



Université Saint-Joseph de Beyrouth
Faculté de droit
et des sciences politiques

LL.M

en droit des affaires

Université Saint-Joseph

**Faculté de droit
et des sciences politiques**

LL.M

in Business Law

Saint-Joseph University

Faculty of Law and Political Sciences

Campus des sciences sociales, Rue Huvelin
Tél : +961 (1) 421 432 ; Fax : +961 (1) 421045 ; Email : fdsp@usj.edu.lb
www.fdsp.usj.edu.lb

Le LL.M en droit des affaires de la Faculté de droit de l'Université Saint-Joseph est un diplôme d'une durée d'un an. Il a vocation à assurer une formation de juristes de haut niveau, parfaitement bilingues, en français et en anglais, spécialisés dans le domaine du droit des affaires et appelés à exercer une activité professionnelle au sein de cabinets d'avocats, de banques ou de grandes entreprises au Liban et à l'étranger.

Le programme des enseignements a pour but de former des praticiens rompus aux règles et à la pratique du droit des affaires dans les relations internes et internationales et susceptibles de s'adapter à la diversité des systèmes juridiques.

Les enseignements sont dispensés sous forme de séminaires, fondés sur la méthode interactive, alliant les enseignements théoriques à l'étude de cas pratiques et favorisant l'initiation aux techniques de négociation et de rédaction des actes juridiques.

The LL.M in Business Law of the Faculty of Law and Political Sciences at Saint-Joseph University is a one-year postgraduate degree. It aims at providing a solid legal training to students and legal professionals, fluent in both French and English, who specialize in the field of business law and wish to enhance their skills and careers in law firms, banks or major companies in Lebanon and abroad.

The program is designed to familiarize the candidates with the rules and practices of Business Law in both domestic and international relations, and give them the capability to adapt to various legal systems.

The courses are provided as dynamic interactive seminars, combining legal theory and practical case studies. They also aim at providing the required skills for negotiating and drafting legal documents.

Admission

Les candidats doivent être titulaires d'une Licence en droit ou d'un diplôme jugé équivalent.

Ils sont sélectionnés sur la base de leur dossier universitaire et/ou de leur expérience professionnelle ainsi que, le cas échéant, après un entretien avec le comité de sélection.

La maîtrise de l'anglais et du français est obligatoire.

Les dossiers de candidature doivent comporter le relevé de notes du cursus universitaire, une lettre de motivation ainsi qu'un curriculum vitae.

Pour tout renseignement, contacter le secrétariat de la Faculté de droit aux numéros suivants : 01 421 432 / 01 421 423 ou consultez le site web : <http://www.fdsp.usj.edu.lb/llm.html>

Admission

Applicants must hold a Law Degree or an equivalent diploma.

They are selected on the basis of their university file and/or their professional track record as well as, where necessary, upon an interview with the selection board.

Fluency in both English and French is a must to all applicants.

Applicants must provide an academic transcript, a cover letter and a curriculum vitae.

For any information, please call the Faculty of Law Secretary Office at the following numbers: 01 421 425/ 01 421 423 or visit the website: <http://www.fdsp.usj.edu.lb/llm.html>

PROGRAMME



•• DROIT DES CONTRATS (16 CRÉDITS)

Objectifs :

- Maîtriser le processus de négociation et de rédaction des contrats.
- Se familiariser avec la diversité des contrats de la vie des affaires.

Descriptif :

Étude de contrats d'affaires à partir de cas concrets permettant d'illustrer les modalités de leur conclusion, de leur exécution et de leur extinction.

Contenu :

1. Techniques contractuelles.
 - Techniques de négociation du contrat
 - Techniques de rédaction du contrat
2. Financement de projets et partenariats public-privé (PPP)
3. Contrat de fiducie
4. Contrats pétroliers
5. Contrats de consommation

••• DROIT BANCAIRE ET DES MARCHÉS FINANCIERS (15 CRÉDITS)

Objectifs :

- Comprendre les besoins financiers des sociétés et les moyens de les satisfaire conformément aux lois et règlements en vigueur.
- Évaluer les risques juridiques attachés aux opérations financières engagées par les entreprises.
- Maîtriser les principes de la finance islamique et se familiariser avec les structures financières utilisées dans les pays du Golfe.
- Comprendre le fonctionnement des marchés financiers.

