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SERVICES CONNEXES

Droit des sociétés

Fusions et acquisitions

Gouvernance d'entreprise

SECTEURS PARTICULIERS CONNEXES

Investissement au Canada

Lutte contre la corruption et
gouvernance internationale

Biographie

(Disponible en anglais seulement)

James Klotz is a partner in the Business Law Group of Miller Thomson LLP in Toronto and oversees the firm's International Business Transactions area, and the firm's Anti-Corruption & International Governance area. Jim is the current Vice-President of the International Bar Association. From 2011-2014, he was a member of the Independent Governance Committee of the Fédération Internationale de Football Association (FIFA), serving as one of its five experts in the field of governance and compliance. He is listed in Canada's Best Lawyers 2020. In 2012, he received the Award of Excellence in International Law from the Ontario Bar Association. Having led complex corporate and commercial transactions in more than 108 countries, Jim is well regarded for his deep knowledge and practical experience in the international business arena.

Jim is a past member of the Allard Prize Advisory Board (2013-2017); Allard Prize for International Integrity, the global bi-annual \$100,000 award. He is a past-President and Chairman of the Board of Transparency International Canada Inc. (2009-2012). During his term as President, TI Canada produced it introduced its Anti-Corruption Compliance Checklist, now in its third edition. A thought leader in his profession, he has held senior leadership positions in the Canadian, American, and International Bar Associations. During his multi-year role with the IBA Bar Issues Commission (Chair, 2010-2012), he was directly involved with the creation of the IBA International Principles on Conduct for the Legal Profession (ethics), the IBA Guide for Establishing and Maintaining Complaints and Discipline Procedures, and the IBA Anti-Corruption Guidance for Bar Associations.

Jim received his LL.B. from Osgoode Hall Law School, York University in 1982. He returned to teach International Business Law (LL.M.) part time as an Instructor (1996-2012) and as an Adjunct Professor of International Law (2003-04, 2009-10). In 2008, he received his ICD.D. designation from the Institute of Corporate Directors.

Jim is a well-known international business law speaker, lecturer, and author, with more than 100 papers on the topics of anti-corruption and international business law to his credit. Business enterprises and lawyers around the world have benefited from Jim's very practical textbooks, including *Power Tools for Negotiating International Deals* and *International Sales Agreements: A Drafting and Negotiation Guide* (3rd Edition, Kluwer Law International, 2018).

Jim speaks conversational French and Mandarin Chinese and is learning Spanish.

Réalisations professionnelles et leadership

- *The Best Lawyers in Canada*, International Trade and Finance Law, 2006 – 2020
- Martindale-Hubbell AV Preeminent® Rated Lawyer, since 1996
- Award of Excellence in International Law, Ontario Bar Association, 2012
- Commemorative Medal, Polish Ministry of Justice, 2011

Leadership éclairé

Published Works

- Author: *International Sales Agreements: A Drafting and Negotiation Guide* 3rd edition, Kluwer Law International, New York (2018)
- Contributing Author, "Corporate Governance – Jurisdictional Comparisons", Canada Chapter, European Lawyer Reference, Sweet & Maxwell (Thomson Reuters), London (2015)
- Author: *Power Tools for Negotiating International Business Deals* 2nd edition, Kluwer Law International, New York (2008)
- Contributing Author: *ABA Guide to International Business Negotiations* 3rd edition, ABA Publishing, Chicago (2009)
- Contributing Author: *International Public Procurement—A Guide to Best Practices*, Globe Business Publishing, London (2009)

Presentations & Publications

2016

- Speaker: The Long Arm of U.S. Extraterritorial Jurisdiction SPPI Showcase, International Bar Association Annual Meeting, Washington, D.C.
- Speaker: Crisis Management Challenges: Recent Developments in Compliance and Corruption in Latin America, International Bar Association Latin American Regional Forum Conference, Rio de Janeiro

2015

- Speaker: Corruption in Sports, at the Center for the Advancement of Public Integrity, Columbia Law School, New York, USA
- Speaker, Corruption in Sports, Day of Dialogue, Transparency International Canada, Toronto, Canada
- Speaker, Creating an Effective Compliance Program, Canadian Corporate Counsel Association Spring Meeting, Toronto, Canada

