

Table of Contents

Argentina

Introduction.....	ARG/1
Forms of Structuring a Joint Venture.....	ARG/2
Choice of Legal Form.....	ARG/6
Formation Agreement.....	ARG/6
Governing Law and Language.....	ARG/6
Scope of Business Activity.....	ARG/7
Taxation.....	ARG/7
Antitrust and Competition Law.....	ARG/8
Protection of Foreign Investors.....	ARG/11

Australia

Introduction.....	AUS/1
Structuring Joint Venture.....	AUS/2
Financing.....	AUS/12
Competition Law.....	AUS/15
Forming Joint Venture Agreement.....	AUS/19
Incentives for Joint Venture Partners.....	AUS/28
Restrictions on Investment by Foreign Joint Venturers.....	AUS/29
Dispute Resolution.....	AUS/34
Changes in Law Subsequent to Formation.....	AUS/37
Double-Taxation Agreements and Impact on a Joint Venture.....	AUS/40
Protection of Foreign Investors.....	AUS/40

Bolivia

Introduction.....	BOL/1
Alternative Legal Forms of Structuring a Joint Venture.....	BOL/3
Governing Law and Language.....	BOL/5
Defining Joint Venture's Scope of Business Activity.....	BOL/5

Financing the Joint Venture	BOL/7
Antitrust and Competition Law	BOL/7
Formation Agreement	BOL/9
Procedure for Establishing a Corporate Vehicle	BOL/11
Incentives Available to Foreign Joint Venture Partners	BOL/14
Restrictions on Activities of Foreign Joint Venture Partners	BOL/14
Dispute Resolution	BOL/14
Impact of Changes in Law Subsequent to Formation	BOL/15
Double Taxation Agreements and Impact on Joint Ventures	BOL/15
Protection of Foreign Investors	BOL/15

Brazil

Introduction	BRA/1
Structuring Joint Venture	BRA/1
Ancillary Documents	BRA/6
Regulation of Foreign Investment	BRA/8
Antitrust Regulations	BRA/11
Dispute Resolution through Arbitration	BRA/14
Anticorruption Law	BRA/14

Bulgaria

Introduction	BUL/1
Economic Aspects of Joint Ventures	BUL/1
Legislative Regime for Joint Ventures	BUL/3
Organizational Forms of Joint Ventures	BUL/4
Legal Forms of Joint Ventures	BUL/7
General Recommendations for Joint Venture Activities	BUL/16
Conclusion	BUL/17

Canada

Introduction	CND/1
Alternative Legal Forms in Structuring Joint Venture	CND/2
Choice of Legal Form	CND/5

Governing Law and Language	CND/12
Scope of Business Activity	CND/13
Financing Joint Venture	CND/13
Tax Considerations	CND/15
Antitrust and Competition Law	CND/19
Formation Agreement	CND/23
Procedure in Establishing Corporate Vehicle	CND/24
Preparation of Ancillary Documents	CND/25
Incentives Available to Foreign Joint Venturer Partner	CND/28
Restrictions on Activities of Foreign Joint Venture Partners	CND/29
Dispute Resolution	CND/32
Changes in Law Subsequent to Formation	CND/33
Double-Taxation Agreements and Impact on Joint Venture	CND/33
Protection of Foreign Investors	CND/39
Appendix 1: Canada's Tax Treaties	CND/41
Appendix 2: Canada's Bilateral Investment Treaties	CND/42

Chile

Introduction	CHI/1
Forms of Business Organization	CHI/1
Agreements Not Specifically Governed by Law	CHI/7
Conclusion	CHI/7

China

Introduction	CHN/1
Foreign Investment	CHN/5
Intellectual Property Protection and Foreign Technology Transfer	CHN/38
Foreign Exchange	CHN/41
Planning Import and Export	CHN/43
Product Liability	CHN/44
Corporate Organization and Management	CHN/48
Labor Law	CHN/53

Land and Property	CHN/55
Tax Considerations and Incentives	CHN/57
Duration and Termination of Joint Ventures.....	CHN/59
Dispute Resolution	CHN/61
Conclusion	CHN/63

