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LEGAL SPECIALIZATION

Specialization in Tokenization Legal and Compliance

"The practical guide for lawyers advising in the crypto space"

4 months · 180 hours · 5 modules · 100% online

Lawyers, notaries, legal advisors, compliance officers, fintech attorneys

990 CHF

Program Description

The Specialization in Legal and Compliance is designed for lawyers, notaries, legal advisors and compliance officers who need practical, up-to-date tools to advise clients on tokenization: from token classification and regulatory strategy to cross-border structuring and AML/KYC compliance. It addresses a critical market gap: very few lawyers truly understand how to operate legally in the token space.

This program is not a blockchain course for lawyers. It is a rigorous legal specialization in a new, rapidly evolving regulatory framework with immediate practical implications for any firm with clients in finance, real estate, technology, startups or family business.

Title	Specialization in Token Law and Regulatory Compliance
Program Director	Joan Navarro Delgado — TokenRevolution.net
Format	100% Online · 90-minute live sessions every two weeks (recorded) + asynchronous content
Duration	4 months / approximately 180 hours of learning
Language	Spanish and English — materials available in both languages
Certification	Specialist in Token Law and Regulatory Compliance
Profile	Lawyers, notaries, legal advisors, compliance officers, fintech attorneys
Entry requirement	Legal background + Modules M0-M1 of the General Course or equivalent
Places per edition	30 participants maximum
Price	990 CHF

Learning Objectives

By the end of the specialization, participants will be able to:

- Correctly classify any token under the MiCA framework and Spanish and Andorran legislation.
- Advise clients on the optimal legal structure for their tokenization project.
- Draft or oversee a token's legal white paper, terms and conditions and risk disclosures.
- Implement a KYC/AML program compliant with AMLD6 and the Travel Rule for tokenization projects.
- Navigate the main relevant international jurisdictions: Switzerland, Liechtenstein, Dubai, Singapore, the US.
- Identify when a token project may fall under the jurisdiction of the U.S. SEC.
- Develop a specialized legal practice in tokenization with clear positioning and value proposition.

Program Structure — 5 Modules over 4 Months

L1 MiCA Regulation — In-Depth Analysis

3 weeks · 40 hours

The Markets in Crypto-Assets Regulation (MiCA) is the most significant regulatory framework in history for the European blockchain ecosystem. This module provides a thorough, practical legal analysis of MiCA, going beyond the general overview offered by most available resources.

Week 1 — Complete MiCA Framework and Classification

- Scope of MiCA: what it regulates, what is expressly excluded and what falls into a regulatory gray area.
- ARTs (Asset-Referenced Tokens): legal definition, capital requirements, authorization regime and ongoing obligations.
- EMTs (E-Money Tokens): specific regime, differences from traditional e-money (EMD2) and authorized entities.
- Other non-ART/EMT crypto-assets: MiCA's residual universe — when the simplified regime applies.
- Tokens excluded from MiCA: NFTs, limited utility tokens, loyalty tokens — the exact exclusion criteria.

Week 2 — Issuer Obligations under MiCA

- White Paper under MiCA: mandatory content, issuer civil liability and publication regime.
- Material changes to the white paper: when an update is required and the notification process.
- Authorization procedures: who needs prior authorization, who only needs to notify, and applicable deadlines.
- CASP (Crypto-Asset Service Provider): the 10 regulated services, licensing requirements and the CNMV process.
- Governance and organizational requirements: key functions, conflicts of interest and remuneration policies.

Week 3 — Enforcement, Transition and Real Cases

- Competent authorities: the roles of ESMA, EBA and CNMV — coordination and differences in approach between states.
- Supervisory and intervention powers: when the CNMV can suspend a token offering.
- Transition periods and grandfathering: what happens to projects launched before MiCA came into force.
- Sanctions under MiCA: the sanctions regime and the first reference cases in Europe.

DELIVERABLE: Applied MiCA analysis: classify three real Token Revolution portfolio projects under MiCA, identify the specific obligations for each, and prepare a 2-page legal memo per project.

REAL CASE: CLAI + BIOP — Three different classifications under MiCA

Comparative analysis of how three projects from the same portfolio are classified in radically different ways under MiCA: CLAI (legal AI platform) and BIOP (fractional real estate asset). Two distinct regulatory regimes, three legal strategies.

L2 Legal Classification and Structuring of Tokens

3 weeks · 40 hours

Token classification is the most critical legal decision in any tokenization project. An incorrect classification can turn a utility project into an unauthorized public offering of securities, with serious civil and criminal consequences. This module provides the complete legal framework for classifying and structuring tokens defensibly.