Descriptif :

Étude des principales opérations de crédit et des difficultés qu'elles suscitent, avec un examen des spécificités que présentent le droit bancaire et la finance islamique.

- Étude des activités, acteurs, autorités de contrôle des marchés financiers.

Contenu :

- 1-Droit bancaire
Financement des sociétés
 - Factoring
 - Leasing
 - Prêts syndiqués

Finance islamique

- 2-Droit des marchés financiers
 - Introduction au droit des marchés financiers
 - Autorité de régulation des marchés financiers
 - Contrats des marchés financiers

••• DROIT DES SOCIÉTÉS (9 CRÉDITS)

Objectifs :

Maîtriser les procédés de financement et de restructuration des sociétés.

Descriptif :

- Étude des principales formes sociales.
- Étude du financement des sociétés à travers les augmentations de capital, les émissions d'obligations, et les cessions d'actions dans le cadre d'une opération de fusion-acquisition.
- Examen des principales infractions pénales liées au droit des affaires.

Contenu:

1. Fusions-acquisitions
2. Pactes d'actionnaires
3. Sociétés holding et offshore
4. Fiscalité des sociétés
5. Droit pénal des sociétés

... MODES ALTERNATIFS DE RÈGLEMENT DES CONFLITS (10 CRÉDITS)**Objectifs:**

- Conseiller et accompagner les entreprises et les particuliers dans le règlement des conflits.
- Optimiser le règlement du conflit par le choix de la procédure appropriée.

Descriptif:

Étude approfondie des principaux modes de règlement des conflits.

Contenu:

1. Arbitrage
2. Médiation
3. Conciliation
4. Transaction

... STAGE (10 CRÉDITS)

Les candidats doivent effectuer un stage de six semaines au moins, sous la supervision de professionnels et rédiger, à l'issue de celui-ci, un rapport d'activités.

PROGRAM**... CONTRACTS LAW (16 ECTS)****Objectives:**

- Master the process of contract negotiation and drafting.
- Get familiarized with particular contracts used in Business Law.

Descriptive:

Study of business contracts on the basis of actual documents, highlighting the legal consequences of their conclusion, performance and expiry or termination.

Contents:

1. Contractual techniques
 - Contract negotiation techniques
 - Contract drafting techniques
2. Financing projects and public-private partnerships (PPP)
3. Fiduciary contracts
4. Oil and gas contracts
5. Consumer contracts

•• BANKING AND FINANCIAL MARKETS (15 ECTS)

Objectives:

- Understand the financial needs of companies and the means to fulfill these needs, while complying with the applicable laws and regulations.
- Assess the legal risks related to the financial arrangements and transactions undertaken by companies.
- Understand the principles of Islamic finance and the financial structures used in the GCC countries.
- Understand the functioning of capital markets.

Description:

- Study the main credit operations and the challenges they bring, with a review of the specifics of banking law and Islamic finance.
- Study the capital markets regulators and operations.

Contents:

1. Banking Law
 - Corporate finance
 - Factoring
 - Leasing
 - Syndicated loans

Islamic Finance

2. Financial Markets Law

- Introduction to the Financial Markets Law
- Financial Markets contracts
- Capital Market Authority

••• CORPORATE LAW (9 ECTS)

Objectives:

Familiarize candidates with key issues in corporate law, particularly in merger and acquisition transactions, and companies legal structuring for specific projects.

Description:

Study the main types of companies, their taxation, their means of financing through capital increases and bonds issuances, and the sale of their shares as part of a merger and acquisition transaction.

Review the main criminal offenses in connection with companies' law and business law in general.

Contents:

1. Mergers and acquisitions
2. Shareholders agreements
3. Holdings and off shore companies
4. Corporate taxation
5. Corporate criminal law

••• ALTERNATIVE DISPUTE RESOLUTION (10 ECTS)

Objectives:

- Advise and assist in dispute resolution.
- Optimize the dispute resolution by choosing the appropriate procedure.

Description:

Detailed study of the main modes of dispute resolution.

