INTERNATIONAL BUSINESS TRANSACTIONS 559
Spring 2017
Professor Cindy G. Buys

Meeting Place and Times: Room 206
Mondays and Wednesdays: 3-4:15 p.m.

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Office Hours: MW 10:15-11:45 a.m. or by appointment

Course Description:
This course introduces students to the dynamics of business transactions conducted between private citizens and corporations in different countries. We will consider why people and businesses decide to engage in international trade and investment, what risks they face, how they can minimize those risks, and what benefits they hope to gain. We will also consider the advantages and disadvantages of various forms of doing business internationally - through direct sales, agencies and distributorships, licensing agreements, franchising, joint ventures, establishment of branches or subsidiaries, and the like. In the course of this study, we will examine government regulation of these private transactions both on the national and international level. We also will compare the United States’ legal system and business environment to that of other nations and regions. Finally, we will learn and practice some skills needed by international business lawyers, particularly contract negotiation and drafting.

Learning Objectives: By the end of this course, I expect students will be able to:
1. Recognize various types of international business transactions, their defining characteristics, advantages and disadvantages;
2. Identify the risks inherent in international business transactions and how those risks may be minimized for clients;
3. Identify and discuss national and international rules that govern private business transactions;
4. Recognize and respond appropriately to cultural differences that may affect international business transactions; and
5. Negotiate and draft contract provisions typical in international business transactions.

Required Reading:
Most of the reading assignments for this course will be drawn from Chow & Schoenbaum, *International Business Transactions: Problems, Cases and Materials* (Aspen 3rd ed. 2015). Some readings will be posted on the TWEN page, distributed in class, or placed on reserve in the library.
Class Attendance and Preparation:
You are expected to attend classes on a regular basis and be on time. Absences in excess of six (6) classes will be dealt with in accordance with the law school rules and are likely to result in a grade reduction or withdrawal from the course. Attendance will be taken daily. You are responsible for making sure you sign in each day and for keeping track of your absences. If you enter the room after the class has begun, you may not sign the attendance sheet. Your signature on the attendance sheet constitutes a representation that you have read the assigned material and are prepared to discuss it in an intelligent fashion. Being prepared also means that you are prepared to answer any assigned problems and have completed any written assignments. If I call on you and I judge that you are unprepared, I reserve the right to mark you as absent for that class.

If you are unprepared for class but would like to attend and receive the benefit of the class discussion: (1) do not sign the attendance sheet; (2) give me a note at the start of class with your name and the date. A day of “noting out” counts as one of your permitted absences.

Workload Expectations:
The American Bar Association standards for accrediting law schools contain a formula for calculating the amount of work required to earn one credit hour of law school credit. Pursuant to these standards, each credit hour should reasonably approximate one hour of in-class instruction and two hours of out-of-class work per week for fifteen weeks. Accordingly, for this three-credit-hour class, you should spend three hours per week in class and six hours per week preparing for class or engaging in other class-related activities.

Make-up Classes:
To ensure compliance with ABA Standard 304, this class is required to hold an additional class session or require an out-of-class assignment to make up for the Martin Luther King Day holiday (Monday, Jan. 16). More information regarding the make-up will be provided in class.

Classroom Etiquette:
Please be courteous to the others in the classroom by keeping distractions to a minimum, turning off any noise-making devices, and giving the class your full attention. You are welcome to use laptops in the classroom for note-taking and other authorized tasks. However, other uses of technological devices are likely to be distracting and possibly even offensive to other persons in the classroom and are therefore prohibited. If I believe there is a problem with improper usage of laptops or other electronic devices in class, I reserve the right to ban them. If it is absolutely necessary for you to leave the classroom while class is in session, please do not disrupt the class upon entering or exiting the room.
**Class Recordings:**
This class will not be recorded on a regular basis. If you require a class to be recorded due to special circumstances, or if you would like to make your own audio recordings of the class, please contact the professor. Viewing a recording of the class does not count as being present in the class, unless the professor has made a special exception.

**TWEN (The West Education Network):**
You should register for this course on TWEN as soon as possible and no later than the first week of classes. The syllabus and reading assignments are or will be posted on TWEN, as well as other relevant information. You will be expected to check TWEN each week and are responsible for any materials posted on TWEN. I will also periodically send class-related e-mails to the address you list on TWEN, so be sure you list an e-mail address that you check regularly.