Week 4 — Legal Classification of Tokens

- Classification matrix: utility token, security token, payment token, e-money token, hybrids — criteria and tests.
- The Howey test and its European equivalents: when a utility token becomes a security.
- Relevant regulatory precedents: what CNMV, ESMA, BaFin and FINMA have said about specific projects.
- Real estate tokenization: legal classification of fractional ownership in physical assets — state of the art.
- Governance tokens: are they securities? Analysis of applicable criteria and reclassification risk.

Week 5 — Legal Structuring of the Issuer

- SPV (Special Purpose Vehicle): advantages, structure and cases where it is the preferred option for issuers.
- Foundation: structure, governance and optimal jurisdictions (Switzerland, Liechtenstein, Panama).
- DAO with a legal wrapper: Marshall Islands LLC, Wyoming DAO LLC, Swiss Association — practical comparison.
- Structuring without a repayment obligation: how to issue tokens without creating legal debt for the issuer.
- Founders' liability: how to limit personal exposure through corporate structure.

Week 6 — Project Legal Documentation

- Legal white paper: essential clauses, disclaimers and the MiCA civil liability regime.
- Terms and conditions for token sales: critical clauses, country-specific restrictions and KYC management.
- Risk disclosures: how to document risks completely, currently and in a legally defensible way.
- Legal due diligence checklist: the 25 points you must verify before advising a tokenization project.

DELIVERABLE: Structuring workshop: legally classify and structure three real projects from the TR portfolio. For each: token type, issuer legal structure, recommended jurisdiction and required legal documentation.

L3 AML, KYC and Financial Crime Compliance
2 weeks · 30 hours

Crypto-asset businesses have been under AML regulatory scrutiny since 2018. The 5th and 6th Anti-Money Laundering Directives, the Travel Rule and FATF requirements have created a dense and evolving set of obligations. This module provides the tools to implement it correctly in tokenization projects.

Week 7 — AML Framework for Crypto-Assets

- AMLD5/AMLD6: what specific obligations they impose on token issuers and crypto service providers.
- KYC for tokenization projects: identity verification, beneficial ownership, PEPs and source of funds.
- Travel Rule (FATF Recommendation 16): specific obligations for crypto-asset transfers between VASPs.
- Risk-based approach: how to design the client risk-scoring system for a tokenization project.
- Exemptions and thresholds: when a small token project can apply simplified procedures.

Week 8 — Tools, Enforcement and Real Cases

- Blockchain analytics tools for AML: Chainalysis, Elliptic, CipherTrace — what they offer and when to use them.
- Sanctions screening: OFAC, EU and UN obligations for projects with international investors.
- Transaction monitoring: what patterns must be detected and how to document alerts.
- Sanctions and enforcement: the most relevant EU and US cases as a reference for practice.
- Practical case: design the complete AML/KYC program for the launch of a utility token.

DELIVERABLE: Deliverable: design and document a complete AML/KYC program for a real or fictional tokenization project, including a client acceptance policy, KYC procedure, monitoring system and suspicious activity reporting protocol.

L4 Cross-Border Tokenization and International Law

3 weeks · 40 hours

Tokenization is inherently cross-border. European issuers face complex jurisdictional questions: can they sell to American investors? What happens if they structure the project from Switzerland? When does the SEC apply? This module provides the complete legal map of the main jurisdictions.

Week 9 — Comparison of Favorable Jurisdictions

- Switzerland (FINMA): the Crypto Valley of Zug, FINMA's token classification and Europe's most mature legal environment.
- Liechtenstein (Token Act): the world's first token law — a detailed analysis of the reference framework.
- Andorra: the Principality and its crypto-friendly regulatory environment — opportunities for European issuers.
- Dubai (DIFC/ADGM): the Gulf's crypto hub — regulatory framework, available licenses and costs.
- Singapore (MAS): regulatory sandboxes, payment token service licenses and the supervisory model.

Week 10 — US, Taxation and Conflict of Laws

- SEC and CFTC: when a European project falls under US regulatory jurisdiction.
- The Reves test and strategies for limiting distribution to American investors (Reg S, non-US persons).
- Tax implications of token issuance: VAT, capital gains and tax classification by jurisdiction.
- Smart contracts and enforceability: the legal status of code as a contract in different jurisdictions.
- Conflict of laws in international tokenization: how to determine applicable law in cross-border contracts.

Week 11 — DAOs, Emerging Structures and Dispute Resolution

- DAO legal wrappers: Marshall Islands LLC, Wyoming DAO LLC, Swiss Association — practical comparative analysis.
- Liability of DAO members: the current state of the law and expected jurisprudential evolution.
- Dispute resolution in Web3: international arbitration, on-chain governance and court jurisdiction.
- Case: what legal structure would Token Revolution choose for each of its 13 projects?

DELIVERABLE: Jurisdictional report: for a real or assigned tokenization project, prepare a complete analysis of the 3 most suitable jurisdictions — advantages, costs, requirements and a substantiated recommendation.

