



INTERNATIONAL BUSINESS LAW

Course code	<i>MNG126</i>
Course title	<i>International Business Law</i>
Type of course	<i>Compulsory</i>
Level of course	<i>Undergraduate</i>
Department in charge	<i>Undergraduate</i>
Year of study	<i>3rd</i>
Semester	<i>6th</i>
Number of credits	<i>6 ECTS; 22 hours of lectures, 25 hours of seminars, 112 hours of individual work, 2 hours of consultations distant or direct form)</i>
Lecturer	<i>Mag. Iur Vladislovas Vitkevičius (topics 1 to 12)</i> <i>vladas.vitkevicius@yahoo.com, vladas@adversus.lt</i>
Email of the lecturer	
Date of the course	<i>12th February – 25^h May.</i>
Prerequisites	<i>None</i>
Form of studies	<i>Daytime</i>
Teaching language	<i>English</i>

Annotation:

This course offers an introduction to civil, private, business, European and corporate law for students who are not graduates in or acquainted with the law. The course starts with a description of the basic legal principles, rules and institutions, and with the description of the differences between the two legal systems within the European Union: the continental and the common law system. In the second part of the course basic principles of civil law, such as good faith, fraud, mistake, force majeure and reasonableness, will be discussed. Another part of the course covers themes of contract law, tort law, business law and corporate law. Problems of validity of contracts, non-performance of contracts, the difference between negligence and strict liability, problems of causation and legal rules governing the foundation, incorporation, organization and closure of corporations, other business entities and forms are some of the most important topics of this course. These topics will be analysed from a comparative legal and economic perspective. Both similarities and differences between the major European legal systems will be highlighted. This course also offers an introduction to the European law, and focuses on the institutional and substantial aspects of EU law. Furthermore, course also offers the introduction to the national, international and European Intellectual property law and discusses the law in relation to copyright, patents, designs, trademarks and passing offs.

Course Aims and Objectives:

Understanding how the law affects business is absolutely essential to ensure students entering the profession with effective managing knowledge to deal with the myriad legal implications businesses are subject to. To be successful in a business career, students must have knowledge of the laws most commonly affecting undertakings, and the ability to apply these laws in business situations. The aim of this course is to get students acquainted with the main legal concepts, features, comparative perceptions and to equip them with skills ensuring their correct decisions, while at the same time enabling them to readily identify when an expert advice is required. This course ensures students with tools and knowledge for answering legal questions with the reference to laws of UK, USA, Germany and France and EU in general which is crucial to being successful in daily business life. As well some of the Lithuanian laws would be presented by the comparative approach.

Course Learning Outcomes:

Course learning outcomes (CLO)	Study methods	Assessment methods
CLO1. Understand of the core concepts of business law.	Lectures, seminars, self study, group work	Participation, case analysis assessment, final exam
CLO2. Recognize the role of business law and be able to develop working environment which prompts innovative ideas.	Lectures, seminars, self study	Participation, case analysis assessment, final exam
CLO3. Distinguish product and business model innovation, and be able to apply innovative approach towards various forms of business, complex revenue streams.	Lectures, seminars, self study, group work	Participation, case analysis assessment, final exam
CLO4. Understand the key developments in business law, linking creative solutions to operation excellence in manufacturing.	Lectures, seminars, self study, group work	Participation, case analysis assessment, final exam
CLO5. Apply cluster approach towards innovation and understand key linkages between business law and knowledge centres.	Lectures, seminars, self study, group work	Participation, case analysis assessment, final exam
CLO6. Identify the role of intellectual property and how its protection / accessibility could fuel innovation.	Lectures, seminars, self study	Participation, case analysis assessment, final exam
CLO7. Understand the concept of social innovation, legal environment and range of innovative business options it brings.	Lectures, seminars, self study, group work	Participation, case analysis assessment, final exam
CLO8. Ability to work in groups, debate with peers in class and apply theoretical knowledge for relevant cases studies.	Lectures, seminars, group work	Participation, case analysis assessment.

Teaching and Learning Methods:

The course will entail both lecturing and seminar-type discussions. Teaching experience will be enriched utilizing videos and having guest lectures delivered by practitioners in the field. Seminar discussions will be based on case studies and short group assignments in class.

Quality Assurance Measures:

The lecturer will apply multiple teaching methods to keep the students engaged in the topic (case studies, videos illustrating core legal issues, guest lecturers). Continuous student feedback will be encouraged and accommodated to continuously improve class experience.

Cheating Prevention:

Course will apply zero tolerance policy towards plagiarism, following the rules of the University.

