

RR63 International Business Law

2 blocks

The International Business law course is an introduction to the major issues in Business Transactions, Corporate and Maritime Law from a global perspective. The first part of the course concentrates on the sources of international business law. Any such global or transnational perspective begins with self-regulation i.e., the way the international business community itself tackles legal problems and uncertainties that are related to increasing globalisation. Furthermore, governments also recognise the need for adequate rules for international commercial transactions and operations in concluding international conventions or other instruments aimed at unifying, harmonising or co-ordinating their national laws. However, large areas of Business Law have not been touched by self-regulation or by Uniform Law and are governed by National Law. Finally, the impact of international commercial arbitration as a preferred method of settling international business disputes on the sources of international business law is discussed only from the perspective whether substantive law is treated differently in arbitration than in litigation.

The second part of the course looks at institutional choices for doing cross-border business. Direct transactions, sales representatives, commercial agency and distributorship and franchising are discussed. This part continues with corporate law issues in cross border dealings and discusses branch offices, subsidiaries and joint ventures. In this respect different business forms are analysed including factors bearing on choice of organization, including partnership attributes, process of corporate formation, corporate privileges and powers, corporate capital structure, limited liability, management, control. The course also deals with the key problem of agency relations and examines comparatively how this issue has been approached under European and US law.

The third part of the course introduces students to international business transactions ranging from barter and counter trade, sales, construction and service contracts. Aspects of intellectual property law including licensing law are also covered. It also looks to international payments and finance, secured transactions, insolvency, transportation and insurance (including export credit insurance). In this latter respect, it looks at the international legal and national mechanisms of regulation of transportation activity. The course covers areas such as shipping organisation and structures, the nature and enforcement of maritime liabilities and the carriage of goods by road, sea and air. The course is taught on the basis of the compulsory reading materials, case law materials and practical cases. A seminar format with Socratic teaching methods has been chosen. The course will be examined on the basis of a written take-home essay exam.

Lecturers	Prof. Dr. F.J.M. De Ly
Examination	To be announced
Assessment	Written Exam
Period	2 blocks
ECTS	10
Secretary	Private Law, L7-067
Literature	To be announced

RR71 International Corporate Law

The first part of the course will focus on an international and comparative approach to basic concepts of modern corporate law in Europe and, to some extent, the USA. Against the background of the comparative approach taken by Kraakman a.o. in *The Anatomy of Corporate Law*, practical problems of creditor protection (maintenance of share capital versus directors' liability), the trade in shares (including securities law, market abuse), corporate governance, board structures, employee participation, protective devices, directors' liability, groups of companies and mergers and acquisitions will be discussed. The second part of the course will be devoted to transnational issues of corporate law (applicable law and cross-border mobility) and in particular European company law (harmonisation, cross-border transfers of seat and mergers, as well as the European company (SE)). The course is taught on the basis of the compulsory reading materials, case law materials and practical cases. The course will be examined on the basis of a written essay exam.

Lecturer	Prof. P. Storm
Examination	To be announced
Assessment	Written Exam
ECTS	5
Secretary	-
Literature	To be announced

RR73 Conflict of Laws and International Litigation

The globalisation of the economy has led to further internationalisation of legal disputes. This course examines the legal aspects of international business disputes and the interface between these disputes and the rules of private international law. Areas covered are the three main issues of international jurisdiction, applicable law and the recognition and enforcement of foreign judgments. It will also study issues relating to the service of documents abroad, methods of acquiring proof abroad, and the recognition and enforcement of foreign judgments from a comparative perspective.

This course also covers various forms of alternative dispute resolution, particularly international commercial arbitration. It will outline the arbitral process including the agreement to arbitrate, the filing of a request for arbitration, the arbitral procedure, the arbitral award, challenges to awards and enforcement of awards. The International Arbitration Rules of the International Chamber of Commerce, the American Arbitration Association, UNCITRAL, and the International Center for the Settlement of Investment Disputes are given special attention. Emphasis will be placed on the UN Convention on the Recognition and Enforcement of Arbitral Awards and the UNCITRAL Model Law and Rules, which form the basis for the rules used by many international arbitration tribunals.

In analysing jurisdiction, arbitration, enforcement and applicable law, the course will focus on business transactions, corporate and transportation issues.

The course is taught on the basis of the compulsory reading materials, case law materials and practical cases. The course will be examined on the basis of a written essay exam.

