
- **Bénédicte QUERENET-HAHN**, *GGV, Paris, France*
- **Stéphanie FOUGOU**, *President of the AFJE, Group General Counsel Vallourec, Paris, France*
- **Jean-Yves TROCHON**, *Vice-President of the AFJE and ICC France Competition Commission, Past Senior Vice-President, Lafarge, Paris, France*

Part 1: Criminal liability of corporations and individuals in France and abroad

09:45 – 11:00 WHAT ARE THE RISKS OF CRIMINAL LIABILITY FOR CORPORATIONS AND INDIVIDUALS IN VARIOUS COUNTRIES?

Moderator: • **Bénédicte QUERENET-HAHN**, *GGV, Paris, France*

The risk varies according to the type of offence:

- Intentional offence/strict liability
- Information security; fraud; corruption; export control; money laundering; employment; sub-contracting; environment; competition/consumer

Speakers:

- **Stephen L. DREYFUSS**, *UIA President of Honor, Hellring Lindeman Goldstein & Siegal LLP, Newark, NJ, USA*
- **Sangeeta JHUNJHUNWALA**, *Khaitan Legal Associates, Bombay, India*
- **Christine KANG**, *Junhe, Beijing, China*
- **Jean-Yves TROCHON**, *Vice-President of the AFJE and ICC France Competition Commission, Past Senior Vice-President, Lafarge, Paris, France*
- **Robbert-Jan BOSWIJK**, *AKD, Amsterdam, Netherlands*

11:00 – 11:30 COFFEE BREAK

11:30 – 12:45 WHO IS AT RISK WITHIN THE COMPANY?

Moderator: • **Patricia LOPEZ AUFRANC**, *Marval, O'Farrell & Mairal, Buenos Aires, Argentina*

1. Individuals:
 - Directors and officers?
 - Employees?
2. The legal entity?
3. In what circumstances does criminal liability arise?

Speakers:

- **Maria CRONIN**, *Peters & Peters Solicitors LLP, London, UK*
- **Sangeeta JHUNJHUNWALA**, *Khaitan Legal Associates, Bombay, India*
- **Anna WYRZYKOWSKA**, *WKB Wiercinski, Kwiecinski, Baehr SP.K., Warsaw, Poland*
- **Frederick T. DAVIS**, *Debevoise & Plimpton LLP, Paris, France*

12:45 – 14:00 LUNCH

Part 2: Maintaining control over subsidiaries while protecting directors and officers from criminal exposure?

14:00 – 15:15 THE MANAGEMENT/BOARD OF DIRECTORS OF AN OVERSEAS SUBSIDIARY

Moderator: • **Sonia CORTÉS GARCÍA**, *Abdón Pedrajas & Molero Abogados y Asesores Tributarios S.L.P, Barcelona, Spain*

- Rules and best practices
- What management bodies?
- What powers do managers have? Can they bind the subsidiary alone?
- Which tools can control and limit the powers and authority of managers?
- Who should be appointed? A representative of the parent company, an operational manager or a third party?
- How should the authority of managers be defined for internal purposes and coordinated with employee job responsibilities?

Speakers:

- **Patricia LOPEZ AUFRANC**, *Marval, O'Farrell & Mairal, Buenos Aires, Argentina*
- **Anne-Céline JEAN**, *Group Deputy General Counsel, Rexel, Paris, France*
- **Jacqueline SCOTT**, *Fortney & Scott LLC, Washington, DC, USA*
- **Michael BRAUCH**, *SKW Schwarz, Munich, Germany*

15:15 – 16:00 HOW TO PROTECT DIRECTORS, OFFICERS AND CORPORATIONS FROM CRIMINAL LIABILITY ARISING FROM EMPLOYEE MISCONDUCT OR NEGLIGENCE? (PART I)

Moderator: • **Federico TORZO**, *Studio Legale Macchi Di Cellere Gangemi, Milan, Italy*

- Effects of delegations of authority: transfer of authority to make decisions and of potential criminal liability arising from such authority?
- Conditions of the effectiveness and validity of delegations of authority?
- Are delegations of authority sufficient?

Speakers:

- **William FEUGERE**, *Feugère Avocats, Paris, France*
- **Michael BRAUCH**, *SKW Schwarz, Munich, Germany*
- **Kathleen HEYCOCK**, *Farrer & Co, London, UK*
- **Jacqueline SCOTT**, *Fortney & Scott LLC, Washington, DC, USA*

16:00 – 16:30 COFFEE BREAK

16:30 – 17:45 HOW TO PROTECT DIRECTORS, OFFICERS AND CORPORATIONS FROM CRIMINAL LIABILITY ARISING FROM EMPLOYEE MISCONDUCT OR NEGLIGENCE? (PART II)

Moderator: • **Jean-Philippe GILLE**, *Head of legal department, Lactalis, Laval, France*

- What other policies established in various countries? What legal and managerial structures can both minimise criminal risk and permit control of subsidiaries? Rules and best practices.
- Do compliance programme preclude criminal liability? If so, under what conditions?

