OBJECT OF COURSE

The object of this course is to introduce the student to some of the legal considerations involved in doing business internationally. A brief review of the international legal framework will be followed by an examination of the international sale of goods and international investment.

The examination of the international sale of goods will deal, inter alia, with the following: formation and performance of the export contract; some special forms of export contracts; standardization of international trade terms; the international carriage of goods; payment and financing of the transaction; insurance.

The examination of international investment will include a discussion of the following: the types of foreign investment; reasons for FI; incentives for FI; joint ventures; transfer of technology; and the regulatory framework.

The alternative forms of dispute settlement available for resolving disputes that may arise in either the international trade or investment transaction will be examined. Emphasis here will be on arbitration as the preferred method of dispute settlement.

FORMAT OF COURSE

The course will follow a lecture and discussion format. Students are expected to read the assigned readings and be prepared to discuss them in class.

EVALUATION

<table>
<thead>
<tr>
<th>Component</th>
<th>Percentage</th>
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<tbody>
<tr>
<td>Mid-term</td>
<td>40%</td>
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<tr>
<td>Final exam</td>
<td>60%</td>
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<td>100%</td>
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</table>
COURSE MATERIALS:


2. In addition to the text, the readings will also on occasion refer to materials which are on reserve in the library or are in the reference materials in the library.

3. Students may wish to consult the following texts which are on reserve in the library:

4. Students may also wish to consult the following sources:
COURSE OUTLINE and READINGS

(Note: T = top of page
     M = middle of page
     B = bottom of page)

Part 1. Introduction

January 9  I) Outline of course
     ii) Role of Law - 1. Rules
         2. Dispute Settlement
     iii) International Law and international organizations
         - bilateral, plurilateral, multilateral frameworks
         - relationship to domestic law, constitutional problem in Canada
         - some examples of international organizations
     iv) International Business - trade vs. investment
         - outline of international business transactions


Part 2. The International Regulatory Framework for international trade

January 16  a) Trade in Goods
            - the GATT & the WTO
            - NAFTA
 b) Trade in Services
            - the GATS
 c) Trade Related Intellectual Property

Readings: 1. Text, pp.23-56; 83-85T; 108M-113T; 130M-131M; 136B-140B; 149-155

Part 3. The International Sale of Goods

January 23  a) Formation of the Contract
            - offer
            - acceptance
            - consideration
            - certainty

Readings: 1. Text, pp.183-186B.

b) Performance of the Contract
    - transfer of property, possession,
    - passing of risk
    - acceptance of goods
    - rights of unpaid seller
    - breach of contract and remedies

Readings: 1. Text, pp.186B-188T
c) Tort Law
   - elements of a tort
   - product liability

Readings: 1. Text, pp.188T-191M

January 30
a) The Export Contract
   - special forms of export contracts
   - trade terms
   - role of standard form contracts
   - ICC Incoterms

Readings: 1. Text, pp.191M-202T.

(See also: 1. ICC INCOTERMS 2000, Report of the Secretary-General, United Nations
Commission On International Trade Law, Thirty-third session, New York,
12 June - 7 July, 2000,
2. Latest UCC Revision Drives Universal Use of Incoterms 2000, September

b) Unification in International Trade Law
   - UN Convention on Contracts for the International Sale of Goods
   - Ontario international Sale of Goods Act
   - the Constitutional problem in Canada

Readings: 1. Text, pp.202T-228B.
A/CONF.97/18, April 10, 1980 (attached as a Schedule to #3, below).
http://192.75.156.68/DBLaws/Statutes/English/90i10_e.htm )

(See also: Herrmann, Gerold, “The future of trade law unification”: Remarks of UNCITRAL’s
retiring Secretary, Internationales Handelsrecht: Zeitschrift für die
wirtschaftsrechtliche Praxis, no.1, February 2001, Luchterhand, Kriftel/Taunus,
Germany, pp. 6-12. (Copy on reserve in library))

c) Countertrade

Readings: 1. Text, 228B-233T.

