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Five Key Difference Makers: Best Practices in Enhancing the Likelihood of Your International Franchise Success

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The international franchise journey can take longer than expected and often is filled with frustrations and failed expectations. The roadside for that journey can look like an empty highway in a war zone with stalled developments and crash and burn ventures littered along the way. Why?

Our objective with this article is to share our insights on the best practices that will make a difference for every franchisor regardless of whether you are a mature franchisor with an established international presence or a franchisor just preparing to launch its international expansion. Each franchisor who moves the needle in a positive direction with each of these five difference makers will see noticeable, positive and sustainable changes in its international franchise performance.

1. Develop a Proactive Strategy for International Growth

Adopt a Winning Strategy. Before making the commitment to expand internationally, a franchisor should critically evaluate whether its brand is ready for expansion. Has the brand been successfully and sufficiently tested and proven in your home country? Are the brand and franchise system mature enough domestically? In other words, has the franchisor developed a well-functioning support system for its franchisees, including providing operations manuals, offering a proven training curriculum administered by experienced trainers, as well as providing first class marketing resources and any applicable integrated technology solutions? A ready franchisor will have invested in developing quality web-based educational, marketing and other resources as well as an intranet for its franchisees, all of which it will be able to roll out internationally. In addition, a franchisor must know the details of its system's unit level economics, as any sophisticated prospective foreign franchisee will demand this data. Ask yourself: Can our franchise system produce an acceptable return on investment for a foreign franchisee?

An essential step in committing your franchise system to international growth is a critical self-evaluation of the brand and operating system. Your leadership team must identify the core values of your brand and system:

- What aspects of the system are key elements of the brand?
- What aspects of the brand are critical to its success?
- How is the brand perceived by consumers?
- What aspects of the system can be modified to accommodate foreign cultures?

Don't guess or assume the answers to these questions. Commit the strategic plan to writing. Then commit to working that plan proactively rather than reacting to outside forces.

Protect Your Trademarks. A global trademark protection strategy needs to align with your international expansion plans. To protect trademark ownership rights, you should register your trademarks in a country (or in certain countries at least have an application for trademark registration filed) before you market your franchise in the country. Otherwise, you risk that someone else will register your marks first, and in "first to file" countries that may effectively foreclose you from entering the country, or at least potentially significantly increase your cost of entry, as you will have to buy back your trademark rights from the third party. Also, timing in obtaining registrations in different countries is important – in some countries a registered mark may be subject to cancellation unless the mark is used in the country within a certain period of time. You need to plan accordingly and avoid premature registrations of your marks.

Before registering your trademarks in a foreign country, understand what (if anything) a translation or transliteration of your mark means in local language. You may have to adjust your marks to avoid an embarrassing situation where your trademark's local language translation or transliteration is offensive or otherwise inappropriate in the context of the foreign culture. Also, in some countries, obtaining registration can take years. For example, a trademark registration in Brazil can take up to five years.

Understanding these considerations, the associated costs and the timeline for obtaining foreign trademark registrations will help guide your international expansion strategy.

2. Commit to Supporting International Operations and Adapt Your Concept to International Markets

Be Nimble but Stay True to Your Brand's Core Values. It is tempting to chase the one-off internet lead from a distant foreign country. However, that approach to international expansion fails too often. To succeed at international franchising, your leadership team must commit to growing the brand globally. True commitment requires education, preparation and resources.

International expansion will test your team's understanding of the core principles of your franchise system because any successful global expansion will require adaptations to make the system fit within the foreign market and its custom and culture. A clear understanding of these core values will facilitate your team's collaboration with international franchisees in adapting the system successfully to the unique aspects of each country.