Course Content:

Topic No., Date, lecturer ¹	TOPIC AND READINGS	CONTACT HOURS	
		Lecture	Seminar
VV. 1 and 2	Introduction – What is law? Origins of law. Definitions of law. Law and moral. Legal systems, development of civil and common law, sources of law, core concepts and methods. Legal norm (rule of law), legal relations, violations of the law (offence), legal liability. The classification of law: Public and private; Substantive law and procedural law; International and national; and etc. Law and business.	6	

¹ VV – Vladislovas Vitkevičius

	Course presentation: Topics, assignments, schedule, etc.		
Texts	<ul style="list-style-type: none"> - Nayler, P. Business law in the global marketplace Elsevier Butterworth-Heinemann 2006 - Slapper G., Kelly D. Law: The Basics, Milton Park, Abingdon, Oxon, New York : Routledge, 2011 - Marson, James, Business Law, Oxford University Press, 2009. 		
Key Questions	<ul style="list-style-type: none"> - What is law? - The economic concept and relevance of law - Why is law important? - How to understand and apply basic legal concepts and doctrines - Understanding the systematic approach to law and legal systems - The business law and economic environment 		
VV. 3	EU law, The European Union institutions, sources and history, relationship between EU and national laws. Relations between EU and EU member states, and within member states, accession to EU. European Union Single (Common, Internal) market and four freedoms: free movement of goods, workers and capital, the freedom of establishment and provision of services. Competition policy, investor protection	3	1
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Craig, P.; De Búrca, G. EU Law: Text, Cases, and Materials. 5th ed., Oxford: Oxford University Press, 2011 - Provided course materials 		
Reading	<u>Court of Justice of the European Union case law.</u>		
Key Questions	<ul style="list-style-type: none"> - Identifying and understanding the EU as entity; - Explaining and understanding of the main institutions of the EU; - Understanding the relations between EU and EU member states, accession to EU; - Understanding single market and four core freedoms and their business applications - Single market, four freedoms and its business relevance 		
VV. 4	Settlement of disputes, judicial (litigation) dispute resolution and extrajudicial (alternative dispute resolution) methods.	3	1
Texts	<ul style="list-style-type: none"> - J. Merrills, International Dispute Settlement, 4th edition (Cambridge University Press, 2005) - Henry R. Cheeseman. Business Law: New International Edition, 8th Edition, Pearson Education Limited, 2013 - Nayler, P. Business law in the global marketplace Elsevier Butterworth-Heinemann 2006 - Marson, James, Business Law, Oxford University Press, 2009 - Keenan D., Riches S. <i>Business Law: 7th edition Pearson Education 2007</i> - Provided course materials 		
Key Questions	<ul style="list-style-type: none"> - Legal dispute; types of disputes. - The advantage of avoiding dispute resolution, instead of taking one; - Methods of dispute resolution; - Judicial dispute resolution. Settlement over trial, or vice versa?; Courts and court systems. - Extrajudicial dispute resolution as an alternative to judicial. Alternative methods of dispute resolution. - Business (commercial) disputes; - Cross-border commercial and civil dispute resolution within European Union. 		

	-Case study: WTO, ICJ, ICSID, EUCJ, ECHR, Cross-border civil and commercial cases within EU, English, German, French, US and Lithuanian cases		
VV. 5	What are human rights? Human rights relationship: rights holder and duty bearer. Human Rights and their relation to business. The “Protect, Respect and Remedy” Framework and United Nations Guiding Principles on Business and Human Rights. Business and Human Rights in Europe: Access to Justice. Freedom to conduct business. Business-related human rights abuse and vice versa. Business-related human rights abuse. Mechanisms and effectiveness of international, regional and national human rights protection as well as other means of monitoring and enforcing human rights.	3	1
Texts	<ul style="list-style-type: none"> - Ruggie, John (2013) Just Business, Textbook, W.W. Norton Publishing - Konstadinides, T, Dzehtsiarou, K, , Lock, T, and O'Meara, N, (2014) Human Rights Law in Europe: The Influence, Overlaps and Contradictions of the EU and the ECHR Research in Human Rights Law Routledge, London. - Clapham, Andrew, Human Rights: A Very Short Introduction (2015), Second Edition, Oxford publishing. - Provided course materials 		
Reading	- <u>Case study: EU, Lithuanian, other EU member states.</u>		
Key questions	<ul style="list-style-type: none"> - What are human rights? - What is the relation between human rights and business? - Business-related human rights abuse? - Do the business person has a possibility to use mechanisms of human rights protection? 		
VV. 6	Introduction to the law of corporations, concepts and principles, legal person, statutory types of business organizations, names and seat of enterprises. Corporations. Private companies (share or equity capital), shares, bonds, corporate governance, one or two tier system, general annual meeting, establishment, termination, corporate duties, procedures, annual reports, accounting standards, comparative company law – EU, Lithuanian, other EU member states, US systems) Business entities, sole trader, limited partnerships, private limited company. Insolvency law. Insolvency as a state of a person (natural and legal). Types of insolvency: Cash-flow insolvency and Balance-sheet insolvency; technical and actual insolvency. Restructuring and Bankruptcy. Fraudulent bankruptcy. Civil and criminal liability of directors and shareholders towards company and creditors.	3	1
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Nayler, P. Business law in the global marketplace Elsevier Butterworth-Heinemann 2006 - Henry R. Cheeseman. Business Law: New International Edition, 8th Edition, Pearson Education Limited, 2013 - Provided course materials 		
Reading	- <u>-Case study: English, German, French, Lithuanian and US cases. EUCJ cases.</u>		
Key questions	<ul style="list-style-type: none"> - What is a corporation? - The importance of legal and natural person distinction - Strategic decision making and thinking - Understanding core concepts of private companies - Understanding the differences among different legal systems - Comparing different types of firms, business entities ect - Understanding of key features (risks, opportunities, pitfalls and incentive structures) of discussed 		