Lecturer	L.M. van Bochove LL.M.
Period	2 blocks
Examination	To be announced
Assessment	Written Exam
ECTS	10
Secretary	Private Law, L7-067
Literature	To be announced

RR64 Contract Drafting

Practitioners not only need to have an in-depth knowledge of contract law but are also often involved in drafting commercial contracts. The course Contract Drafting deals with techniques of international contract drafting from the perspective of comparative contract law. It builds on the activities of the International Contract Working Group chaired by Professor De Ly, which has been analysing contract clauses for the past thirty years leading to many publications. The course will cover boiler plate and tailor made clauses from the contract formation point to the termination of the contract including letters of intent, merger clauses, force majeure and hardship clauses, exemption and penalty clauses, termination and post termination clauses, assignment clauses and dispute settlement clauses. Clauses used in practice, both pathological and model clauses, will be used as illustrations. The course is taught on the basis of the compulsory reading materials, case law materials and practical cases. The course will be examined on the basis of a written take home exam where students are required to give appropriate contract drafting language tailored at a case study situation.

Lecturer	Prof. Mr. F.J.M. De Ly
Examination	To be announced
Assessment	Written Exam
ECTS	5
Secretary	Private Law, L7-067
Literature	Fontaine, M. and De Ly, F., Drafting International Contracts, An Analysis of Contract Clauses, The Hague, Martinus Nijhoff, 2009

RB05 Carriage of Goods

The course is based upon a theme-by-theme approach, whereby the alternative solutions given by the various unimodal transport law conventions (Hague-Visby Rules, Hamburg Rules, CMR, CMNI, COTIF-CIM, and Montreal) are compared and contrasted to provide a deeper insight in the various subjects at hand. The themes discussed during the lectures include:

- a general introduction in which an overview is given of the various unimodal conventions which are part of the fragmented law of transport, and in which conceptual distinctions are made between the contracts of carriage, freight forwarding and storage as well as special kinds of contracts of carriage, such as multimodal transport contracts, contracts of affreightment,
- transport documents and related documents, such as bills of lading, way bills, delivery orders, consignment notes, charter-parties,
- transport related conflict of law matters,

- title to sue under contracts of carriage and bills of lading,
- liability of the carrier,
- damages and limitation of liability,
- third-parties and extra-contractual claims,
- multimodal transport,
- passenger transport

Course aims

To provide students with a thorough understanding of the main issues in the Law of Transport, as well as with an overview of how the various unimodal Transport Law Conventions deal with these issues. After this course students should be equipped to deal with many of the problems which transport lawyers encounter in their daily practice.

Lecturers	Dr. M.A.I.H. Hoeks
Examination	written exam
ECTS	5
Literature	Three readers: Literature, Case law and Legislation John F. Wilson, Carriage of Goods by Sea, 7th edition, Pearson, 2010 Further materials to be posted on channel

RR99 Willem C. Vis Moot Arbitration

In 1993 an international pleading competition for law students was launched known as the Willem C. Vis moot arbitration. The main subject matter of the moot arbitration are the Vienna Convention on the International Sale of Goods (CISG) and international arbitration. Very quickly, the Willem C. Vis moot arbitration has grown from a competition between 11 university teams in the first year to a competition between 150 teams from 47 countries. For further information please go to <http://www.cisg.law.pace.edu/vis.html>.

From the beginning, teams of Erasmus School of Law (ESL) have competed each year with teams from other universities from all over the world in the Willem C. Vis moot arbitration, which is held each year in the week before Easter in Vienna, Austria. In preparation for Vienna, each team must write a memorandum for the claimant and a memorandum for the respondent. As these memoranda are due by the end of November, respectively in January, the team will be preparing for the moot arbitration from early October until April. In view of the enormous growth of the Willem C Vis moot arbitration and the ever rising quality level of the

university teams participating in this international competition a desire has developed among university teams to practise with other teams in so-called pre-moots prior to the main competition in Vienna. In 2004 the Erasmus PCA pre-moot was launched, a collaboration between ESL and the Permanent Court of Arbitration, domiciled at the Peace palace in The Hague. With participants from various countries, the pre-moots are held at various law firms in Rotterdam and at the magnificent Peace palace at the Hague. Both Dutch and international students registered at ESL for (advanced) Bachelor and Master programs may apply in order to participate in the selection process for the ESL team for the Willem C Vis moot arbitration. From the applicants a group of eight students will be selected to prepare for Willem C Vis moot arbitration and to participate in the pre-moots. Shortly before leaving for Willem C Vis moot arbitration, from the group of eight students, the best four students will be chosen who will do the actual pleadings in Vienna, whereas the other four students will support them in Vienna as well.

