

<p style="text-align: center;"><b>INTERNATIONAL BUSINESS TRANSACTIONS SYLLABUS AND FIRST DAYS' ASSIGNMENTS</b></p>
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**UNIVERSITY OF BALTIMORE SCHOOL OF LAW  
SPRING 2020  
DECEMBER 6, 2019**

**Course:**       **International Business Transactions**  
LAW 728-512

**Instructor:**   James R. Maxeiner  
Office 528, [jmaxeiner@ubalt.edu](mailto:jmaxeiner@ubalt.edu), 410-837-4628  
Office Hours: Tuesdays, 12:01 PM to 12:30 PM; Wednesdays 2:15 PM to 2:45 PM

**Days/Time:**   Tuesdays & Thursdays, 10:30 AM to 11:45 AM

**Location:**     The room assignment is available through MyUB.

**Course Description:**

An introductory course considering the legal issues arising out of private transactions across national borders. The class discusses several or all of the following subjects; the international trade of goods; technology transfer; foreign direct investment; and dispute resolution in international transactions (including jurisdiction, arbitration, choice of law, extraterritorial jurisdiction and discovery, and the enforcement of international judgments and arbitral awards.

**Required Textbooks:**

- JOHN A. SPANOGLE & PETER WINSHIP: INTERNATIONAL SALES LAW, 2<sup>nd</sup> ed, 2011.<sup>1</sup>
- ROALD MARTINUSSEN, OVERVIEW OF INTERNATIONAL CISG SALES LAW (includes text of CISG) United Nations Convention.<sup>2</sup>

**Student Learning Outcomes:**

- Ability to understand and analyze international business transactions within the frameworks of the CISG and international civil procedure conventions.
- Ability to recognize advantages, dangers, opportunities in various commercial terms and transactions.
- Ability to negotiate, draft, and evaluate international commercial agreements.

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<sup>1</sup> This book is a book of problems; you are not likely to use it after you finish our class. Although relatively short (about 400 pages), it is expensive (about \$180 new). It can be rented for half that. You need not bring the book to the class but only the 10 to 15 pages to be discussed that day.

<sup>2</sup> Available from Amazon.com for \$12.99. You *must* bring a copy of CISG to class when we discuss it; it need not be this book.

- Ability to understand differences between approaches in various countries, and to understand the breadth and the limits of globalization in the realm of international business transactions.

Upon successful completion of this course students will be able to serve as bridges between people coming from different legal systems in basic commercial transactions.

**Homework:**

Much of the class will address how rules are applied to facts by working through problems. These problems are to be answered briefly in writing beforehand and submitted to the Assignment page of the TWEN site by the start of class on the day assigned. If you submit a document (it is not necessary) be sure to include on the document your surname. Your submissions will be graded pass/fail. Late assignments (i.e., submitted after beginning of class, will count half, if submitted within a week, and will count one quarter if submitted thereafter but before the last class. If not submitted then, they will count 0. Up to five assignments may be submitted late, provided they are submitted before the end of the course, without adverse consequences. PLEASE DO NOT request an extension.

**Assessment:**

- The ungraded homework assignments will count 20% of the course grade.
- There will be an in-class mid-term on the day provided by the law school (Wednesday, February 20); it will count 20% of the course grade.
- There will be an in school final examination; it will count 60% of the course grade.
- The formats of the examinations will be discussed in class.
- The final grade so determined may be increased or decreased by one grade level for class participation.

**Course Expectations:**

American Bar Association Accreditation Standards establish guidelines for the amount of work students should expect to complete for each credit earned. Students should expect approximately one hour of classroom instruction and two hours of out-of-class work for each credit earned in a class, or an equivalent amount of work for other academic activities, such as simulations, externships, clinical supervision, co-curricular activities, and other academic work leading to the award of credit hours.

You are expected to complete all reading assignments and to consistently participate in class discussion in order to demonstrate that you have read and reflected on the issues raised in the assignment.

**Attendance:**

Class attendance is a primary obligation of each student whose right to continued enrollment in the course and to take the examination is conditioned upon a record of attendance satisfactory to the professor. A student who exceeds the maximum allowed absences of five classes may be compelled to withdraw from the course or may be barred from sitting for the final exam.

