

LAW FACULTY

SUBJECT DETAILS

Data on the subject	
Name	International Business Transactions
Degree	Grado en Derecho y Diploma en International Legal Studies (E-1 BL)
Year	Third year, second term
Nature	Diploma
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).

COMPETENCES TO BE IMPROVED

Generic Competences
Instrumental
<ul style="list-style-type: none"> General basic knowledge in the field of study Decision-making

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

THEMATIC AREA AND CONTENT

AREA 1: GENERAL ASPECTS OF INTERNATIONAL TRADE, ORGANISATIONS AND INTERNATIONAL SALE OF GOODS
Theme 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
Theme 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
Theme 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
Theme 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
Theme 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
Theme 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
Theme 1: 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
Theme 2: 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

BIBLIOGRAPHY AND RESOURCES

Basic Bibliography
Text books
<p><u>Basic:</u> Anderson, <i>Technology Transfer: Law and Practice</i>, 3rd edn (Intl Specialized Book Serv., 2010). Chow, DCK & TJ Schoenbaum, <i>International Business Transactions: Problems, Cases, and Materials</i>, 2nd edn (Aspen - Wolters Kluwer, 2010). Crifò, C, <i>Cross Border Enforcement of Debts in the European Union, Default Judgments, Summary Judgments and Orders for Payment</i> (Kluwer Law international, 2008). Fellmeth, AX, <i>The Law of International Business Transactions</i>, 2nd edn (West, 2011).</p> <p><u>Complementary:</u> Folsom, RH, MW Gordon & JA Spanogle Jr, <i>International Business Transactions: A Problem-Oriented Coursebook</i>, 10th edn (West, 2009). Hoekman, BM & PC Mavroidis, <i>World Trade Organization (WTO): Law, Economics, and Politics</i></p>

(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 (UNCITRAL): <http://www.uncitral.org/uncitral/en/index.html>

Notes

Distributed by professor in advance of each session, if necessary.

Other material

Provided by the professor or Indicated by professor, upon request.

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 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)

GRADE EVALUATION AND CRITERIA

Evaluation Activities	Generic Competences	Indicators	Evaluation Weighting
Case studies	General basic knowledge in the field of study Decision-making	Satisfactory resolution of practical cases	30%
Evaluation: exam	Developing a critical view on international trade-related issues and rules	Both theoretical and practical understanding.	70%
Evaluation [extraordinary third or more instance] : exam			100%

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.

The grade of the written exam weighs 70% and the grade for case studies 30% of the final grade in the course. The grade of the written exam passed since third 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.