

4

CREDITS

Bachelor Module Guide

International Law in Business and Commerce (BL32)

Aims and Objectives of this module:

- To get understanding of the multilevel sources of international law, reaching awareness of the multitude of subjects operating in that context and of their structure;
- To develop skills of analysis and interpretation through the process of critical legal thinking;
- To reach knowledge of how States of the International community can influence trade relationships by means of their authority;
- To develop the awareness that the contract is the main source of obligations within the international trade context and to get understanding of the ways in which contracting parties reach the agreement and perform it;
- To get understanding of the pathological aspects of contracts and of related emerging liability;
- To develop a critical approach to the several opportunities that national and international law offer to solve dispute within business environment;
- To develop a critical approach towards the role of business operators in trade, with specific reference to his/her social responsibility in delicate issues as consumer protection, environment, labor;
- To develop skills of analysis of the new challenges that business law has to face in modern society, like the needs to protect intellectual property rights in the era of globalization and to regulate e-commerce;
- To develop skills of analysis of the way in which law regulates structures and behavior of business subjects and of the means by which it carries on such ruling;
- To get understanding of the way in which law protects the different interests of subject involved in business transactions

<h1>Module Description</h1>			
Module Name	International Law in Business and Commerce		
Module Code	BL32		
Period	Year 2	Phase 1	Block 7
Teacher			
Email address			
Prerequisite	High school Diploma or final certificate, equivalent to the Netherlands HAVO Diploma		
Introduction	<p>1. An introduction to juridical aspects of companies, operating in an international context,</p> <p>2. To give students understanding of basic aspects of law in relation to doing business, like contracts, tort and agencies.</p>		
Goals	<ul style="list-style-type: none"> • To get understanding of the multilevel sources of international law, reaching awareness of the multitude of subjects operating in that context and of their structure; • To develop skills of analysis and interpretation through the process of critical legal thinking; • To reach knowledge of how States of the International community can influence trade relationships by means of their authority; • To develop the awareness that the contract is the main source of obligations within the international trade context and to get understanding of the ways in which contracting parties reach the agreement and perform it; • To get understanding of the pathological aspects of contracts and of related emerging liability; • To develop a critical approach to the several opportunities that national and international law offer to solve dispute within business environment; • To develop a critical approach towards the role of business operators in trade, with specific reference to his/her social responsibility in delicate issues as consumer protection, environment, labor; • To develop skills of analysis of the new challenges that business law has to face in modern society, like the needs to protect intellectual property rights in the era of globalization and to regulate e-commerce; • To develop skills of analysis of the way in which law regulates structures and behavior of business subjects and of the means by which it carries on such ruling; • To get understanding of the way in which law protects the different interests of subject involved in business transactions 		
Content	<p>Chapter 1 – Nature of Law and Critical Legal Thinking Chapter 2 – Judicial and Alternative Dispute Resolution Chapter 3 – Constitutional Authority to Regulate Business Chapter 4 – Ethics and Social Responsibility of Business Chapter 5 – Negligence and Intentional Torts Chapter 6 - Product and Strict Liability Chapter 7 – Business Crimes and Criminal Law Chapter 8 – Intellectual Property and Information Technology Chapter 9 – International and Comparative Law Chapter 10 – Formation of Traditional and Online Contracts Chapter 11 – Performance of Contracts and Remedies for Breach Chapter 12 – Internet Law and Electronic Commerce Chapter 13 – Agency Law</p>		



