BMA Review #83: The evolution of ESG clauses in infrastructure concessions, Stock Option Plans and more articles

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Authors

Ana Cândida de Mello Carvalho

André Macedo de Oliveira

Cristiana Moreira

Felipe Guimarães Rosa Bon

Fernanda A. Tanure

Fernanda Nasciutti

Guilherme Morgulis

Henrique Beloch

José Inacio Ferraz de Almeida Prado Filho

Márcio Pereira

Renan Frediani Torres Peres

Tatiana Dratovsky Sister

Vivian Casanova

Aécio Filipe Coelho Fraga de Oliveira

Carolina Andrade

Fernando Benites Gonçalves

Letícia Gomes de Oliveira

Lívia Caldas Brito

Marcela Abras Lorenzetti

Topics

BMA Review

Awareness of ESG issues is essential to any business in the 21st century, and the use of ESG provisions in infrastructure contracts is the front-page article of the 83rd edition of BMA Review, our quarterly publication.

The changes introduced by Brazil's new rules on electronic service of court documents, the next chapter in the ongoing search for legal certainty for stock option plans, and a review of the new V+ Guide on non-horizontal concentrations issued by Brazil's antitrust authority are just some of the topics explored by our lawyers in this edition.

Recent adjustments in the governance of BMA Diversity, our committee for working with diversity as an instrument of social transformation, are also part of this quarter's Review. Click here to read the entire edition or scroll down to have a look at each article. Click on the title to read the articles that interest you, and don't hesitate to contact us if you have any questions.

INSTITUTIONAL

BMA Diversity elects leaders for its ambassador groups: Meet the leaders of the LGBTQIAPN+ cause

By Mariana Brugger, for BMA Diversity

The leadership roles will be taken up by people from various areas within the firm, who will be responsible for leading initiatives, promoting dialogue on diversity, and helping to create a welcoming and inclusive environment for all.

TAX

Stock Option Plans and the next chapters in the search for legal certainty

By Vivian Casanova and Natalia Ferro

Currently, there are two initiatives that aim to reduce the legal uncertainty surrounding SOPs, one in the courts and the other in Congress.

COMPETITION LAW

Do real estate transactions require antitrust clearance?

By Guilherme Morgulis and Marcela Abras Lorenzetti

Recent decisions show important developments in real estate transactions that require pre-closing clearance, but do not answer all questions.

CORPORATE AND M&A

Retained dividends reignite debate over the allocation of corporate profits

By Felipe Bon and Henrique Beloch

Under the Brazilian Corporations Law (Law 6.404/1976) shareholders' right to share in their company's profit is an essential right. This does not mean, however, that they can demand the distribution of all the company's profits

REAL ESTATE TRANSACTIONS AND TAX

PIS/COFINS tax on revenue from leasing movable and immovable property and the Supreme Federal Court's recent ruling

By Cristiana Moreira, Vivian Casanova and Carolina Andrade

Law 12.973/2014 had already expanded the concept of gross revenue to include revenue from companies' main activity or purpose, in addition to the product of the sale of goods and the provision of services in general.

INFRASTRUCTURE AND REGULATORY & GOVERNMENT AFFAIRS

The evolution of ESG clauses in infrastructure concessions

By Ana Cândida de Mello Carvalho and Karla Botrel

Regulations to guide, standardize and encourage ESG practices, with a view to creating a consistent, predictable legal environment, can make a significant contribution to the development of more sustainable infrastructure concessions.

LABOR AND EMPLOYMENT

Are social media friendships evidence of bias in witnesses?

By Fernanda Nasciutti and Matheus Henrique Silva Xavier

When arguing for exclusion of a witness's testimony, a party can present any type of valid evidence that demonstrates the witness's lack of impartiality, such as texts and images taken from social networks.

COMMERCIAL CONTRACTS AND FRANCHISES, AND SUPERIOR COURTS

The Ferrari Law and the future of regulation in Brazil's automotive sector

By André Macedo de Oliveira, Tatiana Dratovsky Sister and Lívia Caldas Brito

The Ferrari Law was enacted at the end of the 1970's. A recent case in Brazil's Supreme Court argues that the Law was designed to establish a policy of assistance for the automotive sector, to ensure balanced and harmonious development of the sector

COMPETITION LAW

Brazil's New Non-Horizontal Mergers Guidelines (V+ Guide)

By José Inacio F. de Almeida Prado Filho

The V+ Guide was eagerly awaited and its reception was positive.

DISPUTE RESOLUTION

What to watch for with Brazil's new rules on electronic service of court documents

By Renan Frediani Torres Peres, Gustavo Leitão and Nathalia Lenzi

New rules have changed the way companies receive court communications. Along with the risk of missing deadlines, failure to timely acknowledge receipt via the electronic system may lead to the imposition of fines.

DISPUTE RESOLUTION

Changes to the remedy of specific performance: The new paragraph under article 499 of Brazil's Code of Civil Procedure

By Aécio Filipe Oliveira and Fernando Benites Gonçalves

Law 14.833/2024 amended article 499 of the Code of Civil Procedure, which governs the possibility of converting obligations to do, not to do, or to deliver something into damages, by adding a paragraph that gives the defendant the right to opt for specific performance.

COMMERCIAL CONTRACTS AND FRANCHISES

Sales agency agreements

By Tatiana Dratovsky Sister, Priscila Prado Faloppa, Letícia Gomes de Oliveira and Bianca Galvão Pires

When businesses want to expand, sales agents can take the lead in identifying new markets and customers. Because of the legal implications, however, it is crucial to distinguish sales agency from other types of contract.

Legal Uncertainty Surrounding Final Waste Disposal: A Close Look at Brazil's STF Judgment in ADC 42

By Fernanda A. Tanure and Márcio Pereira

The reopening of the Supreme Federal Court's (STF) judgment on the (un)constitutionality of considering waste management as a public utility for intervention in Environmental Protection Areas (EPA) is a crucial opportunity to clarify the distinctions between sanitary landfills and dumps and to demand effectiveness from public policies.

› PROFESSIONALS

Professionals who combine legal insight and market perspective


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Marcela Abras Lorenzetti