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**7 February 2019, Thursday ✦ 12.30pm – 2.00pm**

(Registration Starts at 12.00 noon)

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

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## **Choice of Law Issues in Multiple Derivative Actions**

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

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

### **ABSTRACT**

The derivative action is widely recognized as an important corporate governance tool. Despite this, conflict of laws issues in derivative actions with cross-border elements that have arisen in judgments of national courts have passed without comment from private international law scholars. Being structurally more complex, multiple derivative actions lend themselves easily to complications in conflict of laws issues and the approaches thereto—yet scholarly inquiry into these issues has been conspicuously absent.

A sequel to last year's seminar on the 'simple' derivative action, this Seminar tackles conflict of laws issues in multiple derivative actions. Through analysis of several Delaware judgments, I present several possible approaches to choice-of-law rules and critically examine the problems with each. I show how none of the possible approaches are exclusive, and how multiple, different laws may be applicable to the same scenario. Finally, I show how these findings lead to the re-examination of fundamental theories in international corporate law (in particular, its dual structure comprising *lex incorporationis* and forum public policy), and the reconfiguration of the general theoretical framework of conflict of laws as applied to the governance of multi-national enterprise groups.

### **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.

Light refreshment will be provided on a first-come, first-served basis.

Closing Date: **30 January 2019, Wednesday**

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

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