



## FICHA TÉCNICA DE LA ASIGNATURA

Datos de la asignatura	
Nombre completo	Seminarios Sobre Novedades y Temas de Actualidad
Código	E000001238
Título	<a href="#">Máster Universitario en Derecho Internacional y Europeo de los Negocios (International and European Business Law) por la Universidad Pontificia Comillas</a>
Impartido en	Máster Universitario en Derecho Internacional y Europeo de los Negocios [Primer Curso]
Créditos	2,0 ECTS
Carácter	Obligatoria

Datos del profesorado	
<b>Profesor</b>	
Nombre	JAIME ZARZALEJOS HERRERO
Departamento / Área	Centro de Innovación del Derecho (CID - ICADE)
Correo electrónico	jzarzalejos@comillas.edu
<b>Profesor</b>	
Nombre	Manuel Fontaine Campos
Departamento / Área	Centro de Innovación del Derecho (CID - ICADE)
Correo electrónico	mfontaine@icade.comillas.edu

## DATOS ESPECÍFICOS DE LA ASIGNATURA

Contextualización de la asignatura	
<b>Competencias - Objetivos</b>	
<b>Competencias</b>	
<b>GENERALES</b>	
CG02	Capacidad de comunicación oral y escrita
CG04	Capacidad de resolución de problemas
CG05	Capacidad de toma de decisiones
CG06	Capacidad de trabajo en equipo
CG07	Capacidad de trabajo en un contexto internacional
CG13	Capacidad de negociación
<b>ESPECÍFICAS</b>	



# COMILLAS

UNIVERSIDAD PONTIFICIA

ICAI

ICADE

CIHS

**GUÍA DOCENTE**

**2021 - 2022**

<b>CE04</b>	Dominar las principales normas de derecho comunitario y de derecho internacional con relevancia para el desarrollo de negocios internacionales
<b>CE14</b>	Desarrollar habilidades prácticas, especialmente en materia de negociación de contratos y disputas complejas, y de desarrollo de procesos de auditoría legal

## BLOQUES TEMÁTICOS Y CONTENIDOS

## BIBLIOGRAFÍA Y RECURSOS

## METODOLOGÍA DOCENTE

### Aspectos metodológicos generales de la asignatura

## RESUMEN HORAS DE TRABAJO DEL ALUMNO

HORAS PRESENCIALES

HORAS NO PRESENCIALES

CRÉDITOS ECTS: 2,0 (0 horas)

## EVALUACIÓN Y CRITERIOS DE CALIFICACIÓN

En cumplimiento de la normativa vigente en materia de **protección de datos de carácter personal**, le informamos y recordamos que puede consultar los aspectos relativos a privacidad y protección de datos que ha aceptado en su matrícula entrando en esta web y pulsando "descargar"

<https://servicios.upcomillas.es/sedelectronica/inicio.aspx?csv=02E4557CAA66F4A81663AD10CED66792>

## SUBJECT DETAILS

Data on the subject	
Name	International Investments: The Practice Ready Lawyer
Degree	Postgraduate Master in International and European Business Law
Year	2021-22
Nature	Spring
ECTS Credits	10 hours (1 credit)
Department	Law
Area	Law Faculty

Data on the teaching staff	
Teaching staff	Jaime Zarzalejos Herrero
e-mail	<a href="mailto:izarzalejos@comillas.edu">izarzalejos@comillas.edu</a>
Telephone	
Office	
Tutoring Schedule	Upon request from students

## CLASS DESCRIPTION

Globalization has been defined as the growing interdependence of the world's economies, cultures, and populations, brought about by cross-border trade in goods and services, technology, and flows of investment, people, and information.

Accordingly, addressing today's legal issues often requires a transnational and multidisciplinary approach. This course aims at providing students a holistic view of the legal rules regulating international investments and the key factors that must be considered when planning a transnational investment. Given the current geopolitical situation, investment protection has increasingly become more important.

The course has a highly practical content and students are expected to devise, describe, and defend strategies and solutions to the problems related to international investments through practical cases. Given the multidisciplinary nature of international investments, students are also expected to build on and apply the knowledge acquired throughout the different subject of the master's program.

Whether you want to provide corporate counsel, to start your own business or be involved in policy making processes, this class will provide you with the necessary tools to critically assess the regulatory implications of international transactions and investments.

