

# SCHOUPS



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Schoups offers customised legal services to clients in the business world. Our specialists cover the main legal areas that are important for companies and other corporate organisations.

Providing advice, conducting negotiations, preparing contracts and defending the interests of clients in legal proceedings, arbitrations and expert investigations are just some of the services provided by Schoups.

Uncompromising quality and dedication, combined with flexible and solution-oriented service to our clients, are the key features of our firm. The lawyers at Schoups are readily accessible and provide a professional service.

Schoups internally organises its work into a number of different practice groups. Each practice group closely monitors the latest developments in its area of expertise, and clients are kept informed through newsletters and newsflashes on our website.

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# SCHOUPS

## PRIVATE CONSTRUCTION LAW

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Construction  
Design  
Third Parties  
Debt Collections



## PRIVATE CONSTRUCTION LAW

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The Private Construction Law practice group assists contractors and other companies in their relations with all of the participants in construction projects (including general contractors, real estate developers, principals, subcontractors, co-contractors, architects, engineers, safety coordinators, real estate brokers and insurers). On the Belgian market, Schoups is a leading player in the field of Private Construction Law. Schoups has a broad client base, including a substantial number of the largest contractors.

The Private Construction Law team provides pragmatic, solution-oriented advice and can rely on its practical experience in order to assist your company with, e.g.:

- drafting and reviewing of contracts in the broadest sense of the word
- conducting negotiations
- handling construction-related disputes in arbitration proceedings, mediations and proceedings before the tribunals and courts
- advice before, during and after the design and execution of construction projects

The lawyers of our Private Construction Law practice group are not only experienced and ardent litigators, but also skilled advisors and negotiators. Schoups is known for its determined pursuit of the best solution. This requires a flexible approach and an aptitude for creative and customised thinking. Schoups generally tries to reach an out-of-court solution for your specific problem, but our lawyers will not hesitate to take the necessary judicial steps if necessary or preferable. Pragmatism and a client-oriented approach are the keys here.

Marco Schoups and Chantal De Smedt-Quintelier lead this practice group.

The practice group has the following areas of specialisation:

## Construction

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“Construction” is the largest unit within the Private Construction Law practice group.

The lawyers in this unit assist clients (primarily contractors and real estate developers) by providing practice-oriented advice, assisting the development of projects (e.g. drafting construction contracts and providing support during negotiations) and conducting arbitration proceedings, media-

tions and court proceedings that may arise during or after construction projects.

The large variety of construction project participants requires careful attention to the interactions between all actors in the construction process. Our lawyers are specialised in complex construction law litigation.

## Design

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The “Design” unit’s focus lies on the design aspects of a construction project. Our lawyers have particular expertise in the legal aspects of architectural assignments, special studies and techniques as well as complex engineering projects. This includes drafting and reviewing of contracts and assisting clients both in and out of court.

This unit works together closely with the “Construction” unit, generating a productive synergy for the practice group.

## Third Parties

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The lawyers in this unit concentrate on disputes that may arise with neighbours and other third parties during construction, such as damages to underground

or aboveground cables and pipes, neighbourhood disturbance, disputes with or for co-owners or co-owners’ associations, etc.

## Debt Collections

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Schoups also assists its clients to collect unpaid invoices, in combination with conservatory measures if necessary.

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# SCHOUPS

## PUBLIC PROCUREMENT LAW & PPP

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Public Procurement Contracts  
PPP





## PUBLIC PROCUREMENT LAW & PPP

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The multidisciplinary and specialised team in this practice group assists clients throughout the course of public procurement contracts for works, supplies and services and PPP agreements in relation to all other actors. In Belgium the practice group is a major player in the area of Public Procurement Law and PPP and has a particular specialisation in following up complex public infrastructure works.

Kris Lemmens leads this practice group.

The practice group has the following areas of specialisation:

## Public Procurement Contracts

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Schoups has built up extensive experience and knowledge of the rapidly-evolving Public Procurement Law, during both the award phase and the execution phase of the contract.

Schoups regularly provides assistance for, e.g.:

- preparing applications and tenders
- conducting negotiations with the authorities
- checking the legality of selection and award decisions
- conducting proceedings with a view to the suspension and cancellation of decisions on awarding contracts
- conducting proceedings to obtain compensation for damages due to an unlawful award
- disputes relating to the execution of public procurement contracts

Schoups furnishes advice on works, supplies and services.

## PPP

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Schoups has a multidisciplinary team to give advice in Public Private Partnership (PPP) files, during both the award phase and the execution phase of the contract.

