

LAW FACULTY

I.SUBJECT DETAILS

Data on the subject	
Name	International Business Transactions
Degree	Grado en Derecho y Diploma en Business Law (E-1 BL)
Year	3º E-1 BL
Nature	One term
ECTS Credits	4.5 ECTS
Department	Economic and Social Law
Area	Commercial Law

Data on the teaching staff	
Teaching staff	D. José Luis Ortín Romero
Group	3º E-1 BL
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Office	Teacher´s room (5 th floor)

Contribution of the degree to the professional profile
Examines the legal framework of private international business transactions, including: the international sale of goods; bills of lading; letters of credit; government regulation of imports and exports; and forms and regulation of foreign direct investment. Will also examine international franchise and distribution agreements, trademark licenses and contracts for the transfer of technology. Finally, aspects of credit recovery, collateralization and cross-border insolvency will be analysed. These topics are considered generally and in specific comparative context across countries and across types of transaction subject matter (e.g. technology transfer, sale of goods).

II.COMPETENCES TO BE IMPROVED

Generic Competences
Instrumental
<p>General basic knowledge in the field of study (CGS 11)</p> <p>Decision-making and problem-solving (CGI 06)</p>

Specific competences of the subject
Conceptual (knowing)
Gaining a broad view of rules governing international trade, its main areas and legal sources (CEA 04). Understanding the implications of international trade for business and market players.
Procedural (doing)
Developing a critical view on international trade-related issues and rules.
Professional (knowing how)
Properly appraising a contractual and/or business/financial risk situation under international uniform law and practice, and extracting its legal and business consequences.

III.THEMATIC AREA AND CONTENT

AREA 1: GENERAL ASPECTS OF INTERNATIONAL TRADE, ORGANISATIONS AND INTERNATIONAL SALE OF GOODS
Unit 1: Relevance of International Trade and Regulatory Framework
1.1 Introductory overview on International Trade and Trade-Related International Organizations 1.2 The World Trade Organization, UNCITRAL and other institutions 1.3 Domestication of International Trade in the EU and in other FTAs 1.4 Main regulations with an impact on international trade
Unit 2: The World Trade Organization Substantive Law
2.1 GATT hierarchy of instruments of protection 2.2 GATT Legal framework 2.3 Trade in Services (GATS) 2.4 Trade-related Intellectual Property Rights (TRIPS) 2.5 WTO and Foreign Direct Investment
Unit 3: The UN Convention on the International Sale of Goods
3.1 The CISG, its relevance and scope 3.2 Formation of contracts under the CISG and relevance of UNIDROIT Principles 3.3 Obligations of the parties under the CISG. INCOTERMS as the “default” setting of parties’ additional obligations 3.4 Liability under the CISG 3.5 Conflict resolution and the CISG: reference to international arbitration
Unit 4: Additional Instruments in International Sales of Goods
4.1 Contracts for the transport of goods: bills of lading 4.2 Insurance and other risk management instruments 4.3 Secured payment methods: letters of credit 4.4 Customs control: government regulation of imports and exports 4.5 Additional formalities: sanitary, environmental and other types of regulations
Unit 5: International Distribution and Advertising of Goods
5.1 International franchise and distribution agreements 5.2 International trademark licenses and advertisement-related issues 5.3 Use of trademarks and advertisement on the internet
Unit 6: International Transfer of Technology
6.1 International protection of inventions and know-how: patents and other IP rights 6.2 International transfer of technology, with a special focus on EU rules

AREA 2: INTERNATIONAL PROTECTION OF CREDIT AND INSOLVENCY PROCEDURES

Unit 7: Extension of credit, credit recovery and collateralization in international transactions

- 1.1 Commercial and bank-backed credit in international transactions
- 1.2 Collateralization and guarantees, with special focus on the 2007 - UNCITRAL Legislative Guide on Secured Transactions
- 1.3 Cross-border credit recovery

Unit 8: Insolvency and international bankruptcy procedures

- 2.1 Risk and impact of insolvency in international transactions, with special focus on the 1997 - UNCITRAL Model Law on Cross-Border Insolvency and the 2004 - UNCITRAL Legislative Guide on Insolvency Law
- 2.2 International bankruptcy procedures, with a special focus on EU rules on transnational insolvency

IV. BIBLIOGRAPHY AND RESOURCES

Basic Bibliography

Text books

Basic:

- Anderson, *Technology Transfer: Law and Practice*, 3rd edn (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).

Complementary:

- 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).

Websites
World Trade Organization: http://www.wto.org/ UN Commission on Int'l Trade Law (UNICTRAL): http://www.uncitral.org/uncitral/en/index.html
Notes
Distributed by professor in advance of each session.
Other material
Provided by the professor or Indicated by professor, upon request.

V.TEACHING METHODOLOGY

General methodological aspects of the subject
Contact hours methodology: Activities
Classes will include a mix of lectures. Practical classes (case-method). Students are expected to attend the sessions duly prepared.
Independent study methodology: Activities
Students are expected to prepare 2 to 3 practical exercises to be handed in and/or presented/discussed in class. Those exercises will complement their individual study of reference books and papers.

SUMMARY OF STUDENT WORK HOURS			
Activity	Number of contact hours	Number of independent study hours	Total number of hours
Lecture	38	38	76
Practical class	7	14	21
Evaluation: exam	(3)	15,5	15,5+(3)
Evaluation: exam review	(0,5)		(0,5)
ECTS Credits: 4,5	45+ (3,5)	67,5	112,5+(3,5)

VI.GRADE EVALUATION AND CRITERIA

Evaluation Activities	Generic Competences	Indicators	Evaluation Weighting
Case studies and in-class presentation	<ul style="list-style-type: none"> - General basic knowledge in the field of study - Decision-making and problem solving abilities - Analysis and synthesis capacity (i.e. practical application of theoretical knowledge) 	<ul style="list-style-type: none"> - 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 	30%
Evaluation: exam	<ul style="list-style-type: none"> - Developing a critical view on international trade-related and/or business transactions issues and rules - Practical application of theoretical knowledge - Trade-specific legal knowledge - Learning capacity - Analysis and synthesis capacity 	<ul style="list-style-type: none"> - <u>Multiple choice</u> - Both theoretical and practical understanding of the topics studied in class - Knowledge of the basic concepts and legal instruments studied in class - <u>Long-form answer (case study)</u> - 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 	70%

Grades

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 multiple-choice questions and the resolution of one or two 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