2014

- Speaker: Global Anti-Corruption Regulatory and Enforcement Update on Canada, 31st International Conference on the *Foreign Corrupt Practices Act* – Washington DC USA
- Speaker: Corruption in Sport; International Bar Association Annual Conference – Tokyo Japan
- Moderator: Controlling Third Parties and Gifts and Hospitality; Canadian Institute's 3rd Annual Anti-Corruption Compliance Conference – Toronto Canada
- Speaker: How to Avoid Corruption Charges; OBA Annual Institute – Canadian Corporate Counsel Association – Ontario Chapter. In-House Compliance Programs – What Every Corporate Counsel Should Know – Toronto Canada
- Speaker: Creating and Running an Anti-Corruption Compliance Program that Keeps Everybody Out of Trouble; Corporate Exchange Conference – Palm Springs USA
- Speaker: IBA International Principles on Conduct for the Legal Profession; IBA Latin America Regional Forum Annual Conference – Punta del Este Uruguay
- Speaker: Corruption in Sport, International Bar Association Annual Conference – Tokyo Japan
- Speaker: Lawyers and the Fight Against Corruption in Latin America: a Major Challenge, International Bar Association Conference – Mexico City Mexico
- Speaker: IBA International Principles on Conduct for the Legal Profession, IBA Latin American Forum Annual Conference – Punta del Este Uruguay
- Speaker: Creating and Running an Anti-Corruption Compliance Program that Keeps Everybody Out of Trouble, Corporate Counsel Exchange – Palm Springs USA
- Moderator: Controlling Third Parties and Gifts and Hospitality; Canadian Institute's 3rd Annual Anti-Corruption Compliance Conference, Toronto
- Speaker: How to Avoid Corruption Charges; OBA Annual Institute – Canadian Corporate Counsel Association – Ontario Chapter. In-House Compliance Programs – What Every Corporate Counsel Should Know, Toronto
- Speaker: Creating and Running an Anti-Corruption Compliance Program that Keeps Everybody Out of Trouble; Corporate Exchange Conference, Palm Springs.
- Speaker: IBA International Principles on Conduct for the Legal Profession; IBA Latin America Regional Forum Annual Conference, Punta del Este.

2013

- Program Chair, Anti-Corruption Compliance, Osgoode Professional Development, Speaker: Obligations and Risks to Lawyers with International Partners and Their Advisors, Toronto
- Speaker: "A Very Short Primer on Voluntary Disclosure Under the CFPOA", International Anti-Corruption Enforcement: Examining the Legal, Political and Practical Landscape of Bribery Investigation and Prosecution Across Jurisdictions", ABA – National Institute on the Foreign Corrupt Practices Act, Washington, D.C.
- Program Chair: Key compliance issues: preventing transaction frustration, IBA Regional Conference, Grow or Sell: Private Companies at the Crossroads, São Paulo, Brazil
- Author, "Businesses operating outside of Canada beware – changes to Canada's Anti-Corruption Law will require re-examination of current practices", Lexology
- Speaker: "The UN Convention on the International Sale of Goods (The "CISG")", International Law Section, Canadian Bar Association (BC), Toronto.
- Speaker: Grading Canada's Record on Compliance with International Obligations, Transparency International Third Annual Spotlight on Corruption, Toronto.
- Speaker: "Practical Aspects of Creating an Effective Compliance Program", The Canadian Institute – Toronto

