

INTERNATIONAL BUSINESS TRANSACTIONS 559
Spring 2021
Professor Cindy G. Buys

Meeting Place and Times: Room 206 or online
Mondays and Wednesdays: 10-11:15 a.m.

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Office Hours: By appointment

Course Description:

This course introduces students to the dynamics of business transactions conducted between private citizens and corporations in different countries. We will consider why people and businesses decide to engage in international trade and investment, what risks they face, how they can minimize those risks, and what benefits they hope to gain. We will also consider the advantages and disadvantages of various forms of doing business internationally - through direct sales, agencies and distributorships, licensing agreements, franchising, joint ventures, establishment of branches or subsidiaries, and the like. In the course of this study, we will examine government regulation of these private transactions both on the national and international level. We also will compare the United States' legal system and business environment to that of other nations and regions. Finally, we will learn and practice some skills needed by international business lawyers, particularly contract negotiation and drafting.

Learning Objectives: By the end of this course, I expect students will be able to:

1. Recognize various types of international business transactions, their defining characteristics, advantages and disadvantages;
2. Identify many of the risks inherent in international business transactions and how those risks may be minimized for clients;
3. Identify and discuss national and international rules that govern private business transactions;
4. Recognize and respond appropriately to cultural differences that may affect international business transactions; and
5. Negotiate and draft contract provisions typical in international business transactions.

Required Reading:

Most of the reading assignments for this course will be drawn from Chow & Schoenbaum, *International Business Transactions: Problems, Cases and Materials* (Aspen 4th ed. 2020). Other readings and materials will be posted on the TWEN page.

Class Attendance and Preparation:

You are expected to attend classes on a regular basis and be on time. Absences in excess of six (6) classes will be dealt with in accordance with the law school rules and are likely to result in a grade reduction or withdrawal from the course. Attendance will be taken daily. You are responsible for making sure you register your attendance each day and for keeping track of your absences. Your affirmative mark on the attendance poll constitutes a representation that you have read the assigned material and are prepared to discuss it in an intelligent fashion. Being prepared also means that you are prepared to answer any assigned problems and have completed any written assignments. If I call on you and I judge that you are unprepared, I reserve the right to mark you as absent for that class.

If you are unprepared for class but would like to attend and receive the benefit of the class discussion, you may note that on the attendance poll. A day of “noting out” counts as one of your permitted absences.

Workload Expectations:

The American Bar Association standards for accrediting law schools contain a formula for calculating the amount of work required to earn one credit hour of law school credit. Pursuant to these standards, each credit hour should reasonably approximate one hour of in-class instruction and two hours of out-of-class work per week for fifteen weeks. Accordingly, for this three-credit-hour class, you should spend approximately three hours per week in class and six hours per week preparing for class or engaging in other class-related activities.

Make-up Classes:

To ensure compliance with ABA Standard 304, this class is required to hold one additional class session or require an out-of-class assignment. More information regarding the make-up will be provided in class.

Mode of Delivery:

As a general rule, this class will be conducted in a hybrid format both in person and online. However, some classes may be offered wholly online. Everyone is expected to participate in the Zoom class session to facilitate attendance, polls, and activities between the in person and online students. Links to the Zoom class sessions will be posted on the TWEN page. Please keep your microphone muted unless you are speaking or you are participating in a group discussion in a breakout room. You are welcome to unmute to ask a question. You can also use the chat function to ask a question in writing.

To facilitate class interactions and activities, online students are expected to keep their video on unless they have received permission from the instructor to turn it off. Exceptions may be made for short-term technical issues or a privacy concern (please notify the professors if that is the case). You must have your video on when giving a presentation or participating in a group activity.

Classroom Etiquette:

Please be courteous to the others in the classroom by keeping distractions to a minimum, turning off any noise-making devices, and giving the class your full attention. You are expected to use laptops and other devices only for class-related tasks during class. Other uses of technological devices are likely to be distracting and possibly even offensive to other persons in the class and are therefore prohibited. If I believe there is a problem with improper usage of laptops or other electronic devices during class, I reserve the right to take appropriate disciplinary action. If it is absolutely necessary for you to leave the class while it is in session, please do not disrupt the class upon entering or exiting.

Class Recordings:

This class will be recorded. Due to space limitations, not all videos will be posted; however, links to the recordings will be made available upon request. Viewing a recording of the class does not count as being present in the class, unless the professor has made a special exception.

