

## COURSE SYLLABUS

<b>COURSE TITLE:</b>	International Business Law & Ethics (MBA)	<b>COURSE CODE:</b>	BLAW511
<b>PREREQUISITES:</b>		<b>SEMESTER:</b>	FALL 2016
<b>INSTRUCTOR:</b>	Mr Fred EINBINDER	<b>CREDITS:</b>	3
<b>EMAIL:</b>	fred.einbinder@hotmail.com	<b>SCHEDULE:</b>	Wednesday 15h30-18h30

### COURSE DESCRIPTION:

This course focuses on those areas of law most likely to be encountered in the practice of International Business, namely, contracts and international sales, dispute resolution mechanisms, intellectual property and recent developments in Ethics and corporate criminal liability.

Emphasis is placed on the fact that most legal issues remain national despite the recent fashion in business and legal education to exaggerate “globalism”. We therefore adopt a comparative legal approach that properly reflects this reality of International Business law

As an illustration of this real-life orientation we will examine how the differences between legal practice in business in different countries in particular the too often ignored, way legal professionals -judges, lawyers and auxiliaries- are trained, operate and influence the law and business practice.

The growing risk to business of “being caught in the middle” between two or more legal systems and regional or international legal requirements, notably due to the extraterritorial application of law (especially by the US legal system in areas such as sanctions or corruption) will provide students, working in teams, with a fascinating opportunity to delve into increasing practically relevant examples of the dynamic interplay of comparative law and tradition, international law and business.

We will explore and debate ethics in business concentrating on Anti-Corruption, the protection of the Environment, Safety (Rana Plaza in Bangladesh, Bhopal...) and health issues (eg. the Obesity debate in her food industry)

The use of real cases involving well known multinational companies (eg. McDonalds, Volkswagen, Alstom, Nestle...) will be used, particularly in our look at ethics and Business and Human Rights to ensure that theory is to the maximum extent possible placed within the context of business life.

**COURSE OBJECTIVES & EXPECTED LEARNING OUTCOMES:**

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1. Be familiar with the diversity of the world's major legal traditions and their effect on international business
2. Understand the basic differences between Civil and Common Law procedures and contracts
3. Obtain a sufficient knowledge of key aspects of the international law of sales contracts to permit successful contract negotiations
4. Appreciate the role played by legal professionals in business, in particular, in-house legal counsel to ensure effective collaboration
5. Analyze and evaluate the need for balancing conflicting interests on difficult legal issues impacting business internationally, eg. Extraterritoriality, Corporate Governance, Comparative criminal procedure
6. Demonstrate ability to interact effectively in a Team to facilitate debate, persuade and influence and develop solutions
7. Identify Legal issues, balance law and business and critically analyze transactions
8. Integrate Ethical considerations into business operations
9. Research and prepare clear reports on legal subjects of particular individual interest

**READINGS & RESEARCH MATERIALS:**

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The "text" for this course will principally consist of Professor "Cases and Materials" as photocopied and distributed, either by hand, by intranet or reference to external Web materials (eg. Incoterms)

**Students are expected to read the assigned materials prior to class to facilitate active class participation, discussion and debate.**

Students are expected to consult newspapers, the Web and other sources to keep abreast of ongoing legal issues in business (particularly in France and the US) to enliven discussion and show the vital importance of law in international business. We will begin each class by discussing such issues.

**Students should also obtain and read the following inexpensive, easy to read books as an aide to understanding legal traditions, ongoing legal issues in international business and ethical issues. Some of the listed books are available at the school resource center (library)**

Several well done films will also provide entertaining insight into legal issues in business, particularly in the US

**Books**

Merrymann, The Civil law Tradition,

Fletcher, American Law

Stern, The Buffalo Creek Disaster

Dillon and Cannon, Circle of Greed

J.Harr, A Civil Action

Leamer, The Price of Justice

Breyer, The Court and the World

Schaffer, Agusti, International Business Law and its Environment

### Films

“A Civil Action” (Travolta as a lawyer)

“Erin Brockovich” (Julia Roberts plays a para-legal de choc!)

