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**24 April 2019, Wednesday ✦ 12.30pm – 2.00pm**

(Registration starts at 12.00noon)

NUS Law (Bukit Timah Campus), Eu Tong Sen Building Level 1, Lee Sheridan Conference Room

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**Regulations on Foreign Companies  
and the Conflict of Laws**  
**Beyond the antagonism between the *lex incorporationis* and  
real seat doctrines**

**Speaker: Professor Hisashi Harata, University of Tokyo**

**Chairperson: Associate Professor Dan W. Puchniak, NUS Law**

**ABSTRACT**

There is, in international corporate law, a traditional antagonism between the *lex incorporationis* principle and the real-seat principle as the governing law of the corporation. While the *lex incorporationis* principle is predominant in Commonwealth jurisdictions, there are still countries in Europe maintaining the real-seat principle such as France and Germany. This antagonism should not be ignored when Singaporean companies deal with companies from these countries or undergo M&A with them, or when Singaporean investors become shareholders of such foreign companies and become involved in their internal corporate governance.

In this presentation, the speaker makes an attempt to sublimate (*aufheben* in the Hegelian sense) the antagonism between the two principles through theoretical reconstruction. The focus is on the regulation of foreign companies (especially regulations on “pseudo-foreign” companies), a subject almost completely neglected in the Conflict of Laws. It is shown that the main concerns underlying the real-seat principle can be addressed, within a framework premised on the *lex incorporationis* principle, by applying foreign company regulations as overriding mandatory rules of *lex fori*. In the course of doing so, the speaker offers a critique of the dogma of the “unitary” or “single” governing law that is the basis of the antagonism. Through synthesis of the antagonism, the aim is to open the way towards a general framework of international corporate law that accounts for the foreign company regulations of third states.

**ABOUT THE SPEAKER**



Hisashi HARATA is a Professor at the University of Tokyo Faculty of Law, where he teaches private international law, international civil procedure, and international commercial arbitration. He specializes in private international law and comparative law, with a focus on the relationship and interaction between the Western legal tradition and Asian legal systems. His current project aims to construct a framework of transnational law that addresses problems from across a wide range of legal subfields. Proficient in English, French, Italian, and German, he is a frequent visitor at institutions including the former Department of Roman Law at the University of Naples Federico II, and the law schools of Cornell University, Columbia University, University of Michigan, and National University of Singapore.

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**REGISTRATION**

There is no registration fee for this seminar, but seats are limited.

Halal lunch with vegetarian option will be provided on a first-come, first-served basis.

To register, please visit <https://nus.edu/2X78Q14> or scan the QR code.

**Closing Date: Thursday, 18 April 2019**

For enquiries, please contact Ms Atikah Shaftee at [rescle@nus.edu.sg](mailto:rescle@nus.edu.sg)

