

Resource Guide for International Business Transactions

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Resources Guide for International Business Transactions

The following is a very selective list of publications, online databases, websites and seminar materials that provide resources useful in the transaction of business on an international scale.

The guide begins with materials that provide a broad overview of the law of international business transactions, moves to resources that provide more in-depth treatment of specific types of transactions and the law one may encounter in the context of an international business transaction, continues with resources that provide the text of the laws of specific countries and concludes with a listing of agencies involved in international business transactions. Specific international and foreign laws and treaties are not identified, but references are included to resources that identify the laws and treaties that impact specific transactions.

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I. General resources

A. Research Guides

1. American Society for International Law. [Guide to Electronic Resources for International Law](#). This guide provides references to free and subscription services. The sections on international economic law, treaties, the United Nations, private international law, international organizations and international commercial arbitration are particularly relevant. <http://www.asil.org/resource/home.htm>
2. Federation of International Trade Associations. [Web Resources for International Trade](#). The site provides links to more than 4000 web sites related to international trade. Topics range from 'Entering International Markets' to 'Codes, Standards and Conversions'. FITA also offers a bi-weekly email newsletter that discusses 4-5 sites included in the index. <http://www.fita.org/webindex/index.html>

B. Treatises

1. [PLC LawDepartment Global](#) London. Free and fee based. Web service created by the Practical Law Company that materials aimed at corporate counsel in international companies. The site includes practice notes, precedents and checklists giving practical guidance on international transactions. Materials on international acquisitions, international joint ventures, E-commerce and international sales and marketing agreements. According to the website, the precedents are drafted for cross border deals. Commentaries highlight key negotiating, drafting and jurisdiction specific issues. Abstracts and summaries are generally free, with most full text being part of the subscription. A two week free trial is available. <http://ldglobal.practicallaw.com>
2. Folsom, Ralph H. and Michael Wallace Gordon. *Folsom and Gordon's International Business Transactions*. 2d ed. (Practitioner Treatise Series) Eagan, MN: WestGroup,

Inc., 1992 with annual supplementation (\$225) Global in scope, this work focuses on trade regulation, licensing, and investment law, with special attention to NAFTA and the Uruguay Round of the GATT. Chapters discuss investments in specific markets (Europe, East Asia, developing nations, and non-market economies) and U.S. and European Union law. <http://www.westgroup.com>

3. Folsom, Ralph H., Michael Wallace Gordon and John A Spanogle, Jr. *Folsom Gordon and Spanogle's Hornbook on International Business Transactions*, 2d ed. Eagan, MN: WestGroup, Inc., 2001 with annual supplementation (\$52). A less detailed (and significantly less expensive) version of the item described above. The text concentrates on trade, licensing, and investment law from a U.S. citizen's perspective. Special attention is given to NAFTA and the Uruguay Round GATT accords. Subjects include sales agent, distributorship, and countertrade agreements; U.S. customs and international trade regulation; export incentives and controls; foreign investing; and antitrust and securities laws. <http://www.westgroup.com>
4. Nanda, Ved P. and Ralph Lake, eds. *The Law of Transnational Business Transactions*. London: Sweet & Maxwell, 1981 with annual supplementation (£275) The work provides analysis of the legal issues that arise in business transactions involving more than one country. It includes discussion of transnational contracts, transnational bankruptcies, arbitration, and international technology transfer agreements. <http://www.sweetmaxwell.com>
5. Aresty, Jeffrey M. and James R. Silkenat. *ABA Guide to International Business Negotiations*. 2d ed. Chicago: American Bar Association, 2000 (\$145) Focusing on negotiation and dispute resolution, this work provides information about specific national legal cultures. It includes material on Internet business relationships, electronic commerce, and institutional structures for dispute resolution. <http://www.abanet.org>