**Reading Assignments:**
The first reading assignment for Wednesday, Jan. 19 is from Chow & Schoenbaum (CS), pp. 1-21 (Consider Problems 1-1 through 1-4).

**Evaluation:**
Your grade will consist of several parts. There will be one or two essay-type assignment(s) on the first unit on the international sale of goods which will count for approximately 35-40% of your grade. There will be short skills exercises, e.g., drafting a contract clause, one or more of which will be graded. These will count for approximately 10-15% of your grade. We will work on some of these assignments in class and you will be expected to complete them on your own time. Some of these assignments will be done individually and some in groups. Any assignment turned in late will result in a deduction of points on that assignment or on the final assignment (if the assignment is ungraded).

The largest part of your grade (approximately 50-55%) will be based on a final end-of-semester negotiation and contract drafting exercise that will involve negotiating and drafting an entire international business contract. We will begin this exercise during the last week of classes and complete it during the final examination period.

In addition, students may earn up to a total of five bonus points for either engaging in above-average class participation or having an excellent class attendance record. Bonus points for above average class participation are awarded in my discretion based both the quality and quantity of a student’s participation in the class discussion. With respect to the class attendance bonus points, each student begins the semester with all five points; one point is deducted for each absence.

The grades of students who have elected to take this course with S/U grading will be converted by the Registrar according to the following scale: 2.1 or greater = Satisfactory; below 2.1 = Unsatisfactory. Only students who receive a satisfactory grade will earn academic credit for the course.
Statement on Collaboration and Plagiarism:
In this class, there will be some assignments where collaboration is allowed and even encouraged and others where it is not. As a general rule, other than graded assignments, you are allowed to discuss assignments with any other student currently in the class, but you are not allowed to rely on any written materials from any other person.

Plagiarizing another’s work, in whole or in part, is a violation of the Honor Code and can lead to serious penalties, including expulsion. An Honor Code investigation must also be reported to the Bar Examiners, even if you are cleared of any violation. The Honor Code defines plagiarism as:

passing off another’s ideas, words, or work as one’s own, including written, oral, multimedia, or other work, either word for word or in substance, unless the student author credits the original author and identifies the original author’s work with quotation marks, footnotes, or other appropriate designation in such a way as to make clear the true author of the work.

Emergency Procedures. Southern Illinois University Carbondale is committed to providing a safe and healthy environment for study and work. Because some health and safety circumstances are beyond our control, we ask that you become familiar with the SIUC Emergency Response Plan and Building Emergency Response Team (BERT) program. Emergency response information is available on posters in buildings on campus, available on BERT’s website at www.bert.siu.edu, Department of Safety’s website www.dps.siu.edu (disaster drop down) and in Emergency Response Guideline pamphlet. Know how to respond to each type of emergency.

Instructors will provide guidance and direction to students in the classroom in the event of an emergency affecting your location. It is important that you follow these instructions and stay with your instructor during an evacuation or sheltering emergency. The Building Emergency Response Team will provide assistance to your instructor in evacuating the building or sheltering within the facility. If you have any questions about emergency procedures, please contact Judi Ray (judiray@siu.edu).

Disability Policy
Disability Support Services provides the required academic and programmatic support services to students with permanent and temporary disabilities. DSS provides centralized coordination and referral services. To utilize DSS services, students must come to the DSS to open cases. The process involves interviews, reviews of student-supplied documentation, and completion of Disability Accommodation Agreements. http://disabilityservices.siu.edu/. Upon completion of a Disability Accommodation Agreement with DSS, students should bring the agreement to the School of Law Registrar’s Office to ensure the School of Law provides the proper classroom and examination accommodations.
Saluki Cares
The purpose of Saluki Cares is to develop, facilitate and coordinate a university-wide program of care and support for students in any type of distress—physical, emotional, financial, or personal. By working closely with faculty, staff, students and their families, SIU will continue to display a culture of care and demonstrate to our students and their families that they are an important part of the community. For Information on Saluki Cares: (618) 453-5714, or siucares@siu.edu, http://salukicares.siu.edu/index.html. At the School of Law, Assistant Dean Judi Ray is also available to help students access university resources. Her email is judiray@siu.edu, and her phone number is 618-453-3135.