International legal-contracting environment

MASTER'S DEGREE MBA IN INTERNATIONAL MANAGEMENT

UNIVERSIDAD INTERNACIONAL MENÉNDEZ PELAYO

Másteres Universitarios

This document can be used as reference documentation of this subject for the application for recognition of credits in other study programmes. For its full effect, it should be stamped by UIMP Student's Office.

GENERAL DATA

Brief description

The main objectives of the course are:

• To understand the importance of contracts in any international trade transaction.
• To identify the most important risks in international operations.
• To be familiar with the obligatory content of sections in agency, commission, distribution and franchise contracts and the most important clauses of each of them.
• To analyse possible strategies for entering foreign markets through a joint venture.
• To be aware of internationalisation strategy. To be able to select contracts.
• To know the international legal framework for protecting industrial property rights.

Name

International legal-contracting environment

Code

102804

Academic year

2024-25

Degree

MASTER'S DEGREE MBA IN INTERNATIONAL MANAGEMENT

ECTS Credits

2

Type

MANDATORY

Duration

Cuatrimestral

Language

Spanish/English

CONTENTS

Contents

SESSION 1:
• Presentation of the International Legal Environment module.
• Definition of contracts, commercial contracts and international commercial contracts
• Case 1: Risk Analysis

SESSION 2:
• Concept of contracts and types.
• Essential elements of contracts
• International commercial contracts
• Case 2: Error in the object/invalidity of consents to contracts

SESSION 3:
• Law applicable to international contracts.
• Competent courts
• Arbitration
• Case 3: Determination of the courts and applicable law.

SESSION 4:
• The Vienna Convention of 1980. Scope of application.
• The formation of the contract
• Case 4: Commercial bids.

SESSION 5:
• Obligations of the parties to international sales and purchases: Obligations of the seller, the buyer and common obligations.
• Case 5: Transfer of Risks

SESSION 6:
• Non-compliance and force majeure
• Case 6: Damages clause
• Case 7: Obligations of the parties

SESSION 7:
• Practical class: Most important clauses in international sales contracts
• Case 8: Performance of the contract. Compensation
• Case 9: Sales contracts (reviewing contracts)

SESSION 8:
• Agency, commission, distribution and franchise contracts. Differences.
• Case 10: Legal planning for a transaction

SESSION 9:
• International agency and commission contracts. Content analysis.
• Case 11: Indemnification of an international agent
• Case 12: International Agency in the European Union (and commentary on the

Judgment)

SESSION 10:

• International distribution and franchising contracts.
• Case 13: Customer funds in distribution contracts.
• Case 14: Review of a distribution contract

SESSION 11:

• Joint Venture contracts and brief reference to industrial and intellectual property.
• Content review

Note on content: The order in which the cases listed above are carried out will vary according to the individual teacher's discretion. New cases may be added to those initially proposed and/or some of those foreseen may be removed prior to the start of the on-site classes.

COMPETENCES

Conocimientos

CO1 - To learn about business management analytics in dynamic and complex environments, such as the international environment.

CO2 - To acquire a body of theoretical and practical knowledge and learning skills, which will enable those who remain interested to pursue further, more specialised studies in the field of advanced research or doctoral studies.

CO3 - To master the basic tools of information and communication technologies for exercising of their profession and for learning.

CO4 - To understand the concepts, theories and instruments for analysing and developing business internationalisation plans.

CO6 - To acquire the skills for professional document drafting and reporting in the field of international business.

CO8 - To know the main legal and fiscal aspects that directly or indirectly affect business internationalisation processes.

CO10 - To understand the internal processes, interdepartmental relations and the different roles that occur in the organisations of the supplying companies and in the purchasing bodies and companies, and their impact on the negotiation of international contracts.

CO11 - To learn to assess the risks for companies when dealing with complex international projects, as well as to know some essential aspects that determine the success or failure of projects.

CO13 - To learn to incorporate the concept of sustainability in business and institutional projects, identifying its specific areas of practical application.

CO14 - To learn to incorporate other SDG concepts, which are also relevant for international companies, in their projects, identifying their specific areas of practical application.

Habilidades

S1 - To apply the theoretical and practical knowledge acquired, with a high degree of independence, in both national and international companies, be they small or medium-sized or companies of a more multinational dimension, and even in non-business organisations whose management requires an international vision.

S2 - To apply the analytical skills acquired in defining and approaching new problems and in searching for solutions both in a national and international business context.

S3 - To be able to collect, record and interpret macroeconomic data, country information, industry and business information, financial and accounting data, statistical data, and relevant research

results to systematise business decision-making processes in international environments.

S4 - To apply the appropriate procedure to achieving an international business objective.

S5 - To assess the relationship between enterprises and the institutional framework in which activities are carried out.

Competencias

C1 - To work in multidisciplinary and multicultural teams, in highly demanding situations in terms of time (deadlines for designing and executing projects and cases) and results.

