

**COMILLAS**

UNIVERSIDAD PONTIFICIA

ICAI

ICADE

CIHS

2024 – 2025
COURSE
DESCRIPTIONS

SUBJECT DETAILS

| Data on the subject | |
|---------------------|---|
| Full Name | International Contracts in the EU |
| Code | E000001223 |
| Degree | Postgraduate in Master in International and European Business Law |
| Year | 2024-2025 |
| Nature | Fall |
| ECTS Credits | 3 |
| Department | Law |
| Area | Law |
| Teaching staff | Dr. Eduardo Álvarez Armas |

| Data on the teaching staff | |
|----------------------------|----------------------------|
| Teacher | |
| Name | Dr. Eduardo Álvarez Armas |
| Department / Area | Private International Law |
| e-mail | eaarmas@comillas.edu |
| Telephone | |
| Tutoring Schedule | Upon request from students |

SPECIFIC DATA ON THE SUBJECT

| Framework of the subject |
|--|
| Pre-requisites |
| None. |
| Contribution of the degree to the professional profile |
| Contracts are the most important legal instrument in the commercial world. International business lawyers need to have a good command of international contract law and gather general and specialized knowledge on those contracts which are directly related to international trade and transactions (sale of goods, carriage, etc.). The approach to this topic will be made from an EU perspective but with a worldwide orientation. |



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Students will learn to identify and apply the relevant legislation, analyze relevant case law and be prepared to solve different legal problems in this field.

Competences - Goals

Competences to be developed

Generic Competences

- GC 1: Analysis and synthesis abilities
- GC 3: Ability to manage information
- GC 7: Ability to work in an international context
- GC 8: Critical appraisal skills
- GC 10: Ability to develop autonomous learning skills

Specific Competences

- SC 2 Mastering the main relevant international treaties in the field of international trade, distinguishing between binding instrument and mere recommendations or instruments merely of an interpretive or guiding nature (soft law)
- SC 4 Mastering the main rules of EU law and international law that are relevant to international business development
- SC 6 Accurately identifying the contingent risks arising from the relevant rules and establishing appropriate measures of risk avoidance or minimization



COURSE SYLLABUS AND CONTENT

| Content |
|--|
| Session 1. Introduction |
| 1. Introduction to international contracts: Basics of Private International Law / Conflict of Laws as applied to international contracting |
| Session 2. Sales of goods (I) |
| 1. CISG (I) |
| Session 3. Sales of goods (II) |
| 1. CISG (II) |
| Session 4. Sales of goods (III) |
| 1. "Lex Mercatoria" 2. Incoterms |
| Session 5. International Jurisdiction in depth |
| 1. Regulation Brussels I Bis |
| Session 6. Choice of law in depth |
| 1. Regulation Rome I |
| Session 7. Asymmetric contracts |
| 1. Consumer contracts 2. Employment contracts |
| Session 8. Further issues on international jurisdiction and law applicable to contracts |
| 1. Hague Convention 2005 2. Hague Principles on Choice of Law in International Commercial Contracts |
| Session 9. Evaluation: group problem or individual MCT |



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| Session 10. International Recognition and enforcement of decisions |
| <ol style="list-style-type: none">1. Regulation Brussels I Bis2. Hague Convention 20193. Understanding the relationship with international commercial arbitration |
| Session 11. Carriage of goods and passengers |
| <ol style="list-style-type: none">1. International Regulation2. Sources and types of rules |
| Session 12. Final exam |
| |

TEACHING METHODOLOGY

General methodology of the subject

Contact hours methodology: Activities

This subject is composed by 12 sessions. Some sessions will be structured as lectures mixed with experiential learning. Other sessions will be devoted to the discussion and resolution of problems. Some sessions will encompass all of the above elements. Students are expected to read in advance the materials which may be indicated by the professor. Problem sessions will also need to be prepared in advance by students. Participation in class, specifically in the problem sessions (but also in the lectures) will be credited towards the final student grade in the proportion mentioned below.

Outside class methodology: Activities

Students will be requested to read in advance of each session the assigned materials and prepare the problems to be discussed. Reading, research and written skills will be needed for this purpose.