## SPECIFIC DATA ON THE SUBJECT

Pre-requisites
None
Contribution of the degree to the professional profile
<ul style="list-style-type: none"><li>• <b>Conceptual (knowing):</b> This subject will provide students with a general knowledge of the normative framework and the main challenges regarding international investments with a multidisciplinary approach.</li><li>• <b>Procedural (doing):</b> The students will develop the type of skills required to work in law firms, corporations, or public institutions. The aim is to provide students with the necessary tools to critically assess challenges faced by multinational corporations and future trends in the international investment arena.</li><li>• <b>Professional (knowing how):</b> The students will have to produce reports and defend their cases in the same way as in a professional environment.</li></ul>

## COMPETENCES TO BE IMPROVED

What skills you'll gain from this class:
<p><b>Generic Skills:</b></p> <ul style="list-style-type: none"><li>• GC 2: Ability to communicate orally and in writing</li><li>• GC 4: Problem-solving skills</li><li>• GC 5: Decision-making skills</li><li>• GC 7: Ability to work in an international context</li></ul> <p><b>Specific Skills:</b></p> <p>SC 14 - Developing practical skills, especially in negotiation of contracts and complex disputes, and developing legal audit or due diligence abilities</p>

## THEMATIC AREA AND CONTENT

<b>AREA 1: INTRODUCTION</b>
<b>Theme 1: Theory</b>
1.1.- Introduction to international investment. 1.2.- Political institutions and investments. 1.3.- Investment decision-making processes and key factors. 1.4.- International investment landscape and geopolitical analysis.
<b>Theme 2: Practice</b>
The class will be divided into groups and each group will have to create a company. In addition, each group will have to select: <ul style="list-style-type: none"><li>• Country of incorporation.</li><li>• Business model.</li><li>• Decide a foreign country in which the company's going to invest.</li></ul>
<b>AREA 2: INTERNATIONAL INVESTMENT LAW</b>
<b>Theme 1: Theory</b>
2.1.- International investment treaties. 2.2.- Key features: <ul style="list-style-type: none"><li>- Standards of protection.</li><li>- Investor-state dispute resolution.</li></ul> 2.3.- Criticisms to the international investment protection system.
<b>Theme 2: Practice</b>
2.4.- Debate on the criticisms to the international investment protection system and case analysis: Philip Morris Brands Sàrl, Philip Morris Products S.A. and Abal Hermanos S.A. v. Oriental Republic of Uruguay, ICSID Case No. ARB/10/7 (formerly FTR Holding SA, Philip Morris Products S.A. and Abal Hermanos S.A. v. Oriental Republic of Uruguay).

### AREA 3: CORPORATE PLANNING OR TREATY SHOPPING

#### Theme 1: Theory

3.1.- Elements to consider when planning an international investment with regards to international investment treaties.

3.2- Effects of corporate restructuring and its impact on the investment protection system.

#### Theme 2: Practice

- *Tokios Tokelés v. Ukraine* (ICSID Case No. ARB/02/18), Decision on Jurisdiction dated 29 April 2004 and dissenting opinion.
- *Philip Morris Asia Limited v. The Commonwealth of Australia*, UNCITRAL, PCA Case No. 2012-12. Award on Jurisdiction and Admissibility.

#### Multiple Choice Test

### AREA 4: FROM THEORY TO PRACTICE

Each group will have to present their company, its business model, their international expansion strategy, and a particular investment project in a foreign country. During the course, each company will have received with actions taken by their 'host state'. Each group will have to take actions to ensure the protection of their investment. The case will go to investment arbitration and each group will have to defend the part they play (either as the tribunal members, the counsels of the international investor or the counsels of the host state).

## BIBLIOGRAPHY AND RESOURCES

### Basic Bibliography

#### Books

***Principles of International Investment Law***

Authors: Rudolph Dolzer and Christoph Schreuer.

Editorial: OUP Oxford

Edition: 2<sup>nd</sup>

Year: 2012

ISBN-10: 0199651809

***Treaty Shopping in International Investment Law***

Authors: Jorun Baumgartner.