	<ul style="list-style-type: none"> business entities - Optimal inducement strategies - Risk assessment - What is insolvency? - What are the types of insolvency. - Possible solutions of an insolvent individual and company - Restructuring or bankruptcy? - Understanding the line between fraudulent bankruptcy and business judgement rule - Core concept of civil liability of directors and shareholders towards insolvent company and creditors. 		
Midterm Exam	<ul style="list-style-type: none"> - 1,5 hour written exam 		
VV.7	Competition law (antitrust law). Concept of Competition law. What is the purpose of competition law? National / International competition law. European union competition law. Collusion and cartels. Dominance and monopoly. Mergers and acquisition.		
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Craig, P.; De Búrca, G. EU Law: Text, Cases, and Materials. 5th ed., Oxford: Oxford University Press, 2011 - Jones A., Sufrin B., EU Competition Law: Text, Cases & Materials 4th Edition, Oxford University Press, 2010 - Provided course materials 		
<u>Reading</u>	<u>-Articles, Case study: EU, English, German, French and US cases</u>		
Key questions	<ul style="list-style-type: none"> - Concept of Competition law; - What is the purpose of competition law? - National / International competition law. - European union competition law. - Collusion and cartels. - Dominance and monopoly. - Mergers and acquisition. 		
VV 8	Civil Law – as a branch of private law. General provisions, Persons; Transactions; Prescription/Statute of limitation; Agency, law of obligations (contractual obligations and delicts/torts). Tort law.	3	1
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Kovač, Mitja, Comparative Contract Law and Economics, Edward Elgar, 2011 - Provided course materials 		
<u>Reading</u>	<u>- Case study: English, French, German, Lithuanian, US and EUCJ cases</u>		
Key Questions	<ul style="list-style-type: none"> - Civil law as a branch of law; - General principles of civil law; - Objects of civil rights; - Natural persons and juridical persons. Legal capacity. - Statute of limitations; - Exercise and protection of civil rights - Agency - Identifying the nature and essential features of an agreement - Real rights and numerus clausus - Law on obligations. - Civil liability. 		
VV 9	Contract law. - general terms and the essential features of a valid contract, pre-contractual negotiations, culpa in contrahendo, formation of contracts contractual capacity discharge of contract,	3	1