Schoups regularly provides assistance for, e.g.:

- preparing applications and tenders
- conducting negotiations with the authorities
- preparing and reviewing contractual documents (PPP agreements, SPV shareholders' agreements, SPV deeds of incorporation, SPV articles of association, security interests and guarantees, etc.)
- checking the legality of selection and award decisions
- conducting proceedings with a view to the suspension and cancellation of decisions on awarding contracts
- conducting proceedings to obtain compensation for damages due to an unlawful award
- disputes related to the execution of a PPP contract

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# SCHOUPS

## BUSINESS LAW

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Corporate and M&A  
Corporate Dispute Resolution  
Distribution Law and Market Practices  
Commercial Law Advice and Dispute Resolution



## BUSINESS LAW

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This practice group provides legal assistance on all aspects of Business Law.

Gwen Bevers leads this practice group.

The Business Law practice group has the following areas of specialisation:

### Corporate and M&A

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The Corporate and Mergers & Acquisitions team consists of seasoned lawyers successfully realising a high volume of sophisticated transaction and advisory matters.

They excel in actively supporting and guiding clients through all aspects of the deal or matter at hand, providing added value in negotiations and – wherever possible – simplifying complex and intricate files.

The M&A team assists clients in the sale or acquisition (including buy-outs) of all types of companies, from the initial discussions and negotiations onwards to the closing of the transaction. The M&A work includes the drafting and negotiating of non-disclosure agreements (NDAs), letters of intent (LOIs), share and asset purchase agreements, shareholders' agreements, management agreements

and all other transaction-related legal documents. In combination with the other practice groups, the team also performs and co-ordinates in-depth due diligences, thereby covering e.g. corporate, commercial, litigation, real estate, environmental, permit, zoning, labour and insurance law issues.

Clients appreciate the corporate team's cutting-edge approach in corporate advisory matters, such as the setting up of joint ventures and other corporate structures.

Schoups' corporate team offers clients a highly efficient and practical handling of board and shareholders' meetings (corporate housekeeping) and more complex corporate restructurings (incorporations, (de)mergers, liquidations, warrant and bond issuances, etc.).

### Corporate Dispute Resolution

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For all corporate dispute resolution matters, Schoups has expressly opted for a team composed of both corporate lawyers (with an expertise in e.g. transactional mechanisms/contracts and the corporate principles underlying the dispute at hand) and dispute resolution lawyers (who can, depending on the needs, act as litigators or solution-oriented facilitators). This know-how combination is frequently and successfully applied in a rapidly increasing volume of matters.

Files handled include joint venture and shareholders-related disputes (with a focus on squeeze-outs and forced exit procedures), directors' liability, M&A litigation (in particular disputes arising out of share purchase agreements and investments) and corporate governance disputes.

## Distribution Law and Market Practices

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Schoups advises companies that wish to set up a (sales) structure. Our firm advises companies throughout this process and prepares the agreements that shape such a structure (including commercial agency, franchising and exclusive or selective distributorship). In addition, we assist on disputes linked to the execution or termination of such agreements, whether or not in court.

Schoups assists clients in establishing and expanding their distribution networks. The members of our Distribution Law team have built up extensive experience in this area. They

possess in-depth expertise on distribution agreements and the various legal issues typically associated with these kinds of documents (precontractual information, confidentiality, protection of know-how and goodwill, competition law, choice of law and forum clauses, etc.).

The team also regularly advises on advertising and promotional campaigns, consumer contracts, unfair competition and associated market practices and assists clients in disputes, such as cease-and-desist injunction proceedings.

## Commercial Law Advice and Dispute Resolution

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Schoups has extensive expertise concerning all aspects of commercial law that businesses can encounter.

The Commercial Law team frequently drafts, reviews and negotiates a variety of commercial contracts (consultancy, sale, leasing, security interest, outsourcing, IT, license and other agreements) and reviews clients' general conditions.

It also engages in all types of commercial dispute resolution (litigation, arbitration, mediation, seizure proceedings, summary proceedings, acting as an intermediary between Belgian clients and foreign attorneys in foreign disputes,

etc.), strongly supported by our firm's longstanding litigation tradition. Dispute resolution matters range from the collection of invoices to in-depth, high-value and complex commercial litigation cases.

Combining the know-how of our corporate and our commercial lawyers, the business law practice group assists companies in difficulties (commercial investigations/screening, proceedings under the Business Continuity Act, bankruptcy, dissolution) as well as creditors and debtors in their negotiations on debt restructuring.

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# SCHOUPS

## EMPLOYMENT LAW

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Individual and Collective Employment Law  
Industrial Accidents





## EMPLOYMENT LAW

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Schoups assists its clients with various aspects of Individual and Collective Employment Law, as well as Social Security Law, accompaniment of social inspections and all of the legal aspects that result from working in a company. Schoups also supports its clients in all of these areas when disputes give rise to judicial proceedings.