C. Seminar/Course Materials

1. ALI-ABA. [Annual Fundamentals of International Business Transactions](http://www.ali-aba.org/aliaba/CG051.HTM). last offered in 2001. The course provides an introductory discussion of the basics of international law, then covers international sales of goods; regulation of imports and exports; contracting with agents and distributors; intellectual property rights and licensing; e-commerce; foreign investment; joint ventures; and dispute resolution. Also included are discussion of immigration issues and ethics and professional responsibility. The course provides analysis of the tax aspects of the transactions. <http://www.ali-aba.org/aliaba/CG051.HTM>

II. Transaction specific resources

A. Agency, Distribution and Franchise Agreements

1. See Section J on Trade for general materials that discuss this topic.
2. Clasen, Thomas. *International Agency & Distribution Agreements*. Newark, NJ: Matthew Bender, 1990 with supplementation through 2002 (\$425). This comprehensive

treatise provides U.S. and foreign practitioners with the essential information needed to prepare and review foreign sales agency and distribution agreements. In one well-organized source, the author provides legal analysis and legislative background to guide a client through the agreement process. The work is also included on LEXIS but may not be part of flat rate contracts. <http://www.lexis.com/bookstore>

3. *International Encyclopedia of Agency & Distribution Agreements*. Kluwer International, 1997 with supplementation through 2002 (\$253.50) Organized by country, this work summarizes critical definitions from domestic laws and court interpretations. It examines the laws, procedures, and practice relating to commercial agency and distribution agreements in 35 national jurisdictions worldwide. For each country, the Encyclopedia defines the concepts of agency and distribution and identifies and analyses the basic aspects of agency and distribution agreements. <http://www.kluwerlaw.com>
4. [LawVantage](http://www.lawvantage.com/index.shtml#distribution) A website providing over 600 complex sample agreements retrieved from SEC filings. International distribution agreements are one type of document that is included. <http://www.lawvantage.com/index.shtml#distribution>

B. Arbitration/Dispute Resolution

1. See Section J on Trade for general materials that discuss this topic.
2. Wenger, Jean. *International Commercial Arbitration: Locating the Resources*. A comprehensive guide to print and electronic materials on international commercial arbitration. <http://www.llrx.com/feature>
3. Bynum, Charlotte. *International Commercial Arbitration*. A portion of the *ASIL Guide to Electronic Resources for International Law*, this site provides a comprehensive listing of free and subscription electronic resources. <http://www.asil.org/resource/arb1.htm>
4. Redfern, Alan and Martin Hunter. *Law & Practice of International Commercial Arbitration*. 3rd ed London: Sweet & Maxwell, 1999 (£190) This work provides a comprehensive review of the process of international commercial arbitration: from drafting the arbitration agreement to enforcement of the award. The authors demonstrate efficient and cost effective use of international commercial arbitration. They advise on suitable places of arbitration, review developments in international trade law, and analyze the achievements and opportunities offered by the UNCITRAL Model Law. <http://www.smlawpub.co.uk>
5. Bergsten, Eric E. *International Commercial Arbitration*. 5 volumes Dobbs Ferry, NY: Oceana Publications, looseleaf (\$650). This set provides laws, rules, international treaties and agreements as well as regional conventions that dictate procedure in the conduct of international commercial arbitration. All materials are translated into English and organized according to jurisdiction. <http://www.oceanalaw.com>

6. Mayer, Brown, Rowe & Maw. [International Arbitration](http://www.interarbitration.net/). The site provides a concise overview of international arbitration, elements that should be considered when drafting arbitration clauses, and the choices that parties must make when contemplating arbitration for dispute resolution. The firm provides a model arbitration clause and extensive commentary, articles by Mayer, Brown, Rowe & Maw arbitration lawyers and other practitioners, information on arbitral institutions, treaties and statutes that govern ADR proceedings around the world, and case law from tribunals and national courts - an excellent free resource. <http://www.interarbitration.net/>
7. *Arbitration CD-ROM: Resources on International Commercial Arbitration*. New York: Kluwer Law International, 1998, updated through 2002. (\$1625 for single user) A complete, continually-updated arbitration library, the cd includes legislation (over 200 national laws); rules (over 180 rules); awards; case law; treaties; conventions and commentary. <http://www.kluwerlaw.com>
8. [InternationalADR.com](http://www.internationaladr.com) Kluwer Law International. Produced in conjunction with the Permanent Court of Arbitration and the Institute for Transnational Arbitration, this site includes arbitration laws for 52 countries and provides links to free arbitration resources. The site includes digests of important arbitration cases. This is a subset of the material found at [KluwerArbitration.com](http://www.kluwerarbitration.com). [http://www.internationaladr.com/](http://www.internationaladr.com)

