

Conflicts of Laws on the Representative of Corporate Legal Entity in Establishment and Implementation of Trade Contracts – Theoretical and Practical Issues

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Corporate legal entities must be approved by their legal representatives (who can be legal or authorized ones) when they enter legal relations. Therefore, the determination of the representative of corporate legal entity in the establishment and implementation of the contract is an important content which affects the rights and responsibilities of legal entity in contract relation and ensures the legality of relations which the legal entity takes part in. The determination of representative of corporate legal entity is different in national laws as well as business types. In the sphere of this writing, the writer would like to mention two aspects as follows: (i) arguments on the representative of corporate legal entity in general and in the establishment and implementation of the contract in particular; (ii) conflicts on the representative of corporate legal entity in establishment and implementation of the contract among businesses (take Vietnam as the case study) and the conflicts on determination of the representative of corporate legal entity in establishment and implementation of international trade contract.

Conflict of Laws of Song Dynasty

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Conflict of laws is a kind of law about the law application, which aims to make sure the rules to settle foreign-related disputes when laws of two or more jurisdictions can be applied in the same cases. China communicated with foreign countries frequently in the ancient time, and all dynasties in ancient China had the rules or practices for handling conflicts in the application of laws. By the Song Dynasty, overseas trade was developed unprecedentedly, and a large number of Arab merchants appeared in Quanzhou City, Fujian Province, which contributed to the sharply increasing legal disputes concerning foreign affairs. In response to this situation, the government made innovations on the basis of conflict of laws of the Tang Dynasty. According to the record in Volume II of *Ping Zhou Ke Tan* (a book about regulations, customs, customs, maritime traffic and trade in ancient China, written by Zhu Yu · a scholar in the Song Dynasty), based on the estimated penalty and the type of the case, the conflict of laws could ascertain the applicable laws for foreign-related cases. Conflict of laws of the Song Dynasty is different from it of contemporary international law. According to the records of some biographies about foreign countries and relevant celebrities in *History of Song*, conflict of laws would function with the Fan Fang system(a system of settlements for foreign people), which could provide foreign businessmen with autonomy to a great extent on the premise of fully securing national sovereignty of Song. This was determined by the specific political and economic environment of the Song Dynasty, and it could be a manifestation of the policy then of "respect for friends from afar with courtesy" to encourage the development of overseas trade.

Legal Pluralism and Jurisdictional Clashes in Early French Colonized Vietnam: Harmonization or Discrimination?

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When the French arrived in Vietnam from the second half of the 19th century and established its colonization system in “Indochina”, they had imposed an assimilation policy which was very different compared to their African possession, expressed through the setting of the judicial and legal system. In Vietnam, from 1863 to the beginning of the 20th century, co-existed a duo-legal system in which the law and court system of the dominated country and the indigenous people, which is original and accepted by the colonial government. *Was it a strategy of the dominant for legal harmonization or just a sign of racial discrimination?* Deals with this main question, the article will investigate the practice of determining the competence of the court and the choice of applicable law through regulations issued by the French government on the judiciary organization in Indochina, as well as verdicts issued by the court in Vietnam in the field of civil law. By studying the time from 1863 to the early 20th century, using the method of legal history, analytic and synthetic of legal documents, the author aims to shed light on how the colonist handled civil litigations frequently happened in a community noticed by the diversity of racial composition including not only the French, the Vietnamese but also Chinese, Cambodians, and other Asians as well as Europeans. The study on handling conflict of law in case of multi-racial parties will show how discriminated the French colonist was but also bring a new point of view on the idea of harmonization when the traditional legal practice of the indigenous was still being allowed to keep in use. This process is one of the reasons that led to the performing from the 20th century in Vietnam a mixed - transplanted legal system in which the civil law tradition from Europe was implanted in oriental legislation.

Principles on Choice of Applicable Law in Vietnam Private International Law

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The principle on choice of applicable law is one of the basic principles of Private International Law for the purpose of choosing applicable law governing civil relations with foreign elements. This principle was first specified in Vietnam Private International Law in Article 834 of the Civil Code 1995, then continued to be recognized in Article 769 of the Civil Code 2005, specialized legal documents and further improved in the Civil Code 2015 with many important progresses. In the article, the authors have analyzed the construction and development process of the principle as well as presented a scientific view on the development of this principle in the future.