

Course outline draft

The aim of the course is to provide the students with the necessary knowledge to be in condition to deal with transnational transactions either as a legal consultant, as an “in-house” lawyer of companies engaged in transnational activities, as an arbitrator, as a national judge when facing cases where foreign elements are involved etc.

Considering that in the nowadays globalized world there is a lack of a supra-national legal order establishing rules for the transnational transactions, it is quite often remarked also by scholars that the contract itself functions as a “law” regulating such relationships among parties.

In this situation, having a good command of English language in view of the fact that it is a kind of *lingua franca* of transnational transactions and of the related aspects, is a fundamental pre-requisite; nonetheless, in the practice, when dealing with this kind of transactions we can discover that the choice of a proper technical term or an appropriate way to draft a clause is involving other kind of appraisals for which even a good dictionary, grammar book etc. cannot be completely satisfactory.

On the one hand, the study of language will be therefore combined with the study of the basic principles regarding contract law in several jurisdictions and in other sets of rules like, for instance, the CISG, the UNIDROIT Principles of International Commercial Contracts, the INCOTERMS etc. as well as, with regard to the international Arbitration, the study of the UNCITRAL Arbitration rules, the Arbitration Rules of some of the main international arbitration seats and the procedure rules of some jurisdictions. It will be thus possible to become aware of what could be the notion related to a certain technical term under different circumstances and when dealing with people having different cultural backgrounds.

On the other hand, the study of the language will be combined with drafting of legal opinions related to transnational transactions, drafting of different “types” of contracts and the main legal documents which are used in the arbitration trials. In doing so, contracts and other documents` templates will be first explained and discussed and then simulations of cases likely to happen in reality will be undertaken. It will be hence possible to practice the utilization of the obtained linguistic and legal-theoretical knowledge in realistic cases.

The students will be therefore ready to handle real cases by having acquired the basics of the required language and legal-theoretical knowledge related to transnational transactions and by having being trained in doing so.

Each class will be scheduled as follows:

- “A” section: linguistics and legal-theoretical aspects
- “B” section: explanation of model contracts, statements of claim or defense in arbitral proceedings and other legal documents followed by discussions and drafting practicing

Among the contents of the “A” sections:

- How to approach the drafting of a document written in English
- Linguistics-related issues raising in writing and translating legal documents
- Semantic and semiotics
- General notion of contract, the birth in the Roman law
- Principles of the modern European contract law (the Draft Common Frame of Reference etc.) and of the contract law in several jurisdictions in the continental Europe
- Principles of contract law in several Latin American jurisdictions
- Principles of contract law in the Islamic law and in several Islamic law based jurisdictions
- Principles of contract law in several jurisdictions in Africa
- Principles of contract law in the Common law and in several Common law jurisdictions
- Principles in the CISG etc.
- The UNIDROIT Principles of International Commercial Contracts
- The so-called *lex mercatoria*
- The INCOTERMS etc.
- The FIDIC model contracts etc.
- The UNCITRAL Arbitration Rules
- The Arbitration Rules of ICC, ICSID etc.
- The Arbitration Rules of China and Hong Kong international arbitration seats

Among the contents of the “B” sections:

- Drafting international legal opinions
- Drafting non-disclosure agreements
- Drafting international sale contracts
- Drafting international letters of credit
- Drafting international distribution contracts
- Drafting international agency contracts
- Drafting contracts and documents related to international M&A activities

- Drafting other contracts which may be deemed relevant also on the basis of the interests of the students
- Drafting statements of claim in the arbitral proceedings
- Drafting statements of defense in the arbitral proceedings
- Drafting an arbitral award
- Drafting other legal documents relevant in the arbitral proceedings