Colombia

Introduction.....	COL/1
Alternative Legal Forms in Structuring a Joint Venture	COL/2
Aspects that Influence Choice of Legal Form.....	COL/4
Governing Law and Language	COL/8
Defining Joint Venture's Scope of Business Activity.....	COL/9
Financing Joint Venture	COL/9
Antitrust and Competition Law.....	COL/10
Formation Agreement	COL/14
Procedure for Establishing Corporate Vehicle.....	COL/15
Preparation of Ancillary Documents.....	COL/17
Incentives Available to Foreign Joint Venture Partners.....	COL/21
Restrictions on Activities of Foreign Joint Venture Partners	COL/21
Dispute Resolution.....	COL/25
Impact of Changes in Law Subsequent to Formation	COL/25
Double-Taxation Agreements and Impact on Joint Ventures	COL/26
Protection of Foreign Investors.....	COL/27

Cyprus

Introduction.....	CYP/1
Contractual Joint Venture	CYP/1
Partnership Joint Venture.....	CYP/3
Corporate Joint Venture	CYP/6
European Economic Interest Grouping.....	CYP/12
Conclusion	CYP/14

Czech Republic

Introduction.....	CZE/1
Essential Legal Documentation.....	CZE/1
Corporate Vehicles for a Joint Venture.....	CZE/3
Restrictions on Intra-Group Transfer.....	CZE/6
Antitrust and Antimonopoly Regulation of Joint Ventures.....	CZE/6
Joint Ventures as Prohibited Cartel Agreements.....	CZE/9
Conclusion.....	CZE/10

Denmark

Introduction.....	DEN/1
Legal Forms in Structuring a Joint Venture.....	DEN/2
Choice of Legal Form.....	DEN/5
Establishing a Corporate Vehicle.....	DEN/10
Incentives Available to Foreign Joint Venture Partners.....	DEN/12
Antitrust and Competition.....	DEN/12
Taxation.....	DEN/13
Dispute Resolution.....	DEN/16
Restrictions on Activities of Foreign Joint Venture Partners.....	DEN/17
Protection of Foreign Investors.....	DEN/18

Dominican Republic

Introduction.....	DOM/1
Structuring Joint Ventures.....	DOM/2
Scope of Joint Venture.....	DOM/7
Financing Joint Venture.....	DOM/8
Formation Agreement.....	DOM/9
Procedure for Establishing Corporate Vehicle.....	DOM/9
Ancillary Documents.....	DOM/9
Dispute Resolution.....	DOM/11
Changes in Law Subsequent to Formation.....	DOM/11
Double-Taxation Agreements and Treaties for Protection.....	DOM/12

Greece

Introduction.....	GRE/1
Forms of Joint Ventures.....	GRE/2
Termination of Joint Venture.....	GRE/7
Tax Law Issues.....	GRE/7
Greek Accounting Standards.....	GRE/8

Hungary

Introduction.....	HUN/1
Alternative Legal Forms in Structuring a Joint Venture.....	HUN/1
Choice of Legal Form.....	HUN/5
Governing Law and Language.....	HUN/5
Scope of Business Activity.....	HUN/6
Formation Agreement.....	HUN/6
Procedure to Establish a Corporate Veil.....	HUN/11
Ancillary Documents.....	HUN/12
Financing Joint Ventures.....	HUN/12
Incentives Available to Foreign Joint Venture Partners.....	HUN/13
Protection of Foreign Investors.....	HUN/14
Double-Taxation Agreements.....	HUN/15
Impact of Changes in Law Subsequent to Formation.....	HUN/15
Antitrust and Competition Law.....	HUN/15
Insolvency Procedures and Voluntary Dissolution.....	HUN/16
Dispute Resolution.....	HUN/19

India

Introduction.....	IND/1
Types of Joint Ventures.....	IND/1
Joint Venture Agreement.....	IND/3
Government Approvals.....	IND/8
Foreign Technology Transfer.....	IND/10
Conclusion.....	IND/10

Indonesia

Introduction.....	INA/1
Legal Form in Structuring Joint Venture	INA/2
Incentives for Foreign Joint Ventures	INA/9
Double-Taxation Agreements	INA/14
Restriction on Activities.....	INA/14
Protection of Foreign Investors and Dispute Resolution.....	INA/16

Iran

Introduction.....	IRN/1
Structuring Joint Venture	IRN/1
Equity Joint Ventures.....	IRN/2
Governing Law and Language	IRN/4
Scope of Business Activity	IRN/4
Financing Joint Venture	IRN/5
Antitrust and Competition Law	IRN/6
Formation Agreement	IRN/7
Establishing Corporate Vehicle.....	IRN/7
Preparation of Ancillary Documents.....	IRN/10
Incentives Available to Foreign Joint Venture Partners.....	IRN/11
Restrictions on Activities of Foreign Joint Venture Partners.....	IRN/14
Dispute Resolution.....	IRN/15
Changes in Law Subsequent to Formation.....	IRN/16
Double-Taxation Avoidance Agreements (DTAA)	IRN/16
Bilateral Investment Treaties (BITs).....	IRN/18