Speakers:

- **Jean-Marie DUNIAU**, *Kroll, Paris, France*
- **Carlos FATÁS MOSQUERA**, *Aureo Abogados SLP, Barcelona, Spain*
- **Hannah LAMING**, *Peters & Peters Solicitors LLP, London, UK*
- **Samantha DAVIES**, *Barrister, London, UK*
- **Jérôme C. ROTH**, *Munger, Tolles & Olson LLP, San Francisco, CA, USA*

17:45 – 18:00 SUMMARY AND CONCLUSIONS

Moderator: • **Stéphane BONIFASSI**, *Paris, France*

18:00 CLOSING COCKTAIL

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217 Boulevard Saint-Germain
75007 Paris



Organising Committee

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General Information

SEMINAR VENUE

MAISON DE L'AMÉRIQUE LATINE
Salon Brasília
217 Boulevard Saint-Germain, 75007 Paris, France
T +33 1 49 54 75 00

REGISTRATION FEES

<i>Amounts exclusive of VAT</i>	UIA / AFJE Members	Non Members
STANDARD REGISTRATION	€ 300*	€ 350*
YOUNG LAWYER (<35)**	€ 250*	€ 300*

** Due to the European legislation (Directive 2006-112-CE art.52-a), we have to invoice the amount including the French VAT currently at 20%. However, you can deduct the VAT through your local fiscal administration.*

*** Please attach proof of age to the registration form to benefit from young lawyers fee.*

These fees cover participation in the seminar, coffee breaks, lunch and closing cocktail on Thursday, April 21, 2016, as well as the documentation of the seminar. Please note that the number of places at the seminar is limited. The organisers reserve the right to refuse registrations in the event of excess applications.

CONTINUING LEGAL EDUCATION

Every participant attending the seminar will receive a "Certificate of Participation" at the end of the event that may be used for obtaining "Credits" for "Continuing Legal Education" – "Continuing Professional Development" purposes, depending on national rules. For more information, please contact the UIA.

LANGUAGE

The working languages will be **French** and **English with a simultaneous translation**.

HOTEL ROOM RESERVATION

A limited number of rooms has been pre-booked at a preferential rate. Reservations should be made directly through the hotel. Credit card details must be given in order to secure your reservation. Please note that the number of rooms is limited. We recommend that you proceed with your reservations as soon as possible.

Hotel	Rates	
HÔTEL DUC DE SAINT SIMON (4*) At 190 m from the seminar venue 14, rue du Saint-Simon 75007 Paris T +33 (0)1 44 39 20 20 F +33 (0)1 45 48 68 25 E hotelsaintsimon@wanadoo.fr www.hotel-saint-germain.fr	Double standard room	€ 240
	Superior room	€ 310
	Breakfast and taxes included City tax NON INCLUDED : € 2.48 per night/pers	
	<i>Please download the hotel reservation form from our Website</i> www.uianet.org	
HÔTEL SAINT-GERMAIN (3*) At 350 m from the seminar venue 88, rue du Bac 75007 Paris T +33 1 49 54 70 00 F +33 1 45 48 26 89 E reservation@parishotelsg.com www.hotel-saint-germain.fr	Classic room with shower	€ 189
	Classic room with bath	€ 199
	Superior room with bath	€ 209
	Breakfast and taxes included City tax NON INCLUDED : € 1.65 per night/pers	
	<i>Please download the hotel reservation form from our Website</i> www.uianet.org	

CANCELLATION CONDITIONS

All cancellations will be subject to a 50% deduction and will have to be sent in writing, to be received by the Union Internationale des Avocats **no later than March 21, 2016**. No refund will be made for cancellations received after this date.

VISAS

Anyone who requires a visa invitation letter in order to attend the seminar should register and pay their registration fees **no later than March 21, 2016** to ensure there is enough time to obtain a visa.

All cancellations will be refunded in full, minus €50 + VAT to cover administrative costs, provided that the UIA has received the registration documents and **total registration fees no later than March 21, 2016**.

If you register after this date, only 50% of the amount paid minus €50 + VAT to cover administrative costs will be refunded for cancellations due to visa refusals.

All cancellations due to a visa refusal must be sent in writing and reach the UIA **before the seminar**. Cancellations must be accompanied by a **proof of visa refusal**.

If your visa is issued after the seminar date or if you do not have proof of visa refusal, you will not be entitled to a refund.

GENERAL CONDITIONS

All registrations received by the Union Internationale des Avocats (UIA) along with the full payment of fees corresponding to the events selected will be confirmed in writing.

The UIA reserves the right to cancel or postpone the seminar to a later date, change the seminar venue and/or programme, make any corrections or modifications in the information published in the seminar programme and cancel any invitation to participate in the seminar, at any time and at their entire discretion, without having to provide any reasons for the same.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature, suffered (directly or indirectly) by a delegate, accompanying person or a third party following any cancellations, changes, postponements or modifications.