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SUMMARY OF STUDENT WORK HOURS

| NUMBER OF CONTACT HOURS | | | | | |
|----------------------------------|-----------------|--------|---|------------------|-------------------------|
| Lecture | Practical class | Debate | Evaluation: group problem or individual MCT | Evaluation: exam | Evaluation: exam review |
| 15 | 11 | | 2 | 2 | |
| NUMBER OF INDEPENDENT WORK HOURS | | | | | |
| Lecture | Practical class | Debate | Evaluation: group problem | Evaluation: exam | Evaluation: exam review |
| 25 | 15 | | | 5 | |
| ECTS CREDITS: 3 (75,00 hours) | | | | | |

GRADE EVALUATION AND CRITERIA

| Evaluation Activities | Indicators | Evaluation weighting |
|---|---|----------------------|
| Debate | Individual participation in class debates | 5% |
| Evaluation: group problem or individual MCT | Problem question to be solved in teams, or MCT to be solved individually | 35 % |
| Evaluation: exam (final) | Students will be asked to solve one or several problems covering the syllabus | 50% |
| Attendance | | 10 % |



BIBLIOGRAPHY AND RESOURCES

Basic Bibliography and Resources

TEXT BOOKS

- 1) Geert Van Calster, European private international law: commercial litigation in the EU, 3rd edition, Bloomsbury Publishing 2021.
- 2) Indira Carr, International Trade Law, 6th edition, Routledge 2018.
- 3) Michael Bogdan and Marta Pertegás Sender, A Concise Introduction to EU Private International Law, Europa Law Publishing (most recent edition).
- 4) Michael Bogdan, EU Private International Law: An ECJ Casebook, 2nd edition, Europa Law Publishing 2012.
- 5) Jan Ramberg, International Commercial Transactions, 4th edition, Norstedts Juridik-ICC 2012.
- 6) Fabio Bortolotti, Drafting and Negotiating International Commercial Contracts. A Practical Guide, ICC, Paris (most recent edition).

MATERIALS TO BE USED IN CLASS

- 1) UNIDROIT Principles of International Commercial Contracts (2010 edition)
- 2) United Nations Convention on Contracts for the International Sale of Goods (CISG)
- 3) ICC Official Rules for the Interpretation of Trade Terms (INCOTERMS) (2010 revision or amended 2020 version)
- 4) ICC Uniform Customs and Practice for Documentary Credits (UCP 600) (2007 revision)
- 5) ICC Uniform Rules for Collections (URC 522)
- 6) ICC Uniform Rules for Contract Bonds (URCB)
- 7) ICC Rules for Demand Guarantees (URDG 758)
- 8) Hague-Visby Rules
- 9) Hamburg Rules
- 10) Rotterdam Rules
- 11) B/L Model Form
- 12) Convention on the Contract for the International Carriage of Goods by Road (CMR) (Geneva, 10 May 1956) and 1978 Protocol
- 13) CMR Consignment Note
- 14) Convention concerning International Carriage by Rail as amended by the Vilnius Protocol (COTIF 1999)
- 15) Convention for the Unification of Certain Rules for International Carriage by Air (Montreal 28 May 1999)
- 16) Multimodal Transport Document Model Form
- 17) EU Regulations (RBI, RRI)



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SPECIALIZED BOOKS

- 1) Schlechtriem & Schwenzer, Commentary on the UN Convention on the International Sale of Goods (CISG), Oxford University Press, USA, 3rd edition (April 19, 2010)
- 2) Michael Joachim Bonell, An International Restatement of Contract Law: The UNIDROIT Principles of International Commercial Contracts, 3rd edition, Brill (March 27, 2009)
- 3) Peter Ellinger and Dora Neo, The Law and Practice of Documentary Letters of Credit, Hart Publishing (March 30, 2010)
- 4) Roeland I.V.F. Bertrams, Bank Guarantees in International Trade, 3rd revised edition (October 13, 2004)
- 5) John Wilson, Carriage of Goods by Sea, 7th edition, Longman (June 24, 2010)
- 6) Nicholas Gaskell, Regina Asariotis, and Yvonne Batz, Bills of Lading: Law and Contracts, 2nd edition, Informa (2011)
- 6) Malcolm A. Clarke, International Carriage of Goods by Road: CMR, 4th edition, Lloyds List (June 30, 2003)
- 7) Alexander von Ziegler, Stefano Zunarelli, Johan Schelin, The Rotterdam Rules 2008. Commentary to the United Nations Convention on Contracts for the International Carriage of Goods Wholly or Partly by Sea, Kluwer Law International (June 25, 2010)
- 8) Marian Hoeks, Multimodal Transport Law: The Law Applicable to Multimodal Contract for the Carriage of Goods, Kluwer Law International (March 17, 2010)

WEBSITES

- 1) www.uncitral.org
- 2) www.unidroit.org
- 3) www.iccwbo.org
- 4) www.ohada.com
- 5) www.oas.org/dil/private_international_law.htm
- 6) www.comitemaritime.org
- 7) www.bimco.org
- 8) www.cisg.law.pace.edu
- 9) www.unilex.info
- 10) www.jus.ulo.no/lm/
- 11) www.europa.eu
- 12) www.curia.europa.eu