Know the Local Market. Developing a successful expansion strategy takes time and resources. You will need to research foreign markets to determine which countries/markets are most suitable for your brand. Ask yourself:

- Does the country have a track record of franchising success?
- Is the country friendly to new concepts?
- What does the competitive landscape look like?
- Does the country have a sufficiently large potential market for the franchisor's products or services (i.e., does the country have an established middle and upper class with discretionary income available to spend on the franchisor's products or services)?
- What do consumers in the foreign country value in new brands?
- What adaptations will local culture and traditions demand of the franchised business?
- Does the country have a stable political and economic environment?
- Does it have a pro-business regulatory environment and investment climate?
- Does the country have an established legal system that will allow the franchisor to protect its brand and enforce its rights against a foreign franchisee?
- Are there geographic and/or language barriers or other increased costs of doing business that need to be considered?
- Are there franchise laws to address?

Your strategy should prioritise countries based on the aforementioned considerations.

Develop a Budget. With your international strategy and understanding the core aspects of your franchise system, next, you will need to educate yourself on what resources international expansion will require. For each country, no matter how big or small, certain investments will need to be made:

- translating your operations manuals, training, marketing and other brand materials (if English is not one of the official languages in the target country);
- adapting some of these materials to the peculiarities of the foreign market;
- building a competent team that will provide effective support to international franchisees;
- assessing the costs of in-country training and visits; and
- understanding the impact of foreign exchange controls and withholding taxes on the economics of each proposed transaction.

Building a budget for introducing your brand to a foreign market and supporting a foreign franchisee long-term in the market will be essential to your success and will guide your negotiations of the fees to be paid by the franchisee. In addition to the new market's initial investment, you will need to educate yourself about the ongoing costs involved in the long term relationship. The fees you will require the international franchisee to pay should be calculated based on the budget you build for the foreign market.

Although some costs will apply no matter what country and what the business arrangement between the parties will be, certain costs will vary depending on the structure of the relationship. For example, a master franchise arrangement will require a lesser investment on the franchisor's part because the master franchisee will carry the burden of marketing the brand in the country, training the unit operators and sometimes the translation and other similar costs. On the other hand, direct unit franchising or joint venture arrangements will require a larger investment on your part; however, these latter arrangements will allow you to retain more control over your brand in the foreign country. Assessing which model is appropriate for your brand is critical. And sometimes, you will decide to adopt a different model in different countries, depending on your familiarity with the foreign market, the similarity of cultures, geographic distance, the size of the territory, language barrier, and other considerations.

As part of your global expansion, your team may need to educate itself on supply chain considerations. The foreign franchisee may be able to assist in such efforts and may already have established relationships with suitable suppliers. Understanding supply chain challenges early on, as well as costs involved in overcoming any challenges, will allow you to better assess your investment in entering the foreign market. If a franchisor will supply any goods to the foreign franchisee directly, the franchisor will also need to educate itself on any import and export restrictions involved.

Be Prepared to Negotiate. Unlike domestic franchisees, you need to be prepared to negotiate heavily the terms of the international franchise agreement with the foreign franchisee who is often a significant player in the foreign market. You may need to be prepared to make certain concessions to get the deal done. Being flexible does not mean giving up control over your system and brand though. Again, understanding the core aspects of your brand and system will help you determine what areas you can negotiate. Also, you will need to be prepared that the process will take longer than domestically. You should educate yourself about the cultural nuances of the foreign country that influence the negotiation process. In many cultures outside the U.S., building a relationship first is essential to getting an agreement signed, and that takes time. A U.S. style of direct, aggressive negotiation will not work in many cultures.

Embrace a Spirit of Collaboration. A commitment to international franchising means embracing the spirit of collaboration with your international franchisees. Building a relationship with your foreign franchisee and communicating frequently and effectively will support long term success. This commitment to communication should not be underestimated. Most international franchise failures result from a breakdown in communication, so be sure authentic communication is a core component to the relationship. Do not assume it will simply happen.

