

International Business Transactions

Hofstra University School of Law

Summer 2018

Professor Julian Ku

This course is concerned with the legal issues related to business transactions across national borders. Unlike many courses, this course does not focus on a particular body of law. Instead, the course will consider the implications of a variety of bodies of commercial and regulatory law that business lawyers operating in a cross-border transactional environment must be aware of. The goal of the course is not so much to develop expertise in any particular body of law, but rather to introduce students to some common international transactions and develop students' ability to recognize the ways in which analysis of legal issues may or may not be different in the international transactional context.

a. Learning Objectives

By the end of this course, students should have:

- Acquired knowledge of the basic legal framework creating, regulating, and influencing cross-border business transactions.
- Developed a basic familiarity with standard international business transactions such as a sales contract and an investment agreement.
- Developed an ability to issue spot related legal issues facing a transactional lawyer in the international context.

b. Class Attendance

Attendance & Lateness:

You are expected to arrive on time and prepared for each class.

Moreover, the rules of the New York State Court of Appeals and the American Bar Association require law students to be in good and regular attendance in the courses for which they are registered. To comply with these rules, you must attend at least 85% of the regularly-scheduled classes in this course. **Because of the intensive nature of this course, you may miss no more than ONE class in this two-credit class.**

I will provide dated sign-in sheets for each regularly-scheduled class. **Your signature (or lack thereof) on these sheets shall presumptively determine your attendance at (or absence from) any given class.** Each student is individually responsible for signing the attendance sheet in. Falsification of sign-in sheets (by, for example, signing another student's name) is a violation of the Code of Academic Conduct.

If you exceed the permitted absences by not attending class, or by failing to sign in, you will be administratively withdrawn from the course. Any such withdrawal may have serious ramifications for your financial aid, academic standing, and date of graduation. If you are excessively absent from several classes, you may face additional sanctions, including but not limited to denial of certification of good and regular attendance to the New York State Board of Law Examiners, or other state bar examiners.

The Office of Student Affairs has authority to excuse class absences for religious reasons and in cases of truly compelling hardship. If you wish to claim a particular absence as excused, and thus not counted against your maximum number of allowable absences, you must take that issue up with the Office of Student Affairs – NOT with me or my secretary. **I shall mark an absence as excused if and only if I receive a note or email from the Office of Student Affairs to that effect.**

c. Class Participation and Professionalism

Class participation is both encouraged and expected. As law students studying to become professionals, you should conduct yourselves in a manner that shows respect for others, respect for the study of law, and respect for your own pursuit of a legal career.

Attend class on time. As professionals, lawyers who are late for court dates, or late for important meetings, demonstrate disrespect for the court, their clients, or their colleagues. You show similar disrespect for your class, your instructor, and your classmates when you attend class late. Certainly, Long Island residents must face traffic and parking difficulties, but you should allow for these contingencies when coming to class.

During class, you should not leave the classroom while class is in session except in unusual situations. Given the setup of our classroom, it is highly distracting when students walk in or out of the classroom. Obviously, there will be times when a health issue requires you to step out of class, but such occasions should be rare.

The American Bar Association requires that you spend at least 6 hours per week, on average, outside of class studying for this 3-credit course. This is in addition to the three hours a week we spend in class.

d. Westlaw and the Use of Computers

You will be required to register on the Westlaw TWEN site for this class with an email address that you check regularly. **All written assignments** must be turned in via the TWEN site. Additionally, I will occasionally post discussion questions on the TWEN site. Participation in discussions on the TWEN site will also count toward your class participation grade.

I will generally post Powerpoint slides under the Files tab on the TWEN site immediately AFTER each class.

e. Office Hours

I am available for meetings in my office for this class during Thursdays from 11-12 up until June 7, and by appointment subsequently.

During my office hours, I will meet with students on a first-come, first-served basis.

I encourage you to take full advantage of my office hours. And please do not feel as though you need to limit the subject of our meetings to class matters *per se* -- I would be happy to discuss with you more general law school concerns, career questions, or anything else that would be appropriate.

In the event that it is not possible for you to meet with me during my regularly-scheduled office hours, please let me know (preferably via email) and we can arrange to meet at another time that works for both of us.

f. Grades

The grade for this course will be based on the following-

80% - Open-book Take Home Exam (24 hours from time of being downloaded, available from June 18 to July 3).

or

One Paper (20 pages double-spaced)

Due: July 3, 2018

20% - Class Participation

g. Readings

Reading assignments are from

Daniel Chow and Thomas Schoenbaum,
International Business Transactions (2015).

CB Chow & Schoenbaum, International Business Transactions (2015)

DM Distributed Materials (please also view linked documents on TWEN)

ASSIGNMENTS (Please note that there is very heavy reading for each class period.)

1. Introduction – CB 1-49; Overview of the Sales Contract – CB 49-82
2. The Sales Contract- Choice of Law and CISG – CB 165-225; Letters of Credit – CB 225-280
3. Export Trade Matters – CB 128-165

4. Agency and Distributorships CB 283-307; Technology Transfer and Licensing CB 307-334; Business Format Franchising CB 334-346
5. International Investment Law CB 349-386; Regulation of Corruption - CB 399-422
6. Arbitration CB 587-619; Litigation CB 619-693; 703-713
7. Doing Business Abroad: EU CB 427-457; China CB 457-490