



Since 1992, NatLaw has developed a leading reputation in the international community as a legal reform institution providing services that range from researching, drafting and assisting with model commercial laws and regulations, capacity building and training. NatLaw's staff and consultants include some of the world's top experts in the areas of alternative dispute resolution, agricultural financing, banking, bankruptcy, business formation and associations, competition law and policy, cross-border enforcement of judgments, customs, finance for small and medium sized businesses, free trade agreements, electronic commerce, intellectual property, investment securities, judicial reform and training, securitization, secured transactions and collateral registries, transportation, and warehouse receipts, as well as their electronic varieties and the platforms for their trading.

Originally formed to assist with the implementation of NAFTA and CAFTA, NatLaw is now engaged in scholarship and projects that are reshaping legal and economic institutions in Asia, Africa, and the Americas. NatLaw has advised foreign governments in Latin America (Mexico, Costa Rica, Colombia, Chile, Guatemala, El Salvador, Peru, and Honduras), in Africa (Ethiopia, Malawi, Ghana, Liberia, Sierra Leone, South Sudan, Nigeria, Zambia) and in Asia (China, Japan, Indonesia, Bangladesh, Vietnam, and Pakistan), assisting with the development and implementation of legal reforms designed to harmonize laws and rules of practice that promote economic development.

For over two decades, NatLaw has served as a special consultant to the U.S. State Department in a wide variety of international commercial and economic development law matters impacting communities around the globe and supported the Department in meetings of various working groups at the United Nations Commission on International Trade Law (UNCITRAL), the Organization of American States (OAS), the International Institute for the Unification of Private Law (UNIDROIT) and the NAFTA 2022 Committee. NatLaw has also been retained repeatedly by international institutions such as the World Bank Group, and its member the International Finance Corporation (IFC), the Development Bank of Latin America (CAF), the Millennium Challenge Corporation (MCC), and the U.S. Agency for International Development (USAID).

Organized as a not-for-profit research and educational institution, NatLaw works closely with the University of Arizona, James E. Rogers College of Law and other law schools around the world and is a leader in scholarship, convening many important international conferences in Tucson and internationally. In addition, NatLaw conducts professional training and other capacity building programs, in-house and abroad, which are important practical extensions of its legal reform agenda. Going forward, NatLaw will build on its existing professional training expertise and explore new opportunities, with the goal of institutionalizing its training programs, standardizing materials, and expanding the scope of its training activities to cover all of the countries where NatLaw performs project work.

# NATIONAL LAW CENTER

## for Inter-American Free Trade

### MAJOR AREAS OF FOCUS:

#### ACCESS TO CREDIT:

The creation of reliable and harmonized legal structures for market participants has a profound and very practical impact on daily life around the globe. NatLaw has been a *leader* in expanding access to credit for businesses of all sizes as well as consumers through the reform of secured transactions laws and the creation of electronic collateral registries. NatLaw's secured transactions law reforms allow businesses to use their inventory, equipment, accounts receivable, and contract rights as collateral for loans, enabling them to obtain the financing they need to grow. Similarly, these laws allow consumers to acquire new assets, such as cars and household goods, to better their social lives. A reliable collateral registry creates a transparent environment for all market participants, giving lenders confidence that their security interests are protected, resulting in a willingness to lend, and assuring buyers that the assets they are interested in acquiring are not subject to a security interest. These legal reforms foster a better standard of living and increased productivity of people and capital.

#### ACCESS TO CREDIT PROJECTS:

- Participated in the drafting of the UNCITRAL Legislative Guide on Secured Transactions and the UNCITRAL Registry Guide, as well as the development of the current draft UNCITRAL Secured Transactions Model Law
- Participated in the drafting of the OAS Model Law on Secured Transactions and Registry Regulations
- Participated in the drafting and/or is currently assisting with the drafting of secured lending laws and registry regulations in the Americas for Chile, Colombia, Costa Rica, El Salvador, Guatemala, Honduras, Mexico and Peru; in Africa for Ghana, Liberia, Malawi, Mozambique, Nigeria, Sierra Leone, South Sudan and Zambia; and in Asia for Bangladesh and Pakistan
- Conducted assessments and provided general recommendations with respect to projects in Ethiopia, Indonesia and Kenya
- Implemented the Millennium Challenge Account (MCC) Honduran Project that included the drafting of its secured transactions law and regulations, the development of its collateral registry, and stakeholder training



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## BUSINESS ENABLING ENVIRONMENTS:

NatLaw was founded on the principle that “law is about people,” especially those engaged in commerce. Accordingly, the commercial law that NatLaw helps to create and implement fosters an environment in which business, consumers and entrepreneurship thrive. NatLaw’s work includes promoting the adoption of a model simplified corporations law that was first implemented successfully in Colombia and is now under consideration by UNCITRAL. This type of law allows small and large businesses to reap the benefits of incorporation through a corporate form that involves a simple, online, and inexpensive registration as well as process and that also improves legal rights by providing for items such as freedom of contract, limited liability and simplified, but reliable, accounting practices and credit-worthiness, among other features.