Editorial: OUP Oxford

Year: 2016

ISBN-10: 0198787111

#### Case Law

- [Philip Morris Brands Sàrl, Philip Morris Products S.A. and Abal Hermanos S.A. v. Oriental Republic of Uruguay, ICSID Case No. ARB/10/7 \(formerly FTR Holding SA, Philip Morris Products S.A. and Abal Hermanos S.A. v. Oriental Republic of Uruguay and dissenting opinion.](#)
- [Tokios Tokelés v. Ukraine \(ICSID Case No. ARB/02/18\), Decision on Jurisdiction dated 29 April 2004 and dissenting opinion.](#)
- [Philip Morris Asia Limited v. The Commonwealth of Australia, UNCITRAL, PCA Case No. 2012-12. Award on Jurisdiction and Admissibility.](#)

## TEACHING METHODOLOGY

General methodological aspects of the subject
Contact hours methodology: Activities
<p>The format followed for this class will not only be a series of lectures, but a discussion and general participation by the students commenting on the suggested regulations, judgements and materials. Students will have to intervene in the discussion and their participation will be taken into account in the final evaluation</p>
Independent study methodology: Activities
<p>Reading materials and preparation of the cases.</p>

SUMMARY OF STUDENT WORK HOURS			
Activity	Number of class hours	Number of independent study hours	Total number of hours
Lecture	7,5	10	
Practical class and debate	1		
In class presentation	1,5	15	
Individual work	-		
Work in collaboration	-		
Evaluation: one-minute paper	-		
Evaluation: class test			
Evaluation: exam	-		
Evaluation: exam review	-		
Others	-		
ECTS Credits:	1 (10h)	25	35



## GRADE EVALUATION AND CRITERIA

Evaluation Activities	Generic Competences	Indicators	Evaluation Weighting
Individual work	Class participation and preparation of class materials.		5%
Formal debate	Practice session in area 2.	<ul style="list-style-type: none"> <li>• Capacity of analysis, prioritization of right content, ability to find solutions.</li> <li>• Oral presentation skills, and clarity of statements and content presented.</li> <li>• Logic and persuasiveness of the student's arguments, reactivity to other students; opinions and ability to listen.</li> <li>• Team spirit and cooperative attitude within the class group.</li> </ul>	15%
Class presentation	From theory to practice (session area 4)	<ul style="list-style-type: none"> <li>• Capacity of analysis, prioritization of right content, ability to find solutions.</li> <li>• Oral presentation skills, and clarity of statements and content presented.</li> <li>• Logic and persuasiveness of the student's arguments, reactivity to other students; opinions and ability to listen.</li> <li>• Team spirit and cooperative attitude within the class group.</li> </ul>	20%
Evaluation: Multiple choice	The final exam will consist of a multiple choice test covering the course.	<ul style="list-style-type: none"> <li>• Degree of assimilation of course contents.</li> </ul>	50%
Attendance		<ul style="list-style-type: none"> <li>• Regular attendance to classes</li> </ul>	10%

## SUBJECT DETAILS

Data on the subject	
Name	Tax rulings and state aid law
Degree	Master in International and European Business Law
Year	2020-21
Nature	Spring
ECTS Credits	1 credit
Department	Law
Area	Law

Data on the teaching staff	
Teaching staff	Manuel Fontaine
e-mail	<a href="mailto:mfontaine@porto.ucp.pt">mfontaine@porto.ucp.pt</a>
Telephone	+351 226196200
Office	
Tutoring Schedule	Upon request from students

## SPECIFIC DATA ON THE SUBJECT

Pre-requisites
None
Contribution of the degree to the professional profile

Students will gain a basic understanding of state aid law, with a focus on the problem of tax rulings. Students will gain a familiarity with EU law and EU case-law on the subject. Through in-class activities they will gain skills in public speaking.

### COMPETENCES TO BE IMPROVED

<b>Generic Competences</b>
<b>Instrumental</b>
GC 2: Ability to communicate orally and in writing. GC 4: Problem solving skills GC 5: Decision-making skills
<b>Systemic</b>
GC 7: Ability to work in an international context
<b>Specific competences of the subject</b>
<b>Conceptual (knowing)</b>
SC 2 - Mastering the rules of EU law and international law that are relevant to international business development.