2012

- Author: "The Anti-Corruption Dilemma for Canadian Companies – Just How Far Must Companies Go to Comply with the Law?", The 2013 Lexpert®/American Lawyer Guide to the Leading 500 Lawyers in Canada © Thomson Reuters Canada Limited
- Author: "Opening Salvo: Testing Territorial Jurisdiction Under the CFPOA in *R v. Karigar*", Canadian International Lawyer, Vol. 9, 29
- Speaker: "Interpreting Key Provisions of Canada's *Corruption of Foreign Public Officials Act*", Canadian Institute – Calgary
- Co-Chair: "Professionalism and Practice Management for Business Lawyers", The Law Society of Upper Canada – Toronto
- Moderator: "The Power of the President", IBA International Bar Leaders Conference – The Hague
- Author: "Yes, Even Canadian Companies Pay Bribes – Anti-Corruption Enforcement in Canada", 2012 Lexpert® Guide to the Leading US/Canada Cross-border Corporate Lawyers in Canada
- Speaker: "Facilitation payments – the Good, the Bad and the Ugly", Transparency International Canada Day of Dialogue – Toronto
- Moderator: "The Niko Probation Order and Issues in Creating and Operating a Compliance Program", Transparency International Canada Day of Dialogue – Toronto
- Speaker: "Elements of an ABC Anti-Corruption Compliance Program", Senior Management & Board Level Oversight of Anti-Corruption Governance, Transparency International Canada – Calgary
- Speaker: "The Global Perspective of Anti-Corruption", The Conference Board of Canada, The Council for Security Executives – Montreal
- Speaker: "Anti-Bribery and Corruption: A Global View", 8th Annual Symposium on Money Laundering, Osgoode Hall – Toronto
- Speaker: "Issues Particular to the International Sale of Goods to Customers – Directly and Through Distributors", Ontario Bar Association Annual Institute – Toronto
- Speaker: "Anti-Bribery Enforcement & Compliance Challenges in Canada", Canadian Institute Anti-Corruption & Bribery Compliance Conference – Toronto
- Program Co-Chair: "Professionalism in Practice for Business Lawyers: Conflicts of Interest", Law Society of Upper Canada – Toronto
- Speaker: "Innocent Dupes or Willing Participants", Ethics and Practice Management for the Cross-Border Law Practitioner, Ontario Bar Association – Toronto

2011

- Author: "Drafting Issues in International Joint Ventures: A Look at Some of the Recent Drafting Issues in the Case Law", Canadian International Lawyer, Vol. 8, No. 3
- Author: "The Lonely Lawyer and the Unifying Force of Bar Associations", Newsplash, April Edition
- Program Co-Chair: "Professionalism and Practice Management for Business Lawyers", Law Society of Upper Canada – Toronto
- Speaker: "Innocent Dupes and Willing Participants: Ethics and Practice Management for

- the Cross-Border Law Practitioner”, Ontario Bar Association – Toronto
- Speaker: “Anti-Corruption Compliance”, Association of Certified Anti-Money laundering Specialists – Toronto
- Speaker: “Anti-corruption Laws and Enforcement”, The Canadian Institute 17th Annual Regulatory Compliance for Financial Institutions Conference – Toronto
- Chair: “6th Annual Bar Leaders’ Conference, International Bar Association – Warsaw
- Chair: “Bar Leaders Anti-Corruption Day”, 2nd Conference of the Americas, International Bar Association – Miami
- Chair: “Bar Leaders Rule of Law Seminar” International Bar Association – Bahamas

2010

- Panel Chair: “Lawyer Liability”, International Bar Association Annual Conference – Vancouver
- Panel Co-Chair: “Canadian Investment in Latin America”, International Bar Association Annual Conference – Vancouver
- Panel Chair: “Crisis Management for In-House Counsel” Canadian Corporate Counsel World Summit – Toronto
- Speaker: “Report on Canada” International Bar Association International Anti-Corruption Conference – Prague
- Program Chair and Speaker: “No Longer All Quiet on the Anti-Corruption Front”, International Law Section, Ontario Bar Association – Toronto
- Contributing Author: “Investing Across Borders 2010”, The World Bank Group – New York
- Panel Co-Chair: “Code of Ethics”, International Bar Association, Bar Leaders Conference – Santiago

