

INTERNATIONAL BUSINESS TRANSACTIONS – SPRING 2008

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Tuesday 10:20 – 11:10am and 11:20am – 12:10noon

General course description:

This course provides an introduction to the legal aspects of international business that lawyers and businesspeople in Taiwan and other countries will often encounter. This course emphasizes the legal issues associated with the international trade in goods, the transfer of intellectual property in the transnational context, direct investment in foreign nations, and the resolution of disputes arising from international business. The course will also provide a brief introduction to the World Trade Organization and Taiwan's participation in this international organization.

Textbook and other reading materials:

Required texts:

- 1) 英文貿易契約：撰寫實物 張錦源 著（三民書局出版）
- 2) TAIWAN: A LEGAL BRIEF, Baker & McKenzie (2002) [the instructor will provide you with this text]

Other reading materials: As the course progresses, the instructor will direct students to other reading materials on the internet and on Westlaw databases. The instructor also expects that the students are able to research Taiwanese law on relevant subjects.

English language ability:

Please note that the instructor will speak only English in class and all examinations will be in English. The instructor understands that students will have varying levels of English language ability. The instructor will try to accommodate these special circumstances by speaking clearly and encouraging students to ask questions when they do not understand.

Students will be allowed to speak Chinese with the instructor and with other students. However, students are encouraged to improve their English language abilities by using English in class. Please do not be afraid to make a mistake in class. You can only learn a language by using it and making mistakes.

Grading:

Grades will be based on two examinations: One midterm examination and one final examination. Each exam will have several multiple-choice questions and one short essay. **The examinations will be in English and your answers must be in English.**

During the exam, you may bring in five sheets of paper (A4 size), on which you have written (or printed out) anything you choose. You may not use any other materials during your exams.

The instructor will provide more information about the format and the dates of the exams later in the semester.

Other short assignments during the semester will be graded on a pass-fail basis.

Attendance policy:

The instructor will fail any student who does not attend at least 75% of the course hours (unless National Taiwan University or the College of Law has a stricter policy, in which case the stricter policy will apply).

If you are absent from class for any reason, you must send me an e-mail explaining your absence.

Outline of course:

The general outline of the course provided below is subject to change. In addition, the number of classes to complete a unit is an estimate.

UNIT 1: (1 day/2 hours)

INTRODUCTION AND BACKGROUND

- 1) Personal introduction
- 2) Introduction to the course – expectations
- 3) Forms of international business
 - a) Trade in goods
 - b) Trade in services
 - c) Foreign direct investment
 - d) Technology and IP transfer
- 4) Law and international business transactions
 - a) Difference with public international law
 - b) Conflict of law and choice of law
 - c) The importance of domestic law
 - d) Treaties
 - e) Principles and other harmonizing measures
- 5) International institutions that are involved in promoting and regulating international business transactions
 - a) WTO
 - b) ASEAN
 - c) APEC
 - d) NAFTA
 - e) EU

UNIT 2: (2-3 days / 4-6 hours)

INTERNATIONAL SALE OF GOODS – THE SALES CONTRACT

- 1) Sources of contract law
 - a) Taiwan domestic law,
 - b) US domestic law [common law/UCC],
 - c) CISG
- 2) Conflicts of law and choice of law
- 3) Formation of the contract
 - a) Offer and acceptance (assent)
 - b) Consideration
 - c) Statute of frauds
 - d) Modification
 - e) Delivery by seller
 - f) Payment by buyer
 - g) Breach
 - h) Force majeure
 - i) Remedies
- 4) Incoterms

UNIT 3: (1 day/2 hours)

INTERNATIONAL SALE OF GOODS – THE CONTRACT OF CARRIAGE

- 1) The players
 - a) Seller
 - b) Buyer
 - c) Shipper
 - d) Carrier
 - e) Freight forwarders
 - f) Others
- 2) The contract of carriage – the bill of lading

UNIT 4: (1 day/2 hours)

INTERNATIONAL SALE OF GOODS – THE DOCUMENTARY SALE

- 1) The basic structures
 - a) Letter of credit transactions
 - b) Documents against payment & documents against acceptance
 - 2) Bills of exchange (drafts)
 - 3) Letters of credit
 - a) Documentary sales
 - b) Standby letters of credit
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UNIT 5: (2 days/4 hours)

BASIC CONCEPTS OF INTERNATIONAL TRADE REGULATION AND THE ROLE OF THE WORLD TRADE ORGANIZATION

- 1) Basic concepts
 - a) Tariff
 - b) Duty free
 - c) Bonded warehouse
 - d) Customs classification and valuation
 - e) Country of origin
 - f) Anti-dumping
 - g) Subsidies
 - h) Countervailing duties
 - 2) Introduction to the World Trade Organization
 - a) History
 - b) Scope
 - c) Taiwan's accession to the WTO
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UNIT 6: (2 days/4 hours)

AGENTS AND DISTRIBUTORS

- 1) The difference between agents and distributors
- 2) Fair trade issues
- 3) IP Issues

MID-TERM EXAMINATION (1day / 2 hours)

UNIT 7: (2 days/4 hours)

THE PROTECTION AND TRANSFER OF INTELLECTUAL PROPERTY

- 1) Introduction to the various types of intellectual property
 - a) Patent
 - b) Copyright
 - c) Trademark
 - d) Know-how and trade secrets
 - 2) Protecting the intellectual property
 - a) Domestic and international law – WTO and TRIPs
 - b) Private ordering
 - 3) Transfer of intellectual property
 - a) Patent licensing
 - b) Trademark licensing and franchising
 - c) Transfer of know-how and trade secrets
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UNIT 8: (2 days/4 hours)

FOREIGN DIRECT INVESTMENT

- 1) Different types of foreign direct investment
- 2) The law and FDI
 - a) Domestic law – Taiwan
 - b) International law – WTO
- 3) Comparative corporate law
 - a) Choice of entity
 - b) Number of investors
 - c) Management boards
 - d) Agency law
 - e) Fiduciary duties

- 4) Advising U.S. clients about the Foreign Corrupt Practices Act

UNIT 9: (2 days/4 hours)

DISPUTE RESOLUTION

- 1) Introduction to the various types of dispute resolution
 - a) Mediation
 - b) Litigation
 - c) Arbitration
- 2) Mediation – the basics
- 3) Litigation
 - a) Jurisdiction and forum selection clauses
 - b) Conflicts of law and choice of law clauses
 - c) Enforcement of foreign court judgments
 - (i) Generally
 - (ii) Special issues for Taiwan
 - d) Enforcement domestic court judgments in other countries
 - (i) Generally
 - (ii) Special issues for Taiwan
- 4) Arbitration
 - a) Arbitration clauses
 - b) Enforcement of foreign arbitral awards
 - (i) Generally
 - (ii) Special issues for Taiwan
 - c) Enforcement of domestic arbitral awards in other countries
 - (i) Generally
 - (ii) Special issues for Taiwan

UNIT 10:

A topic at instructor's discretion (time permitting)

FINAL EXAMINATION (2 hours)
