

## FICHA TÉCNICA DE LA ASIGNATURA

| Datos de la asignatura     |                                                                                           |
|----------------------------|-------------------------------------------------------------------------------------------|
| <b>Nombre Completo</b>     | Derecho Mercantil Internacional                                                           |
| <b>Código</b>              | E000006790                                                                                |
| <b>Impartido en</b>        | Grado en Relaciones Internacionales y Grado en Traducción e Interpretación [Quinto Curso] |
| <b>Nivel</b>               | Reglada Grado Europeo                                                                     |
| <b>Cuatrimestre</b>        | Semestral                                                                                 |
| <b>Créditos</b>            | 4,5                                                                                       |
| <b>Carácter</b>            | Obligatoria (Grado)                                                                       |
| <b>Departamento / Área</b> | Área de Derecho Mercantil<br>Departamento de Derecho Económico y Social                   |

| Datos del profesorado      |                                            |
|----------------------------|--------------------------------------------|
| <b>Profesor</b>            |                                            |
| <b>Nombre</b>              | Ignacio Ramos Villar                       |
| <b>Departamento / Área</b> | Departamento de Derecho Económico y Social |
| <b>Despacho</b>            | Professor's Room                           |
| <b>Correo electrónico</b>  | irvillar@icade.comillas.edu                |

## DATOS ESPECÍFICOS DE LA ASIGNATURA

| Contextualización de la asignatura                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
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| <b>Aportación al perfil profesional de la titulación</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Examines the legal framework of Corporate Law, divided in three blocks. In the first block, businessmen and companies will be studied, including the types of companies, the incorporation of companies, the elements of companies, the life of the company and the bankruptcy of the company. In the second block, industrial law and competition law will be analysed. In the third block, contracts in an international context will be studied, including the international organizations and uniform rules promoting and governing international contracts, the structure of international contracts, the management of risk in international contracts (including credit risk and insolvency risk), and the main instruments and financing structures present in international contracts. These topics are considered generally and in specific comparative context across countries and across types of transactions. |

| Competencias - Objetivos |
|--------------------------|
| <b>Competencias</b>      |

- Generic Competences

Instrumental

General basic knowledge in the field of study (*CGS 11*)

Decision-making and problem-solving (*CGI 06*)

- Specific competences of the subject

Conceptual (knowing)

Gaining a broad view of rules governing International Commercial Law, its main areas and legal sources (*CEA 04*). Understanding the implications of companies and international contracts for business and market players.

Procedural (doing)

Developing a critical view on International Commercial Law issues and rules.

Professional (knowing how)

Properly appraising a contractual and/or business/financial risk situation under rules and practice, and extracting its legal and business consequences.

## **BLOQUES TEMÁTICOS Y CONTENIDOS**

### **Contenidos – Bloques Temáticos**

#### **BLOCK A. CORPORATE LAW - COMPANIES**

Unit 1: Introduction to businessman and companies

1.1 Individuals and legal entities

1.2 Businessman and merchant

1.3 Types of companies: public limited companies, private limited companies, other types of entities

Unit 2: Elements of companies

2.1 Shares

2.2 Bodies: Board of Directors and General Meeting of shareholders

Unit 3: The life of the company

3.1 Incorporation

3.2 Increasing of capital and reduction of capital

3.3 Mergers, de-mergers, spin-off, assignment

3.4 Dissolution, liquidation and extinction

Unit 4: Bankruptcy

4.1 Scenario

4.2 Declaration. Administrators

4.3 Assets & liabilities

4.4 Outcome

**BLOCK B. INDUSTRIAL LAW AND COMPETITION LAW**

Unit 1: Industrial Law

1.1 Patents

1.2 Brands and trademarks

Unit 2: Competition Law

2.1 Forbidden practices and control thereof

2.2 Unfair competition

**BLOCK C. CORPORATE LAW - CONTRACTS**

AREA 1: INTERNATIONAL ORGANIZATIONS AND UNIFORM RULES

Unit 1: International Organizations.

1.1 WTO

1.2 UNCITRAL

1.3 ICC

1.4 The EU approach

Unit 2: Uniform rules

2.1 GATT

2.2 CISG

2.3 INCOTERMS

2.4 UNIDROIT

2.5 The EU: ongoing EU initiatives

AREA 2: STRUCTURE OF INTERNATIONAL CONTRACTS

Unit 3: Preliminary deals

3.1 Non disclosure agreement (NDA)

3.2 Letter of intention (LOI) & memorandum of understanding (MoU)

3.3 Exclusivity agreement

3.4 Order

Unit 4: Elements of the agreement (I)

4.1 Parties

4.2 Place

4.3 Currency and form of payment

4.4 Credit Support

4.5 Penalties

4.6 Audit

4.7 Tax

4.8 Termination

4.9 Language

Unit 5: Elements of the agreement (II)