Israel

Introduction.....	ISR/1
Alternative Legal Forms in Structuring Joint Venture.....	ISR/1
Choice of Legal Form	ISR/5
Governing Law and Language	ISR/6
Scope of Business Activity	ISR/7

Formation Agreement	ISR/8
Establishing Corporate Vehicle.....	ISR/9
Preparation of Ancillary Documents.....	ISR/10
Financing Joint Venture	ISR/13
Incentives Available to Foreign Joint Venture Partners.....	ISR/15
Trade Agreements	ISR/18
Taxation in Israel	ISR/19
Restrictions on Activities of Foreign Joint Venture Partners	ISR/27
Protection of Foreign Investors	ISR/27
Impact of Changes in the Law Subsequent to Formation.....	ISR/28
Antitrust and Competition Law.....	ISR/28
Dispute Resolution.....	ISR/30

Italy

Introduction.....	ITA/1
Joint Venture Agreements and Types of Joint Ventures	ITA/2
Contractual Joint Ventures	ITA/3
Joint Venture Corporations and Shareholders' Agreements	ITA/12
Choice of Applicable Law	ITA/15
Antitrust Legislation	ITA/18
Incentives for Foreign Investment	ITA/20
Dispute Resolution.....	ITA/21
Deadlock-Breaking Contractual Provisions	ITA/23
International Conventions on Double Taxation	ITA/25
Protection of Foreign Investment.....	ITA/27
Conclusion	ITA/30

Japan

Introduction.....	JPN/1
Types of Business Organization.....	JPN/1
Incorporation of a Stock Company	JPN/2
Planning the Organization of the Company	JPN/5

Designing the Organs of the Company	JPN/6
Designing the Election and Discharge of Directors	JPN/14
Designing Voting Rights.....	JPN/16
Accounting and Designing Dividends.....	JPN/17
Additional Financing.....	JPN/18
Restriction on Transfer of Shares.....	JPN/19
Dispute Resolution.....	JPN/20
Termination of Agreement and Winding Up of a Company	JPN/21
Antitrust Law	JPN/25
Conclusion	JPN/25

Kuwait

Introduction.....	KWA/1
Forms of Structuring Joint Ventures	KWA/1
Aspects Influencing Choice of Legal Form	KWA/6
Governing Law and Language.....	KWA/8
Procedure for Establishing Corporate Vehicles	KWA/9
Preparation of Ancillary Documents.....	KWA/10
Financing Joint Venture.....	KWA/17
Incentives Available to Foreign Joint Venture Partners.....	KWA/18
Dispute Resolution.....	KWA/20
Other Considerations.....	KWA/21
Conclusion	KWA/23

Latvia

Introduction.....	LAT/1
Governing Law	LAT/1
Legal Forms in Structuring Joint Venture.....	LAT/2
Liquidation and Insolvency Proceedings	LAT/8
Disclosure of Beneficial Owners	LAT/8
Scope of Business Activity	LAT/9
Incentives Available to Foreign Joint Partners.....	LAT/10

Restriction of Activities of Foreign Investors	LAT/10
Repatriation of Profit and Protection of Foreign Investors	LAT/11
Dispute Resolution	LAT/12
Double-Taxation Agreements	LAT/12
Conclusion	LAT/13

Lebanon

Introduction	LEB/1
Legal Forms of Joint Ventures	LEB/1
Non-Corporate Form of Joint Ventures	LEB/2
Key Characteristics of Joint Ventures	LEB/2
Conclusion	LEB/7

Lithuania

Introduction	LIT/1
Governing Law and Language	LIT/2
Alternative Legal Forms in Structuring Joint Venture	LIT/2
Competition Law	LIT/7
Double-Taxation Agreements	LIT/10
Dispute Resolution	LIT/10
Restrictions on Foreign Joint Venture Partners	LIT/11
Protection of Foreign Investors	LIT/12
Joint Venture Incentives	LIT/12

Mexico

Introduction	MEX/1
Structuring Joint Venture	MEX/3
Antitrust and Competition Law	MEX/18
Incentives Available to Foreign Joint Venturer Partners	MEX/20
Protection of Foreign Investors	MEX/20
Restrictions on Activities of Foreign Joint Venture Partners	MEX/21
Financing Joint Venture	MEX/24
Formation Agreement	MEX/24

