

Syllabus

International Contract Law

2022-2023 academic year

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| 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 | 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. Objective: the practice of applying international contract law; the legal activity in drawing international contracts. |
| Recommended sources | Literature |
| | Berezowski L. Jak czytać i rozumieć angielskie umowy? / Leszek Berezowski. – Wydanie 6. – Warszawa: C.H.Beck, 2017. – 418 s. |
| | D.P. Strigunova, D.A. Davudov, The problems of concluding an international commercial contract in the electronic form in the law of the countries of the Eurasian economic union. Studies in Computational Intelligence, 826 (2019), 107-114 |
| | 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 |
| | M. Minarosa, The principles of international trade contract as reference of Indonesian contract law. European Research Studies Journal, 21 (2) (2018), 514-526. |
| | M. Minarosa, The principles of international trade contract as reference of Indonesian contract law. European Research Studies Journal, 21 (2) |

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| | <p>(2018), 514-526.</p> <p>M. Pauknerová, M. Pfeiffer, Use of unidroit principles of international commercial contracts to interpret or supplement Czech contract law. Lawyer Quarterly, 8 (4) (2018), 452-468.</p> <p>M.F.V. Palma, Á.V. Olivares, The contract and the applicable law as instruments of conflict resolution in international arbitration. Ius et Praxis, 25(1) (2019), 383-414.</p> <p>The Law and Practice of International Trade / by Leo D'arcy, Carole Murray, Barbara Cleave. – London: SWEET & MAXWELL, 2000. – 718 s.</p> <p>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>V.V. Sulimin, M.I. Lvova. Drivers of International Contract Law at the Stage of Digitalization of Economy, Conference: XVII International Research-to-Practice Conference dedicated to the memory of M.I. Kovalyov (ICK 2020)</p> <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 style="text-align: center;">Information resources</p> <p>The official Website of the Verkhovna Rada of Ukraine: www.rada.gov.ua.</p> <p>The official web-site of the President of Ukraine: www.president.gov.ua.</p> <p>The official web-site of the Cabinet of Ministers of Ukraine: www.kmu.gov.ua.</p> <p>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 | <p>The study of the discipline allows students to acquire the following competencies:</p> <p>General competence 3. Ability to search, process and analyze information from various sources.</p> <p>In order to acquire this competence, the student must learn how to work with:</p> <ul style="list-style-type: none"> - open Internet resources with international contracts; - databases in the field of international contractual relations; - legislative databases of Ukraine and other states. <p>General competence 5. Ability to communicate in a foreign language within a professional field both in an oral and written forms.</p> <p>Acquisition of this competence is provided with the help of fully English-language educational process and work with English texts of international agreements.</p> <p>General competence 9. Ability to work within an international context. This competence is gained through:</p> <ul style="list-style-type: none"> - study of international practice of negotiations and conclusion of agreements; - analysis of conflict rules of international agreements, foreign legislation and practice of their implementation. <p>Special competence 6. Ability to substantiate and motivate legal decisions, provide detailed legal reasoning.</p> |

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| | <p>This competence is provided with the help of:</p> <ul style="list-style-type: none"> - preparation of drafts of international contracts in English; - conducting trainings on negotiations between potential parties of the agreement; - research of problems arising in the field of international contractual relations and coverage of its reasoned position in practical classes; - consideration and analysis of court decisions in the field of international treaty practice. <p>Expected learning outcomes. Upon completion of the course , students will be able to:</p> <ul style="list-style-type: none"> - present his/her research on a legal topic, using primary sources and techniques of legal interpretation of complicated complex problems arising from this study, and provide reasons to the conclusions; - communicate fluently in English (one of the official languages of the Council of Europe) orally and in writing; - reasonable formulate their legal position, oppose, evaluate the evidence and provide convincing arguments; - discuss complex legal issues in the field of international treaty law, offer and justify options for their solutions. |
| 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) | 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". |

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| | <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> |
| <p>Question to the credit</p> | <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. |