REAL CASE: SMD — Mining in Guinea-Conakry: the most complex cross-border case

Analysis of the tokenized solidarity mining project: which legal systems come into play (Spanish, Andorran, Guinean, MiCA), how the issuance is structured to be legal in each jurisdiction, and how the dual flow of capital is managed (European investors, operations in Africa).

L5 Emerging Legal Issues and Practice Management

2 weeks · 30 hours

The closing module addresses the newest legal issues in the token space and provides the tools to build a specialized tokenization legal practice. The blockchain legal advisory market is nascent, with very few truly trained lawyers: the positioning window is open.

Week 12 — Legal Frontiers: NFTs, AI and New Assets

- NFT law: token ownership vs. ownership of the underlying asset, copyright, royalties and IP.
- Real estate tokenization: fractionalization and transfer of title — the legal state of the art in Spain and Europe.
- The European AI Act and blockchain: how AI regulation affects projects like CLAI, HST and PLK.
- Tokenization of biometric and health data: GDPR + MiCA + AI Act — the triple regulatory intersection.

Week 13 — Legal Practice in Tokenization

- Building a specialized tokenization practice: positioning, value proposition and business development.
- Fee structures for tokenization projects: fee by hour, success fee, token allocation — market models.
- Managing conflicts of interest: when the lawyer receives tokens as part of the fee.
- Definitive legal due diligence checklist for tokenization projects: the 30 points that cannot be missed.

> **DELIVERABLE: Legal capstone: draft a complete legal opinion (10-15 pages) for a real tokenization project — token classification, issuer legal structure, jurisdiction, required documentation, AML/KYC analysis and analysis of the main legal risks.**

Project Portfolio — Applied Legal Analysis

The 13 Token Revolution portfolio projects present distinct and complementary legal challenges. Throughout the program, each project is analyzed from the standpoint of its specific legal structuring:

Token	Sector	Description
PROA	Heritage real estate	Sustainable acquisition and operation of historic buildings for social, healthcare and medical research use.
TREV	Tokenization services	Comprehensive tokenization services platform for startups, companies, associations, foundations and entrepreneurs.
RSID	Hospitality and sport	Sustainable restaurants and sports facilities — a tokenized access and loyalty ecosystem.
1LX	Multimedia technology	Advanced sustainable multimedia technology systems and next-generation content infrastructure.
TFH	Tourism + AI	AI-driven platform for selecting sustainable tourism experiences that generate personal wellbeing.
PLK	Quantum computing	Cloud quantum middleware that lets tech companies integrate quantum computing without specialized staff.
CLAI	Legal AI + Blockchain	AI-driven blockchain legal advisory platform for international clients across multiple jurisdictions.
TWR	Water resources	TechWater: scalable sustainable water infrastructure for environments of extreme scarcity. Nonprofit.
BIOP	Sustainable luxury tourism	BIO boutique luxury (centered in Albarracín) expanding to Valencia and international markets.
BKTL	Elite sport	Spain's first high-performance basketball ecosystem (Cornellà, Barcelona). Global Basket-LAB network.
SMD	Solidarity mining	Gold mining in Guinea-Conakry with solidarity investment in local education, agriculture and health.
OLEUM	Agriculture / Olive growing	Global sustainable olive-growing system: healthy food, therapeutic cosmetics and agrotourism.

Teaching Team

Joan Navarro Delgado — Founder & Director, TokenRevolution.net

Cybersecurity expert with more than two decades of experience in applied cryptography and digital strategy. Specialized in blockchain and crypto-assets since 2016. Active portfolio of 13+ tokenized projects across 13 industrial sectors. Member of AENOR, CEN and ISO working groups on digital identity and tokenized payment systems.

Company	Token Revolution (TokenRevolution.net) — Founder & Director
Education	Universitat Oberta de Catalunya (UOC)
Cybersecurity	More than 30 years of experience in cybersecurity and applied cryptography
Blockchain	Specialized in blockchain and crypto-assets since 2016
Active portfolio	13+ tokens designed and launched across 13 different industrial sectors
Standards	Member of AENOR, CEN and ISO — digital identity and payment methods
Languages	Spanish (native) · English (professional) — materials available in both

Live sessions feature guest experts from the industry: notaries specialized in digital assets, blockchain tax lawyers, engineers from international exchanges, university lecturers and entrepreneurs who have already tokenized their own projects.

Practical Information

Format	100% online — 90-minute live sessions every two weeks (recorded) + asynchronous independent work
Places	Maximum 30 participants per edition
Language	Spanish and English — materials available in both languages
Upcoming editions	October 1 · March 1
Price	990 CHF
Contact	trev@tokenrevolution.net · tokenrevolution.net