INTERNATIONAL CONTRACTING AND CIVIL LIABILITY

TIMES:
Monday, 18:45-20:00
Wednesday, 18:30-19:45
Friday, 17:15-18:30

1. INTRODUCTION
The subject: program, participation, exercises, exam.

2. PRINCIPLES OF CONTRACTS LAW
2.2 Essential elements of contracts: consent, object, consideration
2.3 Timing of the contractual relationship: parties, object, terms, breach of contract, jurisdiction, applicable law, litigation.
2.4 Types of agreements: long term agreements, agreements with a weaker party, synalagmatic agreements, co-operation agreements.

3. DISPUTE RESOLUTION
3.1 Dispute Resolution. Difficulties involved with international litigation
3.2 Jurisdiction. The Brussels Regulation and the Lugano Convention
3.3 Introduction to alternative dispute resolution.
3.4 Arbitration. Commercial international arbitration
4. GOVERNING LAW
4.1 Governing Law
4.2 Rome Convention 1980 on the Law Applicable to contractual obligations: scope, general principles, exclusions, rules, exceptions

5. COMPETITION RULES
5.1 Limit to freedom of parties
5.2 Prohibitions and exemptions
5.3 Concerted practices: Art. 81 EC Treaty. Block exemptions
5.4 Vertical restraints
5.5 Abuse of a dominant position: Art. 82 EC Treaty
5.6 State Aids
5.7 Unfair competition

6. PURCHASE AND SALE AGREEMENT (I)
6.1 Introductory notions: importance of the purchase and sale agreement
6.2 The purchase and sale agreement as a standard agreement for the transfer of goods
6.3 Elements: consent, object and price

7. PURCHASE AND SALE AGREEMENT (II)
7.1 International conventions
7.2 The UN Convention on Contracts for the International Sale of Goods, Vienna 1980
7.3 INCOTERMS 1990

8. PURCHASE AND SALE AGREEMENT (III)
8.1 Seller's obligations: delivery, conformity of the goods, rights or claims of third parties
8.2 Purchaser's obligations: payment of the price, collecting merchandise

9. PURCHASE AND SALE AGREEMENT (IV)
9.1 Breach of contract and damages. Remedies
9.2 Force majeure

10. PRODUCT LIABILITY
10.1 Concept
10.3 The EC Directive and Spanish law
10.4 Product, defect, producer, evidence, manufacturer’s defences,
10.5 Liability: joint and several, scope of protection, limits of compensation, time limits
10.6 Product Safety. The Rapex System

11. E-COMMERCE
11.1 E-Commerce Directive 2000
11.3 Data protection issues

12. AGENCY AGREEMENTS
12.1 Introduction
12.2 Differences with similar agreements: distribution & labour relationship
12.3 Obligations of each party
12.4 Right to conclude agreements.
13.5 Territory. Exclusivity. Commission
12.6 Consequences of termination
12.7 Compensation for damages & goodwill upon termination.

13. AGREEMENTS RELATED TO DISTRIBUTION
13.1 Introduction
13.2 Distribution agreements: difference with similar agreements
13.3 Obligations of each party
13.4 Exclusive distribution
13.5 Exclusive purchase agreement.
13.6 Selective distribution
13.6 Consequences of termination
13.7 Compensation for damages & goodwill upon termination.

14. FRANCHISE AGREEMENTS
14.1 Concept: IP & uniform image & signs, know how, technical assistance
14.2 Obligations of the parties
14.3 Exclusivities. Territory. Uniform image
14.4 Breach of contract
14.5 Master franchising
14.6 Local legal requirements: registration, pre-contractual discovery

15. CONCENTRATION AGREEMENTS
15.1 Mergers & acquisitions: introduction
15.2 Acquisition of shares or assets
15.3 Main steps: due diligence, agreement, closing
15.4 Main terms: representations & warranties, escrow clauses, etc.
15.5 Joint ventures: contractual and corporate

16. SECURITIES FOR PAYMENTS
16.1 Securities: concept and classification
16.2 Retention of title
16.3 Mortgages: real estate mortgages and mortgage over movable assets
16.4 Pledges: pledge of assets, pledge with no delivery
16.5 Stand-by letters of credit
16.6 Bank guarantees
16.7 Personal guarantees

17. FINANCE AGREEMENTS
17.1 Loan agreements
17.2 Credit facility agreements
17.3 Issuance of securities: bonds & shares

18. PRINCIPLES OF INTERNATIONAL NEGOTIATION
18.1 Cultural issues
18.2 Choice of professional advisors
19. CLOSURE. Questions & queries

Bibliography


Materials

Course materials will be distributed either through photocopies or on ESCI’s Intranet before the beginning of the course and of each lesson.
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GRADING POLICY

The final mark will be calculated on the basis of the following factors, that shall be weighed as described below.

<table>
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<tr>
<th>Factor</th>
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<tr>
<td>Participation</td>
<td>10%</td>
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<tr>
<td>Homework</td>
<td>30%</td>
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<tr>
<td>Final exam</td>
<td>60%</td>
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Notes:

Save for justified reasons, a minimum attendance of 80% is required to obtain a mark under “Participation”. If this level of attendance is not reached, this factor will be graded “0”. Obviously, active participation is required to obtain a mark.

“Homework” means one or more works and reports that students shall prepare during the course, either in groups or individually.

The failure to attend to exams, present homework or any other of the grading criteria without justified and properly accredited cause entails that “0” points will be given for that criterion. The failure to attend the final exam, without justified and properly accredited cause, entails a final mark of “Non presented”. In the case of the September exam, the mark will only be granted on the basis of the results of such exam.