	<p>Chapter 14 – Entrepreneurship, Sole Proprietorship and Franchising Chapter 15 – Partnerships and Limited Liability Companies Chapter 16 – Domestic and Multinational Corporations Chapter 17 - Labor and Worker Protection Laws Chapter 18 – Equal opportunity in Employment Chapter 19 – Administrative Law and Consumer Protection Chapter 20 – Environmental Protection Chapter 21 – Antitrust Law Chapter 22 – Investor Protection and Securities Regulation Chapter 23 – Personal and Real Property Chapter 24 – Negotiable Instruments, Credit and Bankruptcy</p>
Instruction / Study Load	<p>24 lesson hours 8 Preparation Lesson hours 10 Assignments / Homework hours 20 Exam and exam preparation hours 50 Literature (Depending on the length and difficulty of the book) hours</p> <p>The course uses 350 pages from the book(s) and journal articles where:</p> <ul style="list-style-type: none">• 350 pages easy reading and understanding material – 50 Hours <p>Criteria:</p> <ul style="list-style-type: none">• Difficult reading and understanding material – 3 pages per hour• Average reading and understanding material – 5 pages per hour• Easy reading and understanding material – 7 pages per hour <p>Total 112 Hours</p>
IBA Final Qualification Mapping	<p>Mapped with numbers 1,3,11 and 18</p> <p>See the EEG for further reference.</p>
Teaching Language	English
Teaching Methods	<ul style="list-style-type: none">- Classroom lecturing- Case study discussions- Feedback and presentation sessions- Video and film- Discussion sessions- Research Papers
Module / Lecture and seminar status	Compulsory
Testing and assessment	<p>Written Examination (1)</p> <p>See the EEG for further reference.</p>
European Credits	4
Required literature	The legal and regulatory environment, 4 th edition; Henry R. Cheeseman; Prentice Hall. ISBN 0-13-146548-1;
Recommended literature	<p>Law for Business Students , Alix Adams, 5th edition; Pearson Longman – ISBN 978-1-4058-5888-5</p> <p>All the articles on the internet, which you will also (re)search, when preparing the weekly lectures.</p>



Notes

<h1>Module Plan</h1>	
Module Name	International Law in Business and Commerce
<i>Lesson 1</i>	
Content	<p>Nature of Law and Critical legal thinking:</p> <ul style="list-style-type: none"> • Definition, function, characteristics of law; • Schools of jurisprudential thought; • Critical legal thinking. <p>The sources of business law</p> <ul style="list-style-type: none"> • National law; • European Union law; • International law. <p>International and comparative law</p> <ul style="list-style-type: none"> • Legal systems • Differences between Common law and civil law systems: • Binding precedent.
Aims	<ul style="list-style-type: none"> • Define law and describe the function of law • Describe the flexibility of the law; • List and describe the schools of jurisprudential thought; • List the main typologies of legal systems; • Describe the differences between civil law and common law systems; • Define the doctrine of stare decisis; • Applying critical legal thinking in analyzing judicial decisions. • List and describe the sources of international law; • Describe the functions of the United Nations • Describe the arbitration of international disputes.
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework
<i>Lesson 2</i>	
Content	<p>Subjects of business law</p> <ul style="list-style-type: none"> • States; • Intergovernmental organizations; • Non- governmental organizations, <p>Multinational corporations.</p>

	<ul style="list-style-type: none"> • Constitutional authority to regulate business <p>“iure imperii” activities of States in international trade;</p> <ul style="list-style-type: none"> • “iure gestionis” activities of States in international trade; • Separation of powers and balance. <p>The law of obligations</p> <ul style="list-style-type: none"> • Definition of obligation; • Sources of obligation; • Contract as main source of obligation. <p>International contracts in general – Formation of traditional and on line contracts.</p> <ul style="list-style-type: none"> • Definition of contract; • Essential elements of a contract; • Classification of contracts.
Aims	<ul style="list-style-type: none"> • List and describe the subjects of international business law; • Describe the functions of Intergovernmental and Non-Governmental Organizations; • Describe the World Trade Organization (WTO) and explain how its dispute resolution procedure works; • Describe how Constitutional Authority intervenes to regulate business “iure imperii”; • Describe how States act “iure gestionis”; • Explain the importance of the balance among different powers within a State (legislative, executive, judicial); • Define the concept of obligation and identify the sources of obligations; • Define the concept of contract; • List and define the element necessary to form a valid contract; • Describe and distinguish between express and implied-in-fact contracts; • Describe and distinguish between valid, void, voidable and unenforceable contracts;
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework
<i>Lesson 3</i>	
Content	<p>Business contracts:</p> <ul style="list-style-type: none"> • Contracts for the international circulation of goods; • Contracts for the conclusion or promotion of deals; • Carriage of goods; • Payment and contract financing; • Insurance contracts;