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| | <p>26. The negotiations: general characteristics.</p> <p>27. The offer (duration of offer; revocation of offer).</p> <p>28. The acceptance (counter offer; the battle of the forms; communication of acceptance; form of acceptance).</p> <p>29. Special problems relating to general conditions.</p> <p>30. International supply of contracts. Contract-signing formalities.</p> <p>31. Orthographic and editorial requirements for the text of contracts.</p> <p>32. Drafting style and standards.</p> <p>33. The structure of international contract.</p> <p>34. Dividing the text of the contract into parts and their characteristics.</p> <p>35. Introductory elements of contract.</p> <p>36. Body of contracts: typical provisions. Final provisions.</p> <p>37. Elements of Negotiating International Contracts.</p> <p>38. Pre-contractual documents: the letter of intent.</p> <p>39. Inquiries and invitation to contracts.</p> <p>40. The quotation. Tenders. Negotiation logistics.</p> <p>41. English and foreign sales law.</p> <p>42. Delivery of the goods.</p> <p>43. Passing of the property.</p> <p>44. Unascertained goods.</p> <p>45. Ascertained goods.</p> <p>46. The retention of title clause.</p> <p>47. The simple retention of title clause.</p> <p>48. The extended retention of title clause.</p> <p>49. Passing of the risk.</p> <p>50. Provision of certificates.</p> <p>51. Certificates of quality.</p> <p>52. Certificates of inspection.</p> <p>53. Pre-shipment inspection.</p> <p>54. Liquidated damages and penalties.</p> |
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COURSE SCHEME

| Week | Topic, plan, short theses | Form of activity | Literature. Internet Resources | Task, hour | Deadline |
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| 1 | <p>Topic 1. International Contracts: definition, meaning and theoretical characteristics</p> <p>Definition and meaning of international contract. The peculiarities of international contracts. The main</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. | | |

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| | <p>types of international contracts and their general characteristics. Private international law and international civil procedural law.</p> <p>Common law versus civil law and international contracts.</p> <p>Harmonization of private international law at international and European Union levels.</p> | | | | |
| 2 | <p>Topic 1. International Contracts: definition, meaning and theoretical characteristics</p> <p>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.</p> <p>Common law versus civil law and international contracts.</p> <p>Harmonization of private international law at international and European Union levels.</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 | |

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| 3 | <p>Topic 2. International sales contract 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 | Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s. | | |
| 4 | <p>Topic 2. International sales contract 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> | 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 | |
| 5 | <p>Topic 3. Terminology and grammar peculiarities of</p> | Lecture | Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and | | |

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| | <p>international English language contracts 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> | | <p>Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p> | | |
| 6 | <p>Topic 3. Terminology and grammar peculiarities of international English language contracts 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> | <p>Practical class</p> | <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> | |
| 7 | <p>Topic 4. Applicable Law 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> | <p>Lecture</p> | <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> | | |

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| 8 | <p>Topic 4. Applicable Law 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 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 Governing Law and Jurisdiction in International Contracts. The negotiations: general characteristics. The offer (duration of offer; revocation of offer). The acceptance</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 | |

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| | (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. | | | | |
| 11 | <p>Topic 6. Drafting of international contracts</p> <p>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 | Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s. | | |
| 12 | <p>Topic 6. Drafting of international contracts</p> <p>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> | 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 | |
| 13 | <p>Topic 7. Negotiation of International Contracts</p> | Lecture | Whincap M. Contract Law and Practice: The English System with Scottish Commonwealth, and | | |

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| | <p>Elements of Negotiating International Contracts. Pre-contractual documents: the letter of intent. Inquiries and invitation to contracts. The quotation. Tenders. Negotiation logistics.</p> | | <p>Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p> | | |
| 14 | <p>Topic 7. Negotiation of International Contracts Elements of Negotiating International Contracts. Pre-contractual documents: the letter of intent. Inquiries and invitation to contracts. The quotation. Tenders. Negotiation logistics.</p> | <p>Practical class</p> | <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> | |
| 15 | <p>Topic 8. Performers of the contracts 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> | <p>Lecture</p> | <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> | | |
| 16 | <p>Topic 8. Performers of the</p> | <p>Practical class</p> | <p>Whincap M. Contract Law and Practice: The English</p> | <p>Answer descriptive</p> | |

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| | <p>contracts 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> | | <p>System with Scottish Commonwealth, and Continental Comparison. – New York: Kluwer Law International, 2006. – 446 s.</p> | <p>questions, complete schematic tasks, solve practical problems</p> | |
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