

Business Law

Module 6 [Agency / Representation / Distributorship / Franchising]

The Module addresses the issues pertaining to agency / representation by the third party in international business relations. It covers, inter alia, the scope of obligations of principals and agents, types of agents' authority, modes of authorization, [emerging] regulation of agency in international sales transactions, as well as basic notions of the related concepts of distributorship and franchising.

Basic Notions:

What is agency

Who is a principal

Who is an agent

What are master-servant relationships

Who are independent contractors

Who is a third party in agency relationships

What is an express authority

What is an implied authority

What is actual authority

What is implied authority

What is apparent authority

What is capacity of an agent

What is a duty of loyalty, who has this duty

What are the non-compete agreements

What is a duty of obedience, who has this duty

What is a duty of care, who has this duty

What is a duty of compensation, who has this duty

What is a duty of indemnification, who has this duty

Who is disclosed principal

Who is undisclosed principal

Who is a partially disclosed principal

How should agency relationship terminate

Lingering apparent authority

Agency in international sales transactions

Fundamentals of Distributorship

Fundamentals of Franchising

Agency law in India

Franchising in India

General Reference Materials:

Black's Law Dictionary Free Online Legal Dictionary 2nd Ed.:

<http://thelawdictionary.org/#ixzz2dKQavCad>

Articles, Book Chapters, Other Overviews and Summaries

Agency (handout 1)

Agency (handout 2)

Hansmann, Henry and Kraakman, Reinier, Agency Problems and Legal Strategies in THE ANATOMY OF CORPORATE LAW: A COMPARATIVE AND FUNCTIONAL APPROACH, R. Kraakman, P. Davies, H. Hansmann, G. Hertig, K. Hopt, H. Kanda, and E. Rock, Oxford University Press, pp. 21-31, 2004. Available at SSRN: <http://ssrn.com/abstract=616003>

Polinsky, A. Mitchell, Principal-Agent Liability in AN INTRODUCTION TO LAW AND ECONOMICS, Third Edition, 2003. Available at SSRN: <http://ssrn.com/abstract=413103> or <http://dx.doi.org/10.2139/ssrn.413103>

Agency Contract: India (Ndlo South publication), available at: <http://www.e-iure.com/pdf/agency/2007/india.pdf>

Indian Case Law: Agency. Available at: <http://indiancaselaws.wordpress.com/agency/>

Schmitthoff, Clive, Agency in International Trade, A Study in Comparative Law, 117 Rec.Cours 1970-I, at 115 et seq., available at: <http://www.trans-lex.org/128700>

Dean, Michael J, International Distribution Overview of Relevant Distribution Laws: Europe, Lexis Nexis, Marc 2007 (handout)

Franchising laws [overview], available at: <http://www.franchise.org/IndustrySecondary.aspx?id=45874>

Joshi Abhijit, Doshi Kunal and Harish Rishika (*AZB & Partners*), Franchising Law in India, available at: <http://www.franchise.org//uploadedFiles/F2013%20India.pdf>

Pengilley, W., International franchising arrangements and problems in their negotiation, - Nw. J. Int'l L. & Bus., 1985, available at: <http://scholarlycommons.law.northwestern.edu/cgi/viewcontent.cgi?article=1196&context=njilb>