

Business Law  
**Module 5 [International Contract Law]**

*The Module addresses fundamental notions of international contract law, making a particular emphasis on international sales. It introduces the students to the United Nations Convention on International Sales of Goods (the CISG); INCOTERMS, UNIDROIT Principles, Letters of Credit and Uniform Custom and Practice for Documentary Credits (UCP) 600, Force Majeure and Hardship.*

Basic Notions:

International Sale  
CISG and its applicability  
Formation of the contract under CISG: offer, counter-offer, acceptance  
Form of the contract under CISG  
Interpretation of the CISG  
Good faith in the CISG  
Sale-like transactions to which the CISG does not apply  
Obligations of the Seller under the CISG  
Obligations of the Buyer under the CISG  
Conformity of the goods (CISG Art. 35)  
Anticipatory Breach  
Fundamental Breach  
Remedies under the CISG  
INCOTERMS – the definition/basics  
Multi- and mono- terms  
E-terms  
F-terms  
C-terms  
D-terms  
INCOTERMS and insurance  
Incorporation of INCOTERMS into the contract  
Utility of INCOTERMS  
UNIDROIT Principles – significance, role, use  
UNIDROIT Principles in domestic contracts  
Letter of Credit – general notion/ scheme  
The UCP  
Complying presentation  
Relation between the letter of credit and the underlying sales contract

General Reference Materials:

Black's Law Dictionary Free Online Legal Dictionary 2nd Ed.:  
<http://thelawdictionary.org/#ixzz2dKQavCad>

Articles, Book Chapters, Other Overviews and Summaries

International contract law (handout)

Dolan, John and Baker, Walter (Buddy), Users Handbook for Documentary Credits under UPC 600 (November 19, 2008). International Chamber of Commerce, Forthcoming; Wayne State University Law School Research Paper No. 08-37. Available at SSRN: <http://ssrn.com/abstract=1304182>

Gotanda, John Y., Using the UNIDROIT Principles to Fill Gaps in the CISG. John Y. Gotanda, CONTRACT DAMAGES: DOMESTIC & INTERNATIONAL PERSPECTIVES, Hart Publishing, 2007; Villanova Law, Public Policy Research Paper No. 2007-18. Available at SSRN: <http://ssrn.com/abstract=1019277>

Rösler, Hannes, Hardship in German Codified Private Law: In Comparative Perspective to English, French and International Contract Law (2007). European Review of Private Law (ERPL), Vol. 15, pp. 483-513, 2007. Available at SSRN: <http://ssrn.com/abstract=1154004>

Sheehy, Benedict , Good Faith in the CISG: The Interpretation Problems of Article 7 (October 5, 2004). (2007) Review of the Convention on Contracts for the International Sale of Goods (CISG) ed. by Pace International Law Review 153-196. Available at SSRN: <http://ssrn.com/abstract=777105> or <http://dx.doi.org/10.2139/ssrn.777105>

Zeller, Bruno, The UNIDROIT Principles of Contract Law; Is there a Place for Their Inclusion into Domestic Contracts. Journal of Law and Commerce, Vol. 26, pp. 115 – 127 (handout)

#### Legal Instruments:

CISG (the text): <http://www.cisg.law.pace.edu/cisg/text/treaty.html>

UNIDROIT Principles of International Commercial Contracts 2010:  
<http://www.unidroit.org/english/principles/contracts/principles2010/integralversionprinciples2010-e.pdf>

UCP 600 (selected provisions) (handout)