Your international franchisee must understand the business and share your devotion to the brand. Educating the franchisee on the core values of the brand but at the same time seeking the foreign franchisee's input on how to best adapt the system to fit within the nuances of the foreign market are important aspects of the relationship with your foreign franchisee. Guidance provided to the franchisee should aim to maximise the franchisee's likelihood of success. For example, appropriate guidance to a foreign master franchisee means being intentional regarding when a master franchisee is allowed to subfranchise if at all. A common mistake is that a foreign master franchisee begins to subfranchise too early, typically before it truly understands the operational aspects of the business or before it knows what it takes to be a subfranchisor and support subfranchisees. Requiring a master franchisee to operate the franchised business for at least 12–18 months before being allowed to subfranchise is a franchisor control that focuses on maximising the master franchisee's likelihood of success.

Finally, a true commitment to global growth means adopting a pace of growth that is sustainable. A franchisor needs to assess what international growth rate its team can support successfully. Granting too many international franchises too quickly is a recipe for failure. A more cautious approach will allow you to learn from mistakes, apply the needed resources to each market and build the success for your brand, country by country. The damage caused by moving too quickly in international expansion can be substantial and foreclose you from entire countries for years.

3. Avoid Poor Partnering Decisions

The Right People Matter. Sustainable international expansion means taking the time to learn what qualities a suitable international franchisee should possess. In your search for the right people, consider a candidate's:

- passion for your brand;
- understanding of your franchised business;
- alignment with your brand's core values;
- experience in your industry;
- business reputation in the foreign country;
- resources necessary to succeed (i.e., the capital to grow the brand in the foreign market as well as an experienced management team); and
- appropriate skill set for the role (i.e., area developer *vs*. master franchisee).

For example, different skills are required of a multi-unit operator versus a master franchisee. As noted earlier, don't assume that every international franchisee should have the right to subfranchise. A successful master franchisee (i.e., a subfranchisor) can effectively recruit and vet suitable candidates for unit operators, provide support and training to unit operators as well as enforce the unit operators' compliance with your system standards. On the other hand, a successful multi-unit area developer must have the ability to develop and operate a large number of units using the developers' own financial and human resources.

Verifying the candidate's financial resources (by requiring delivery of financial statements) should be an early due diligence step so that you are not pursuing an under-capitalised candidate. Also, understanding the candidate's ownership structure is important in verifying compliance with anti-corruption and anti-terrorism laws. Requiring the prospect to present a proposed business plan for the launch and growth of your brand in the foreign country will help align the parties' expectations as to the pace of the growth, as well as the financial and other resources needed to support such growth, and it will help guide negotiations regarding the development schedule as well as fees paid by the franchisee.

It is essential that you develop an effective due diligence process for vetting candidates and apply it faithfully. Developing a checklist that identifies the various business and legal due diligence considerations is helpful. Even if the prospect presents its business plan, you should independently educate yourself on what investment, initial and ongoing, your foreign franchisee will be required to make in order to successfully launch and grow the brand in the foreign market.

Patience and thoroughness are critical in identifying and vetting the right foreign franchise candidates. The consequences of cutting corners in conducting due diligence on international franchisees can be severe and costly, including significant penalties for violations of the U.S. Foreign Corrupt Practices Act and similar anti-corruption and anti-terrorism legislation. Unwinding international relationships can also be costly and time consuming.

4. Implement an International Structure That Minimises Tax Risks

International franchising poses tax risks and uncertainties. In working on dozens of international franchise transactions in dozens of countries, our firm has developed an approach to initially assess the issues and risks, starting with Five "Prisms", to help franchisors navigate, plan and structure international expansion effectively. Specific areas of concern include: avoiding having an inadvertent "PE" (permanent establishment or business nexus abroad), having proper documentation substantiating transfer pricing decisions when dealing with related parties, being able to remit funds back home at the least tax cost – and at the shortest FX (foreign exchange) approval delays, and using foreign tax credit rules effectively.