5.1 Quality: cross-border issues of product regulation, safety and recall

5.2 Supply: retention of title and export control

5.3 Customs

5.4 Liability and indemnity: cross-border issues

5.5 Code of conduct: inc. AML and TF

5.6 Governing Law: determination of governing Law - rules and Rome I

5.7 Dispute resolution: mediation, international arbitration and courts

AREA 3: MANAGEMENT OF RISK

Unit 6: Credit risk

6.1 Bonds, guarantees and standby letters of credit

6.2 Government guarantee schemes (ECAs)

6.3 Insurance

Unit 7: Bankruptcy in an international context

7.1 UNCITRAL Model Law on Cross-Border Insolvency and UNCITRAL Legislative Guide on Insolvency Law

7.2 International bankruptcy procedures, with a special focus on EU rules on transnational insolvency

AREA 4: MAIN INSTRUMENTS AND FINANCING

Unit 8: Main instruments

8.1 Distribution agreements

8.2 Agency agreements

8.3 Franchise agreements

Unit 9: Financing

9.1 Pre-export finance

9.2 Trade finance

## METODOLOGÍA DOCENTE

### Aspectos metodológicos generales de la asignatura

#### General methodological aspects of the subject

- Contact hours methodology: Activities

Classes will be based on practical lectures, cases, and court and arbitration decisions. Real-life agreements and templates will be provided and used actively.

Practical cases will be focused on real-life scenarios.

Students are expected to attend and participate actively in all the sessions.

- Independent study methodology: Activities

Students are expected to prepare 2 practical exercises to be presented/discussed in class. Those exercises will complement their individual study of lectures, cases, court and arbitration decision and other materials provided.

## RESUMEN HORAS DE TRABAJO DEL ALUMNO

#### Lecture

- Contact hours: 38
- Independent study hours: 38

#### Practical class

- Contact hours: 7
- Independent study hours: 14

**Evaluation: exam**

- Contact hours: 3
- Independent study hours: 15.5

**Evaluation: exam review**

- Contact hours: 0.5

**TOTAL:** 116

## **EVALUACIÓN Y CRITERIOS DE CALIFICACIÓN**

**Evaluation exam (70%):**

- Both theoretical and practical understanding of the topics studied in class.
- Knowledge of the basic concepts and legal instruments studied in class.
- Appropriate use of legal English and legal terms/concepts studied in class.
- Quality of legal thinking and communication skills.
- Appropriate use of legal tools and sources.
- Ability to synthesize and systematically present ideas and concepts.
- Identification and understanding of the problem raised in the facts of the case study.

**Case studies and in-class presentation (30%):**

- Satisfactory resolution of practical cases.
- Quality of legal thinking and communication skills.
- Appropriate use of legal tools and sources.
- Appropriate use of legal terms and concepts in written expression.
- Ability to synthesize and systematically present ideas and concepts.
- Identification and understanding of the problem raised in the facts of the case study.
- Quality of presentation and in-class discussion.

### **Calificaciones**

The final exam will be written and shall comprise both theoretical and practical tasks. The written exam will address generic and specific competences as described above. It will comprise ten short questions, which may include one or two short case studies.

The grade of the written exam weighs 70% and the grade for case studies and in-class participation/presentation weighs 30% of the final grade in the course. The grade of the written exam passed in the third and subsequent extraordinary exam periods weighs 100% of the grade in the course. Outgoing students will be marked according to the grade obtained in the written exam in all exam periods,

except for the first exam if they have delivered the corresponding case studies and in-class presentations.

For the regular extraordinary exam (*segunda convocatoria*), the grades for case studies and in-class presentation during the course will be taken into consideration for the grades. However, if the such case studies or in-class presentations have not been completed by the relevant student, the grade will be based exclusively on its exam grade.

## **BIBLIOGRAFÍA Y RECURSOS**

### **Bibliografía Básica**

French, D., *Mayson, French & Ryan on Company Law*, 34<sup>th</sup> ed (Oxford University Press).

Anderson, *Technology Transfer: Law and Practice*, 3rd ed (Intl Specialized Book Serv., 2010).

Chow, DCK & TJ Schoenbaum, *International Business Transactions: Problems, Cases, and Materials*, 2nd edn (Aspen - Wolters Kluwer, 2010).

Folsom, RH, MW Gordon, JA Spanogle Jr and MP Van Alstine, *Principles of International Business Transactions*, 3rd edn (West, 2013).

Fellmeth, AX, *The Law of International Business Transactions*, 2nd edn (West, 2011).

### **Bibliografía Complementaria**

Folsom, RH, MW Gordon & JA Spanogle Jr, *International Business Transactions: A Problem-Oriented Coursebook*, 10th edn (West, 2009).

Hoekman, BM & PC Mavroidis, *World Trade Organization (WTO): Law, Economics, and Politics* (Routledge, 2007).

*Incoterms® 2010: ICC rules for the use of domestic and international trade terms* (International Chamber of Commerce, 2010).

Lieberman, A, P Chrocziel & RE Levine, *International licensing and technology transfer: practice and the law* (Kluwer Law International, 2008).

Marzorati, OJ, *Derecho de los negocios internacionales*, 3rd edn (Depalma, 2007).

Moss, G, IF Fletcher & S Issacs, *The EC Regulation on Insolvency Proceedings: A Commentary and Annotated Guide*, 2nd edn (Oxford University Press, 2009).

Schlechtriem, P & I Schwenzer, *Commentary on the UN Convention on the International Sale of Goods (CISG)*, 3rd edn (Oxford University Press, 2010).

Vagts, DF, WS Dodge & HH Koh, *Transnational Business Problems*, 4th edn (Foundation Press, 2008).

Virgós, M & F Garcimartín, *The European Insolvency Regulation: Law and Practice* (Kluwer Law International, 2004).