

The Law International Sales: main issues

Law-379 (6 credits)
Fall 2017
M. & W. 14.10

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i. GENERAL DESCRIPTION AND OBJECTIVES OF THE COURSE

Whereas it is clear what rules will govern a national sales transaction, which may be happening in the Kyrgyz Republic or within the boundaries of any specific state, there may not be a one simple solution for the international commercial transaction. Not only it has the parties coming from different states, but also it is complicated by different types of actions that maybe be governed by international, national or party made rules. The current course will cover the main issues related to the international sales, with particular emphasis on the United Nations Convention on Contracts for the International Sales of Goods (CISG) and the primary method of dispute settlement mechanism employed by the private parties in international sales – arbitration.

ii. PROGRAM AND COURSE LEARNING OUTCOMES

PROGRAM LEARNING OUTCOMES

Graduates of the Law Program should have the following competencies:

1. carry out professional activities in good faith on the basis of developed legal consciousness, legal thinking, and legal culture and with observation of ethical principles of the legal profession;
2. apply professional judgment, perform quality legal analysis, conduct legal research, and solve legal problems;
3. be able to speak and write in an argumentative, logical, and clear way in the legal context, have skills necessary to draft legal documents, be fluent in the English language at the level of professional communication;
4. draft normative legal acts and carry out their legal expertise in the field of professional activity;
5. interpret and apply substantive and procedural norms, provide qualified legal opinions and consultations in concrete types of legal activity;
6. demonstrate leadership qualities, active citizenship, take and develop initiatives aimed at promotion of civil society and welfare state;
7. understand the essence and significance of information in the development of modern society and law, master the basic methods of working with information and information technologies in the professional sphere.

COURSE LEARNING OUTCOMES

Upon successful completion of the course students will be able to:	Law Program Learning Outcomes
1. identify and describe the rules governing the international commercial transaction	1, 2
2. distinguish and analyze the application of various hard and soft rules in the framework of international commercial transactions	1, 2

3. research and locate necessary case law to advance the knowledge about the issue	2, 3, 5, 7
4. interpret and apply various rules to the hypothetical situations	2, 3, 5
5. describe, understand and elaborate on the arbitration as a method of alternative dispute resolution	1, 2

iii. TEACHING METHODS

Professors may randomly ask students in order to see the preparedness for the class and, therefore, assess the class participation component. Professors also may organize pop-up quizzes, meaning that there will be no prior announcement of the quiz, which is to be based on the reading materials assigned.

iv. COURSE REQUIREMENTS AND POLICY

- (1) The class will meet twice a week. Class sessions are a mixture of lectures and interactive student-focused activities. Students are expected to come to classes prepared in advance and be ready to discuss the assigned materials.
- (2) Students must be ON TIME for classes. If a student comes to class late and the instructor has already marked him/her as absent, the student is considered to be absent for the whole class.
- (3) CLASS ATTENDANCE is required. If the student misses a class with an excuse, a document explaining the absence must be presented to the instructor no later than the next class following the class during which the student was absent. If the requirements mentioned above are not observed, the student's absence is considered to be unexcused. If the student misses more than 3 classes without an excuse or 50% of the whole course (irrespective of the reason for absence), the student will be assigned an "F" grade for the course.
- (4) Each student is required to be enrolled in the e-course system (e-course.auca.kg). The purpose of the e-course system is to allow students to get access to course materials, upload their course assignments, and benefit from a variety of interactive learning opportunities.
- (5) WRITTEN ASSIGNMENTS must be submitted by the set deadline and by the means specified by the instructor. Late submissions are NOT allowed. This rule applies to any student who was aware or should have been aware of an assignment and the deadline no matter whether he was sick or had any other excuse on the date of the deadline.
- (6) The student has to follow the AUCA Academic Honesty Code and the Law Division's Policy on Plagiarism. All types of cheating (plagiarism, etc.) are strictly prohibited. If a student fails to observe this requirement, the instructor may assign an "F" grade for the work or an "F" grade for the whole course depending on the type of assignment and other circumstances.
- (7) CELL PHONES and any other electronic devices should be turned off or kept on a silent mode and are allowed to be used only for academic purposes unless restricted by the instructor.

