

INTERNATIONAL BUSINESS TRANSACTIONS (Law559-3)
Spring 2022
Professor Vanessa Oqueli

Class sessions: Room 104i

10:30 a.m.-11:45a.m., Tuesdays and Thursdays

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Textbook: International Business Transactions, Problems, Cases, Materials
Chow-Schoenbaum, Fourth Edition, Wolters Kluwer

Office Hours: Tuesdays, Thursdays 11:45-1:00 a.m. or by appointment

Course Description:

The International Business Transaction Course aims to explain the students the difference between private and public transactions. It will focus and introduce students to the transactions conducted between private citizens and corporations in different countries and analyze the legal and cultural aspects that involve doing business internationally (advantages and disadvantages, risks), as well as the international forums and institutions. In the course of this study, we will review the different forms of international business: Sales contract, agency and distributorships, technology transfer and licensing, foreign direct investment, and 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, students will be able to:

1. Recognize various types of international business transactions.
2. Understand the role and challenges of an international lawyer.
3. Understand not only the legal aspects but the cultural differences that are inherent to international transactions.
4. Learn about the international rules that govern international transactions.

Required Reading:

The reading assignments for this course will be drawn from Chow & Schoenbaum, *International Business Transactions: Problems, Cases and Materials* (Aspen Fourth Edition). Some additional readings may be distributed in class or uploaded on Twen

Workload Expectations:

The American Bar Association standards for accrediting law schools contain a formula for calculating the amount of work that constitutes one credit hour. According to ABA Standard 310(b)(1), “a “credit hour” is an amount of work that reasonably approximates: (1) not less than one hour of classroom or direct faculty instruction and two hours of out-of-class student work per week for fifteen weeks, or the equivalent amount of work over a different amount of time. This is a 3-credit hour class, meaning that we will spend two 1 hour 15-minute blocks of time together each week (a 150-minute block each Tuesday and Thursday). The amount of assigned reading and out of class preparation should take you about 3 hours for each class session and 6 hours for the week. All told, applying the ABA standard to the number of credits offered for this class, you should plan on spending a total of 9 hours per week (3 in class and 6 preparing for class) on course-related work.

Evaluation:

Your grade will be based on the following factors:

- Case analyses 30%
- Group presentation 10%
- Essay 20%
- Contract drafting 25%
- Class participation 15%

The grades of students who have elected to take this course with S/U grading will be converted by the Registrar according to the following scale: 2.1 or greater = Satisfactory; below 2.1 = Unsatisfactory. Only students who receive a satisfactory grade will earn academic credit for the course.

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, other than graded assignments, 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 Procedure:

Southern Illinois University Carbondale is committed to providing a safe and healthy environment for study and work. Because some health and safety circumstances are beyond our control, we ask that you become familiar with the SIUC Emergency Response Plan and Building Emergency Response Team (BERT) program. Emergency response information is available on posters in buildings on campus, available on BERT's website at www.bert.siu.edu, Department of Safety's website www.dps.siu.edu (disaster drop down) and in Emergency Response Guideline pamphlet. Know how to respond to each type of emergency.

Instructors will provide guidance and direction to students in the classroom in the event of an emergency affecting your location. It is important that you follow these instructions and stay with your instructor during an evacuation or sheltering emergency. The Building Emergency Response Team will provide assistance to your instructor in evacuating the building or sheltering within the facility.

If you have any questions about emergency procedures, please contact Judi Ray (judiray@siu.edu).

Disability Policy

Disability Support Services provides the required academic and programmatic support services to students with permanent and temporary disabilities. DSS provides centralized coordination and referral services. To utilize DSS services, students must come to the DSS to open cases. The process involves interviews, reviews of student-supplied documentation, and completion of Disability Accommodation Agreements. <http://disabilityservices.siu.edu/>. Upon completion of a Disability Accommodation Agreement with DSS, students should bring the agreement to the School of Law Registrar's Office to ensure the School of Law provides the proper classroom and examination accommodations.

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) 453-5714, 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.

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 sign in each day and for keeping track of your absences. If you enter the room after the class has begun, you may not sign the attendance sheet. Your signature on the attendance sheet constitutes a representation that you have read the assigned material and are prepared to discuss it in an intelligent fashion.

If you are unprepared for class but would like to attend and receive the benefit of the class discussion: (1) do not sign the attendance sheet; (2) give me a note at the start of class with your name and the date. A day of "noting out" counts as one

of your permitted absences.

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 welcome to use laptops in the classroom for note-taking and other authorized tasks. However, other uses of technological devices are likely to be distracting and possibly even offensive to other persons in the classroom and are therefore prohibited. If I believe there is a problem with improper usage of laptops or other electronic devices in class, I reserve the right to ban them. If it is absolutely necessary for you to leave the classroom while class is in session, please do not disrupt the class upon entering or exiting the room.

TWEN:

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.

Tentative schedule:

This is the proposed schedule for the semester. It may have some variations over the course of the semester depending on the discussions/questions that we are involved in. Any change will be included and posted on a revised Syllabus. For each class I have included the reading assignment from our text, we will analyze the suggested reading assignments and discuss notes, questions and problems.