	<ul style="list-style-type: none"> • Contract for provision of work or services; • INCOTERMS <p>Intellectual property and information technology</p> <ul style="list-style-type: none"> • Trade secrets; • Patent; • Design; • Copyright; • Trademarks <p>Internet law and electronic commerce</p> <ul style="list-style-type: none"> • Definition of electronic commerce; • E-mail; • Cybersquatting; • Software and information access contracts; • On line auctions.
Aims	<ul style="list-style-type: none"> • List and identify several international business contracts and their characteristics; • Describe the United Nations Convention on Contracts for the International Sale of Goods; • Explain the importance of protection of inventions; • Describe the business tort of misappropriating a trade secret; • Describe how an invention can be patented and penalties for patent infringement; • Describe what types of work can be copyrighted and the penalties for copyright infringement; • Define trademarks and describe penalties for trademark infringement; • Describe international protection of intellectual property rights; • Define electronic commerce; • List and describe international e-commerce and Internet laws; • Define Domain Names; • Describe how click-wrap contract licenses are used to enter into contracts over the Internet. • Define license and the parties to a licensing agreement.
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework
<i>Lesson 4</i>	
Content	<p>Performance of contracts and remedies for breach</p> <ul style="list-style-type: none"> • Genuineness of Assent (Unilateral and Mutual Mistakes; fraudulent misrepresentation; duress; undue influence);



	<ul style="list-style-type: none"> • Writing requirements; • Promises of performance (covenants, conditions of performance); • Discharge of performance (discharge by agreement or by impossibility); • Performance and breach (complete performance, substantial performance, inferior performance, anticipatory breach); • Remedied for a breach of contract (monetary damages; mitigation of damages; rescission; restitution; equitable remedies). <p>Judicial and alternative dispute resolution</p> <ul style="list-style-type: none"> • The system of Courts; • The jurisdiction; • Litigation; • The trial (concepts, parties, phases) and the appeal; • ADR (arbitration; mediation conciliation); • International dispute settlement bodies. <p>Ethics and social responsibility of business</p> <ul style="list-style-type: none"> • Law and ethics; • Moral theories and business ethics (ethical fundamentalism; Utilitarianism; Kantian Ethics; Rawls's social justice theory; ethical relativism); • The social responsibility of business
Aims	<ul style="list-style-type: none"> • Explain the genuineness of assent; • Describe intentional misrepresentation (fraud); • Describe writing requirements; • Explain when the performance of a contract is excused because of impossibility; • Describe compensatory, consequential and liquidated damages; • Describe the performance of internet contracts and the remedies for their breach; • Explain the duty of mitigation of damages; • Describe how letters of credit are used to facilitate international trade; • Describe and compare advantages and disadvantages of national court trials and ADR; • Apply a cost-benefit analysis for bringing and defending a lawsuit; • Describe in personam jurisdiction of courts and explain how personal jurisdiction applies to Web site operators; • Describe how e-mail, electronic messages and other digital discovery is admissible at trial; • Describe how a case proceeds through trial and how a trial court decision is appealed; • Explain the use of arbitration and other nonjudicial methods of alternative dispute resolution; • Examine social responsibilities of business operators; • Explain how the Internet has increased the potential for unethical conduct; • Examine how international ethical standards differ from country to country
Required	Related Chapters

Preparation	
Tasks (self-study / homework)	In class assignments and homework
Lesson 5	
Content	<p>Negligence and intentional torts</p> <ul style="list-style-type: none"> • Definition of tort; • Intentional torts against persons; • Intentional torts against property; • Definition of negligence; • Unintentional torts; • Elements of negligence; • Cases of negligence and defense against negligence; • Business torts (Lack of license, unfair competition, disparagement, false advertising, intentional misrepresentation...). <p>Product and strict liability</p> <ul style="list-style-type: none"> • Warranties of quality (express and implied); • Overlapping and inconsistent warranties; • Warranty disclaimers; • Breach of warranty and recoverable damages; • Warranties and third-parties; • Tort liability based on fault (negligence, misrepresentation); • Strict liability; • Strict liability and recoverable damages; • Defect in manufacture, defect in design, defect in packaging; • Failure to warn; • Defenses to product liability. • Business crimes and criminal law • Criminal law and criminal action; • Definition of crime and essential elements; • Criminal procedure; • Crimes affecting business; • White-collar crimes • Inchoate crimes; • Corporate criminal liability.
Aims	<ul style="list-style-type: none"> • List and describe intentional torts against persons and against property; • List and describe the elements necessary to prove negligence; • Describe the business torts of unfair competition and disparagement; • Describe and list the element to prove the tort of fraud; • Describe the doctrine of strict liability; • Identify and describe express warranties; • Describe the implied warranties of merchantability and fitness for a particular purpose;