C. Attorney/Client Privilege

1. See Section J on Trade for general materials that discuss this topic.
2. In-House Counsel and the Attorney-Client Privilege – A Lex Mundi Multi-Jurisdictional Survey -- included course handout materials.
3. *Corporate Counsel's Guide to the Attorney-Client, Work-Product, and Self-Evaluative Privileges*. Chesterland, OH: Business Laws, Inc., looseleaf (\$155) Although this work is primarily focused on US practice, it does include a section on attorney client privilege in the EU. <http://www.businesslaws.com>
4. Materials on international and foreign attorney client privilege are most often found in law review and practitioner publications, including one of privilege in June issue of the ACCA Docket. Searches of the ACCA website (<http://www.acca.com>) or the Lex Mundi website (<http://www.lexmundi.org>), along with LEXIS and Westlaw are likely to provide the most up to date and practical information.

D. Banking Economics & Finance

1. See Section J on Trade for general materials that discuss this topic.
2. Institute of International Economic Law. [Researching International Economic Law on the Internet](http://www.iiel.org). Washington, DC: Georgetown University. Maintained by the Foreign and International Librarians at the Georgetown University School of Law, the guide provides

annotated links pointing to the "best sites" for many international economic law topics along with links to primary documents. It provides access to research guides on international economic law and related topics and authoritative citations to international instruments. Topics include commercial, competition, development, economics, finance, government and trade. <http://www.ll.georgetown.edu/intl/iel/home.htm>

3. [Global Banking Law Database](#) A joint project of the World Bank Group and the International Monetary Fund, the GBLD is a collection of commercial banking, central bank, and deposit insurance laws of jurisdictions that are representative of the regions of the world as well as international financial centers. The laws are available in English in both MS Word and PDF formats. The laws of 40 countries or regions are available. <http://www.gbld.org>

E. Export/Import

1. See Section J on Trade for general materials that discuss this topic.
2. U.S. Department of Commerce. [A Basic Guide to Exporting](#). 1998. Developed by the U.S. Department of Commerce and Unz & Co. consultants, this resource provides a basic A to Z guide to the ins and outs of exporting, including developing an export strategy, international legal considerations, technical details of shipping and pricing and detailed information on conducting business abroad. <http://www.unzco.com/basicguide/index.html>
3. Jones, Peter, ed. [Forwarderlaw.com](#) The site provides a comprehensive resource for legal information on freight forwarding. The site includes an online database of forwarding conditions, commentary, and recent cases on the law of international transport. <http://www.forwarderlaw.com>

F. Joint Ventures

1. See Section J on Trade for general materials that discuss this topic.
2. *Transnational Joint Ventures*. 3 volumes Chesterland, OH: Business Laws, Inc., looseleaf (\$400). This set includes a collection of text, forms and selected laws and regulations to help structure joint ventures between U.S. and foreign countries. A cd-rom with sample joint venture agreements is also included. <http://www.businesslaws.com>
3. Sayer, Stephen. *Negotiating International Joint Venture Agreements*. London: Sweet & Maxwell, 1998 with annual supplementation, (£245). Sayer covers the legal and commercial aspects of structuring and negotiating international and domestic joint ventures throughout the world. Topics include forms of financing, ancillary agreements such as intellectual property licenses, due diligence procedures, the right to terminate, arbitration, the charter of a joint venture company and restrictive covenants. <http://www.smlawpub.co.uk>
4. Wolf, Ronald Charles. *Effective International Joint Venture Management: Practical Legal Insights for Successful Organization and Implementation*. Armonk, NY: M.E.