Contents:

1. Arbitration
2. Conciliation
3. Mediation
4. Settlement

••• TRAINING (10 ECTS)

Candidates must follow a minimum of a six-week internship under the supervision of professionals and submit, as a result thereof, an internship report.

FACULTY

••• Marie-Antoinette Airut

Partner, Airut Law office, Marie-Antoinette Airut advises mainly in the areas of corporate, mergers and acquisitions, banking, legal and financial structuring and restructuring, construction and project management, hospitality, media, commercial agency, pharmaceuticals, intellectual property and real estate. Graduated from the Faculty of Law of Saint Joseph University and from Panthéon-Sorbonne University (Paris I), she lectures on corporate law at the Faculty of Law at Saint-Joseph University.

••• Andrew Bernstein

Partner, Clearly Gottlieb Steen & Hamilton LLP, Andrew Bernstein's practice focuses on capital markets transactions and joint ventures. He also has extensive experience in structured financing, international capital markets and oil and gas transactions. He received a J.D. degree from Columbia University School of Law in 1987 and holds an undergraduate degree, magna cum laude, from Harvard College in 1984. He is a member of the Bars in New York and Paris.

••• Joe Berty

General Counsel, SIS, Schlumberger, London, since 2014, Joe Berty was Assistant General Counsel, MEA & ASA, Dubai, and Corporate Counsel, HQ, Schlumberger, Paris and Abu Dhabi. He also acted as Legal Counsel at M.H. Al Shaya, Kuwait and at Al Ghazali, Kuwait. He is graduated from Panthéon-Sorbonne University (Paris I).

••• France Drummond

"Agrégée" from the French faculties of Law, France Drummond is currently Professor

at Panthéon-Assas University (Paris II). She specializes in Business Law and is the author of several publications, mainly a major book on the Financial Markets Law: *Droit des marchés financiers*, avec Th. Bonneau, Economica, 3ème éd., 2010.

••• Marc Fornacciari

Partner in Dentons' Paris office, Marc Fornacciari specializes in administrative law, in particular regulatory and project finance schemes for public infrastructure projects. He is active in the area of public-private partnerships (PPP) in France and abroad. He is graduated from Ecole Nationale d'Administration ENA, Ecole Normale Supérieure and Sciences Po Paris.

••• Yehyia Ghabboura

President of the Criminal Court of Beirut since 2009, Yehyia Ghabboura is graduated from the Lebanese University and the Institute of Judicial Studies. He lectures on Civil Procedures Law, Business Ethics and Corporate criminal Law.

••• Georges K. Haddad

Partner at HBD-T Law Firm/Beirut and lecturer at the Faculty of Law of Saint-Joseph University since 1993, Georges Haddad's expertise is the law of contracts, with a special interest in contracts negotiation and regulated-environment agreements. He is a legal advisor for leading telecom, insurance, tobacco, FMCG and pharmaceuticals companies in Lebanon and Africa, and conducts cross-border acquisitions and restructurings. His latest involves the drafting in consortium of an oil and gas onshore prospection bill for a Middle East government. Graduated from the Faculty of Law of Saint-Joseph

University and Panthéon-Assas University (Paris II).

••• Georges Khairallah

"Agrégé" from the French faculties of Law, Georges Khairallah is currently Professor at Panthéon-Assas University (Paris II). He is the Director of the LL.M in Business Law in the Arab Countries at Panthéon-Assas University (Paris II).

••• Stefan El-Khoury

Senior tax manager at PwC Lebanon for more than 5 years, Stefan El-Khoury has extensive knowledge about international taxation. He has worked for more than 10 years on structuring exercises spanning from Europe, the Middle East and Africa. Before joining PwC, he has worked for several years with another Big4 company in Germany. He is a regular speaker at PwC and client events. He holds a PhD in economics and a LL.M in international tax law.

••• Christian Larroumet

"Agrégé" from the French faculties of Law, Christian Larroumet is currently Professor emeritus at Panthéon-Assas University (Paris II). He is the author of numerous fundamental books (*Les obligations*, Economica, 7ème éd., 2014; *Les biens, droits réels principaux*, T.2, Economica, 5ème éd. 2005).