	<ul style="list-style-type: none"> • Identify warranty disclaimers and determine when they are unlawful; • Identify defects in manufacture, design, packaging, failure to warn, failure to provide adequate instructions; • List and describe the damages recoverable in a product liability action; • List and describe the defenses to product liability lawsuits; • Describe warranty disclaimers contained in software licenses; • Describe international product liability laws; • Define and list the essential elements of a crime; • List and describe crimes against persons and property; • List and describe laws involving computer crimes.
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework
Lesson 6	
Content	<p>Agency law, partnerships and limited liability companies</p> <ul style="list-style-type: none"> • Agency law; • The nature of agency; • Express agency, implied agency, apparent agency, agency by ratification; • Agent and principal's duties; • Contract liability to third parties (fully disclosed, partially disclosed, undisclosed agency; Agent exceeding the scope of Authority); • Tort liability to third parties (misrepresentation, negligence, intentional torts); • Independent contractor and liability for i.c. torts; • Termination of an agency by acts of parties or by operation of law; • Definition of partnership; • Contract and tort liability in partnership; • Dissolution of partnership; • Limited partnership; • Limited liability partnership; • Limited liability companies. <p>Entrepreneurship, sole proprietorship and franchising</p> <ul style="list-style-type: none"> • Definition of entrepreneur; • Entrepreneurial forms of conducting business; • Sole proprietorship • Definition of franchise; • Types of franchise; • The franchise agreement (common terms and fees); • Breach of the franchise agreement; • Contract and tort liability in franchise; • Termination of franchises; • Join venture;

	<ul style="list-style-type: none"> • Export consortia. <p>Domestic and multinational corporations</p> <ul style="list-style-type: none"> • Definition of corporation; • Nature of corporation; • Classification of corporations; • Incorporation procedures; • How to finance a corporation (common stock, preferred stock, debt securities); • Shareholders and their rights; • Corporation organization and duties of officers; • Mergers and acquisitions; • Tender offers.
Aims	<ul style="list-style-type: none"> • Define an agency; • Identify and define a principal-independent contractor relationship • Describe how express, implied and apparent agencies are created; • List and describe the agent's duties to the principal and the principal's duties to the agent; • Describe the principal's and agent's liability on third-party contracts; • Describe how an agency is terminated by the acts of the parties and by operation of law; • Identify a wrongful termination of an agency • Explain the use of representatives, agents and distributors in foreign commerce. • Describe the role of entrepreneurs in starting and operating businesses; • List and describe the forms of conducting domestic business; • List and describe different form of business organizations; • Describe the use of agents, representatives and distributors in conducting international business; • Define franchising and indentify the parties to a franchising agreement; • Describe international franchising and licensing; • Define a sole proprietorship and the liability of a sole proprietor; • Describe the use of limited liability companies in foreign countries. • Define corporation and list the major characteristics of a corporation; • Describe multinational corporations and their role in international trade
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework
<i>Lesson 7</i>	
Content	<p>Labor and worker protection laws and equal opportunity in employment</p> <ul style="list-style-type: none"> • Evolution of labor law; • Unions;