Sara Cockx leads this practice group.

The Employment Law practice group has the following particular areas of specialisation:

## Individual and Collective Employment Law

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Schoups provides assistance in the area of employment law with regard to:

- drafting and concluding employment contracts and (in collaboration with the Business Law practice group) management agreements, with special attention for specific types of contracts and contractual clauses
- the specific consequences of the implementation of the employment contract (compensation structure and bonus plans, employment rules and regulations, policies, etc.), as well as the concrete and practical handling of day-to-day HR problems
- privacy in the workplace, accompaniment on any reporting to the privacy commission
- aspects of international employment (Limosa, secondment, residence documents, drafting of social clauses in subcontracting agreements, etc.)
- termination of the employment contract (dismissal, urgent cause, justification of the dismissal, etc.), with particular attention for specific types of protection against dismissal
- the establishment and functioning of the collective consultation bodies at company level (works council, workplace prevention and protection committee, trade union delegation), including social elections
- legal and practical assistance in reorganisations or restructurings, including compliance with the information and consultation procedures provided for by law
- problems involving (unfair) competition by (former) employees
- advising and accompaniment in case of social inspections (sham independence, joint and several liability for wages, international employment, etc.)

## Industrial Accidents

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Schoups has an extensive practice in the area of Industrial Accidents Law, in which it supports industrial accident insurers in litigation cases. In these files, Schoups

brings its combined know-how to bear on construction law, well-being and safety at work, employment law and insurance law.

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## REAL ESTATE & PROJECT DEVELOPMENT

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This practice group assists clients in all aspects of property-related transactions, including the purchase, sale, development and exploitation of real estate.

Marco Schoups leads this practice group, together with Christine Heeb and Ewoud Willaert.

The practice group has the following areas of specialisation:

### Real Estate

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Within this framework, Schoups furnishes advice on the following points, amongst others:

- legal assistance in negotiations
- the drafting and interpretation of purchase-sale agreements (option agreements, private contracts, purchase-and-sale commitments, etc.)
- advice on authorisations and soil-and land related issues
- advice on hidden defects in the sale of real properties
- dispute resolution

Moreover, Schoups can draw upon extensive, detailed cross-practice experience in the field of Property Law. We concentrate especially on:

- transaction-related aspects (transfer of ownership, establishment and transfer of long-term ground leases, superficies or habitation rights, etc.)
- easements
- advice on and design of 'tailor made' property-law structures
- the creation and perfection of security rights
- notarial, tax, administrative-law and environmental-law aspects relating to real property rights
- co-ownership structures
- dispute resolution

## Project Development

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Schoups has amassed broad experience in accompanying project developers and real-estate investors. Schoups is also active in various files concerning the building and sale of assisted-living residences.

The services we provide include:

- legal assistance in negotiations
- the drafting and interpretation of agreements
- legal analysis of investments
- designing 'tailor made' property-law structures
- more complex structures (sale-and-leaseback, financial and operational leasing and other project financing operations, etc.)

## Tenancy Law

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Schoups handles a wide range of aspects of Tenancy Law, whether involving commercial leases, residential leases, common rent, brewery contracts or real property leasing.

Schoups regularly gives assistance on:

- the drafting and review of contracts concerning rent, precarious occupation and other use rights
- advice on current contracts
- conducting proceedings in the event of disputes, for example about the execution or termination of the contract

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# SCHOUPS

## ENVIRONMENTAL LAW

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## ENVIRONMENTAL LAW

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Schoups advises and conducts administrative and civil proceedings for its clientele in the area of Environmental Law, in the broadest sense of the term. The Schoups firm is especially familiar with the public-law aspects of project development and exploitation.

Kristof Hectors leads this practice group.

Schoups regularly gives specialised assistance on, e.g.:

- urban planning permits (advising, construction appeals to the Deputations, proceedings before the Board for Permit Disputes and civil courts)
- environmental and socio-economical permits (advising, administrative appeal proceedings, proceedings before the Council of State and civil courts)
- expropriation law (advising and proceedings before the Council of State and the civil courts)
- spatial implementation plans (advice, written objections during the public inquiry and proceedings before the Council of State)
- enforcement of public planning and environmental law (advising and proceedings before the civil courts)
- wind turbine developments (advice and proceedings)
- material environmental law (land and buildings policy, water policy, soil pollution, nature conservation law, environmental impact reports, heritage protection, renewable energy, etc.)

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# SCHOUPS

## INSURANCE LAW

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## INSURANCE LAW

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As our clients are well aware, enterprise means risks. Insurance policies for foreseeable contingencies are a key instrument in dealing with these risks. Risk management not only entails identifying risks and negotiating and concluding the appropriate (made-to-measure) insurance policies, but also requires support in managing claims in case of loss.

