

GOVERNMENT OF THE RUSSIAN FEDERATION
Federal State Autonomous Educational Institution for Higher Learning
NATIONAL RESEARCH UNIVERSITY
HIGHER SCHOOL OF ECONOMICS
Faculty of Law
Department of General and Interbranch Legal Disciplines
Public and Private International Law Department

Master Degree Curriculum
Year 2

Field of Education – **40.04.01.** – **Jurisprudence**
Master Program **Law of International Trade, Finance and Economic**
Integration
Level **Master degree**

INTERNATIONAL BUSINESS LAW AND ITS ENVIRONMENT

Course Syllabus

Author of Course / Course Instructor

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This Syllabus cannot be used by other departments of the University or by other universities without a permission of the Departments, which drafted it

1. Course Description

a. Title

International Business Law and Its Environment

b. Pre-requisites

This course assumes that students have a basic knowledge of Russian civil law, including Chapters 4 (Legal Entities), 9 (Transactions) and Section III and Section VI (International Private Law) of the Russian Civil Code. No prior familiarity with the laws of other countries or international law as it is applied outside of the Russian Federation is assumed.

c. Course Type (compulsory, elective, optional)

Compulsory

d. Abstract

Lawyers working in Russia, regardless of whether they are hired at domestic or international law firms, in-house or use their legal education in another capacity, more and more frequently are required to know and understand the general aspects and problems facing their clients and the rules and practices of working with companies based outside of Russia. Lawyers are often criticized for not being able to fully understand the positions of their managers or clients due to a lack of a general understanding of international business from a macro point of view. In addition, lawyers are also criticized for failing to understand the complexities of working in a cross-border capacity. This course is intended to serve as a practical review to fill in those holes.

This course will concentrate on managing the risks for businesses working internationally. In addition to an overview of each topic, we will attempt to use practical examples that will be helpful to young lawyers, which they will be able to implement in their daily work. This is a survey course and will rely on a general discussion of important legal and business concepts and principles, but due to time restrictions we will not be able to cover all issues related to international business law, nor will we be able to cover issues in an in-depth way.

The course will cover (1) a general review of the legal environment of international business in order to provide the framework for proceeding with the course and should serve as a refresher for topics previously covered, (2) an introduction to the modern multinational enterprise and its various forms and uses, (3) a brief history

of the development of the trade in goods and major international agreements and organizations governing its relations, (4) international sales and transactions, (5) international financing through instruments such as bills of exchange, promissory notes, letters of credit and other commonly encountered financing arrangements, (6) regulation of the international market place, including foreign antibribery laws and their application, advertising restrictions and best practices and competition law, and (7) ethic, social responsibility and codes of conduct of international lawyers.

This course will not cover transportation, the protection of intellectual property, banking, foreign investment or other commonly taught subjects in similar courses due to the availability of other courses at the Higher School of Economics which adequately address these issues.

2. Learning Objectives

The main purpose of this course is to introduce students to issues facing lawyers as they provide support to businesses working across borders so that they will be able to properly identify them and understand common practical solutions. In addition, the course will attempt to introduce students to the role of the lawyer from the point of view of a businessman, manager or client so that lawyers are better prepared upon graduation to understand the demands and problems of the people they are advising. The course will also serve to introduce students to the teaching methods commonly used and critical thinking skills commonly taught in American universities.

3. Required Course Materials

IBL: International Business Law: Text, Cases, and Readings by Ray August, Don Mayer and Michael Bixby (PEARSON: 6th edition, 2012. – 736 p.) ISBN 10-0132718979.

DR: Other readings will be provided by the lecturer or are easily available for downloading.

4. Course Plan

Topic 1: Legal Environment of International Business

Session 1: Introduction to Course and International Business Law

Review of syllabus and course requirements. Why do lawyers need to know “international law”? Forms of international business. Risks of international business. Risks of developed vs. developing nations and comparison to Russia.

Session 2: International Business Law (cont'd) and Multinational Enterprise

Private International Law in Russia and implications for international business. Review of international law: definition, sources, scope in practice.

Topic 2: Multinational Enterprise

Theory of legal entity and limited liability. Business form. Multinational organization. International regulation of multinational enterprises. Host state regulation of multinational enterprises. Russian regulation of multinational enterprises and de-offshorization efforts. Joint ventures with foreign parties.

Invited Speaker: Chris Dryden, Raven Russia: What Managers Want and Expect from Lawyers

Reading:

- IBL, 21-70. 183-210
- Russian Civil Code, Section VI.
- http://revenue.delaware.gov/services/Business_Tax/business_structures_table.pdf

Session 3: Class simulation 1: Negotiations on JV structure.

Topic 3: Trade in Goods

History of international trade law. WTO. Eurasian Economic Union and its development. Multilateral trade agreements and their purposes. Technical barriers to trade. Import, Customs and Tariff Law.

Reading:

- IBL: 358-427
- Working with Contracts: What Law School Doesn't Teach You by Charles Fox (Practising Law Institute (PLI); 2nd edition, 2008. – 330 p.) ISBN-10: 1402410603, Chapter 3

Session 4

Topic 4: International Sales and Transactions

Formation and performance of contracts for the sale of goods. Seller's and buyer's obligations. Performance and remedies. Excuses for non-performance and transaction risks. Certifications of inspection or analysis.

Invited Speaker: Patrick Brooks, Partner, Eversheds Sutherland: Structuring an International M&A Transaction Investment

Reading:

- IBL: 559-608
- Working with Contracts: What Law School Doesn't Teach You by Charles Fox, Chapter 2

Session 5: International M&A. Capital Markets.

Invited Speaker: J. David Stewart, Partner, Latham and Watkins: International Capital Markets for Russian Companies

Topic 5: International Financing

Introduction. Bills of Lading and the documentary sale. Promissory Notes. Letters of credit. Bill of exchange.

Reading:

IBL: 657-698

Due: Home-based exercise

Session 6

Topic 6: Regulation of the International Market Place

FCPA and U.K. Antibribery Act and Implications.

Invited Speaker: Viv Jones, Senior Associate, Eversheds Sutherland (Dubai Office)

Reading:

FCPA or UK Anti-Bribery Act

Session 7: Class simulation 2: TBD

Advertising restrictions and best practices. International compliance issues.

Topic 7: Ethics, Social Responsibility and Codes of Conduct

Session 8: Presentations and review.

Due: Final paper.

5. Distribution of workload

№ №	Subject-Headings	Total hours	In-class hours, including		Self-study hours
			Lectures	Seminars	
1.	<i>Topic 1: Legal Environment of International Business</i>	18	0	4	14
2.	<i>Topic 2: Multinational Enterprise</i>	16	2	4	10
3.	<i>Topic 3: Trade in Goods</i>	16	2	4	10
4.	<i>Topic 4: International Sales and Transactions</i>	16	2	4	10
5.	<i>Topic 5: International Financing</i>	16	2	4	10
6.	<i>Topic 6: Regulation of the International Market Place</i>	16	2	4	10
7.	<i>Topic 7: Ethics, Social Responsibility and Codes of Conduct</i>	16	2	4	10
	Total:	114	12	28	74

6. Guidelines for Knowledge Assessment

Grading will be based on a scale of a maximum of 300 points:

Class participation	Maximum 50 points for on-time attendance at all sessions and active participation
Class simulation 1	Maximum 50 points
Class simulation 2	Maximum 50 points
Home-based exercise	Maximum 50 points
Final paper	Maximum 100 points

5 = 260-300 points

4 = 210-259 points

3 = 175-209 points

Home-based exercise will be turned in writing (maximum 1,000 words). In general, a correct full document containing a well-thought out solution to the problem, with minimal mistakes or omissions will result in full points.

Final paper will require a thoughtful, original, rich, carefully and fully researched text that makes a substantial original contribution to scholarly thought in the field, formulated in precise analytical language.

Class simulations require active participation.

7. Methods of Instruction

Use of interactive educational technologies, including:

- Socratic method;
- Interactive discussion;
- Written answers to problem exercises, subsequently discussed in class;
- Written feedback on outlines and drafts.

8. Classroom Courtesy

When class begins each student is expected to stop talking and pay attention. All cell phones, pagers, games, and any other electronic or other type of device will be turned off and kept off during class. There will be no eating of anything during class and keep your gum quiet.

* Syllabus is subject to change based on availability of external speakers and time spent on each specific topic.

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