February 6
International Carriage of Goods
   - bills of lading
   - duties and liabilities of parties
   - the Hague Rules
   - the Hague-Visby Rules
   - the Hamburg Rules
   - the “Himalaya” Clause
   - containerization
   - combined transport
   - carriage of goods by air
   - carriage of goods by land

Readings: 1. Text, pp.258M-264M.
2. Christopher J. Giaschi, Canadian Law of Carriage of Goods by Sea: an
Overview”, November 2004, available at
February 13

a) Payment and Financing
   - methods of payment
   - nature and use of bill of exchange - concept of negotiability
   - credit transfers and collection arrangements
   - use of letters of credit
   - role of U.C.P.
   - the autonomy of the letter of credit
   - the doctrine of strict compliance
   - fraud

Readings: 1. Text, pp.235-258M.

b) Insurance
   - introduction to marine insurance

Readings: 1. Text, pp.264M-267T.

February 20 Study Week - no class

February 27 MID-TERM EXAM

Part 4. International Investment

March 5

a) Introduction
   - types of FI
   - reasons for FI
   - incentives for FI
   - protection of FI
   - legal problems

Readings: 1. Text, pp.332M-333T.

b) joint ventures
   - purpose
   - types

Readings: 1. Text, pp.327-332M.

(See also: Collins, Timothy M. & Doorley, Thomas L., Teaming Up For the 90s: A Guide to International Joint Ventures and Strategic Alliances (Homewood: Business One Irwin, 1991)
March 12

Transfer of technology
- types of technology
- acquisition of technology
  (e.g., licences, options, etc.)
- payment for technology
- transfer of technology to developing countries

Readings: 1. Text, pp.271-298; 315M-323M.


March 19

The Regulatory Framework
for international investment
- the Investment Canada Act
- FIPAs (BITs)
- the WTO - TRIMs
- NAFTA - chapter 11
- Multilateral Agreement on Investment (MAI)

Readings: 1. Text, pp.332M-337M.

(See also, 1. OECD Publishes Documents Relating to 1995-1998 MAI Negotiations, http://www.oecd.org/document/51/0,2340,en_2649_33783766_2065331_1_1_1_1,00.html
  3. WTO website, Trade and Investment http://www.wto.org/english/tratop_e/invest_e/invest_e.htm )

Part 5. Settlement of Disputes

March 26

a) Litigation
- jurisdiction
- applicable law
- enforcement
- sovereignty
- extraterritoriality

Readings: 1. Text, pp.341-360M.
2. Handout.

April 2

b) Arbitration
- reasons for
- types
- N.Y. Convention
- the Model Law
- arbitration law in Canada
- drafting arbitration agreements
- arbitration proceedings
- the UNCITRAL Rules

Readings:

(See also,
INTERNATIONAL ECONOMIC LAW

SELECTED BIBLIOGRAPHY

BOOKS:

General International Law


General International Economic Law


The GATT and the WTO

5. Hudec, Robert E., Enforcing international trade law; the evolution of the modern GATT legal system, (Salem, N.H.: Butterworth Legal, 1993) [Sequel to: The GATT legal system and world trade diplomacy].
JOURNALS:
1. American Journal of International Law
2. Canadian Yearbook of International Law
3. Canadian International Lawyer
7. International Legal Materials
8. Journal of International Law & Economics
10. Journal of World Trade
11. International Law Journals and Reviews of various Law Schools
12. The International Lawyer

SERIES:
3. GATT, GATT Focus, newsletter published 10 times a year. (Now the WTO Focus.)

INTERNET SOURCES: There are a number of internet sites which deal with international economic law or aspects of it. The following are just a few of the many sites which should be consulted.

1. WTO:
   http://www.wto.org

2. International Trade Law sites:
   http://lexmercatoria.net

3. United Nations -
   http://www.un.org
   -- UNCITRAL:
   http://www.uncitral.org/en-index.htm

5. UNCTAD:

6. Departments of Foreign Affairs and International Trade -
   http://www.international.gc.ca

7. International Trade Law (The University of Western Australia) (good sources)

8. Update to Guide to International Trade Law Sources on the Internet
   http://www.llrx.com/features/trade2.htm

9. The Canadian Council for International Business
   http://www.ccib.org

10. Transnational Law Database
    http://www.tldb.de/