Students who are forced to withdraw for exceeding the allowed absences may receive a grade of FA (failure due to excessive absence). This policy is consistent with American Bar Association Standards for Law Schools.

**Classroom courtesy:**

Please arrive on time. **DO NOT LEAVE THE CLASS WHILE THE CLASS IS UNDERWAY.** It is rude and disruptive. Permission will be granted where reasonably necessary and timely requested.

**Computers:**

Students may **NOT** use laptop computers or smart phones in class.

**Presentations:**

The slide presentations shown in class will be made available after class in an electronic form.

**Course TWEN Web Site:**

This course has a TWEN page that links to this syllabus, announcements, the class assignments, and other class materials. You are responsible for self-enrolling in the TWEN page and for checking it regularly for course information. It will have the most up-to-date information on assignments.

**Class Cancellation:**

If the instructor must cancel a class, notices will be sent to students via email and posted on the classroom door. If there is inclement weather, students should visit the University of Baltimore web site or call the University's Snow Closing Line at (410) 837-4201. If the University is open, students should presume that classes are running on the normal schedule.

**Academic Integrity:**

Students are obligated to refrain from acts that they know or, under the circumstances, have reason to know will impair the academic integrity of the University and/or the School of Law. Violations of academic integrity include, but are not limited to: cheating; plagiarism; misuse of library materials; use of another's book or study materials without consent; unapproved multiple submissions; material misrepresentation of one's academic history or standing; misrepresentation of any academic matter; intentionally giving another student false or inaccurate information about class requirements; inappropriate discussion of exams; and misrepresenting or falsifying class attendance reports. [Reference to School of Law Honor Code, [https://law.ubalt.edu/academics/policiesandprocedures/honor\\_code/index.cfm](https://law.ubalt.edu/academics/policiesandprocedures/honor_code/index.cfm)]

**Course Evaluations**

It is a requirement of this course that students complete a course evaluation. The evaluation will be available later in the semester and is entirely anonymous. Faculty members will not have access to the feedback provided on course evaluations until after all grades are submitted.

**Title IX Sexual Misconduct and Nondiscrimination Policy:**

The University of Baltimore's Sexual Misconduct and Nondiscrimination policy is compliant with Federal laws prohibiting discrimination. Title IX requires that faculty, student employees and staff members report to the university any known, learned or rumored incidents of sex discrimination, including sexual harassment, sexual misconduct, stalking on the basis of sex, dating/intimate partner violence or sexual exploitation and/or related experiences or incidents. Policies and procedures related to Title IX and UB's nondiscrimination policies can be found at: <http://www.ubalt.edu/titleix>.

**Disability Policy:**

If you are a student with a documented disability who requires an accommodation for academic programs, exams, or access to the University's facilities, please contact the Office of Academic Affairs, at [ublawacadaff@ubalt.edu](mailto:ublawacadaff@ubalt.edu) or (410) 837-4468.

**ASSIGNMENTS**

Assignments will be posted to the Calendar page of the TWEN site. You are expected to read all relevant statutes even if not specifically assigned.

In principle we will go through the International Sales course book in text order with occasional deletions and possible additions, then go on to consider international distribution agreements and international civil procedure. We will not necessarily cover in class all problems and all materials assigned. You will still be responsible for turning in assigned homework and learning the materials.

**First Days' Assignments**

In the first week we will read Chapter 1. I expect to address individual pages on days as listed below, but we may reach material earlier or later than shown. In those cases, the due dates of problems will not change. Should we reach material early, class preparation, while desirable, will not be expected.

Day	Statutes <sup>3</sup>	Problems	Pages <sup>4</sup>	Topic
Jan 14			Hauser <sup>5</sup> 129-132; SW 1-13, 24-26, 43-47	1.A. Other countries have different laws. 1.C. How can difficulties be reduced?
Jan 16	UCC § 1-301	1-2 to 1-4	SW 47-70	1.D. Introduction to the UN CISG. 1.E. Rules of Private International Law (Choice of Law)

<sup>3</sup> § refers to the UCC. Art. refers to the CISG.

<sup>4</sup> SW refers to the coursebook by Spanogle and Winship.

<sup>5</sup> Hauser "Representing Clients from Civil Law Legal Systems", posted to Course Materials page of TWEN site.