Day 1. Tuesday January 11.

Welcome! Introduction.

Chapter 1

Chow & Schoenbaum Background Considerations, Role of Counsel, Cultural Issues, Growth of International Business, Modern Forms, New Developments, (pp. 1-25). Consider problems 1-1 to 1-5

Day 2. Thursday January 13.

The Legal Framework of International Business Transactions. Relationship of sources of International Law to Domestic Law. Chow & Schoenbaum (pp 25-37). Consider problem 1-6 to 1-8.

Day 3. Tuesday January 18.

Out of class assignment. Tax Considerations. International Economic Law. Chow & Schoenbaum (pp 37-45). Individual Case Analysis. *Provide answers and considerations to problem 1-9*

Day 4. Thursday January 20.

Out of class assignment. International Economic Law. Chow & Schoenbaum (pp 45-60). *Provide answers and considerations to problem 1-10*

Day 5. Tuesday January 25.

Chapter 2 International Sale of Goods.

Overview of the International Sale Chow & Schoenbaum (pp 61-79). Analyze forms 2-1 to 2-3. We will discuss the notes and questions on page 69 in class.

Day 6. Thursday January 27.

Commercial Terms. Interpretation of Commercial Terms. (pp 79-102). Consider problems from 2-4 to 2-6

Day 7. Tuesday February 1st.

Contracts of Affreightment and the Bill of Lading, Chow & Schoenbaum (pp. 102-136)

Day 8. Thursday February 03.

Insurance and Export Trade Matters, Import Trade Matters, Chow & Schoenbaum (pp. 136-163). Consider problems 2-9, 2-10. **Group case analysis. Provide answers and considerations-in class presentation to problems 2-14, 2-15, 2-16**

Day 9. Tuesday February 08.

Import Cases, Chow & Schoenbaum (pp. 164-179). Consider problems 2-18, 2-19

Day 10. Thursday February 10.

Chapter 3: The Sales Contract

Choice of Law, CISG, Other Issues Related to Scope; Formation of the Contract Chow & Schoenbaum (pp. 181-206). Consider problems 3-2, 3-5

Day 11. Tuesday February 15.

Formation of the Contract cont'd, Payment by Buyer and Excuse, Remedies, Chow & Schoenbaum (pp. 206-242). Consider problems 3-10, 3-14, 3-15

Day 12. Thursday February 17.

Chapter 4: The Letter of Credit

Overview, Independence Principle, pp. 243-258 22. Strict Compliance, Chow & Schoenbaum (pp. 258-270) Consider problems 4-1, 4-7

Day 13. Tuesday February 22.

Fraud, Standby Letters of Credit, Chow & Schoenbaum (pp 270-298).

Day 14. Thursday February 24.

Chapter 5: Non-Establishment Forms of Business

Introduction, Distribution Agreement, Local and Regional Laws, Chow & Schoenbaum (pp 299-325). **Out of class assignment. Provide answers and considerations to problem 5-4 . To be turned in no later than Sunday February 27 11:59 p.m.**

Day 15. Tuesday March 1st.

Technology Transfer and Licensing, Chow & Schoenbaum (pp. 325-340) Notes and questions on p. 329 to be analyzed and discussed during class.

Day 16. Thursday March 03.

Patent Licensing Agreement, Business Format Franchising, Chow & Schoenbaum (pp. 340-365)

Day 17. Tuesday March 15

Chapter 6: Foreign Direct Investment

Decision to Invest, Traditional International Investment Law, Chow & Schoenbaum (pp. 367-381)

Day 18. Thursday March 17

Multilateral and Bilateral Investment Treaties, NAFTA, WTO, Chow & Schoenbaum (pp. 381-434)

Analyze the Marvin Feldman V. Mexico Case p. 422.

Day 19. Tuesday March 22

Out of Class Assignment Due date Mid Term Essay on NAFTA or WTO (Background-Chow & Schoenbaum (pp. 420-434)

Foreign Corrupt Practices Act Pg. 434-447 (Discussion problem 6-7)

(Guest Speaker to be confirmed)

Day 20 Thursday March 24

Investment Outline and Four Freedoms in the EU, Chow & Schoenbaum (pp. 458-468)

We will start discussing EU Competition Law Chow & Schoenbaum pp. (468-470)

Day 21 Tuesday March 29

EU Competition Law Chow & Schoenbaum pp. (468-491 Problem 6-12)

Day 22 Thursday March 31

FDI in China Chow & Schoenbaum pp. (491-526)

Day 23 Tuesday April 05

FDI in Brazil, Chow & Schoenbaum (pp. 426-543)

Day 24 Thursday April 07

FDI in Brazil cont'd, Chow & Schoenbaum (pp. 543-556)

Day 25 Tuesday April 12

Chapter 7. Protecting Intellectual Property Rights

(Guest Speaker)

Day 26 Thursday April 14

Chapter 7. Protecting Intellectual Property Rights (pp. 557-618)

Day 27 Tuesday April 19

Chapter 8 Dispute resolution

(Guest Speaker)

Day 28 Thursday April 2

Chapter 9: Corporate Social Responsibility

Chapter 8 Dispute resolution (pp. 619-691, 738-747)