Sharpe, Inc., 2000 (\$89.95). This work provides step by step guidance to the formation and management of international joint ventures. Wolf presents a clear examination of the legal theory and reality of organizing, negotiating, managing, and protecting international joint ventures. The book provides examples and problem-solving tips. <http://www.mesharpe.com>

5. *International Joint Ventures*. New York: Practising Law Institute, 2001. Most recently offered in 2002 (course materials - \$79). Annual seminar focusing on structuring the international joint venture. Additional sessions discuss tax and antitrust issues relevant to the international joint venture. <http://www.pli.edu>

G. Licensing

1. See Section J on Trade for general materials that discuss this topic.
2. Ladas & Perry. *International Licensing - Structuring Deals Worldwide*. Focused primarily on intellectual property licensing, this guide includes extensive sample provisions for an international licensing agreement. <http://www.ladas.com/ipproperty/Licensing/InternationalIPLicensing/index.html>
3. *International Licensing*. London: BNA International, 1997 with regular supplementation (\$695). This product examines the nature and types of licenses currently employed throughout the world. It covers all aspects of licensing patent rights, copyrights, and trademarks and includes detailed discussion of the specifics of licensing for 28 countries. <http://www.bnai.com>

H. Sales

1. See Section J on Trade for general materials that discuss this topic.
2. Kritzer, Albert, ed. *International Contract Manual* 5 volumes Kluwer International. 1990 with periodic supplementation (\$256 for guide; \$240 for handbook; \$146 for checklist) The first volume, *Guide to Practical Applications of the UN Convention on Contracts for the International Sale of Goods*, provides an in-depth analysis of the articles of the convention and a how-to on contracts for the international sale of goods. The second volume, *Country Handbooks*, offers a comparative view of sales codes and practices of over 70 individual countries. It specifically addresses the civil law, common law, socialist and Islamic law of jurisdictions throughout the world. Coverage includes taxation, trade regulations, distributor agreements, statutes of limitations and arbitration. The final segment, *Contract Checklist*, presents business and legal professionals with issues to consider before drafting a proposal or contract or agreeing upon an outside proposal. <http://www.kluwerlaw.com>
3. [CISG and International Commercial Law Database](#). White Plains, NY: Pace University School of Law. A comprehensive site on the UN Convention on Contracts for the International Sale of Goods (CISG), the uniform international sales law of countries that account for two-thirds of all world trade. The site includes a very good guide to

researching CISG issues and international commercial law as well as an annotated text of the CISG which includes links to legislative history, scholarly writings and case law. <http://www.cisg.law.pace.edu/>

I. Taxation

1. See Section J on Trade for general materials that discuss this topic.
2. [International Bureau of Fiscal Documentation](http://www.ibfd.nl/). Based in Amsterdam, the IBFD is active in the field of tax research, information and education on a worldwide scale. This site includes an international taxation glossary, resources for tax research and publications about taxation throughout the world. <http://www.ibfd.nl/>
3. [Tax and Accounting Sites Directory](http://www.taxsites.com/international.html). The site is a comprehensive index of web-based tax and accounting resources. The directory is designed to be a starting point for people who are searching for tax and accounting information, products, and services. The site is maintained by Dennis Schmidt, Professor of Accounting at the University of Northern Iowa. The site includes links to resources in 140 countries, IRS resources, OECD resources. <http://www.taxsites.com/international.html>
4. *Tax Planning for Domestic & Foreign Partnerships, LLCs, Joint Ventures & Other Strategic Alliances*, 8 vols. New York: Practising Law Institute, last offered in 2001 (\$589) - focused primarily on domestic issues, international materials are covered in volumes 7 & 8 <http://www.pli.edu>