Please, note that this syllabus is subject to change. Any changes to the syllabus will be announced in class, and the updated version of the syllabus will be available in the e-course. It is students' duty to stay informed of any adjustments made.

v. GRADING

Grading will be based upon the following components:

30%	Quiz on block I
30%	Quiz on block II
30%	Presentations/Assignments

The course will have two main quizzes covering the topics covered prior the quiz dates (see course outline for the details). In addition, throughout the course you will have four small assignments as delivering the presentation on a particular topic each weighting equal amount depending on the overall quantity of the presentations and assignments. These assignments may take form of pop-up quizzes, but it may also be written take-home or in class assignment. For the latter two, the details will be communicated by the instructors.

vi. COURSE MATERIALS

Required materials:

1. United Nations Convention on Contracts for the International Sales of Goods (CISG)
2. UNCITRAL Model Law on International Commercial Arbitration
3. UNCITRAL Arbitration Rules
4. The CISG A new textbook for students and practitioners, by Peter Huber and Alastair Mullis (2007) (Huber&Mullis)
5. International Sales Law, edited by Ingeborg Schwenzer and Christiana Fountoulakis (2007)
6. UNCITRAL Digest of Case Law on the United Nations Convention on Contracts for the International Sales of Goods (2016 ed.), available at http://www.uncitral.org/pdf/english/clout/CISG_Digest_2016.pdf.
7. Redfern and Hunter on International Arbitration (6th ed., 2015).

Recommended materials:

1. CISG Database - <http://www.iicl.law.pace.edu/cisg/cisg>
2. ICC Digital Library - <http://library.iccwbo.org/clp.htm?>
3. UNILEX CISG - <http://unilex.info/dynasite.cfm?dssid=2376&dsmid=14315>
4. Case Law on UNCITRAL Texts (CLOUT) - http://www.uncitral.org/uncitral/en/case_law.html

vii. COURSE OUTLINE

Weeks	Topic
Block I	CISG (Overview)
1 (Sept.3 & 5)	Application of the CISG, General Provisions (Including Art.7 & Art.8)
2 (Sept.10 & 12)	Formation of the contract (Offer & Acceptance) Obligations of the seller (delivery of the documents; conformity of goods; examination and notice requirements concerning the conformity)
3 (Sept.17 & 19)	Remedies of the buyer: - performance - avoidance of the contract, - reduction of the price - damages, mitigation of losses and interest and passing of risk) Obligations of the Buyer, passing of the risk, remedies of the seller; anticipatory breach,
Block II	Arbitration (Overview)
4 (Sept.24 & 26)	Agreement to Arbitrate; Applicable laws
5 (Oct.1 & 3)	Establishment and organization of an Arbitral Tribunal; power, duties and jurisdiction of an Arbitral Tribunal

6 (Oct.8 & 10)	Award: Challenge, recognition and enforcement
Block I	CISG (Specific issues & cases)
7 (Oct.15 & 17)	Conformity of the goods
8 (Oct.22 & 25)	Remedies: Avoidance of the contract & Damages
9 (Oct.29 & 31)	Exclusion of the liability: force majeure
10 (Nov.5)	Fall break
11 (Nov.12)	Other rules: UNIDROIT Principles on International Commercial Contracts; Hague Principles on Choice of Law in International Commercial Contracts
	Quiz on block I
Block II	Arbitration (Specific issues & cases)
12 (Nov.19 & 21)	Jurisdiction of the tribunal: multi-tier dispute resolution clauses
13 (Nov.26 & 28)	Third party funding & costs of the
14 (Dec.3 & 5)	Impartiality of the arbitrators: IBA guidelines
15 (Dec.10 & 12)	Arbitral proceedings: adversarial
16	Quiz on block II