••• Philippe Merle

"Agrégé" from the French faculties of Law, Philippe Merle is currently Professor emeritus at Panthéon-Assas University (Paris II). He has a large expertise in the arbitration of major disputes in the field of Business Law. He is the author of several books and publications, mainly on

Corporate Law (*Les sociétés commerciales*, Dalloz, 18ème éd., 2015).

••• Carole Moudaber Haddad

Partner at HBD-T Law firm/Beirut and lecturer at the Faculty of Law of Saint-Joseph University since 1998 on Legal Methodology, Inheritance Law and Consumer Contracts, Carole Moudaber specializes in Business and Family Law, with a special interest for estate planning, corporate governance, restructurings and litigation, and counsels for large manufacturers, contracting and distribution companies. She sits on the board of leading companies in Sub-Saharan Africa, and is part of several legislative commissions in Lebanon. Graduated from the Faculty of Law of Saint-Joseph University and Panthéon-Sorbonne University (Paris I).

••• Datuk Noripah Kamso

Advisor of CIMB Islamic, Datuk Noripah Kamso was Chief Executive of CIMB-Principal Islamic Asset Management Sdn Bhd. She was deemed a two-time winner of the "Marketing Personality of the Year" award (for 2006 & 2005) by Asia Asset Management for the Asia Pacific region, CEO of The Year for Malaysia (2007) and Personal Achievement award for contribution to Islamic asset management by International Takaful Summit, London (2012). She is the author of *Investing in Islamic funds a practitioner's perspective*, Wiley, 2013.

••• Nada El Sayed

Tax leader at PwC Lebanon, leading a team of 22 highly specialized tax professionals, Nada El Sayed provides international tax advisory and structuring

services to local, regional and international clients. She is extensively involved in tax planning, mergers & acquisitions and tax structuring projects for leading companies and groups in various industries. She holds a Master in Business Administration, a bachelor degree in Law and the US CPA.

••• **Patrick Soumrani**

Professor of Corporate Law at the Faculty of Law of Saint-Joseph University, Patrick Soumrani specializes in mergers and acquisitions, banking and finance law, corporate law, commercial law and real estate law. Graduated from the Faculty of Law of Saint-Joseph University, he received his Ph.D from Panthéon-Assas University (Paris II). He is the author of several publications, including a book on the fiduciary ownership of shares (*Le portage d'actions*, LGDJ, 1996). He is also Managing Partner at Soumrani Lawyers and Legal Counsel.

••• **Youmna Zein Hayek**

Professor of Banking Law at the Faculty of Law of Saint-Joseph University, Youmna Zein Hayek advises in a large number of fields, mainly in banking and finance law, commercial law and corporate law, as well as litigation. Graduated from the Faculty of Law of Saint-Joseph University, she received her Ph.D from Panthéon-Assas University (Paris II). She is the author of several publications, including a book on the syndicated loans (*Les Pools Bancaires, aspects juridiques*, Economica, 1999). She is also Senior Partner at Zein Law Firm.

••• **Nassib Ziadé**

Chief Executive Officer of the Bahrain Chamber for Dispute Resolution (BCDR-AAA) and the General Editor of the BCDR International Arbitration Review, Nassib G. Ziadé is a former Director of the Dubai

International Arbitration Centre (DIAC), a former Deputy Secretary-General of the International Centre for Settlement of Investment Disputes (ICSID) and a former Executive Secretary of the World Bank Administrative Tribunal. He has been a Visiting Professor at both the University of Miami School of Law and the University of Panthéon-Sorbonne (Paris I). He also delivered in 2012 a course on “the independence of arbitral bodies established in the framework of international organizations” at The Hague Academy of International Law.

SCIENTIFIC ADVISORY BOARD

- **Léna Gannagé**, Dean of the Faculty of Law at St. Joseph University
- **Aida Azar**, Vice Dean of the Faculty of Law at St. Joseph University
- **Georges Haddad**, Lecturer, member of the Beirut Bar
- **Patrick Soumrani**, Professor, member of the Beirut Bar
- **Youmna Zein Hayek**, Professor, member of the Beirut Bar