INTERNATIONAL BUSINESS TRANSACTIONS

Syllabus

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Purpose of the Course
These days, commerce and trade increasingly move across national borders. An attorney advising domestic clients in structuring their legal relationships will, therefore, require familiarity with the international legal environment of cross-border business transactions. The purpose of this course is to introduce the student to the applicable domestic and international legal framework and some of the most pressing issues facing individuals and corporations involved in international commerce and trading. This focus will include international dispute resolution, especially arbitration, which is growing in popularity as the forum for resolving contract disputes. By the end of the course, you should be able to identify different kinds of international business transactions and the pervasive issues involved; identify the applicable legal sources and apply the relevant legal rules to solve legal disputes; and reflect critically on the laws’ underlying policy principles.

1) Course Materials
During the semester, we will be using the following course materials:

*International Business Transactions: Problems, Cases, and Materials*
http://www.aspenlawschool.com/books/chow_intlbusiness3e/default.asp

2) Classes
This class is scheduled to meet for 2 hours per week, on Tuesdays, 6:10 PM - 8:00 PM in Room 230, from August 21 through December 4, 2018, except for September 11 (Rosh Hashana) and September 18 (Yom Kippur).
3) **Assignment Schedule**

The following schedule lists the reading assignments involving the casebook (Chow/Schoenbaum). You are expected to prepare answers to all accompanying ‘Problems’ and ‘Questions.’ I reserve the right to make changes in the schedule and will occasionally assign additional readings.

<table>
<thead>
<tr>
<th>Class</th>
<th>Date</th>
<th>Topic</th>
<th>Casebook</th>
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<tbody>
<tr>
<td>1</td>
<td>08/21</td>
<td>Introduction</td>
<td>pp. 1-48</td>
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<tr>
<td>2</td>
<td>08/28</td>
<td>International Sales of Goods, Pt. I (Overview, ICC Incoterms, Interpretation)</td>
<td>pp. 49-81</td>
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<tr>
<td>3</td>
<td>09/04</td>
<td>International Sales of Goods, Pt. II (Documents of Title, Bills of Lading)</td>
<td>pp. 82-128</td>
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<td>4</td>
<td>09/11</td>
<td>No Class</td>
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<tr>
<td>09/18</td>
<td>No Class</td>
<td></td>
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<td>6</td>
<td>10/02</td>
<td>The Sales Contract, Pt. II (Formation, Performance, Remedies)</td>
<td>pp. 189-224</td>
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<td>7</td>
<td>10/09</td>
<td>Letters of Credit</td>
<td>pp. 225-256</td>
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<td>8</td>
<td>10/16</td>
<td>Agency and Distributorship, Franchising</td>
<td>pp. 283-306, 334-348</td>
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<td>9</td>
<td>10/23</td>
<td>Foreign Direct Investment, Pt. I (General)</td>
<td>pp. 349-399</td>
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<td>10</td>
<td>10/30</td>
<td>Foreign Direct Investment, Pt. II (FCPA, China)</td>
<td>pp. 399-422, 457-492</td>
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<td>11</td>
<td>11/06</td>
<td>Intellectual Property (Commercial Piracy, TRIP)</td>
<td>pp. 525-566</td>
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<td>13</td>
<td>11/20</td>
<td>Dispute Resolution: Arbitration, Pt. II</td>
<td>Additional Readings</td>
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<td>14</td>
<td>11/27</td>
<td>Dispute Resolution: Litigation, Pt I (Choice of Forum/Law, Jurisdiction)</td>
<td>pp. 619-656</td>
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<td>15</td>
<td>12/04</td>
<td>Dispute Resolution: Litigation, Pt. II (Jurisdiction continued)</td>
<td>pp. 657-694</td>
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4) **Communications**

   a) **Email and Office Hours**

The best way to communicate with me is by email. I will get back to you within 24 hours. While I do not maintain regular office hours, if you need to speak with me in person, we can set up an appointment either before or after class.

   b) “TWEN” (*The West Education Network*)

I have set up a course page for this class on TWEN. TWEN gives me a quick way to reach all of you with any announcements, Syllabus changes, handout materials, interesting links, and so on. It also gives me a way to extend the class discussion beyond the classroom hours. **You must register for this course on TWEN by Thursday, August 24, 11:59 PM.**

5) **Classroom Performance**

   a) **Comportment Generally**

Students are expected to conduct themselves respectfully and professionally, as if in a courtroom or a business meeting. This prospect includes but is by no means limited to arriving well in time, not using your phone for anything, not leaving the class except in case of emergency) and being overall attentive and alert.