Insurance Law was the cornerstone of Schoups when the law firm was founded in 1950. Ever since, the lawyers in the Insurance Law practice group have been supporting companies on risk and loss management. Our lawyers are skilled in assisting clients in the most intricate loss occurrences. Their expertise concerns drafting and counselling as well as representation in court and alternative dispute resolution bodies. They aim for efficient and favourable resolution of the problem at hand through a flexible and solution-oriented service, working together closely with the client's (risk) managers, the loss adjusters and the insurance brokers as may be required by the specific loss involved.

Over the decades, Schoups' Insurance Law practice group has gathered specialised experience in insurance policies and loss concerning the construction industry, whether private construction contracts, public procurement or PPP. Through these years of counselling construction and real estate professionals, our lawyers have developed particular expertise in claim support, expert surveys and litigation concerning e.g. the following insurance policies:

- construction / contractor's all risk
- decennial liability
- third party liability during and after construction
- professional liability (design & build, architecture, engineering, contractor's liability after construction)
- advanced loss of profit and delay in start-up

As risks and insurance run through every aspect of enterprise and management, the lawyers within the Insurance Law practice group specialise in insurance policies from all of the principal legal areas in which Schoups practices (Private Construction Law; Business Law, including Corporate and Commercial Law; Public Procurement Law and PPP). The Insurance Law practice group lawyers are continuously honing their expertise, not only through years of experience and in-house training, but also by publishing articles in academic publications and by giving seminars and lectures on the subject.

Siegfried Busscher leads this practice group.

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# SCHOUPS

## ARBITRATION, MEDIATION & ADR

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## ARBITRATION, MEDIATION & ADR

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Schoups has specialised know-how in the area of arbitration, both ad hoc and institutional (ICC, CEPANI, etc.). Members of the practice group act as counsel or arbitrator in complex domestic and international arbitration proceedings. Mediation and other forms of alternative dispute resolution are equally part of their expertise. The team includes a certified mediator in civil and commercial law. Team members regularly lecture and publish on arbitration and alternative dispute resolution methods.

If a dispute cannot be avoided, it should in any event be dealt with under the best possible conditions. Schoups' ability to approach dispute resolution from different angles enables it to live up to that premise. Before, during and after a dispute, Schoups continuously searches for the most appropriate solution for its clients and helps them make the right choices, not just regarding the specific dispute, but also from a broader perspective.

The practice group's knowledge and skills are deployed both autonomously and in support of the other practice groups.

Geert De Buyzer leads this practice group.

### Dispute Resolution Clauses: preparing for a dispute that hopefully never arises

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An effective dispute resolution clause is a first step in dispute management, yet it is often the last thing on the parties' minds when negotiating a contract. When a dispute develops, all too often an unsuitable dispute resolution clause becomes part of the problem, instead of offering solutions.

In many instances, reflecting on a tailored dispute resolution mechanism can yield significant advantages. The

Arbitration, Mediation & ADR practice group has substantial experience in negotiating and drafting effective dispute resolution clauses. Such clauses can provide ample opportunities to resolve disputes early on, by offering a multi-tiered approach that can cover a broad range of resolution mechanisms, stepping up from negotiation and mediation, through binding expert decisions and dispute adjudication boards, to litigation or arbitration.

## Early Case Assessment: setting out the strategy in an informed manner

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The earlier a dispute is dealt with, the greater the likelihood of nipping it in the bud at minimum expense. Deciding on the right strategy requires mapping out the dispute from the very outset. Schoups can provide expert assistance in that respect.

The members of the practice group always first make sure they understand the client's commercial objectives, as well as the ins and outs of the dispute. When advising on

strategy, they adopt a broad view, taking into account and putting into proper perspective such relevant elements as the legal risks, the value of the dispute (pecuniary or as a precedent), the commercial stakes, the likely costs and duration of the proceedings, the merits of the arguments, the solvency of the opposing party, the identity of opposing counsel, and so on. Such analysis is regularly updated as new developments arise, so that the appropriate strategy can be implemented at any given moment.

## Dispute Resolution: tackling the dispute appropriately

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Every dispute requires its own approach. Schoups' in-depth knowledge of the dispute resolution field allows it to approach disputes with an open mind and present its clients with the most suitable options, whether negotiation, mediation, expert appraisal, arbitration, litigation, etc. Where appropriate, such methods can be implemented in tandem with other measures, such as summary proceedings and seizures.

Depending on the chosen strategy, the members of the practice group can be either seasoned litigators or solution-oriented facilitators. Clients acknowledge and appreciate their know-how, professionalism, and unremitting determination to achieve the best possible outcome.



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