

Sílabo

180092 - Derecho para los Negocios Internacionales

I. Información general

Nombre del Curso: Derecho para los Negocios Internacionales

Código del curso: 180092

Departamento Académico: Derecho

Créditos: 4

Horas Teoría: 4

Horas Práctica: 0

Periodo Académico: 2023-01-PRE

Sección: A

Modalidad: Presencial

Idioma: Inglés

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II. Introducción

The International Business Law course covers legal issues companies face in a global environment. From all the different sources of the Law and in different situations, companies find a need to incorporate these legal issues from a managerial perspective in their day-to-day activities. In so doing, they face different challenges ranging from the legal form a company may adopt to suit its line of business; through the different legal instruments, known as contracts, which can be used to further their business needs and goals in international settings; to the protection of invaluable assets, such as those related to intellectual property.

The participant will be able to incorporate into the strategic process legal concepts and concerns vital for business value creation and management, and for managing associated risks. This will be possible through the clear identification of the defining features of different contracts, in an international environment where different regulations determine rights and obligations, and different ways of enforcement.

III. Logro de aprendizaje final del curso

Upon the completion of the course of International Business Law, the participants will be able to define a strategy for the internationalization of a firm considering all related legal aspects, in a case presented to them by the professor. The criteria for determining the achievement of this outcome consider as necessary that the participants:

- Determine the most suitable organizational legal form according to the internationalization strategy adopted.
- Evaluate the pertinence and benefits of the different international contracts for the business transaction.
- Proposes mechanisms to safeguard and protect valuable assets such as those pertaining to Intellectual Property Rights.

- Proposes alternatives mechanisms for the resolution of business disputes.

IV. Unidades de aprendizaje

Learning Unit 1: Law and Business

Logro de Aprendizaje / propósito de la unidad:

Upon the completion of the First Learning Unit, the participant proposes a general strategy for a business idea from a legal perspective. The strategy shall take into consideration the creation of value for the company, considering different developmental stages of the organization; and the risks associated to each stage. The participant will take into consideration all the legal forms the organization may adopt, and relate them to resources and needs; defining a general framework for corporate governance and defining special conditions for the rights and obligations of shareholders.

Contenidos:

- Definition of Law: a general framework
- Key Concepts: private and public dimensions; and Sources and applicability of Law
- The Legal System
- Business and Managerial perspectives: Creation of Value and Stages of Business Development
- Corporate Law

Learning Unit 2: Contract Law

Logro de Aprendizaje / propósito de la unidad:

Upon the completion of the Second Learning Unit, the participant resolves a case on contract formation, proposed by the professor. The proposed solution identifies the different expressions of will of the parties; as well as their rights and obligations for the following international contracts: (a) International Sale of Goods, (b) Commercial Agency, (c) Distribution, (c) Licensing, (d) Joint Venture. As part of the outcome, the participant elaborates a confirmation checklist of all necessary elements to be considered for the above-mentioned contracts. The participant relates all these legal considerations to the adopted internationalization strategy; to the developmental stage of the organization; and to the associated risks of the transaction.

Contenidos:

- General Considerations: definitions and the formation of contracts
- Contract Obligations
- Special Contracts (general)
- International Business Contracts

Learning Unit 3: Intellectual Property Rights

Logro de Aprendizaje / propósito de la unidad:

Upon the completion of the Third Learning Unit, the participant proposes a strategy for the protection of those intellectual property rights associated with the firms international operations. The strategy should be appropriate to the different international contracts considered; and it establishes the obligations and mechanisms to manage associated risks.

Contenidos:

- Basic Definitions: patents, copyrights, trademarks and trade secrets
- Licensing Agreements

Learning Unit 4: Mechanisms for the Resolution of Disputes

Logro de Aprendizaje / propósito de la unidad:

Upon the completion of the Third Learning Unit, the participant drafts a contractual clause for the resolution of a business dispute, in a case presented by the professor. The participant evaluates all different mechanisms for the resolution of disputes; and designs a progressive strategy for dealing with possible future conflict considering aspects such as time, cost and the nature of the information that needs to be protected.

Contenidos:

- Sources of Conflict
- Progressive Strategies for dealing with contract disputes
- Alternatives: litigation, negotiation, mediation and arbitration

V. Estrategias Didácticas

Lecturing and classroom dialogue, based on the assigned readings.

Case Studies

Problem-based learning.

Debates and argumentation.