TWEN (The West Education Network):

You should register for this course on TWEN as soon as possible and no later than the first week of classes. The syllabus and reading assignments are or will be posted on TWEN, as well as other relevant information. You will be expected to check TWEN each week and are responsible for any materials posted on TWEN. I will also periodically send class-related e-mails to the address you list on TWEN, so be sure you list an e-mail address that you check regularly.

Reading Assignments:

The first reading assignment for Wednesday, Jan. 20 is from Chow & Schoenbaum (CS), pp. 1-25. The remaining reading assignments will be posted on the TWEN page.

Evaluation:

Your grade will consist of several parts. There will be one or two MEE or MPT-type assignment(s) during the semester that will count for approximately 30-35% of your grade. There will be short skills exercises, e.g., drafting a contract clause, one or more of which will be graded. These will count for approximately 15-20% of your grade. We will work on some of these assignments in class and you will be expected to complete them on your own time. Some of these assignments will be done individually and some in groups. Any assignment turned in late will result in a deduction of points on that assignment or on the final assignment (if the assignment is ungraded).

The largest part of your grade (approximately 50-55%) will be based on a final end-of-semester negotiation and contract drafting exercise that will involve negotiating and drafting an entire international business contract. We will begin this exercise during the last week of classes and complete it during the final examination period.

In addition, students may earn up to a total of five bonus points for engaging in above-average class participation which are awarded in my discretion based both the quality and quantity of a student's participation in the class discussion.

Statement on Collaboration and Plagiarism:

In this class, there will be some assignments where collaboration is allowed and even encouraged and others where it is not. As a general rule, you are allowed to discuss assignments with any other student currently in the class, but you are not allowed to rely on any written materials from any other person.

Plagiarizing another's work, in whole or in part, is a violation of the Honor Code and can lead to serious penalties, including expulsion. An Honor Code investigation must also be reported to the Bar Examiners, even if you are cleared of any violation. The Honor Code defines plagiarism as:

passing off another's ideas, words, or work as one's own, including written, oral, multimedia, or other work, either word for word or in substance, unless the student author credits the original author and identifies the original author's work with quotation marks, footnotes, or other appropriate designation in such a way as to make clear the true author of the work.

EMERGENCY PROCEDURES: We ask that you become familiar with **Emergency Preparedness @ SIU**. Emergency response information is available on posters in buildings on campus, on the Emergency Preparedness @ SIU website, and through text and email alerts. To register for alerts, visit: <http://emergency.siu.edu/>.

DISABILITY POLICY. SIU Carbondale is committed to providing an inclusive and accessible experience for all students with disabilities. Disability Support Services coordinates the implementation of accommodations. If you think you may be eligible for accommodations but have not yet obtained approval please contact DSS immediately at 618-453-5738 or disabilityservices.siu.edu. You may request accommodations at any time, but timely requests help to insure accommodations are in place when needed. Accommodations and services are determined through an interactive process with students and may involve consideration of specific course design and learning objectives in consultation with faculty. Upon completion of a Disability Accommodation Agreement with DSS, students should bring the agreements for each course to the School of Law Registrar's Office to ensure the School of Law provides the proper classroom and examination accommodations. Accommodation [request](#) and [renewal](#) forms can be found here: <https://law.siu.edu/academics/>.

SALUKI CARES. The purpose of Saluki Cares is to develop, facilitate and coordinate a university-wide program of care and support for students in any type of distress—physical, emotional, financial, or personal. By working closely with faculty, staff, students and their families, SIU will continue to display a culture of care and demonstrate to our students and their families that they are an important part of the community. For Information on Saluki Cares: (618) 453-2461, or siucares@siu.edu, <http://salukicare.siu.edu/index.html>. At the School of Law, Assistant Dean Judi Ray is also available to help students access university resources. Her email is judiray@siu.edu, and her phone number is 618- 453-3135.

COVID-19. As a condition of on-campus enrollment, all SIUC students are required to engage in safe behaviors to avoid the spread of COVID-19, including the requirement that all students wear a mask in campus buildings, including classrooms, laboratories, and studios when others are present, regardless of social distancing. Students are expected to follow physical or social distancing guidelines by keeping at least 6 feet from others, and practicing good hand hygiene. Failure to comply with this policy may result in dismissal from the current class session. If the student refuses to leave the classroom after being dismissed, the student may be referred to the Office of Student Rights and Responsibilities. SIUC will follow federal, state and county public health recommendations and mandates in all decisions relating to university operation. Students should regularly review the link for the [SIUC COVID-19 response](#).