### THEMATIC AREA AND CONTENT

<b>AREA 1: General Introduction to State Aid Law</b>
<b>Theme 1: Foundations of State Aid Law</b>
1.1. International trade law foundations of state aid law 1.2. Economic foundations of state aid law
<b>Theme 2: The Notion of State Aid</b>

2.1 State Origin

2.2 Advantage

2.3 Selectivity

2.4 Distortion of competition and effect on trade

**Theme 3: EU Commission's Powers regarding State Aid**

3.1. The compatibility of state aid

3.2. The state aid inquiry

3.3. Recovery of unlawful aid

**AREA 2: State aid tax benefits**

**Theme 1: Selectivity in Tax Matters**

1.1. The three-step derogation test

**AREA 3: Tax rulings and the EU Commission's investigations**

**Theme 1. EU Commission's Decisions Fiat and Apple**

1.1 EU Commission's Decision Fiat

1.2 EU Commission's Decision Apple

**Theme 2. When are tax rulings State Aid?**

2.1. Features that distinguish compatible and incompatible tax rulings

## BIBLIOGRAPHY AND RESOURCES

Basic Bibliography
Text books
Herwig Hoffman and Claire Micheau, State Aid Law of the European Union (Oxford U.P. 2016).
Chapters of books
Amedeo Arena, "State Aid and Tax Rulings: An Assessment of the Commission's recent decisional practice", Market and Competition Law Review, April 2017, pages 49-79
Websites
EU's State Aid Procedures regarding tax rulings: <a href="http://ec.europa.eu/competition/state_aid/tax_rulings/index_en.html">http://ec.europa.eu/competition/state_aid/tax_rulings/index_en.html</a>
Other material
EU legal instruments and case law

## TEACHING METHODOLOGY

General methodological aspects of the subject
Contact hours methodology: Activities
Series of lectures, in which the presentation of subjects will be combined with questions asked to students and a discussion on the answers. Students will have to intervene in the discussion and their participation will be taken into account in the final evaluation. Problem-based approach (submission of case studies that students must solve).
Independent study methodology: Activities
Reading materials and preparation of the cases.

SUMMARY OF STUDENT WORK HOURS			
Activity	Number of class hours	Number of independent study hours	Total number of hours
Lecture	7.5	7,5	15
Practical class	1	3	4
Debate	1		1
In class presentation			
Individual work			
Evaluation: MCT	0.5	1,5	2
Evaluation: exam		3	3
<b>ECTS Credits:</b>	<b>10</b>	<b>15</b>	<b>25</b>

## GRADE EVALUATION AND CRITERIA

ACTIVITIES	SKILLS	INDICATORS	EVALUATION WEIGHTING
Multiple Choice Test	GC 2: Ability to communicate orally and in writing GC 5: Decision-making skills GC 7: Ability to work in an international context SC 2 - Mastering the rules of EU law and international law that are relevant to international business development.	<ul style="list-style-type: none"> <li>Capacity of analysis, prioritization of right content, ability to find solutions.</li> </ul>	10%
Debate	GC 2: Ability to communicate orally and in writing GC 4: Problem-solving skills SC 2 - Mastering the rules of EU law and international law that are relevant to international business development.	<ul style="list-style-type: none"> <li>Class participation and preparation of class materials.</li> <li>Oral presentation skills, and clarity of statements and content presented.</li> <li>Logic and persuasiveness of the student's arguments, reactivity to other students; opinions and ability to listen.</li> </ul>	15%
Solving Case Studies	GC 2: Ability to communicate orally and in writing GC 4: Problem-solving skills SC 2 - Mastering the rules of EU law and international law that are relevant to international business development.	<ul style="list-style-type: none"> <li>Two in-class exercises will involve students solving case studies, composing a legal argument and presenting their arguments to the class.</li> <li>Demonstration that students have reviewed the course materials, understand the central concepts, are able to formulate legal arguments while working under a time constraint. Grades will be based 80% on the submitted work product and 20% on the presentations of thesis and arguments during class session.</li> </ul>	15%
Final Assessment	GC 2: Ability to communicate orally and in writing GC 4: Problem-solving skills	<ul style="list-style-type: none"> <li>Degree of assimilation of course contents.</li> </ul>	50%

	<p>GC 5: Decision-making skills</p> <p>GC 7: Ability to work in an international context</p> <p>SC 2 - Mastering the rules of EU law and international law that are relevant to international business development.</p>		
Attendance		<ul style="list-style-type: none"> <li>• Regular attendance to classes</li> </ul>	10%