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## **BUSINESS LAWYERS AS ENTERPRISE ARCHITECTS**

Legal function is a one of essential functions in every industry and state enterprise. Legal support is necessary in every aspect of company work. In aim to describe the importance of legal department we shall point out than such tasks as:

- registration of enterprise,
- hiring employees,
- drafting internal documents,
- process of director election,
- grant of a power of attorney are always under control of lawyer.

Obviously, enterprise cannot start their production without legal involvement. Moreover, all departments of company shall work in collaboration with lawyers. It helps to avoid some difficulties in future. Lawyer work and responsibilities are in close connection with the company size and kind of business. For example, there are several legal functions in large industry enterprises or state authority bodies in contrast with small enterprise, where one lawyer provides all legal support. Legal occupations include such spheres as:

- labor law,
- tax law,
- civil law,
- legal representation on trials,
- and law and others.

Every lawyer shall choose sphere of his specialization within studying for a Master degree at university. Having close occupation assists lawyer becomes highly paid professional. Speaking of legal occupations in boundaries of some major companies, we shall point out that there are several positions with different responsibilities. Corporate lawyer controls all corporate legal procedures and deals with shareowners. Legal attorney contacts with authorities bodies and protects company interests in trials, making legal conclusions concerning all aspects of company business. Trade control compliance assists with organization of international business.

Tax lawyer consults in respect of system of taxation and international transaction. Contract analyst negotiates and drafts contracts. Tender specialists also shall be a good lawyer to examine procedures of e-trading platforms and appeal decisions.

"What do business lawyers really do? Embarrassingly enough, at a time when lawyers are criticized with increasing frequency as nonproductive actors in the economy, there seems to be no coherent answer "they 'protect' their clients, that they get their clients the 'best' deal." A laundry list of roles the business lawyer plays: "a counselor, planner, drafter, negotiator, investigator, lobbyist, scapegoat, champion, and, most strikingly, even ... a friend.

The business lawyer needs technical skills in what might be called "enterprise design" - that is, creating the best entity structure for each enterprise. A brief overview gives an idea of the issues this entails.

The first question in designing an enterprise is whether it should be created at all. This is a business question, but even financially sophisticated clients may need lawyers to resolve it because legal issues may determine whether the venture can be profitable. Some legal issues are regulatory, such as:

- what will be the tax treatment of the enterprise and its participants;
- whether proprietary information can be protected by patents or copyrights or already belongs to others;
- what licenses or regulatory approvals are needed; and the costs of complying with regulation, such as environmental and securities laws.

Lawyers may also help gauge the transaction and agency costs of the venture and whether it is possible to arrange the private ordering (or design the enterprise) so as to be profitable. This

determination requires consideration of all the enterprise design issues discussed in this section, beginning with the choice of entity. The lawyer must first see what options are available. The choices are multiplying. Some ventures are ineligible for certain choices. The choice of entity can influence or completely resolve such issues as the tax treatment of the entity and its participants, whether the participants are personally liable for the debts of the venture, and the fiduciary duties of the parties. Lawyers also help fix the scope of the enterprise, including its time frame, geographic scope, and range of business. Participants may not usurp business opportunities that belong to the entity, but the default rules about what opportunities belong to an entity are vague.

For example, some technology has several uses. If the technology will evolve during the life of the venture, it may be hard to predict what uses will emerge. To avoid problems, parties often alter the default rules. Although allotting opportunities is a business issue, mastery of property law and fiduciary duties is needed to achieve the desired results. The scope of the enterprise may also depend on what obligations the parties already have in other ventures, a question which the lawyers may have to help answer. A company might have numerous alliances and must take care that a new one does not collide with an existing one or foreclose desirable alliances in the future.

Changes in business are increasing the need for lawyers' skills. Transactions like strategic alliances and venture capital financing have proliferated. They often require complex planning and enterprise design for these transactions is evolving rapidly. Innovation comes from many sources, but lawyers certainly play a key role in the process. In other areas, however, there is, and probably will long continue to be, ample room for lawyers to be creative.

In addition to that, I think legal English is one of the many forms of English that is used in law. In other words, it is a technical language specifically originated as a language for legal professionals such as judges, lawyers, legal assistants and attorneys. Legal English is not a native language for these professionals. Therefore, they are required to learn this language from a technical context in order to perform well in the field of law.