	<ul style="list-style-type: none">• Definition of collective bargaining;• Collective bargaining agreement and its subjects;• Definition and regulation of strike;• Definition and regulation of picketing;• Occupational safety• Immigration and labor;• Social security;• Evolution of equal opportunity in employment• Disparate treatment discrimination;• Disparate impact discrimination;• Race, color, national origin, religion and sex discrimination;• Equal wages;• Disability;• Reverse discrimination. <p>Administrative law and consumer protection</p> <ul style="list-style-type: none">• Definition of administrative agencies;• Examples of administrative agencies and their role;• Regulation of food and product safety;• Unfair and deceptive practices;• Debtor – creditor protection;• International consumer protection. <p>Environmental protection</p> <ul style="list-style-type: none">• Development on international environmental law• Sustainable development;• Rio+20;• Environmental protection and business law;• Air pollution, water pollution, toxic substances; hazardous waste; nuclear waste; noise pollution• “The polluter shall pay” principle;• \Precautionary principle;• Prevention principle;• Preservation of wildlife.
Aims	<ul style="list-style-type: none">• Describe how a union is organized;• Describe the process of collective bargaining;• Describe employees’ right to strike and picket;• Identify race, color, national origin, religion, sex discrimination that violate civil and human rights;• Define the concept of administrative agency and explain their role in national and international trade law;• Explain how consumers are protected by law;• Identify unfair and deceptive practices towards consumers;• Describe the protections of international consumer protection laws.• Describe an environmental impact statement and identify when one is needed;

	<ul style="list-style-type: none"> • Describe the protection of international environment laws; • Explain the meaning of the precautionary principle, of the prevention principle and of the principle “the polluter shall pay”.
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework
<i>Lesson 8</i>	
Content	<p>Antitrust law</p> <ul style="list-style-type: none"> • What is antitrust law and what are its functions? • Antitrust penalties; • Definition of restraint of trade; • Definition and application of rule of reason and per se rule; • Definition of horizontal restraint of trade; • Price-fixing, division of markets, group boycotts; • Definition of vertical restraint of trade; • Resale price maintenance, non vertical restraints; • Defenses to restraint to trade actions; • Monopolization; • Mergers; • Tying arrangements • Price discrimination; • Unfair methods of competition; • Exemption from antitrust law application; • International antitrust law. <p>Investor protection and securities regulation</p> <ul style="list-style-type: none"> • Definition of security; • Insider trading: definition, cases, liability; • Short-swing profits. <p>Negotiable instruments, credit and bankruptcy</p> <ul style="list-style-type: none"> • Types of negotiable instruments: drafts, promissory notes, certificates of deposit, endorsement; • Honoring checks (stale checks, incomplete checks, stop-payment orders, overdrafts, wrongful dishonor); • Types of credit (concepts of unsecured and secured credit, secured transaction, financing statement, mortgages, note and deed of trust, foreclosure); • Surety and guaranty arrangements; • Definition of bankruptcy; • Liquidation bankruptcy procedure;

	<ul style="list-style-type: none"> • Definition of discharge; • Plan of reorganization and confirmation; • Consumer debt adjustment.
Aims	<ul style="list-style-type: none"> • Apply the rule of reason and the per se rule to identify unreasonable restraints of trade; • Define price discrimination; • Describe how antitrust laws prohibit unfair and deceptive conduct over the Internet; • Describe international antitrust laws; • Describe the international enforcement of securities laws. • Recognize different types of negotiable instruments, including drafts, promissory notes, checks, certificates of deposit; • Describe electronic fund transfer systems; • Distinguish between unsecured and secured credit; • Describe international bankruptcy laws;
Required Preparation	Related Chapters
Tasks (self-study / homework)	In class assignments and homework

Module Evaluation Plan

Module Name	International Law in Business and Commerce		
	Block	Type of Evaluation	% Weight of Final Module Mark
Evaluation 1	7	Written Examination	100%
Total mark required for pass 5.5			Total must equal 100%
<p><u>Short explanation</u> There is a short description of this in the Education Guide under Examinations and Evaluation leading to EC Credits.</p> <p>Content of the exam covers the topics that have been given in the module plan.</p> <p><u>Teacher explanation:</u></p>			
Final mark required for pass:5.5			
<p>Notes:</p> <p><i>Required Attendance of 75 % of the lecture. If students miss more than 1 lesson in a block of 4 weeks, they can be barred from taking the exam at the Exam week, and will be required to wait until the re-sit at the following block Exam week. After this, the next opportunity will be the following year.</i></p>			