J. Trade

1. Hoffman, Marci. [Revised Guide to International Trade Law Sources on the Internet](http://www.llrx.com/features/trade3.htm). This regularly updated guide provides extensive links to web based resources for international trade research. <http://www.llrx.com/features/trade3.htm>
2. Vishny, Paul. *International Trade for the Non-Specialist*. Philadelphia: American Law Institute-American Bar Association, 1997 (\$159). Designed specifically for the nonspecialist, this book offers the information needed to handle business transactions in the global marketplace. The text stresses the emerging law of the European Union, with an emphasis on mergers, acquisitions, and distribution. It also deals with trade among other entities under NAFTA and the U.S.-Canada Free Trade Agreement, among others. <http://www.ali-aba.org>
3. Van Houtte, Hans. *The Law of International Trade*. 2d ed. London: Sweet & Maxwell, 2001 (£140) Includes discussion of regulatory bodies, transnational sales, distribution, technology transfer, financing and payment, primarily focuses on Western Europe, the US and Canada. <http://www.smlawpub.co.uk>
4. *International Distribution and Licensing*. Chesterland, OH: Business Laws, Inc., looseleaf supplemented periodically (\$185). Includes basic legal rules in a number of jurisdictions and provides over 100 sample forms from a wide variety of industries and

countries. The documents have been retrieved from SEC filings and are enhanced by checklists and sample clauses. <http://www.businesslaws.com>

5. *Laws of International Trade*. 6 volumes Chesterland, OH: Business Laws, Inc., looseleaf, supplemented semiannually (\$520). A compilation of guides to laws affecting companies with international business, includes coverage of distribution and agency relationships, export controls, and international arbitration. <http://www.businesslaws.com>

III. Country Specific Resources

A. Research Guides

1. Reynolds, Thomas H. and Arturo A. Flores. *Foreign Law: Current Sources of Codes and Basic Legislation in Jurisdictions of the World*. 6 volumes Albany, NY: William S. Hein, looseleaf (\$1250 print, \$2100 print & cd) For each country, the work includes a brief overview of the legal system, general secondary sources, sources of major legislation, sources of court decisions, and a subject index for general legislation. The authors note sources of English and other translations for materials, if available. <http://www.wshein.com>
2. Germain, Clare. *Germain's Transnational Law Research: A Guide for Attorneys*. Irvington, NY: Transnational Juris Publications, looseleaf. (\$117) Among lawyers and students faced with questions involving more than one national legal system, Germain's is the most widely-used legal research guide. This volume: covers all questions pertaining to international and foreign law, with a focus on U.S.-EU relations; offers clear guidance on which questions to ask, where to start, and how to proceed; explains how to analyze a transnational law problem, warning of obstacles and presenting viable strategies and solutions. No website: 914-591-4288

B. "Doing Business" Guides

1. Lex Mundi. [Guides to Doing Business](http://www.lexmundi.org/publications/guides.html). Prepared by Lex Mundi law firm members, these guides for more than 40 countries include brief discussions of the factors which impact business transactions, including labor and immigration issues, business structures, import & export controls, etc. <http://www.lexmundi.org/publications/guides.html>
2. [LEXIS](http://www.lexis.com) - The LEXIS group of databases include doing business guides for seven countries (Germany, Canada, France, Ireland, Japan, Spain and the UK). These are Matthew Bender imprints and may be excluded from flat rate contracts. <http://www.lexis.com>

C. Organic law

1. Compilations

- a. *Tax and Commercial Laws of the World*. Ormond Beach, FL: Foreign Tax Law, Inc., looseleaf, cd, web access (Print: full \$2700, tax only \$1500, commercial only \$1500, single country \$100; CD: full \$1000, single country \$200; web based; full \$1200, varies for single country; individual laws are also available through the web