Establishing Corporate Vehicle.....	MEX/27
Ancillary Documents	MEX/29
Changes in Law.....	MEX/31
Double-Taxation Agreements.....	MEX/31

The Netherlands

Introduction.....	NET/1
Structuring Joint Venture.....	NET/3
Incentives Available to Foreign Joint Venture Partners.....	NET/30
Restrictions on Activities of Foreign Joint Venture Partners.....	NET/33
Dispute Resolution.....	NET/34
Changes in Law Subsequent to Formation.....	NET/35
Double-Taxation Agreements.....	NET/35
Protection of Foreign Investors.....	NET/42

Nigeria

Introduction.....	NGA/1
Scope of Business Activity	NGA/2
Choice of Legal Form	NGA/3
Governing Law and Language.....	NGA/7
Financing Joint Venture.....	NGA/7
Formation Agreement and Incentives for Foreign Joint Venture Partners	NGA/11
Foreign Participation in Economic Activities in Nigeria	NGA/15
Taxation.....	NGA/16
Changes in Law Subsequent to Formation.....	NGA/19
Dispute Resolution.....	NGA/19

Pakistan

Introduction.....	PAK/1
Legal Forms in Structuring a Joint Venture.....	PAK/2
Choice of Legal Form	PAK/4
Joint Venture Agreement	PAK/7

Ancillary Documents	PAK/11
Restrictions on Activities of Foreign Joint Venture Partners	PAK/13
Protection and Encouragement of Foreign Investors	PAK/13
Antitrust and Competition Law	PAK/15
Impact of Changes in the Law Subsequent to Formation.....	PAK/16
Dispute Resolution	PAK/16

The Philippines

Introduction.....	PHL/1
Legal Forms in Structuring a Joint Venture	PHL/2
Choice of Legal Form	PHL/4
Governing Law and Language.....	PHL/7
Scope of Business Activity	PHL/8
Financing the Joint Venture	PHL/10
Competition Law	PHL/12
Formation Agreement	PHL/15
Establishing a Corporate Vehicle.....	PHL/15
Ancillary Documents	PHL/19
Incentives Available to Foreign Joint Venture Partners.....	PHL/21
Restrictions on Activities of Foreign Joint Venture Partners	PHL/25
Dispute Resolution.....	PHL/27
Changes in the Law Subsequent to Formation.....	PHL/28
Double-Taxation Agreements.....	PHL/29
Protection of Foreign Investors.....	PHL/29

Portugal

Introduction.....	POR/1
Incorporated Joint Ventures	POR/1
Unincorporated Joint Ventures	POR/9
Exchange Controls	POR/11
Investment Controls	POR/12
Competition and Antitrust Controls	POR/13

Taxation	POR/16
Free Zones.....	POR/23

Romania

Introduction.....	ROM/1
Joint Ventures Regulated by Civil Code.....	ROM/2
Joint Ventures Regulated by Company Law.....	ROM/5
Joint Ventures under Law Number 178/2010.....	ROM/7
Conclusion	ROM/10

Russia

Introduction.....	RUS/1
Legal Forms in Structuring Joint Ventures	RUS/4
Governing Law and Language.....	RUS/10
Scope of Business Activities.....	RUS/17
Financing Joint Ventures	RUS/21
Competition Law	RUS/27
Formation Agreement	RUS/32
Establishing Corporate Vehicle.....	RUS/35
Preparation of Ancillary Documents.....	RUS/41
Incentives Available to Foreign Joint Venture Partners.....	RUS/45
Restrictions on Activities of Foreign Joint Venture Partners.....	RUS/50
Currency Control Laws and Regulation.....	RUS/63
Labor and Immigration Laws.....	RUS/64
Dispute Resolution.....	RUS/64
Changes in Law Subsequent to Formation.....	RUS/69
Double-Taxation Agreements.....	RUS/73
Protection of Foreign Investors.....	RUS/75

Singapore

Introduction.....	SGP/1
Structuring Joint Venture.....	SGP/2
Dispute Resolution.....	SGP/15
Changes in Law Subsequent to Formation.....	SGP/16

Protection of Foreign Investors and Double-Taxation Agreements.....	SGP/16
Conclusion	SGP/19
Annex I	SGP/20
Annex II	SGP/22

Spain

Introduction.....	SPA/1
Governing Law and Language	SPA/2
Antitrust and Competition Law.....	SPA/6
Formation Agreement	SPA/9
Establishing Corporate Vehicle.....	SPA/15
Incentives for Foreign Joint Venture Partners.....	SPA/17
Dispute Resolution.....	SPA/21
Double-Taxation Agreements	SPA/24
Protection of Foreign Investors.....	SPA/26