2009

- Panel Chair and Speaker: “CISG Drafting Issues for Commercial Lawyers and Litigators”, American Bar Association, International Law Section – Miami
- Program Chair: International Bar Association Annual Meeting – Madrid
- Author: “Charitable Work in Difficult Countries – A Few Pointers on Corruption Law”, Miller Thomson Charities and Not-For-Profit Newsletter
- Program Chair: “Lawyers and the Financial Crisis”, International Bar Association, Bar Leaders Conference – Paris
- Conference Chair and Speaker: “2nd Mitigating Risks in Doing Business with BRIC (Brazil, Russia, India & China)”, Federated Press – Toronto
- Conference Chair and Speaker: “2nd Canadian Forum on Bribery and Foreign Corruption”, American Conference Institute – Toronto
- Program Chair and Speaker: “CISG Drafting Issues Concerning the Parol Evidence Rule”, Ontario Bar Association – Toronto
- Author: “Exporters Take Note – Anti-Corruption Law Gets Teeth, Recent Developments” – Business Law in Canada, Winter Edition

2008

- Co-Author: “Case Comment: All Quiet on the CISG Front – *Giuliani v. Invar Manufacturing*, the Battle of the Forms, and the Elusive Concept of Terminus Fixus”, Canadian Business Law Journal, Fall Edition
- Program Chair: “Trading with the Enemy”, International Bar Association Annual Conference – Buenos Aires
- Guest Lecturer: “International Corruption”, Rotman School of Business, International MBA Program – Toronto
- Author: “Canada’s New Lobbying Act – Part 1: The End of Commission Sales?”, TRACE International Bulletin, Summer Edition
- Author: “Canada’s New Lobbying Act – Part 2: The End of Commission Sales?”, TRACE International Bulletin, Fall Edition
- Radio Interview: “International Business Law”, TorontoTalks – Toronto
- Speaker: “The Anatomy of Greed”, Transparency International Annual Symposium – Toronto
- Program Chair and Speaker: “Mitigating Risk in the BRIC”, Federated Press – Toronto
- Television Interview: “Business News Network”, After Hours – Toronto
- Chair: “Skills Transfer in Developing Jurisdictions”, International Bar Association Bar Leaders Conference – Amsterdam
- Author: “Canadian Companies Do Pay Bribes”, The Lawyers Weekly, May Edition

- Program Chair and Speaker: “Canadian Forum on Bribery and Foreign Corruption: Compliance and Enforcement”, American Conference Institute – Toronto
- Author: “Confronting Corruption: The Business Case for an Effective Anti-Corruption Program”, Price Waterhouse Coopers International Publication
- Panel Chair: “Voluntary vs. Mandatory Bar Membership”. International Bar Association Bar Leaders Conference – Mexico City
- Speaker: “Managing Corruption Risk – A Commercial Lawyer’s Primer” – Ontario Bar Association Institute Program, “International Legal Issues for Today’s Business Lawyer: Challenges and Solutions” – Toronto

2007

- Speaker: “Report on Canada, Global Anti-Corruption Survey”, International Bar Association Annual Conference – Singapore
- Panel Chair, Complaints Procedures: “Model Guidelines for Bar Associations”, International Bar Association Bar Leaders Conference – Zagreb
- Co-Chair: International Law Section Spring Conference, American Bar Association – Washington, D.C.
- Speaker: “Facing Corruption in Overseas Procurement; Compliance, Due Diligence, or Consequences” Canadian Institute Conferences on Procurement – Ottawa and Vancouver

2006

- Author: “Specialized Commercial Due Diligence on Canadian Companies that Export”, Lawyers Weekly; October Edition
- Author: “Not Seeing is No Defence”, CA Magazine; October Edition
- Author: “Drafting Dispute Resolution Clauses in International Sales Agreements”, New Jersey Lawyer Magazine; August Edition

2005

- Speaker: “Anti-Bribery Threat Assessment”, TRACE International Workshop – Calgary
- Speaker: “A Preliminary Checklist for Lawyers Who Advise Exporters”, Conference on Advising the Small Business Exporter, Ontario Bar Association – Toronto
- Speaker: “Finding Your Way Through Government Agencies – What You Need to Know”, Conference on Legal and Strategic Guide to Doing Business in China, The Canadian Institute – Toronto
- Speaker: “Strategies for Drafting and Negotiating Agreements for the Sale of Goods to Customers – Directly and Through Distributors”, Conference on Negotiating and Drafting Major Commercial Transactions – Vancouver
- Author: “Taking on New Foreign Clients” – Caution Required”, The Lawyer’s Weekly; April Edition