	mistake, duress, misrepresentation, negligence, nuisance, remedies for breach, pure economic loss, damages, unforeseen contingencies, vis major, contracts for sale of goods. Contractual liability.		
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Kovač, Mitja, Comparative Contract Law and Economics, Edward Elgar, 2011 - Naylor, P. Business law in the global marketplace Elsevier Butterworth-Heinemann 2006 - Provided course materials 		
Reading	- <u>Case study: English, German, French, Lithuanian and US cases</u>		
Key Questions	<ul style="list-style-type: none"> - Identifying the nature and essential features of an agreement - Differentiate between an offer and an invitation to treat - Understanding the implications of counter-offers terminating an offer - Understanding business implications of mistake, fraud, duress and misrepresentation - Drafting perfect remedies, responsibilities for breach of contracts and the limitations of contractual liabilities - Avoiding business risks in cases of unforeseen contingencies and force majeure - Mastering main features of contracts for sale of goods - Contract drafting: strategic and economic aspects 		
VV 10	Property law, the right to property, ownership. Co-ownership, establishment, transfer, registration, protection, enforcement, adverse possession, mortgage, lien, secured land debt, servitudes, collateral.		
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Keenan D., Riches S. Business Law: 7th edition Pearson Education 2007 - Clarke, A., Kohler p., Property law: Commentary and Materials. Cambridge university press, 2005 - Provided course materials 		
		3	1
Reading	<u>Case study: EU, English, German and US cases and some relevant European court human rights cases regarding the protection the right to property</u>		
Key questions	<ul style="list-style-type: none"> - Right to a property - <i>numerus clausus</i> as a concept of property law - Understanding of key features (risks, opportunities, pitfalls and incentive structures) of discussed property rights - Protection remedies of the right to a property - Understanding establishment, enforcement and transmission of property rights - Optimal inducement strategies - Risk assessment 		
VV 11	Intellectual property law, industrial property law, copyright, patent, New Unitary patent system (EU), design, trade mark, designated signs of origins, protecting intellectual property		
Texts	<ul style="list-style-type: none"> - Marson, James, Business Law, Oxford University Press, 2009. - Torremans P., Intellectual property: 7th edition Oxford university press, 2013 - Bainbridge D. Intellectual Property. 9th Edition Pearson Education Limited 2012 - Provided course materials 		
		3	1
Reading	- <u>Case study: selected US, EU, Lithuanian and other EU member states (French, English, German) as well EUCJ cases.</u>		
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Key questions	<ul style="list-style-type: none"> - Explaining the concept of copyright and how the ownership is established and enforced - Explaining the process of gaining protection for an invention through obtaining a patent - Identifying the ownership of the intellectual property when it is produced by an employee or an independent contractor - Registering and protecting trademarks, patents, geographic marks of origin and designs 		
VV 12	Employment law (labour law), Non-disclosure agreements (transactional approach), Literature and topics review		
Reading	Case study: selected EU cases		
Key questions	<ul style="list-style-type: none"> - Understanding the key concepts of employment law; - EU employment law, cross-border elements; - Lithuanian labour law; - Identifying key risks and pitfalls on the side of employer - Understanding and optimal employment (and drafting) of Non-disclosure agreements(NDA) 	3	1
Exam	- 1,5 hour written exam		

Assessment methods:

Assignment	Total hours	Final grade, %
Final exam (Vladislovas Vitkevičius part)	62	50%
Midterm exam (Vladislovas Vitkevičius part)	37	30%
Research project (Research and Presentation of particular topic)	25	20%
Total:	112	100%

Course requirements:

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Midterm exam

The midterm exam will include 5 short questions (multiple choice or closed-ended questions), 2 open-ended questions and a short case study. All questions will relate to the topics covered in first 6 lectures (1-6). The first part will tackle the concepts learned in class as well as basic principles of business law. The brief case study part will be tailored to apply the knowledge acquired during the first 6 lectures of the course. Students will be asked to provide suggestions on the business law issues.

Research project

Assignment for each student (individually) to do a research on chosen topic from the list given (all the topics are on the scope of International business law course and directly relevant to the particular course module). The students would be asked to do a research and do a power-point presentation in front of the class. The ability to adequately raise performed research questions and presentation skills will be assessed.

Final Exam

The final exam will include 5 short questions (multiple choice or closed-ended questions), 2 open-ended and a short case study. The first part will tackle the concepts learned in class as well as basic principles of business law. The brief case study part will be tailored to apply the knowledge acquired during the course (last 6 lectures). Students will be asked to provide suggestions on the business law issues.



The final grading for the course is calculated according to the accumulative formula as indicated in the Regulation of Studies at ISM. *Negative grades (below 5) are not included into the accumulative grading system !*

Retake

Students who receive a failing final grade shall have the right to re-take the exam, which will comprise 80% of the final grade and will include all semester material. Home assignments, as well as participation assessment, cannot be retaken at a later time but these grades will be calculated into the final grade.

Required Reading:

The compulsory literature consists out of prepared reader, new relevant scholarly literature, statutes and statutory comments, decisions and the following textbooks (available in the library):

- Naylor, P. Business law in the global marketplace Elsevier Butterworth-Heinemann 2006
- Henry R. Cheeseman. Business Law: New International Edition, 8th Edition Pearson Education Limited 2013
- Marson, James, Business Law, Oxford University Press, 2011
- Kovač, Mitja, Comparative Contract Law and Economics, Edward Elgar, 2011, pp. 17-115.
- Keenan D., Riches S. Business Law: 7th edition Pearson Education 2007
- Slapper G., Kelly D. Law: The Basics, Milton Park, Abingdon, Oxon ; New York : Routledge, 2011
- Craig, P.; De Búrca, G. EU Law: Text, Cases, and Materials. 5th ed., Oxford: Oxford University Press, 2011

Additional Recommended Literature:

- Kelly, D., Holmes, A., Hayward, R., Business Law, 5th ed., Cavendish Publishing, 2006.
- Garner B., Newman J., Jackson T., McDaniel B., Black's Law Dictionary West Group (Law) 2011
- Torremans P., Intellectual property: 7th edition Oxford university press, 2013
- Bainbridge D. Intellectual Property. 9th Edition Pearson Education Limited 2012