The UIA strongly advises participants to subscribe to modifiable and/or refundable services, as well as to take out a cancellation insurance.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature whatever, suffered (directly or indirectly) by a delegate or accompanying person, except in case of death or personal injury due to gross negligence by the UIA.

The contractual relations between the UIA and each participant (delegate or accompanying person) in relation to the seminar are subject to French law and jurisdiction, to the exclusion of any other law. Paris is the city of jurisdiction.

FORMALITIES

It is the responsibility of participants to ensure compliance with police, customs and health formalities for their journey. Participants unable to take part in the seminar because of their inability to take a flight or any other means of transportation due to being unable to provide the documents required (passport, visa, vaccination certificate, etc.) cannot claim any reimbursement.

FORCE MAJEURE

“Force majeure” means any events external to the parties, of both an unforeseeable and insurmountable nature that prevents either the client or the participants, or the agency or service providers involved in organising the seminar, from executing all or part of the obligations provided for in the present agreement. By express agreement, such will be the case in the event of a strike affecting the means of transport, hotel staff, air traffic controllers, an insurrection, a riot or any prohibition whatever decreed by Governmental or public authorities.

It is expressly agreed that for the parties, a case of force majeure would suspend the execution of their reciprocal obligations. At the same time, each of the parties shall bear the burden of all the expenses incumbent upon them, resulting from the case of force majeure.

HEALTH

The organisers decline any responsibility in case of any health problems existing prior to the seminar that may lead to complications or be aggravated during the entire period of the stay: pregnancy, cardio-vascular problems, any allergies, special diets, any disorders under treatment and not yet consolidated on the day the seminar starts, psychic or mental or depressive illness, etc. (Non exhaustive list).



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International Association of Lawyers
Unión Internacional de Abogados



The Prevention of Criminal Liability of Directors and Corporates in France and Elsewhere

Is it sufficient to simply delegate authority?

Thursday, April 21st, 2016

PARIS, FRANCE

REGISTRATION FORM

Register online at: www.uianet.org

or please complete and return this form, by email, fax or post, to:

UNION INTERNATIONALE DES AVOCATS

25 rue du Jour, 75001 Paris, France

Tel: +33 1 44 88 55 66 ■ Fax: +33 1 44 88 55 77 ■ Email: uiacentre@uianet.org



Register online

UIA INDIVIDUAL MEMBERS: M I - - - - -

Please specify your membership number (Please check your membership card or membership fees)

Family Name:

First Name:

Firm:

Address:

Post Code: City:

Country:

Tel: Fax:

Email:

Date of Birth:

EU VAT ID – Number:

Special requests (special diet, allergies, handicap...):

Arrival/departure times & flight numbers:

Hotel:

A. SEMINAR REGISTRATION FEES

Amounts exclusive of VAT	UIA/AFJE Members	Non Members
STANDARD REGISTRATION	€ 300*	€ 350*
YOUNG LAWYER (<35)**	€ 250*	€ 300*

* Due to the European legislation (Directive 2006-112-CE art.52-a), we have to invoice the amount including the French VAT currently at 20%. However, you can deduct the VAT through your local fiscal administration.

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B. SEMINAR SOCIAL ACTIVITIES

Please indicate below whether you plan to attend the following events **included** in the cost of your registration.

- Lunch – Thursday, April 21, 2016
- Closing Cocktail – Thursday, April 21, 2016

C. TOTAL

TOTAL (A) REGISTRATION FEES Excl. VAT €

VAT (20%)* €

TOTAL (A+VAT) €

* The VAT (20%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. For more information, please contact the UIA.

D. CANCELLATION CONDITIONS

I, the Undersigned, confirm that I have read and accepted the **cancellation conditions** as well as the **general conditions** given on page 6 of the registration programme. My registration will only be taken into account on receipt of the payment.

Participants are aware that their image and/or voice may be photographed, recorded or filmed throughout the duration of the seminar. They hereby assign to the UIA, with the signature of this form, the right to exploit, reproduce and disseminate the images and recordings by all means, both known and unknown, using all media, for an unlimited term and free of charge.

E. METHOD OF PAYMENT

- By cheque in € payable to the UIA, addressed to: UIA – 25 rue du Jour – 75001 Paris – France
- By bank transfer in €, without charges to the payee, in favour of the Union Internationale des Avocats, quoting “2016 Paris Seminar – April”, to the following bank and account:

Société Générale – Paris Elysées Entreprise
91 avenue des Champs Elysées – 75008 Paris – France
BIC / SWIFT N°: SOGEFRPP
IBAN: FR76 3000 3033 9200 0503 4165 164

Kindly attach a copy of your bank transfer order to your registration form

- By credit card: Visa Mastercard

Card N°: _ _ _ _ _

Expiry date: _ _ / _ _ 3 digits: _ _ _

Name of card holder:

I authorise the Union Internationale des Avocats to debit the above mentioned credit card in the amount of € (EUR)

Date: / /

Signature: