

Syllabus

International Contract Law

2019-2020 academic year

Course title	International Contract Law
Course teaching address	14 Sichovykh Striltsiv St., Lviv, 79000, Ukraine
Faculty and department	Faculty of Law, Fundamentals of Ukrainian Law Department
Branch of knowledge, study direction, educational qualification level	08 "Law", specialty 081 "Law"; Specialization: "Legal Support of the European Integration of Ukraine"
Teachers of the course	Roman Shandra, PhD in Law, Associate Professor of the Fundamentals of Ukrainian Law Department
Teachers' contact information	roman.shandra@lnu.edu.ua тел. (032) 239-41-24
Tutorials on the course take place	Thursday 13.00-13.30 год. (14 Sichovykh Striltsiv St., Lviv, 79000, Ukraine, room 417)
Course web-page	https://law.lnu.edu.ua/course/international-contract-law
Course information	Number of credits: 3 Educational Qualification Level: LL.M
Summary	International contract law is a legal academic discipline that is called to help students learn basic legal contract terminology and the practice of drawing international business and civil English language contracts.
Aim, objective and learning outcomes of the course	<p>Aim: formation of knowledge and practical skills necessary for a lawyer to successfully carry out law enforcement activities in the field of international contract relations; drawing international contracts; summarizing and learning from the positive experience of international business subjects and individual persons.</p> <p>Objective: the practice of applying international contract law; the legal activity in drawing international contracts.</p> <p>Learning outcomes: it is expected that after the course students will be able to:</p> <ul style="list-style-type: none"> - improve knowledge in the field of international contract terminology and practice; - develop writing skills in the area of drawing international contracts; - create different types of international contracts; - use their new skills during the negotiations on the conclusion of the international contracts; - discuss and substantiate their opinion about scientific and practical issues; clearly and reasonably present the results of the study in written papers (essays, articles, abstracts, etc.); - analyze and critically reflect on legal documents, contracts, scientific works; search for legal documents, contracts, legal acts, court decisions scientific works, through various domestic and foreign search engines.
Recommended sources	Literature
	1. Berezowski L. Jak czytać i rozumieć angielskie umowy? / Leszek Berezowski. – Wydanie 6. – Warszawa: C.H.Beck, 2017. – 418 s.

	<p>2. Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p> <p>3. The Law and Practice of International Trade / by Leo D’arcy, Carole Murray, Barbara Cleave. – London: SWEET & MAXWELL, 2000. – 718 s.</p> <p>4. United Nations Convention on Contracts for the International Sale of Goods, Vienna, 11 April 1980, S.Treaty Document Number 98-9 (1984), UN Document Number A/CONF 97/19, 1489 UNTS 3. The full text of the CISG is available in pdf format at http://www.uncitral.org/uncitral/en/uncitral_texts/sale_goods/1980CISG.html at 22 December 2007.</p> <p>5. Luca G. Castellani, The Contribution of UNCITRAL to the Harmonization of International Sale of Goods Law Besides the CISG, Belgrade Law Review, Year LIX (2011) no. 3 pp. 28-38, at 28-33, available online at http://www.cisg.law.pace.edu/cisg/biblio/castellani3.html</p> <p style="text-align: center;">Information resources</p> <p>1. The official Website of the Verkhovna Rada of Ukraine: www.rada.gov.ua.</p> <p>2. The official web-site of the President of Ukraine: www.president.gov.ua.</p> <p>3. The official web-site of the Cabinet of Ministers of Ukraine: www.kmu.gov.ua.</p> <p>4. Globalnegotiator: international contracts & documents ready to use: https://www.globalnegotiator.com/international-trade/dictionary/international-contracts/</p>
Duration of the course	90 hours
Course volume	General amount of hours – 90 Weekly hours: Classroom-based – 2, Individual Work – 2. Lectures: 16 hours and practical classes: 16 hours
Expected learning outcomes	it is expected that after the course students will be able to: create different types of international contracts; use their new skills during the negotiations on the conclusion of the international contracts; discuss and substantiate their opinion about scientific and practical issues; clearly and reasonably present the results of the study in written papers (essays, articles, abstracts, etc.); analyze and critically reflect on legal documents, contracts, scientific works; search for legal documents, contracts, legal acts, court decisions scientific works, through various domestic and foreign search engines..
Keywords	international contracts, legal documents, contracts, legal acts, court decisions
Course format	full-time education
	Teaching the discipline involves lecturing, conducting practical classes, writing by students written papers and taking a test.
Topics	<ol style="list-style-type: none"> 1. International Contracts: definition, meaning and theoretical characteristics 2. International sales contract 3. Terminology and grammar peculiarities of international English language contracts 4. Applicable Law 5. Formation of international contracts 6. Drafting of international contracts 7. Negotiation of International Contracts 8. Performers of the contracts
Type of control:	credits
Prerequisites	In order to study the course, students need a basic legal knowledges, sufficient to

	understand the legal categorical apparatus
The teaching methods and techniques that will be used during the course	In the course the following methods are used: lecture (factual material is provided, provisions of regulatory legal acts, etc. are covered), problematic method (consists of posing practical problems for students and ways of solving students' problems are analyzed), information-explanatory method (legislative information is provided, administrative, practical, statistical information, etc. Explains the meaning of individual regulations and terminology), the discussion method (discusses the problems of human rights, the application of the norms of the current legislation, the practice of preparation of legal documents, court practice, etc.), the method of performing practical tasks (on the basis of formulated situational tasks, practical aspects of the application of contract law norms and ways of resolving labor disputes are considered)
Equipment required	Course study requires the use of commonly used programs and operating systems, access to the Intranet and the Internet.
Assessment criteria (separately for each type of learning activity)	<p>Assessment of students' knowledge is carried out under a 100-point scale. The final score consists of the sum of the average score for the current and modular control in the proportion of 50% - 50%. If a student scores less than 51 points, he receives a mark "Unsatisfactorily".</p> <p>Written works: Students are expected to complete several types of written work (essays, schematic tasks, case studies). Academic Integrity: Students' work is expected to be their original research or reasoning. Absence of references to sources used, fabrication of sources, write-offs, interference with other students' work are, but are not limited to, examples of possible academic dishonesty. Identification of signs of academic malpractice in a student's writing is a reason for her failure to be considered by the teacher, regardless of the extent of plagiarism or deception. Attending classes is an important part of learning. All students are expected to attend all the lectures and hands-on classes. Students should inform the teacher about the inability to attend the class. In any case, students are required to adhere to all the deadlines set for the completion of all types of writing required by the course. Literature. All literature that students will not be able to find on their own will be provided by the teacher solely for educational purposes without the right to pass it on to third parties. Students are encouraged to use other literature and sources that are not recommended.</p> <p>Grading policy. Points scored on current testing, individual work, and final test scores are counted. This must take into account the attendance and activity of the student during the practical training; inadmissibility of absences and delays in employment; Use of a mobile phone, tablet or other mobile device during a non-training purpose; write-offs and plagiarism; untimely completion of the task, etc. No violation of academic integrity is tolerated.</p>
Question to the credit	<ol style="list-style-type: none"> 1. Definition and meaning of international contract. 2. The peculiarities of international contracts. 3. The main types of international contracts and their general characteristics. 4. Private international law and international civil procedural law. 5. Common law versus civil law and international contracts. 6. Harmonization of private international law at international and European Union levels. 7. Sources of International sales law. 8. Special trade terms in export sales. 9. United Nations Convention on Contracts for the International Sale of Goods (CISG; the Vienna Convention): sphere of application and General Provisions. 10. Formation of the international sale contract.

11. Sale of Goods.
12. Differences with country legislation relating to the sale of goods.
13. The language of the contracts. General characteristics of the English language contract terminology.
14. Grammar peculiarities of English language contracts.
15. Modal verbs “shall” and “may” as a part of contract terminology.
16. Typical pronouns and adverbs. Additions. Structure of sentences.
17. Applicable Law: definition, meaning.
18. Parties’ autonomy in assuming contractual undertakings.
19. The principle of freedom of choice.
20. Lex mercatoria.
21. Drafting tips.
22. Mandatory rules and public policy.
23. Absence of choice by the parties.
24. Relationship between different sources of private international law.
25. Governing Law and Jurisdiction in International Contracts.
26. The negotiations: general characteristics.
27. The offer (duration of offer; revocation of offer).
28. The acceptance (counter offer; the battle of the forms; communication of acceptance; form of acceptance).
29. Special problems relating to general conditions.
30. International supply of contracts. Contract-signing formalities.
31. Orthographic and editorial requirements for the text of contracts.
- 32. Drafting style and standards.**
33. The structure of international contract.
34. Dividing the text of the contract into parts and their characteristics.
35. Introductory elements of contract.
36. Body of contracts: typical provisions. Final provisions.
37. Elements of Negotiating International Contracts.
38. Pre-contractual documents: the letter of intent.
39. Inquiries and invitation to contracts.
40. The quotation. Tenders. Negotiation logistics.
41. English and foreign sales law.
42. Delivery of the goods.
43. Passing of the property.
44. Unascertained goods.
45. Ascertained goods.
46. The retention of title clause.
47. The simple retention of title clause.
48. The extended retention of title clause.
49. Passing of the risk.
50. Provision of certificates.
51. Certificates of quality.
52. Certificates of inspection.
53. Pre-shipment inspection.
54. Liquidated damages and penalties.

COURSE SCHEME

Week	Topic, plan, short theses	Form of activity	Literature. Internet Resources	Task, hour	Deadline
1	<p>Topic 1. International Contracts: definition, meaning and theoretical characteristics Definition and meaning of international contract. The peculiarities of international contracts. The main types of international contracts and their general characteristics. Private international law and international civil procedural law. Common law versus civil law and international contracts. Harmonization of private international law at international and European Union levels.</p>	Lecture	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.		
2	<p>Topic 1. International Contracts: definition, meaning and theoretical characteristics Definition and meaning of international contract. The peculiarities of international contracts. The main types of international contracts and their general characteristics. Private international law and international civil procedural law. Common law versus</p>	Practical class	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.	Answer descriptive questions, complete schematic tasks, solve practical problems	

	<p>civil law and international contracts.</p> <p>Harmonization of private international law at international and European Union levels.</p>				
3	<p>Topic 2. International sales contract</p> <p>Sources of International sales law. Special trade terms in export sales. United Nations Convention on Contracts for the International Sale of Goods (CISG; the Vienna Convention): sphere of application and General Provisions. Formation of the international sale contract. Sale of Goods. Final Provisions. Differences with country legislation relating to the sale of goods.</p>	Lecture	<p>Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p>		
4	<p>Topic 2. International sales contract</p> <p>Sources of International sales law. Special trade terms in export sales. United Nations Convention on Contracts for the International Sale of Goods (CISG; the Vienna Convention): sphere of application and General Provisions. Formation of the international sale contract. Sale of Goods. Final Provisions.</p>	Practical class	<p>Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p>	<p>Answer descriptive questions, complete schematic tasks, solve practical problems</p>	

	Differences with country legislation relating to the sale of goods.				
5	<p>Topic 3. Terminology and grammar peculiarities of international English language contracts</p> <p>The language of the contracts. General characteristics of the English language contract terminology. Grammar peculiarities of English language contracts. Modal verbs “shall” and “may” as a part of contract terminology. Typical pronouns and adverbs. Additions. Structure of sentences.</p>	Lecture	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.		
6	<p>Topic 3. Terminology and grammar peculiarities of international English language contracts</p> <p>The language of the contracts. General characteristics of the English language contract terminology. Grammar peculiarities of English language contracts. Modal verbs “shall” and “may” as a part of contract terminology. Typical pronouns and adverbs. Additions. Structure of sentences.</p>	Practical class	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.	Answer descriptive questions, complete schematic tasks, solve practical problems	
7	<p>Topic 4. Applicable Law</p> <p>Applicable Law: definition, meaning. Parties’ autonomy in assuming contractual undertakings. The principle of freedom of choice. Lex mercatoria. Drafting</p>	Lecture	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.		

	tips. Mandatory rules and public policy. Absence of choice by the parties. Relationship between different sources of private international law.				
8	<p>Topic 4. Applicable Law</p> <p>Applicable Law: definition, meaning. Parties' autonomy in assuming contractual undertakings. The principle of freedom of choice. Lex mercatoria. Drafting tips. Mandatory rules and public policy. Absence of choice by the parties. Relationship between different sources of private international law.</p>	Practical class	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.	Answer descriptive questions, complete schematic tasks, solve practical problems	
9	<p>Topic 5. Formation of international contracts</p> <p>Governing Law and Jurisdiction in International Contracts. The negotiations: general characteristics. The offer (duration of offer; revocation of offer). The acceptance (counter offer; the battle of the forms; communication of acceptance; form of acceptance). Special problems relating to general conditions. International supply of contracts. Contract-signing formalities.</p>	Lecture	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.		
10	<p>Topic 5. Formation of international contracts</p> <p>Governing Law and</p>	Practical class	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. –	Answer descriptive questions, complete schematic	

	<p>Jurisdiction in International Contracts. The negotiations: general characteristics. The offer (duration of offer; revocation of offer). The acceptance (counter offer; the battle of the forms; communication of acceptance; form of acceptance). Special problems relating to general conditions. International supply of contracts. Contract-signing formalities.</p>		<p>New York: Kluwer Law International, 2006. – 446 s.</p>	<p>tasks, solve practical problems</p>	
11	<p>Topic 6. Drafting of international contracts Orthographic and editorial requirements for the text of contracts. Drafting style and standards. The structure of international contract. Dividing the text of the contract into parts and their characteristics. Introductory elements of contract. Body of contracts: typical provisions. Final provisions.</p>	Lecture	<p>Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p>		
12	<p>Topic 6. Drafting of international contracts Orthographic and editorial requirements for the text of contracts. Drafting style and standards. The structure of international contract. Dividing the text of the contract into parts and their characteristics. Introductory elements</p>	Practical class	<p>Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p>	<p>Answer descriptive questions, complete schematic tasks, solve practical problems</p>	

	of contract. Body of contracts: typical provisions. Final provisions.				
13	<p>Topic 7. Negotiation of International Contracts</p> <p>Elements of Negotiating International Contracts. Pre-contractual documents: the letter of intent. Inquiries and invitation to contracts. The quotation. Tenders. Negotiation logistics.</p>	Lecture	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.		
14	<p>Topic 7. Negotiation of International Contracts</p> <p>Elements of Negotiating International Contracts. Pre-contractual documents: the letter of intent. Inquiries and invitation to contracts. The quotation. Tenders. Negotiation logistics.</p>	Practical class	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.	Answer descriptive questions, complete schematic tasks, solve practical problems	
15	<p>Topic 8. Performers of the contracts</p> <p>English and foreign sales law. Delivery of the goods. Passing of the property. Unascertained goods. Ascertained goods. The retention of title clause. The simple retention of title clause. The extended retention of title clause. Passing of the risk. Provision of certificates. Certificates of quality.</p>	Lecture	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.		

	Certificates of inspection. Pre-shipment inspection. Liquidated damages and penalties.				
16	<p>Topic 8. Performers of the contracts</p> <p>English and foreign sales law. Delivery of the goods. Passing of the property. Unascertained goods. Ascertained goods. The retention of title clause. The simple retention of title clause. The extended retention of title clause. Passing of the risk. Provision of certificates. Certificates of quality. Certificates of inspection. Pre-shipment inspection. Liquidated damages and penalties.</p>	Practical class	Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.	Answer descriptive questions, complete schematic tasks, solve practical problems	