Switzerland

Introduction.....	SWI/1
Structuring Joint Venture	SWI/2
Choice of Legal Form	SWI/3
Governing Law and Language	SWI/4
Scope of Business	SWI/6
Financing Joint Venture	SWI/7
Competition Law	SWI/9
Formation Agreement	SWI/10
Establishing Corporate Vehicle.....	SWI/16
Incentives for Foreign Joint Venture Partners.....	SWI/22
Restrictions on Activities of Foreign Joint Venture Partners.....	SWI/22
Dispute Resolution.....	SWI/24
Changes in Law Subsequent to Formation.....	SWI/25
Double-Taxation Agreements	SWI/25
Protection of Foreign Investors.....	SWI/26

Taiwan

Introduction.....	TAI/1
Choice of Legal Form in Structuring Joint Venture.....	TAI/1
Formation Agreement.....	TAI/6
Preparation of Ancillary Documents.....	TAI/7
Establishing Corporate Vehicle.....	TAI/8
Financing Joint Venture.....	TAI/9
Incentives and Protection for Foreign Joint Venture Partners.....	TAI/9
Restrictions on Activities of Foreign Joint Venture Partners.....	TAI/10
Dispute Resolution.....	TAI/10
Antitrust and Competition Law.....	TAI/11
Changes in Law Subsequent to Formation.....	TAI/12
Conclusion.....	TAI/13

Trinidad and Tobago

Introduction.....	TR/1
Form of Joint Venture.....	TR/1
Joint Venture Company.....	TR/2
Critical Considerations and Risks.....	TR/4
Taxation.....	TR/6
Foreign Investment.....	TR/8
Organization, Control, and Decision-Making in the Joint Venture.....	TR/10
Advantageous Impact of Joint Ventures.....	TR/13
Increase in Capital, Investment, and Industrialization.....	TR/13
Conclusion.....	TR/14

Turkey

Introduction.....	TUR/1
Choice of Joint Venture or Consortium.....	TUR/2
Structuring Joint Venture.....	TUR/3
Financing Joint Venture.....	TUR/9
Transforming Simple Company into Commercial Company.....	TUR/10

Important Aspects of Foreign Involvement	TUR/11
Taxation of Joint Ventures	TUR/18
Antitrust and Competition Law	TUR/20
Dispute Resolution	TUR/23
Impact of Changes in Law Subsequent to Formation	TUR/26
Conclusion	TUR/26

Ukraine

Development of Foreign Investment Law	UKR/1
Forms in Structuring a Joint Venture	UKR/2
Governing Law and Language	UKR/11
Financing Joint Venture	UKR/12
Antitrust and Competition Issues	UKR/13
Foreign Investment	UKR/14
Taxation	UKR/17
Dispute Resolution	UKR/17

United Arab Emirates

Introduction	UAE/1
Alternative Legal Forms in Structuring Joint Venture	UAE/1
Procedure in Establishing Corporate Vehicle	UAE/6
Scope of Business Activity	UAE/9
Formation Agreement	UAE/10
Language and Governing Law	UAE/12
Preparation of Ancillary Documents	UAE/12
Minority Foreign Joint Venture Partner in Limited-Liability Company	UAE/15
Financing Joint Venture	UAE/21
Incentives Available to Foreign Joint Venture Partners	UAE/22
Double-Taxation Agreements	UAE/24
Protection of Foreign Investment	UAE/25
Antitrust and Competition Law	UAE/26
Dispute Resolution	UAE/27

United States

Introduction.....	US/1
Identifying and Evaluating Joint Venture Risks and Due Diligence.....	US/4
Conclusion	US/29

Vietnam

Introduction.....	VIE/1
Joint Ventures under the Investment Law.....	VIE/2
Defining the Scope of Business	VIE/5
Essential Documents for a Joint Venture	VIE/7
Procedure for Establishment of a Joint Venture.....	VIE/8
Financing a Joint Venture	VIE/14
Operational Control and Management	VIE/20
Antitrust and Competition Law.....	VIE/31
Accounting and Financial Records	VIE/35
Post-Established Obligations	VIE/35
Termination.....	VIE/37
Governing Law and Language	VIE/40
Dispute Resolution.....	VIE/41
Conversion of Corporate Form	VIE/42
Incentives for Foreign Parties	VIE/44
Corporate Income Tax	VIE/45
Import, Export, and Distribution Rights.....	VIE/48
Foreign Exchange	VIE/49
Conclusion	VIE/50