2004

- Author: “The China Factor and the Inevitable Reduction in our Standard of Living”, National Post; October Edition
- Speaker: “Navigating Government Agencies, Conference on Legal and Strategic Guide to Doing Business in China”, The Canadian Institute – Toronto
- Speaker: “Basics of International Agreements”, International Bar Association Section on Business Law Training Course on The Fundamentals of International Legal Business Practice – Lagos

2003

- Speaker: “Chile-US Free Trade – A Primer on the Canadian Experience with Free Trade with The United States”, Conference on Chile – US Free Trade Agreement – Santiago
- Speaker: “How to Hire and Fire Agents and Distributors in Canada”, American Corporate Counsel Association, San Francisco Chapter International Section Meeting – San Francisco
- Speaker: “Multicultural Business Negotiations”, International Bar Association World Women Lawyers Conference – London
- Speaker: “Distributing Goods into the European Union”, York Technology Association, Peer-to-Peer Legal Counsel – Toronto

2002

- Speaker: "Internationalizing Standard Agency and Distribution Agreements, Drafting Essentials: How to Internationalize Your Commercial Contracts", Canadian Bar Association (Ontario) Annual Institute – Toronto
- Speaker: "Corporate Obligations to Road Warriors", Insight Conference Emergency Preparedness in the Workplace – Toronto
- Author: "Confidentiality Agreements – Some Finer Points", Canadian International Lawyer, Vol. 4, No. 3

2001

- Author: "When is an International Distribution Agreement in Danger of Being a Franchise Agreement?" Canadian International Lawyer, Vol. 4, No. 2
- Speaker: "E-Commerce and Emerging Markets: Practical Approaches to Certain Pesky Contracting Issues", Canadian Bar Association (Ontario) Annual Institute – Toronto

2000

- Contributing Author: "ABA Guide to International Business Negotiations", 2nd Ed. (Chapter 4 – Current Issues in Negotiating International Sales over the Internet), ABA Publishing, Chicago
- Speaker: "Typical Traps Lawyers Need to be Aware of When Acting on International-Related Matters: How to Safeguard Your Reputation and Remain in Good Standing with the Law Society", Canadian Bar Association – Toronto

1999

- Author: "Some Common International Contracting Issues on the Net", Canadian International Lawyer
- Author: "Crafting the Limitation of Liability Clause", Canadian International Lawyer
- Speaker: "Practical Issues in Pre-Delivery and Post-Delivery Inspections in the International Sale of Goods", American Bar Association, Section on International Law – New Orleans
- Author: "Kaboom!! How to Blow All Your Profits Using Crummy Contracts on the Internet (and Some Ways To Avoid Doing So!)", E-Commerce in the New Millennium, Osgoode Hall Law School of York University – Toronto
- Speaker: "Tips and Traps – How to Avoid the Asset Deal from Hell in Canada", International Bar Association – Barcelona
- Speaker: "Shrinkwraps, Clickwraps, Webwraps – Current Contract Issues in Canada", Electronic Commerce Symposium, Osgoode Hall Law School of York University – Toronto

1998

- Speaker: "Few Key International Contract Issues Which Arise Out of the Internet, Commerce on the Internet", Osgoode Hall Law School of York University – Toronto
- Speaker: "How to Spot Current Frauds in International Business", Hong Kong-Canada Business Association – Toronto
- Author: "The Sweatshop Predicament for Canadians"; Globe and Mail; June edition
- Author: "Addressing the Sweatshop Predicament", Canadian International Lawyer
- Author: "Critical Review of the ICC Model International Sale Contract", International Contract Adviser

1997

- Author: "Control, Management, and Division of Responsibilities in International Joint Ventures" – Basic Nuts and Bolts, Canadian International Lawyer
- Speaker: "How to Locate and Validate Good Foreign Legal Counsel", Canadian Institute, Toronto
- Author: "Compliance with Laws Clauses in International Contracts", Canadian International Lawyer
- Speaker: "Pre- and Post-Delivery Inspection Clauses in the International Sale of Goods", International Bar Association Annual Conference – New Delhi
- Author: "The CISG – Application and Contract Drafting in Light of its Contract Formation Rules", Canadian International Lawyer
- Speaker: "How to Be a Whiz with the CISG", Canadian Bar Association (Ontario), Annual Institute
- Speaker: "How to Be a Whiz with Trade Terms", Canadian Bar Association (Ontario),