“The Verdict” (Paul Newman)

“Twelve Angry Men” (Henry Fonda in a classic on American juries)

“Anatomy of a Murder” (James Steward and Lee Remick)

“Witness for the Prosecution” (Marlene Dietrich introduces English trial practice); Et en français;

Garapon and Servan-Schreiber, “Deals” de Justice

### **EVALUATIONS:**

Individual class participation, includes <u>presence which is mandatory</u>	20%
Mid-Term Exam	25%
Team class participation and presentations	30%
Team grade will be awarded on an overall basis to all members of the team, “Sink or swim” with no excuses or pointing fingers-consistent with business life.	
Final Exam	25%

### **COURSE SCHEDULE:**

Dates	Reading/Homework	Session Content
Session 1 21-Sep		Introduction to international business law – the issues and “real-world practice”; comparative law – the importance of understanding differing legal cultures – Chinese, Japanese, Islamic, mixed, and common and civil law
Session 2 28-Sep	Read: Merryman, <u>The Civil Law Tradition</u> ; Fletcher, <u>American Law in a Global Context</u>	Civil and common legal traditions – history, geographic scope, the importance of legal professionals, structures, the strange case of American law
Session 3 5-Oct	Read: McDonald v Dayan, Articles on McDonalds and Torts (coffee, libel, obesity), Donoghue v Stephanson (the Ginger Beer and Snail case), French cases	Comparative law in practice – McDonalds Franchisor – France and the US, the “Hot Coffee” case, libel case in England, obesity (Nestle’s strategy); Tort law – comparing class action legislation and practice – USA, France, Japan, others, punitive damages, intentional torts, negligence, product liability
Session 4 12-Oct	Read: Arnold Palmer, <u>Volvo Trucks, the Hydrotile Case</u> (Gerteis), The “Chicken” case ( <u>Frigalment</u> ), The “Cow” ( <u>Sherwood v Walker</u> ), Poussin ( <u>St. Arroman</u> ), Marketing cases, Constable ( <u>Leaf</u> ) Mistake cases. Utubes on Chicken and Cow cases	Tort law continued; contract law – when is a deal a deal? What is the deal? Do sellers and buyers truly know what they are buying and selling? Mistakes, law & marketing, good faith – comparing legal traditions.
Session 5 19-Oct	Read: <u>Wood v. Lucy, Lady Duff-Gordon</u> , (plus Utube) and the beginnings of	Contract Law continued: What did the parties assume? Excuses for not performing.

	fashion management and the law. The “Alcoa” case, Recent developments in French law, English and German case law, Force majeure situations (Syria, Ukraine, Icelandic volcanoes...)	
Session 6 26-Oct	Read: Materials on Texaco case, Media reports on Volkswagen, Drafting and Negotiating Contracts Analysis and Exercise	Contract law (national) concluded – illustrative situations – Texaco v Pennzoil, Volkswagen Fraud on Diesel; risk analysis & reduction – preventative law
Session 7 2-Nov		MID TERM EXAM
Session 8 9-Nov (subject to change)	Read and view- Graphics on Risk Allocation, Materials on ICC efforts on Incoterms and Documentary Credits, <u>Bell Helicopter</u> case and Iranian Hostage crisis, English, French cases	International sales contracts, incoterms, letters of credit (fraud exception) and other financing mechanisms
Session 9 16-Nov	Read: Jean Thieffrey <u>case</u> , recent developments	European (EU) law – an overview – freedom of trade, services & persons, interaction between national ad EU law mechanisms
Session 10 23-Nov	Read: The Egyptian Pyramids case ( <u>SPP v. EGOH</u> ),), <u>D’JMOOS v. PILATUS</u> , <u>McIntyre Tire</u> , <u>YUKOS</u> arbitration	Disputes and their resolution, jurisdiction, litigation, arbitration, enforcement mediation, legal costs, American discovery, extraterritoriality
Session 11 7-Dec	Read: <u>DAIMLER</u> (Argentina case), ALSTOM Corruption Plea bargain (plus video Dept of Justice-US) ECUADOR/CHEVRON Cases and Materials, BHOPAL Case <b>Special Opportunity for Team Participation and Presentations</b>	Ethics, business & human rights and safety, protection of the environment, avoiding disasters, supply chains – Rana Plaza in Bangladesh, Bhopal, Chevron/Texaco in Ecuador, business and the criminal law, corporate governance, corruption, sanctions
Session 12 14-Dec		FINAL EXAM