Review the Five Prisms. We suggest that early in the planning process, franchisors assess their international expansion through five different tax "prisms":

1. the impact, when relevant, of the extra-territorial reach of U.S. tax law as contained in the Internal Revenue Code (e.g., including the rules regarding reporting of "controlled foreign corporations" and "passive foreign investment companies" and beneficial application of foreign tax credit rules);
2. the impact of local country tax laws where international expansion is to occur;
3. the tax consequences to the company (i.e., franchisor and local affiliates), which include the direct reporting and withholding of tax obligations, and the risk of unexpected tax nexus locally (e.g., triggering an inquiry regarding a PE) where none was intended;
4. the tax consequences to the individual employees, contractors or agents who will be located in or periodically visiting the foreign country (and the effect of the activities and authority of such persons on the tax situation of the franchisor); and
5. the presence and applicability of a tax treaty.

Evaluating international expansion through these "prisms" will help anticipate, and plan in advance for, structures, contract requirements, timely data collection, and cash flows, all with more accuracy and confidence.

Avoid an Inadvertent PE. This is a complex subject, one that should be discussed at length with your international tax advisors. Suffice it to say that no one wants to find out, after its international structure, contracts and payments are set, that it has unanticipated corporate income tax liabilities and reporting responsibilities in the new country. While certainly not an exhaustive list, here are a few of the "traps for the unwary" that could result in having an unanticipated PE:

1. Having an office or fixed place of business abroad that is regularly available to the franchisor (even if it is in an affiliate's or franchisee's facilities).
2. Installing abroad an owned server of the franchisor.
3. Having franchisor employees or officers "habitually" signing contracts in foreign countries that bind or commit the franchisor (these obligations clearly include signing new franchise agreements or amendments to existing agreements, but also include such contracts as sourcing raw materials or ingredients, corporate procurement or purchasing contracts, contract manufacturing and distribution agreements or supply contracts).
4. Performing "services" abroad for customers (e.g., franchisees or subfranchisees) for certain durations provided in various tax treaties (such as U.S. treaties with Canada, China, and India).

Be Prepared with Proper Transfer Pricing Documentation. The international standard for "related party" transactions and pricing generally is: "What would an unrelated party pay for the same product, service or licence under the same or substantially similar circumstances?" Many countries require "contemporaneous documentation" to be in the taxpayer's files at the time its local tax returns are filed, and many countries require specific disclosure on those returns about related party transactions. Having secured in advance a proper transfer pricing study to support the pricing utilised between the related parties is essential these days, but these studies to be effective must be updated periodically (such as every two to three years) and may need to be in the language of the foreign country.

Get Your Money Out. Many countries require pre-filing with or preapproval by government regulators in order to remit funds abroad, especially if the remittance is to be in hard currency. China, in fact, requires both "SAFE" approval (for FX purposes) and tax clearance, two separate processes. Proactive filings of required tax forms to substantiate lower withholding tax than otherwise provided by local law (such as allowed by applicable tax treaty) is key to ensuring that the franchisor receives the most cash at the least tax cost. And, as a business matter, these approvals may take longer than the standard payment terms and due dates in your standard agreements, so allowances should be made in appropriate cases.

Use the Foreign Tax Credit Rules. Proper application of and planning for the effective use of applicable foreign tax credit rules can also help offset the "net" tax cost of operating abroad. Tax efficiency overall can be improved by knowing which of the two "buckets" of income categories under those rules that the franchisor's foreign source income will fall into, and then planning ahead for utilising foreign income that will be subject to higher rate foreign taxes to be offset by lower rate foreign income.

5. Understand the Legal Environment

Know The Legal Landscape. As discussed above, as an initial step, you need to secure registration for your trademarks. However, your understanding of the laws of the foreign country needs to go beyond intellectual property protection. You should become familiar with the laws (if any) that will govern your offer and sale of a franchise in the foreign country as well as the laws that will impact the day to day operations of the franchised business. In this respect, you must consider any:

(a) franchise, distribution and agency laws that may apply to your relationship with the foreign franchisee, and what obligations or restrictions they will impose on you. For example:
- Are you required to deliver a franchise disclosure document (FDD) to the franchisee? If so, when?
- Are you required to register as a franchisor, or register your FDD and/or franchise agreement with the country's government? What consequences will such registration have? E.g., certain agency laws apply to franchise agreements and they make it difficult and expensive for a franchisor to terminate the agreement;