   b) **Preparedness**

It is imperative to attend every class and to come prepared. The ultimate purpose of the class is to have an enlightening and stimulating exchange in which everyone participates readily. The preferred level of engagement requires everyone to have read the assigned readings, prepared the questions or problems, and thus ‘hit the ground running.’ It does not mean you necessarily need to understand everything you have read, but it does say you have a sense of *why* something is not clear to you. If needed, I will “cold call” on students to introduce a case, statute, or another part of the reading.

   c) **Attendance**

The rules of the New York State Court of Appeals, the American Bar Association, and the Law School all 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 your regularly scheduled classes. A student enrolled in a two-credit course may thus miss no more
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than two 100-minute class sessions (in other words, two regularly scheduled classes).

I will provide sign-in sheets for each regularly scheduled class, which shall be the dispositive evidence regarding your absence from a given class. Each student is responsible for signing in. Falsification of sign-in sheets is a violation of the Code of Academic Conduct.

If you exceed the permitted absences by failing to sign in, you will be administratively withdrawn from the course. No prior notice may be given, and you will receive notification from the Office of Academic Records indicating the withdrawal. 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.

If you believe you must be absent from class for more than the permitted number of classes, you should contact the Office of Student Affairs as soon as possible. Accommodations will be made for students who must be absent for religious reasons and in cases of truly compelling hardship. Any request for an exception made to the Office of Student Affairs must be accompanied with appropriate documentation.

d) Lateness

Students are expected to be on time and be in their seat with materials ready to go when class begins. This also applies to mid-class breaks. However, it is better to come to class late than not at all. You may walk in late if you have a good reason, as long as you do not abuse this privilege. If you walk into class late, you must see me after class and explain why.

e) Computer Policy

I will permit computers and tablets in class. However, during class, you may only use these for taking notes and no other purpose. You are certainly not to surf the net or send emails or instant messages. Phones are permitted in class but should remain off the table and are not to be used the entire time.

Violations of these rules may lead individual students to be prohibited from using a computer or laptop during class. I reserve the right to ban computers and tablets altogether if the overall use of them turns out to be a nuisance to other students or myself after all.
6) Evaluation

a) Expected Student Workload

The American Bar Association requires that you spend at least four hours per week, on average, outside of class studying for this 2-credit course. This is an average amount of time required for out of class work per week over the course of the semester. The time you will spend throughout the semester reviewing the readings and preparing assignments will satisfy (and likely exceed) that time commitment. That time is in addition to the two hours we spend in class.

b) Learning Outcomes:

By the end of the course, the student should be able to:

1. Identify the most important types of transactions, contracts, and practices in cross-border trade and commerce;
2. Identify the primary sources of domestic and international law applicable to international business transactions, including non-binding rules and codes of conduct promulgated by private organizations;
3. Identify the relevant facts and legal issues in legal cases, and understand the court’s decision and reasoning;
4. Ascertained the meaning of the language of legal instruments, and appreciate the purpose of the rules in question;
5. Demonstrate a thorough knowledge of the basic rules and underlying policy principles extracted from the relevant case law, statutes, and international legal instruments;
6. Apply the applicable rules, principles, and policies to solve legal issues clients engaged in cross-border trade and commerce might face;
7. Reflect critically on court decisions and legal or non-binding rules, regarding the effectiveness or underlying policy choices;
8. Present written and oral communication in a professional manner and argue one’s argument or point of view analytically and persuasively.

c) Final Exam

The final exam will be a 24-hour, take-home, open-book exam consisting of short answers, an essay (on one of several pre-selected subjects), and possibly several multiple-choice questions. The exam will primarily focus on problem-solving based on fact situations, as well as a critical reflection of policy questions. I will provide more information about the final later in the semester.
### Final Grade for the Course

The final grade for the course will be determined as follows:

<table>
<thead>
<tr>
<th>Percentage</th>
<th>Component</th>
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<tr>
<td>20%</td>
<td>Class participation <em>(see under ‘Classroom Performance’)</em></td>
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<tr>
<td>20%</td>
<td>Two original reflection papers</td>
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<td>Circulate two 5-page reflection or response papers (12-pt, Times New Roman, double-spaced), if possible for a class of your choice. In these, respond critically to a case, rule, or commentary, in comparison or contrast with other parts of readings. The papers should present a critical engagement with the subject matter and cannot be merely summary or restate a text. I will offer further guidance by Week 3 of the semester.</td>
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<tr>
<td>60%</td>
<td>Final Exam <em>(see under ‘Final Exam’)</em></td>
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