Individual and group presentations

VI. Sistemas de evaluación

Nombre evaluación	%	Fecha	Criterios	Comentarios
1. Permanent evaluation	50		<ul style="list-style-type: none"> • Understanding of assigned material • Knowledge of models and tools • Critical evaluation of concrete problems • Identification and use of relevant information • Logical development from assumptions to conclusions • Creativity and clarity • Engaged participation in class • Active Listening and respect for contending positions • Intensive use of the Blackboard Platform 	



1.1. Quizzes	40		Up to 3 (A Quizz cannot be postponed or cancelled).	
1.2. Class participation	60			
2. Mid Term exam (PC1)	25		Written: theoretical and case development.	
3. Final exam (PC2)	25		Written: theoretical and case development.	

VII. Cronograma referencial de actividades

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
Semana 1: del 20/03/2023 al 25/03/2023			
<ul style="list-style-type: none"> Learning Unit 1: Law and Business 	<p>Session 1: Content:</p> <ul style="list-style-type: none"> Introductory Class: defining the Rules of the Game <p>Activities:</p> <ul style="list-style-type: none"> Lecturing and classroom dialogue. Debate. <p>Session 2: Content:</p> <ul style="list-style-type: none"> Definition of Law: a general Framework: Key concepts: Public and private dimensions <p>Activities:</p> <ul style="list-style-type: none"> Lecturing and classroom dialogue Debate 	<ul style="list-style-type: none"> Hage et al. (2017), Chs. 1, 2 and 3. 	
Semana 2: del 27/03/2023 al 01/04/2023			
<ul style="list-style-type: none"> Learning Unit 1: Law and Business 	<p>Session 1: Content</p> <ul style="list-style-type: none"> Sources and applicability of Law <p>Activities</p> <ul style="list-style-type: none"> Lecturing and classroom dialogue Debate <p>Session 2: Content</p> <ul style="list-style-type: none"> The Legal System: <ul style="list-style-type: none"> Differences around the world Constitution, Laws and Regulations Hierarchical and Competence Rules 	<ul style="list-style-type: none"> Hage et al. (2017), Chs. 1, 2 and 3. 	

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
	Activities: • Lecturing and classroom dialogue. • Debate		
Semana 3 con feriados el jueves 06, viernes 07 y sábado 08: del 03/04/2023 al 08/04/2023			
• Learning Unit 1: Law and Business	Sessions 1 and 2 Content • The Peruvian Legal System Activities • Lecturing and classroom dialogue. • Debate	• • Rubio (2009), p 118-156.	
Semana 4: del 10/04/2023 al 15/04/2023			
• Learning Unit 1: Law and Business	Session 1 Content • Business and Managerial Perspectives: • Compliance and enabling aspects • Creation and Management of Business Value • Managerial objectives throughout the stages of business development and legal considerations Activities • Lecturing and classroom dialogue. • Debate	• • Bagley (2008) • • Bagley (2005) Ch. 2 (pp. 21-46)	
Semana 5: del 17/04/2023 al 22/04/2023			
• Learning Unit 1: Law and Business	Session 1 Content • Corporate Law: • Legal personality • Choice of a legal form and the concept of limited liability • Corporate Governance Activities • Lecturing and classroom dialogue.	• • Armour, et al. (2009)	

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
	<ul style="list-style-type: none"> • Debate Session 2 Content <ul style="list-style-type: none"> • Corporate Law: • Shareholders Rights and Obligations • Comparative analysis: Perú and the U.S. Activities <ul style="list-style-type: none"> • Case Analysis • Debate 		
Semana 6: del 24/04/2023 al 29/04/2023			
<ul style="list-style-type: none"> • Learning Unit 2: Contract Law 	Session 1 and 2 Content <ul style="list-style-type: none"> • General Considerations (I):• Definition of Contract and the Liberty of Contract • Legal Acts and Contracts: issues of capacity and form Activities <ul style="list-style-type: none"> • Lecturing and classroom dialogue. • Debate 	<ul style="list-style-type: none"> • • Hage et al. (2017), Ch. 4 • • Treitel (2004), Ch. 1 	
Semana 7: del 01/05/2023 al 06/05/2023			
<ul style="list-style-type: none"> • Learning Unit 2: Contract Law 	Session 1 Content <ul style="list-style-type: none"> • General Considerations (II):• The Formation of Contracts • Contract Obligations and Breach of 	<ul style="list-style-type: none"> • • Sesion 1: Moens (2006) (pp. 13-17) • • Sesion 2: Bagley (2005) Ch. 4 (pp. 87-115) 	