Course Aims

Several course aims may be distinguished:

- build a profound knowledge of commercial law in general and the international sales law and arbitration law in particular;
- development of analytical skills;
- development of practical skills, including English language proficiency;
- development of writing skills, more specifically the drafting of memoranda and pleading notes;
- development of presentation skills, especially oral pleadings;
- experience in conducting legal research;
- learning to plead the (subjective) legal position of one of the parties to a case;
- learning to co-operate within a team.

Lecturer	Mr. G.J Meijer / Prof. Mr. F.G.M. Smeele
Examination	To be announced
ECTS	5
Secretary	Private Law, L7-067
Literature	To be announced

RR81 Fundamentals of Arbitration Law

This course covers various forms of alternative dispute resolution such as conciliation, mediation, expert determination and arbitration in order to determine the key features of arbitration and its relationship to other forms of adjudication of business disputes. Also, arbitration will be compared to resolution of disputes in national courts, at the EU level and in public international law. Finally, different forms of arbitration are compared (commercial and non-commercial, investment arbitration) to outline the fundamental characteristics and principles underlying arbitration law. In this respect, both the contractual and procedural aspects will be discussed with a particular emphasis on the consensual nature of arbitration, privity and principles of good administration of justice.

The course's focus on the fundamentals of arbitration law enables students to grasp complex and novel issues of arbitration law and practice and to put concrete arbitration issues in a broader perspective.

Lecturers	Prof. mr. A.J. van den Berg/ Prof. mr. G.J. Meijer
Examination	To be announced
Method	Seminar
Assessment	Written Exam
ECTS	5
Literature	Born, G., International Arbitration: Law and Practice, Alphen a/d Rijn, Kluwer Law International, 2012
Extra	A study trip will be organized to the Permanent Court of Arbitration in the Peace Palace, the Hague with a guest lecture on investment arbitration and a short guided tour

RR82 International and Comparative Arbitration Law

This course discusses the arbitral process including the agreement to arbitrate, the filing of a request for arbitration, the arbitral procedure, the arbitral award, challenges to awards and enforcement of awards from an international and comparative perspective. The course focuses on the laws of major arbitration countries including England, France, The Netherlands, Switzerland and the USA. Also, special attention is given to rules of major arbitration institutions such as the International Chamber of Commerce, the American Arbitration Association, UNCITRAL, and the International Center for the Settlement of Investment Disputes. Emphasis will be placed on the New York Convention on the Recognition and Enforcement of Arbitral Awards and the UNCITRAL Model Law on International Commercial Arbitration.

The course will enable students to become familiar with the main sources and rules of international commercial arbitration and with the intricacies of major problems arisen in international arbitration law and practice, thus enabling them to work with theoretical and practical aspects of arbitration law.

Lecturers	Prof. mr. A.J. van den Berg/Prof. mr. G.J. Meijer/Prof. Dr. F. De Ly
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Method	Seminar
Examination	To be announced
Assessment	Written Exam
ECTS	5
Literature	to be announced

RR83 Arbitration skills

This course intends to expose students to the practice of arbitration law in learning them to draft a request for arbitration and a short answer, how to prepare submissions, how to present exhibits and witness statements, how to instruct experts, how to manage document production processes, how to prepare for a hearing, how to develop advocacy skills and how to draft post-hearing and cost submissions. Attention will be paid to the IBA Rules on the Taking of Evidence in International Commercial Arbitration (2nd edition, 2010) and to the 2007 ICC Techniques for controlling time and costs in arbitration.

The course intends to supplement the student's knowledge of arbitration law with a better understanding as to how it works in practice and how a case must be presented to an arbitral tribunal to enable it to better deal with an understanding of the facts of the case, the evidentiary issues regarding these facts and the application of legal rules and principles to any such established facts.

Lecturers	Prof. mr. G.J. Meijer Practitioners with arbitration experience
Method	Seminar, case and problem studies
Examination	To be announced
Assessment	Written Exam
ECTS	5
Literature	To be announced