(b) privacy and data security laws that will impact issues such as:
- what types of data you may require the franchisee to collect from its customers;
- what types of data the franchisee may transmit to you, and how;
- who owns the collected data;
- how you may use the collected data;
- what security measures you and your foreign franchisee should implement with respect to the collection, sharing and storing of data; and
- what protocols you should put in place with your foreign franchisee to address responsibilities and cooperation in the event of a data breach;

(c) antitrust and competition laws that may restrict your ability to enforce a post-termination noncompetition covenant;

(d) tax laws, as discussed above;

(e) local laws that may impose any limitations on your ability to enforce your rights under the franchise agreement, as well as to pursue legal remedies against an international franchisee and to subsequently enforce a judgment or an international arbitration award in the foreign country against the franchisee; and

(f) domestic laws that may apply (e.g., for U.S. franchisors, the U.S. Foreign Corrupt Practices Act, the USA PATRIOT Act as well as U.S. export controls if you will be supplying any goods or products to the foreign franchisee).

You should understand the impact of other influences on the legal system of the foreign country, such as culture, customs and religion. For example, in Saudi Arabia, the law is based on the application of Shari'ah law, which is a collection of principles derived principally from the Qur'an and the Sunnah (the witnessed sayings and actions of the Prophet Muhammad). Also in Saudi Arabia, agreements should be witnessed by two male Muslim witnesses.

One approach that we have used with clients is to prepare a detailed country specific checklist that outlines the various business and legal steps or actions that must be met or satisfied to effectively and efficiently do what is necessary to get an international franchisee launched in a new market. Try it. It will make a difference.

Engage Experienced Legal Advice. It is helpful to engage the services of an experienced international franchise lawyer early in the process of developing your international strategy. Experienced counsel will leverage relationships with reputable lawyers in the foreign countries in which you are interested in expanding and can provide helpful insights into the nuances of doing business in the country and assist you with interpreting and implementing local counsel's advice (particularly when your domestic jurisdiction is subject to common law and the target jurisdiction is subject to civil law, or *vice versa*).

Local counsel will review the franchise agreement and advise of any revisions required in order to make the franchise agreement valid and enforceable in the foreign country. Even if the franchise agreement can be governed by the laws of your domestic country, certain mandatory provisions of local laws (i.e., public policy matters) will apply and local counsel will advise on how to address any inconsistencies between the mandatory law and franchise agreement terms.

Local counsel will assist in preparing a franchise disclosure document if required. Local counsel will also provide guidance on what dispute resolution mechanism is most effective for enforcing your rights under the franchise agreement. Many countries are parties to the New York Convention on the Enforcement of International Arbitration Awards and so generally international arbitration is the preferred mechanism as local court judgments may not be enforceable in a foreign jurisdiction; however, in some countries, choosing local courts will yield most efficient dispute resolution. In countries where English is not one of the official languages, local counsel will also advise on whether the franchise agreement and/or the FDD must be translated into the foreign language to be enforceable (which will be the case in any countries that require franchise registration). Local counsel can arrange for such translation and review it for accuracy.

Experienced local counsel will also advise generally on how developed the foreign country's legal system is, how laws are enforced in the country against foreign parties, and whether the legal system can adequately protect your rights to your system and intellectual property, and such advice will influence your international expansion strategy.

Serious missteps with respect to the applicable legal framework of a foreign country could lead to the demise of the franchisor's system in that country and make it impossible for the franchisor or its franchisees to continue operations in the country. Worse yet, it could lead to fines, penalties or even criminal convictions.

Conclusion. Be thoughtful, deliberate and intentional regarding each of the five key difference makers with input from key stakeholders and advisors with international expertise. Doing so will enhance the likelihood of your international franchise success.

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