C2 - To develop business and personal activities within the strictest ethical and socially responsible behaviours, as well as to develop sensitivity towards social and environmental issues.

C3 - To express themselves correctly, both orally and in writing, in Spanish and English, maintaining an appropriate image in their professional activity.

C5 - To work in a team, prioritising the precision of the results and the soundness and originality of the proposals. .

C6 - To lead and develop international business negotiation processes.

LEARNING PLAN

Training activities

Type of activity	Hours	% On site
TA1.- Master classes	15	100
TA2.- Practical classes	5	100
TA3.- Individual and group work	15	5
TA5.- Individual student work	15	0

Teaching methods

• Expository lecture: the lecturer explains the module’s different theoretical sections and key notions.

• Individual work: readings on issues of interest that deepen or broaden the module’s subject matter.

• Teaching assignments - face-to-face interactive classes: discussion seminars and workshops.

• Case studies, problem solving and practical exercises in groups or individually: resolution, sharing and discussion in class of practical cases that facilitate the understanding of the module and generate in students the need to apply and deepen the concepts covered.

Learning outcomes

At the end of the course the student will be able to:

• Understand the importance and significance of foreseeing and mitigating the most common risks to companies’ international operations: risk analysis and its practical significance.

• Be familiar with the most relevant international and European Union regulations affecting international contracting.

• Have solid conceptual and technical resources on contractual obligations in general, and on certain types of contracts in particular.

• Understand the importance of choosing the most appropriate contract for internationalisation strategies designed by companies.

• Develop the content of contracts as a way of avoiding unnecessary risks in an

international transaction.

• Acquire techniques for drafting and interpreting contractual documents. Contract negotiation.

EVALUATION

Evaluation system

The final grade for the ordinary exam will be determined on the basis of a final written exam to assess the theoretical knowledge acquired by the student based on practical cases and/or multiple-choice questions. The assimilation of the theoretical knowledge on which the programme is based and which will have been the subject of reflection and work throughout the module will be assessed. It will also focus on the student’s ability to apply this theoretical knowledge to finding a resolution for controversial practical situations.

The test has four alternative answers, only one of which is correct. For each question answered incorrectly one third of the full grade for the question will be deducted. If the number of incorrect answers were to result in a negative score, the final mark would be zero.
The lecturer may increase or decrease the final grade achieved by the student up to +/- 10% according to the participation of each student both quantitatively (number of contributions) and qualitatively (timeliness and quality of the contributions) during the class sessions, as well as the amount of attention paid in class and their attitude towards classmates and teachers.
In the 2nd and subsequent exam sessions, the grade will depend on the test(s) (written tests, essays, assignments, oral exams, etc.), which will be determined by the teachers and communicated sufficiently in advance to the students.

FACULTY

Coordinator/s

Morros Cámara, Luis

Licenciado en Derecho.

Socio fundador del despacho Tempus Iuris Abogados.

Lecturers

Velasco Gatón, Natalia

Licenciada en Derecho, Ciencias Políticas, Filosofía Pura y Humanidades.

Universidad Pontificia de Salamanca.

CEX (MIM UIMP), UFV (cursos para empresas)

CEO NVG Asesoría Internacional SL.

Gutiérrez García de Cortázar, Elena

Licenciada en Derecho y CC Empresariales.

ICEX

Lanzón Martínez, Fernando

Licenciado en Derecho - Licenciado en Ciencias Económicas y Empresariales .

Socio responsable del área de Derecho Procesal y Arbitraje de Evergreen Legal.

ICEX .

BIBLIOGRAPHY AND LINKS

Bibliography

Compulsory reading:

Together with the teaching materials, one or two compulsory readings will be provided (which may be in another language) and which will not be addressed during the planned sessions, with the students studying them individually and outside the classroom. The content of the readings will be subject to examination. The selected readings will involve individual research, both doctrinal and terminological.
Books:

• Calvo, A. L. and Carrascosa, J. (2016), Derecho internacional privado. 16th ed. Volumes I and II, Granada: Comares.
• Carbajo, F. (Dir.) (2015), Los contratos de distribución en las propuestas armonizadoras del derecho contractual europeo. Repercusiones en el derecho español y en la práctica contractual. Valencia: Tirant lo Blanch and Ediciones Universidad de Salamanca.
• Morros, L., Lanzón, F., Díez, L., and Ibisate de Dios, A. (2023): “Aspectos jurídicos de la internacionalización”, en Arteaga Ortiz, J. (coord.), Manual de internacionalización: técnicas, herramientas y estrategias necesarias para afrontar con éxito el proceso de internacionalización. Madrid: ICEX (https://www.icex-ceco.es/libreria/descargar/273574?f=imagen/pdf/Manual%20ICEX_301023.pdf).
• Vázquez, D. (Dir.) (2010), Aspectos Los contratos de distribución comercial. Novedades legislativas y jurisprudenciales. Valencia: Tirant lo Blanch.