Annual Institute

1996

- Author: "Bribery in International Business – A Necessary Evil or Good Business?", Canadian Corporate Counsel
- Speaker: "International Sales Agreements Training Seminar", Canadian Bar Association, All China Lawyers Association – Beijing

1995

- Author: "Annotated Precedents – Dispute Resolution in International Sales Agreements", Canadian International Lawyer
- Speaker: "Pitfalls of Doing Business in China", Canadian Bar Association (Ontario) – Toronto
- Author: "Annotated Precedents – Payment By Letter of Credit in International Sales Agreements", Canadian International Lawyer

1994

- Author: "Annotated Precedents – Dispute Resolution in International Sales Agreements", Canadian International Lawyer
- Speaker: "Pitfalls of Doing Business in China", Canadian Bar Association (Ontario) – Toronto
- Author: "Annotated Precedents – Payment By Letter of Credit in International Sales Agreements", Canadian International Lawyer
- Author: "Bribery of Foreign Officials – A Call for Change in the Law in Canada", Canadian Bar Review
- Author: "Annotated Precedents – "Delivery Clauses in International Sales Agreements", Canadian International Lawyer
- Speaker: "Sellers' Remedies for Non-Payment of Perishable Goods in Canada", International Bar Association Annual Conference – Melbourne
- Author: "Legal Developments" – Canada, International Sales Quarterly
- Author: "Drafting an Export Sales Agreement", Canadian Corporate Counsel
- Speaker: "Negotiating Key Issues in International Licensing Agreements", Conference on Technology, Economy and Law – Beijing
- Speaker: "Negotiating an Export Transaction", Continuing Legal Education, Canadian Bar Association
- Speaker: "Legal Aspects of International Business", World Trade Centre, Export Certificate Program

Postes d'administrateur

Current

- Member, Arbitration Roster URSEA (Uruguayan Regulatory Authority for Electricity and Water) since 2015
- Member, Allard Prize Advisory Board: Allard Prize for International Integrity, University of British Columbia, Faculty of Law since 2013
- Member, Management Board: International Bar Association (IBA) since 2011
- Member, Anti-Corruption Team: Canadian Bar Association (CBA) since 2012
- Canada Council Member to International Bar Association: Canadian Bar Association (CBA) since 1995

Past

- Fédération Internationale de Football Association–FIFA:
Member, Independent Governance Committee: (2011-2014)
- Transparency International:
President and Chairman of the Board: Transparency International (Canada) Inc., country chapter of the global organization dedicated to the fight against corruption (2009-2012)
- International Bar Association:

Chair, Bar Issues Commission (2010-2012)

Chair, Bar Issues Commission Policy Committee (2008-2010)

Vice-Chair, Bar Issues Commission (2006-2008)

Chair, International Sales Committee (2002-2004)

- American Bar Association:

Vice-Chair, Anti-Corruption Committee (2010-2014)

Division Chair, Comparative Law: Section of International Law (2002-2004)

Chair, Canada Law Committee: Section of International Law (2000-2002)

- Canadian Bar Association:

Chair, International Development Committee (1996-1999)

Chair, Anti-Corruption Task Force (1996)

Chair, International Law Section (1993-1995)

- Ontario Bar Association:

Chair, International Law Section (1991-1993)

- Professional and Community Support:

Adjunct Professor of International Law: Osgoode Hall Law School (2003-2004, 2009-2010); Instructor (1996-2010)

Advisory Board Member, *Canadian International Lawyer* (1994-2012)

Director and Member, Audit Committee: Toronto Children's Aid Society (1994-2000)

Langues

- Anglais
- Français
- Mandarin chinois
- Espanol

Formation et admission au barreau

- England & Wales Bar, 1989
- Ontario Bar, 1984
- ICD.D, Institute of Corporate Directors, 2008
- LL.B., Osgoode Hall Law School, York University, 1982