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
	Contract Activities <ul style="list-style-type: none"> • Lecturing and classroom dialogue. • Debate • Case Analysis Session 2 Content <ul style="list-style-type: none"> • The Use of Contracts: <ul style="list-style-type: none"> • Defining relationships • Strengthening relationships Activities <ul style="list-style-type: none"> • Lecturing and classroom dialogue. • Individual presentations • Debate 		
Semana 8 de exámenes parciales: del 08/05/2023 al 13/05/2023			
	Mid-term Exams		• Mid Term exam (PC1)
Semana 9: del 15/05/2023 al 20/05/2023			
• Learning Unit 2: Contract Law	Sessions 1 and 2 Content <ul style="list-style-type: none"> • The International Sale of Goods Contract: • Vienna Convention (1980) • Basic definitions • Contract formation • Performance obligations of Seller and Buyer • Remedies • Model Forms (ICC) Activities <ul style="list-style-type: none"> • Debate • Lecturing and classroom dialogue 	<ul style="list-style-type: none"> • • Schwenzer (2012) • • CCI (2004) 	
Semana 10: del 22/05/2023 al 27/05/2023			
• Learning Unit 2: Contract Law	Sessions 1 and 2 Contents	• • Bortolotti (2010) Ch. 7	

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
	<ul style="list-style-type: none"> The International Commercial Agency Contract: <ul style="list-style-type: none"> Basic definitions Obligations of the parties Model Forms (ICC) Activities <ul style="list-style-type: none"> Case Analysis Debate Lecturing and classroom dialogue 		
Semana 11: del 29/05/2023 al 03/06/2023			
<ul style="list-style-type: none"> Learning Unit 2: Contract Law 	Sessions 1 and 2 Content <ul style="list-style-type: none"> The International Distribution Contract: <ul style="list-style-type: none"> Basic definitions Obligations of the parties Model Forms (ICC) Activities <ul style="list-style-type: none"> Case Analysis Debate Lecturing and classroom dialogue 	<ul style="list-style-type: none"> Farina (2014) (pp. 490-500) 	
Semana 12: del 05/06/2023 al 10/06/2023			
<ul style="list-style-type: none"> Learning Unit 2: Contract Law 	Sessions 1 and 2 Content <ul style="list-style-type: none"> The International Franchise Contract: <ul style="list-style-type: none"> Basic definitions Obligations of the parties Model Forms Activities <ul style="list-style-type: none"> Case Analysis Debate 	<ul style="list-style-type: none"> OMC (2014). GATS FACT AND FICTION. 	

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
Semana 13: del 12/06/2023 al 17/06/2023			
<ul style="list-style-type: none"> Learning Unit 2: Contract Law 	<p>Sessions 1 and 2</p> <p>Content</p> <ul style="list-style-type: none"> The International Joint Venture Agreement: Basic definitions and alternatives Obligations of the parties <p>Activities</p> <ul style="list-style-type: none"> Case Analysis Debate Lecturing and classroom dialogue 	<ul style="list-style-type: none"> • WIPO (2005) • Bravo (1997). Chs. 3, 5 	
Semana 14: del 19/06/2023 al 24/06/2023			
<ul style="list-style-type: none"> Learning Unit 3: Intellectual Property Rights 	<p>Session 1</p> <p>Content</p> <ul style="list-style-type: none"> Intellectual Property Rights: Basic definitions Patents Copyrights Trade secrets Trademarks or Service Marks <p>Session 2</p> <p>Content</p> <ul style="list-style-type: none"> Intellectual Property Rights: Licensing agreements Model forms <p>Sessions 1 and 2</p> <p>Activities</p> <ul style="list-style-type: none"> Case Analysis Debate Lecturing and classroom dialogue 	<ul style="list-style-type: none"> • WTO (2004). Introductory Course on the WTO. Module 4. Trade Defense Measures. Geneva, 2004. Pág. 103 a 130. • Bagley (2005) Ch. 5 (pp. 117-151) 	
Semana 15 con feriado jueves 29: del 26/06/2023 al 01/07/2023			
<ul style="list-style-type: none"> Learning Unit 4: Mechanisms for the Resolution of Disputes 	<p>Session 1</p> <p>Content</p> <ul style="list-style-type: none"> Sources of conflict 	<ul style="list-style-type: none"> • Bortolotti (2010) Ch. 3 • Moses (2010) (pp. 3-18) • Mesías, L. Reglas de Origen. En: El 	

Unidades de aprendizaje	Contenidos y actividades a realizar	Recursos y materiales	Evaluaciones
	<ul style="list-style-type: none"> Progressive strategies for dealing with contract disputes. Litigation. <p>Session 2 Content</p> <ul style="list-style-type: none"> Alternative Dispute Resolution: Negotiation, Mediation and Arbitration. <p>Sessions 1 and 2 Activities</p> <ul style="list-style-type: none"> Case Analysis Debate Lecturing and classroom dialogue. 	<p>Perú y El Comercio Internacional. PUCP: 2006. Pág. 103-119.</p> <ul style="list-style-type: none"> Moens (2006), (pp. 567, 572). 	
Semana 16 de exámenes finales: del 03/07/2023 al 08/07/2023			
	Final Exams		<ul style="list-style-type: none"> Final exam (PC2)

VIII. Referencias bibliográficas

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Recomendada

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