

## **I. INTRODUCTION**

### **A. Development of Indonesian Laws and Business Regulations.**

Laws and business regulations in Indonesia has developed since the Neherland Indie under the adat law, the Civil Book Code (Burgerlijk Wetboek=BW) and the Commercial Book Code (Wetboek van Kophandel=W.vK.) Since then, after its independence, the government has issued so many economic laws and business regulations. Furthermore, Asean Free Trade Area Area (AFTA) has come into force among its members countries which has been came into effect since January 2016.

Later on, the government also try to boost its laws and business regulations through reformations and deregulations due to ease in doing business as well as to attract foreign investment.

Not long after its independence, the Republic of Indonesia has also developed its laws and regulations through enter into force into many international organizations. The most important international step was when Indonesia became a member of the United Nations (the UN), and its Specialized Agencies such as the International Labour Organization (ILO), the World Intellectual Property Organization(WIPO), The World Trade Organization (WTO), the United Nations Educational, Social and Cultural Organization (UNESCO) and many others.

On the other hand, Indonesia has also entered into many international agreements, such as agreement on: mutual promotion and protection of investments, trade agreement,and taxation,the General Agreement on Tariff and Trade (GATT), the United Convention on the Recognition and Enforcement of Foreign Arbitral Awards (New York Convention), Convention on Settlement of Investment Disputes Between States and Nationals of Other States

(Washington Convention.) Chapter one of the Washington Convention dealing with the establishment of the International Center for Settlement of Investment Disputes (ICSID), so that, occasionally, this convention is called ICSID Convention.

Another international trade agreements are related with goods and commercial papers, i.e.: the Uniform Law on the Formation of Contracts for the International Sale of Goods (The Hague Convention 1964), Convention Contracts for International Sale of Goods (CCIS), and the Uniform Customs and Practice for Documentary Credits (UCP.)

Basically, commercial papers are divided into three categories i.e. goods (bill of lading), membership of business organization (share), and debt (draft, check, bond, and Letter of Credit=L/C.)

In short, Indonesia has already developed its laws and business regulations through national development policies and international agreements by

ratification, accession, or adhesion of international laws. Clearly, there are laws and business regulations sourced from both national and international laws.

### **B. Mastering English is Part Key to Success.**

Now, in the era of AFTA and globalization, there are great movements of trade, capital, investment, corporation, labour, *etc.* within Asean member countries. It means that there will be so many foreign corporations, labours, and professionals operate and work in Indonesia and *vice versa*. Starting from now on, we will find so many corporations, labours, professionals, business agencies come and operate in Jakarta and other big cities or even small cities in Indonesia. As a result, there will be so many golden jobs and business opportunities in front of us.

The problem is, how can we grab those jobs and golden opportunities? How can we compete with the labour and businessman from other countries? The answer is, "Works Hard and Mastering English".

However, mastering English is need a process. One who ever studied and stayed in English speaking countries, such as in the United Kingdom, the United States of America, and Australia, may be easier and faster. I believe, most of us are not as lucky as that. So, there is no short cut way of mastering English except to study English hard and consistantly.

### **C. English for Specific Purposes : Legal and Business English.**

English as a tool of communication must be mastered by everyone who want to success in his or her career. However, there is still another important factor that must be taking into consideration i.e. a substancial background. Having both general English and substancial background, one manage to describe, discuss and argue such a specific issues such as law and business properly.

Clearly, it is very important that one who want to success in his or her carreer has to master English as well as has a background of a specific field. To make

it works, we need such English for Specific Purposes, such as: “Legal and Business English”.

#### **D. Systematic of this Book.**

For this Legal and Business English, the systematic of this book as follows :

Chapter One (I), an introduction, I try to introduce how important English for every one especially in the era of AFTA and globalization. Mastering English is a must when one want to grab job and business opportunities as well as success in his or her career. As English is just as a tool of communcation, it is not enough if one just master of general English. Obviously, one has to master both: English and a substancial subject matter. To make it works, I introduce Legal and Business English.

In Chapter Two (II), I elaborated relevant English Grammar. I believe that in order to understand Legal and Business English, one needs an English grammar, even in brief. In this part, I pay attention to part of speech, sentence English structure, and

composing ideas. At the end, I discussed dangling modifier and run-on sentences phenomena.

In Chapter Three (III), I pay attention to communication skills ability such as composing letter and giving advice. I also discussed how to identify such issue that categorised as important substances that need to be delivered or to be stated in correspondence. Furthermore, I elaborated a couple of skill dealing with communication such as how one communicate with others through memo, letter, report, contract, advertisement, advice, and announcement.

Effective and efficient communication must be drawn up clearly and lawful. Not all of the information have to be delivered to our client. Basically, avoid over-explain in our letter, advice, report, and any other of communication.

In Chapter Four (IV), I elaborated business organizations. It consist of the elaborations of personal company, partnership i.e. Maatschap, Firma

and Commanditaire Vennootschap (CV), and limited liability company (PT).

To go into detail, I also analyze how these companies to be established, how many capital is needed, how its profits and losses are distributed, and how the company decision is taken. I also discussed what step must be done if the founders want to sell their shares, as well as to dissolve and liquidate the company.

In Chapter Five (V), I discussed about legal action such as how to make legal due diligence (LDD), legal opinion, power of attorney, and affidavit. Concerning to the corporate actions, I discussed about general meeting of shareholders, circular resolution in lieu of general meeting of shareholders, merger, consolidation, and acquisition/take over, spin off and split-off and its publication or announcement.

Finally, in Chapter Six (VI), I discussed about business contract. In this part I paid attention to definition, type, element and outline of contract. There are two kind of contract, namely, short contract

and comprehensive contract. The short contract might be in form of contract letter which only consist of one or two pages. The comprehensive contract is such a long contract that its out line consist of front of contract, body of contract and back of contract.

Normally, the short contract and contract letter are used for simple matters, repeat orders or done between parties that already known each other very well. On the other hand, a comprehensive contract is a long and has so many and detail clauses. To draft this kind of contact need legal division staff of the company or even professional lawyer.

To assure the understanding of the legal and business reading materails in this book, I provide some quetions for exercises. By reading and studying this book, I hope, one manage to improve both English as well as laws and business knowledge. Finally, I do hope this book will create valuable benefit for everyone who interested in grabbing a better opportunity and increasing of his or her career.

This book is intended for law and business students, para legal, junior lawyers, and every one who interested in laws and business.

### **E. Questions.**

Questions I:

1. What is the difference between bilateral and multilateral agreement?
2. Are the United Nations and its Specialized Agencies international organizations?
3. When did Asean Free Trade Area (AFTA) come into force?
4. Named the great opportunities for citizens of AFTA member states !
5. Mentioned some specialist agencies of the United nations !
6. How Indonesia had developed its laws and regulations?
7. How does one manage to grab great opportunities and compete within AFTA's era?