In addition, NatLaw’s work to produce harmonized documents, such as invoices, bills of lading, warehouse receipts and letters of credit, facilitates the cross-border shipment of goods and services by buyers, sellers, and lenders. In the area of dispute resolution of commercial transactions, NatLaw conducts research in the NAFTA region and assists in establishing best practices for industry sectors to streamline ADR mechanisms. These legal reforms, as well as the establishment of best practices, promote economic growth by building institutional trust and facilitating international business transactions across the globe.

### BUSINESS ENABLING PROJECTS:

- Promoting the adoption of a model simplified corporations law for use around the world with a particular focus on micro, small and medium sized businesses
- Creating guidelines and training for ADR in private commercial disputes
- Drafted various banking transparency and disclosure best practices and regulations for the Treasury departments of the United States, Chile, Mexico and Brazil with the participation of the International Monetary Fund
- Participated in the drafting of the Inter-American Rules on Electronic Documents and Signatures
- Contract enforcement and facilitation of supply chain financing

## FREE TRADE AGREEMENTS:

Implementation of free trade agreements through the creation of an effective legal framework has been a fundamental part of NatLaw’s work since its founding in 1992. NatLaw has focused on projects and activities that help streamline processes and facilitate the cross-border movement of goods, capital and services. Following its extensive work with NAFTA and CAFTA countries, that included the drafting of check collection and clearing rules, uniform commercial invoices and powers of attorney, NatLaw convened two Colloquia, in Santiago, Chile and then Shanghai, China to discuss the modernization and harmonization of commercial laws and practices in the APEC (Asia-Pacific Economic Cooperation) member countries in the Americas and Asia, and expects to participate in trade facilitation activities in connection with the recently concluded Trans-Pacific Partnership Agreement.

### NATLAW’S CREDO:

- Comparative-commercial law normative (civil and common law) and socio-economic empirical research of uncompromising quality and integrity
- Drafting of civil and common law commercial statutes, treaties and model laws inspired by good faith (honest, reasonable and fair) standard and best practices with an objectively verifiable impact on economic development
- Highest quality contextual training of legislators, judges, law professors and students, practicing lawyers and business professionals

## FREE TRADE AGREEMENTS RELATED PROJECTS:

- Member of the NAFTA 2022 Advisory Committee on Private Commercial Disputes
- Developed the NAFTA uniform bill of lading and wrote the North American Standard Transportation Practices (NASTRAPS)
- Analyzed the powers of customs authorities to enforce intellectual property rights at the border and suggested remedies for immediate relief
- Conducted commercial law assessment of the CAFTA countries using USAID BizCLIR indicators
- Convened the First and Second Pacific-Rim Colloquia on Economic Development and the Harmonization of Commercial Law held in Santiago, Chile (2013) and Shanghai, China (2015)

## CAPACITY BUILDING AND TRAINING:

NatLaw has successfully conducted and managed numerous training and capacity building projects in several areas of commercial law, working with local public sector representatives including legislators, judges, regulators as well as private sector stakeholders, such as bankers, lawyers, chambers of commerce and industry associations. Consistent with a research methodology that relates commercial law to its economic development purposes as well as its socio-economic context, NatLaw’s training methodology provides the full scope of training services, including the design and development of curriculum, programs, modules, materials, case studies, and their delivery to audiences. With a focus on making training practical, our programs use a learn-from-practice methodology, with simulations, breakout sessions, one-on-one feedback and case studies as their main focus. NatLaw’s training programs include a variety of commercial law areas, such as cross-border enforcement of judgments, commercial contracts, secured transactions law and practice, bankruptcy law, and alternative dispute resolution, and non-commercial areas, including civil and criminal procedure and competition law. Each training course is customized for the audience and its legal and cultural context. Our cadre of trainers is composed of members of the NatLaw staff, board and experts, some of whom are law professors, judges and professionals from the relevant field, such as bankers.

### CAPACITY BUILDING AND TRAINING PROJECTS

- Outreach programs on behalf of the NAFTA 2022 Committee to promote the use of ADR within the NAFTA Region
- Training of government officials and business leaders in international commercial arbitration for the Commercial Law Development Program of the U.S. Commerce Dept.
- IFC-funded capacity building related to the implementation of secured transactions law and registries for stakeholders around the world
- USAID-funded training of approximately 2,000 Federal and State judges in Mexico to help implement adversarial oral trial processes that depend on factual findings and evidence for both civil and criminal cases
- Colombian government funded training of local bankruptcy judges to implement oral adversarial trial proceedings

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