Center for International Legal Studies

In Cooperation with Roger Williams University School of Law

Groups of Companies and Corporate Governance

Salzburg Conference
23-26 October 1997, Salzburg, Austria
Ramada Salzburg Hotel

SCHEDULE

Thursday, 23 October

6:30 p.m. - Reception.

7:30 p.m. - Opening Dinner. Greeting - Dennis Campbell, Director, Center for International Legal Studies, Salzburg, Austria. Introduction - Conference Chairman Manuel P Barrocas, Barrocas & Sarmento, Lisbon, Portugal.

Friday, 24 October

Morning Session - 8:30 a.m..

Moderator - Klaus Heinemann, Deringer, Tessin, Herrmann & Sedemund, Brussels, Belgium.

Speakers - *Director's Powers and Shareholders*: Arndt Stengel, Pünder, Volhard, Weber & Axster, Frankfurt am Main, Germany. Francesco Setti, Franzosi Dal Negro, Milan, Italy. *Institutional Investors and Corporate Control*: Margaret Mountford, Herberth Smith, London, England. Friedrich Schwank, Law Offices of Dr. F. Schwank, Vienna, Austria.

10:15 - 10:45 a.m. - Break.

Moderator - Yanos Gramatidis, Bahas, Gramatidis & Associates, Athens, Greece.

Speakers - *Public Regulation by Disclosure of Information, Investigation and Inspection of Companies*: Francesco Gianni, Gianni Origoni & Partners, Rome, Italy, and James Bagge, Norton Rose, London, England.

12:30 p.m. - Buffet Luncheon.

Afternoon Session - 2 p.m.

Moderator - Rupert Lescher, Radcliffes Crossman Block, London, England.

Speakers - *Liability in General of Directors in Corporations and Partnerships*: Philip Kimbrough, Kimbrough & Associés, Paris, France, and Richard Sheen, Norton Rose, London, England.

3 - 3:30 p.m. - Break.

Moderator - Massimo Audisio, Studio Cavasola Scamoni & Associati, Milan, Italy.

Speakers - *Liability of Directors in Connection with: Ultra Vires Practice and Alter Ego in Tort and Criminal Liability:* David Smellie, Davis Arnold Cooper, London, England. *Liability of Directors in Connection with: Taxation:* Anthony Slingsby, Howard Kennedy, London, England. *Liability of Directors in Connection with: Insider Trading:* Christian Herbst, Schönherr Barfuss Torggler & Partner, Vienna, Austria. *Liability of Directors in Connection with: Protection of Environment:* Kaspar Landolt, von Erlach Klainguti Stettler Wille & Partner, Zurich, Switzerland.

6:15 p.m. - Bus departs for dinner at Restaurant Latschenwirt.

Saturday, 25 October

Morning Session - 8:30 a.m.

Moderator - Lothar Hofmann, Rechtsanwaltsbüro Dr. Lothar Hofmann, Vienna, Austria.

Speakers - *Shareholders' Remedies for Corporate Misconduct*: A. L. Marks, Cameron McKenna, London, England, and Victoria Llavero, Gomez-Acebo & Pombo, Madrid, Spain. *Role of Internal and External Auditors*: Joquim Jubert, Jubert & Brindle, Barcelona, Spain. *Personal Liability of Shareholders for the Performance of Directors*. Nicole Van Crombrugghe, Lafili, Van Crombrugghe & Partners, Brussels, Belgium.

10 - 10:30 a.m. - Break.

Moderator - Manuel P. Barrocas, Barrocas & Sarmento, Lisbon, Portugal.

Speakers - *Liability of Directors of Insolvent Companies*: António Borges Pires, Barrocas & Sarmento, Lisbon, Portugal, and Richard F. Broude, Mayer, Brown & Platt, New York, New

York, United States. *A Practical Case: How to Prevent Liability of Directors in an M&A Transaction:* Karl G. Herold, Jones, Day, Reavis & Pogue, Frankfurt am Main, Germany.

12:30 p.m. - Buffet Luncheon.

Afternoon Session - 2 p.m.

Moderator - Wieland Schmid-Schmidsfelden, Weiss-Tessbach, Vienna, Austria.

Speakers - *Economic Concentration and Necessity of Groups of Companies:* Harold Paisner, Paisner & Co., London, England. *Types of Groups of Companies and the Principle of Independence of Companies:* Jacques Buhart, Coudert Frères, Paris, France.

3 - 3:30 p.m. - Break.

Moderator - António Serra Lopes, Serra Lopes & Associados, Lisbon, Portugal.

Speakers - *The Power Relationship Between Holding and Subsidiary Companies:* Paul Storm, Nauta Dutilh, Rotterdam, The Netherlands, and Mark Kindelin, Altheimer & Gray, Chicago, Illinois, United States. *Accounting and Audition Rules, Taxation of Groups of Companies:* Hubert Schmid, Clifford Chance, Frankfurt am Main, Germany.

7 p.m. - Buffet Dinner, Ramada.

Sunday, 26 October

Morning Session - 9 a.m.

Moderator - Paul Storm, Nauta Dutilh, Rotterdam, The Netherlands.

Speakers - *Group Liability towards Creditors in General and Banks in Particular:* Joost Everaert, Loeff Claeys Verbeke, Brussels, Belgium. *Minority Shareholders and Workers Protection Against Groups of Companies:* Martin Brink, DSH Derks, Star, Busmann, Hanotiau, Utrecht, The Netherlands. *Piercing the Corporate Veil:* Klaus Herkenroth, Haarmann, Hemmelrath & Partner, Berlin, Germany.

10:30 - 11:00 a.m. - Break.

Moderator - Clara Pombo, Gomez-Acebo & Pombo, Madrid, Spain.

Speakers - *Groups of Companies and Free Competition:* Frances Murphy, Watson, Farley & Williams, London, England. *Status of the Project European Company:* Paul Storm, Nauta Dutilh, Rotterdam, The Netherlands.

Noon - Adjournment.