

Luther.



Commercial and distribution law

Doing good business internationally – and safely

Distribution is the driver for economic success of your products. At the same time, however, there are only few areas of law that are as prone to litigation as distribution law. Terminating distribution agreements almost inevitably leads to legal disputes between a company and its distribution partners. Damages, claims for compensation, statement of (commission) accounts, repurchasing of goods: all these only represent a small part of the legal issues which the courts regularly have to deal with after a distribution agreement has been terminated. Simultaneously, legislators and courts are constantly imposing further restrictions on the structuring of distribution systems. It is not only German case law relating to distribution law and to the law governing general terms and conditions, but in particular European competition law, with its different pertinent block exemption regulations, which define the mandatory, often narrow, parameters within which companies can legally install their distribution systems. Reliable contractual advice does not only need to take into consideration increasingly complex legal provisions and the current case law, but must also show awareness of the specialties of the industry and prove that the advisor has an understanding of the economic background. Special rules apply to the distribution of, for example, motor vehicles, insurance agreements or foodstuff. And ultimately: without “tried and tested” experience in representing your cases in court, any advice in this legal area will be incomplete.

Procurement agreements, R&D and supply agreements are also providing complex tasks. In addition to the contractual exchange of goods and services as such, the protection of know-how and, especially in cross-border transactions, the securing of payments and consideration, companies also need to ensure that they satisfy the ever growing requirements of product safety law and product liability law. This process needs to already start at the conception stage of the products to ensure the goods are marketable and, by manufacturing products that are designed safely, also ensure “product compliance”. The specifics of foreign legal systems, such as “pre-trial discovery”, however can also at the same time challenge the organisational structure of a company.

It is not only cross-border transactions that require a compliance organisation which can master the ever increasing requirements of foreign trade law together with the requirement to comply with all the embargos and anti-terror lists, as these are by no means only aimed at the manufacturers of weapons, equipment of the defence industry or “dual use” products.

Especially in an international context, there are numerous snares that businesses which carry out cross-border transactions could get caught up in. This is why it is essential to have lawyers who have access to an international network. In addition to preparing optimised draft contracts and other legal documents, inhouse trainings on legal issues for employees in distribution, purchasing, quality assurance and controlling are also becoming increasingly important.



Our commercial and distribution law expertise

Commercial law

- Drafting R&D and supply contracts for complex procurement projects, including ancillary agreements, such as delivery call-off systems, logistics agreements, (consignment) warehouse agreements, tool agreements, etc.
- Reviewing and drafting general terms and conditions (e.g. general terms and conditions for purchasing, delivery, guarantee or services)
- Drafting quality assurance agreements
- Advising on consortium or plant construction agreements
- Ensuring delivery security if the contractual partner is in a crisis or has become insolvent
- Drafting contractual documentation for supply chain management

Distribution law

- Drafting authorised dealer agreements together with ancillary agreements, such as workshop or after sales agreements
- Drafting agency agreements or other distribution agreements, e.g. commission agent agreements or commercial broker agreements
- Advice regarding franchising agreements including master franchise
- Advice regarding payment security, particularly in case of cross-border deliveries
- Representation in all disputes arising from distribution agreements, in particular after the agreement has been terminated, together with strategic advice in advance of impending disputes

Product liability

- Defending against product liability claims both in and out of court
- Enforcing rights of recourse against suppliers or insurance companies
- Advising on product safety law and on how to carry out product recalls and representation vis-à-vis regulatory authorities
- Advising on insurance contract law as well as assisting with claim adjustment

Foreign trade law

- Developing and installing, or reviewing existing, internal export control and compliance systems
- Assisting with contractual negotiations and the drafting of contracts with partners/customers both nationally and internationally as well as advising on how to finance and process payments from foreign transactions
- Representation vis-à-vis public agencies in approval or objection procedures

Representation in legal disputes both in and out of court, before state courts or national and international arbitration tribunals

Contractual risk management

Inhouse seminars for staff training

Luther Rechtsanwaltsgesellschaft mbH advises in all areas of business law. Our clients include medium-sized companies and large corporations, as well as the public sector.

Berlin, Brussels, Cologne, Dusseldorf, Essen, Frankfurt a. M., Hamburg, Hanover, Leipzig,
London, Luxembourg, Munich, Shanghai, Singapore, Stuttgart, Yangon

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Hits the mark. Luther.