- product) This resource features article by article translation and compilations of foreign laws in English from 73 countries. <http://www.foreignlaw.com>
- b. *International Trade Law Library*. A suite of keyword searchable Folio Infobases containing foreign trade law, treaties, policies, and regulations from around the world. <http://www.intl-trade.com/library.html>
 - c. *The Global Legal Information Network* - A project of the Law Library of Congress, provides a database of laws, regulations, and other complementary legal sources from member nations. The documents are contributed by the governments of the member nations. The database includes full texts of the documents in the official language of the country of origin; summaries or abstracts in English; and thesauri in English and in as many official languages as are represented in the database. <http://www.loc.gov/law/glin/GLINv1/>
 - d. ACCA. *Virtual Library*, The ACCA website includes selected statutes from a variety of foreign countries, along with precedents and sample documents. Access restricted to ACCA members. <http://www.acca.com/resources/vl.php>
2. Specific countries
- a. Findlaw *Countries* page - A subset of the Findlaw directory, this section offers links to the governing bodies of many countries and to compilations of laws <http://www.findlaw.com/12international/countries/index.html>
 - b. *Foreign and International Law Web* is a service of the Washburn University School of Law Library. The stated goal of this website is to provide links to primary foreign and international legal resources, research aids, and sites useful in conducting research in these areas of the law. <http://www.washlaw.edu/forint/forintmain.html>
 - c. LEXIS – The LEXIS databases include selected laws from 27 countries. <http://www.lexis.com>
3. Treaties
- a. *United Nations Treaty Collection*. (\$1000/yr for profit organizations; \$500/yr non-profit; \$250 developing countries, and slightly higher for monthly rates) The largest single collection of treaties on the Internet, it includes approximately 40,000 treaties and related actions already published. The treaties are available in English, French and any other authentic language used. Considerable efforts have been made by the UN to ensure that a treaty could be located with relative ease using such information as type of agreement, date of signature, entry into force, names of the parties and popular names. Production of full-text treaties currently is up to early 1998. One draw-back -- the database will give you the treaty text but no citation. <http://untreaty.un.org>
 - b. Oceana's *Treaties and International Agreements Online* is a full-text searchable

database of over 12,000 U.S. treaties. Searching is free using the Quick US Treaties Index. Access to the full database is priced on a per quarter hour basis. The service includes the full text of US treaties from 1783 to the present. A "Tax Treaties Online" subscription is available that includes a database of 1800 tax treaties for 185 countries. <http://www.oceanalaw.com>

- c. U. S. State Department. [Trade/Business Transactions Law](#). The State Department's list of private international conventions affecting trade and business is focused primarily on conventions to which the US is a party or is considering ratification. <http://www.state.gov/s/l/c3536.htm>

IV. International Agencies and Organizations

A. Research Guides

1. Levy, David A. [Private International Law](#) A section of the *ASIL Guide to Electronic Resources for International Law*, this site focuses on private international law, the body of conventions, model laws, legal guides, and other documents and instruments that regulate private relationships across national borders. It includes extensive links to primary international organizations and conventions. <http://www.asil.org/resource/pil1.htm>

B. Agency/Organization websites

1. [UNCITRAL](#) - United Nations Commission on International Trade Law. Established by the UN General Assembly in 1966, UNCITRAL is responsible for progressive harmonization of private international law. The UNCITRAL site contains primary documents and status information about established instruments. The site also provides abstracts of court decisions involving UNCITRAL documents. <http://www.un.or.at/uncitral>
2. [UNIDROIT](#) - The International Institute for the Unification of Law. Tracing its origins to the League of Nations, UNIDROIT is an autonomous international organization active in the harmonization of private international law. The site includes full text and status information concerning UNIDROIT Conventions. <http://www.unidroit.org>
3. [World Trade Organization](#). The World Trade Organization (WTO) is the only global international organization dealing with the rules of trade between nations. At its heart are the WTO agreements, negotiated and signed by the bulk of the world's trading nations and ratified in their parliaments. The goal is to help producers of goods and services, exporters, and importers conduct their business. <http://www.wto.org>
4. [Hague Conference on Private International Law](#) The Hague Conference is an intergovernmental organization with the purpose "to work for the progressive unification of the rules of private international law" The principal method used to achieve this purpose consists of the negotiation and drafting of multilateral treaties (conventions) in the different fields of private international law. <http://www.hcch.net/e/>

5. [International Chamber of Commerce](http://www.iccwbo.org/). ICC is the world business organization, the only representative body that speaks with authority on behalf of enterprises from all sectors in every part of the world. ICC promotes an open international trade and investment system and the market economy. Although ICC rules are voluntary, they are observed in countless thousands of transactions every day and have become part of the fabric of international trade. ICC also provides essential services, foremost among them the ICC International Court of Arbitration, the world's leading arbitral institution.
<http://www.iccwbo.org/>