

**MOR3010 – International Sales Law**  
SCHOOL OF BUSINESS AND GOVERNANCE  
Law Department  
Tallinn University of Technology  
Spring semester 2023/2024

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Welcome to [International Sales Law](#). The course introduces students to the UN convention on the International Sale of Goods framework, principles applicable and some of the most important concepts and regulations relevant to transnational commerce. The lectures will be based on a comparative approach to the study of international business transactions and promote proactive lawyering and quality contract drafting techniques.

The information in this syllabus may be subject to adjustments, which would be opportunely announced in Moodle.

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*Content:* This course focuses on the International Sale of Goods and its core legal framework but covers broader issues of contracting in international business transactions. It begins with a revision of contract law theory, and the Convention on the International Sale of Goods (CISG). Next, it explores the practical application of principles governing international trade, from the general and the European doctrinal perspectives. Additionally, it discusses strategic contracting practices from the proactive perspective and demonstrates the importance of empirical research in understanding current issues and lawyering in this context, including risk assessment and management as a dispute prevention mechanism or dispute resolution option. The course also covers important legal concepts and institutions such as *Lex Mercatoria* and UNCITRAL, highlighting their role in validating and enforcing international transactions.

*Learning outcomes:* (General) After successfully completing the course, the student has a good understanding of the legal framework and principles applicable to international business transactions, focusing on the international sale of goods contract:

- The student will proficiently determine the applicability of the United Nations Convention on Contracts for the International Sale of Goods CISG to various international sales scenarios.
- The student will be able to comprehensively explain and interpret the fundamental principles of the CISG and relate them to other regulatory systems (General and European).
- The student will confidently analyze and solve legal cases involving the application of the CISG.

*Target group:* The course is open to all undergraduate and graduate students of the School of Business and Governance. Graduate exchange students and students from other programs are also welcome to enrol. Please, contact the responsible lecturer in the beginning of the term on this, or if in need of other special arrangements.

*Schedule:* **Weeks 3-4, 6-8, 10-12 on Tuesdays from 13:15- 15:30**, in room **SOC-309**. The lectures and seminars will be combined. If online meetings are needed, they will be

held in MSTeams and the link will be shared beforehand.

*Teaching:*

This introductory course on core specific concepts in international sales law, coupled with an advanced exploration of civil contract law, engages students through discussions and practical activities based on the study plan. Classroom seminars feature interactive tasks, assignments, and collaborative group work. All course materials and independent tasks are accessible or linked in the Moodle platform, allowing for a dynamic learning environment shaped by student participation and contributions. The course follows a research-based approach to teaching.

*Evaluation:*

The assessment is designed to determine the students' acquaintance, understanding and handle of the course content, their writing skills, resourcefulness and capacity to substantiate claims and justify legal arguments systematically, independently and critically.

The total grade will be segmented as follows:

- 1) Gradable module assignments (60%): These *may* include reports, reviews, discussions, questionnaires, short research tasks, optional tasks or activities for bonus points, etc. Assignments are of equal value and averaged together. They may not be repeated or upgraded.
- 2) Final evaluation: group presentation on the results of a short research work + survey (40%).
- 3) Participation and discussion: Full attendance is strongly recommended. Absenteeism usually impairs students from developing the skills needed to complete the assignments. The students are responsible for the course work, tasks and advancements taking place during their absence.
- 4) To be entitled to the final evaluation, the students are required to have completed all tasks by the 11<sup>th</sup> week of the semester.
- 5) Bonus points: each semester the students will be given the chance to get additional bonus points, taking part or performing various academic activities (e.g. conference participation, assistantship for the course's development, seminars, and workshops). Additional details will be posted in Moodle.

*Grading criteria:*

-Pass/fail assessment:

**"pass"** – given when the student shows that he/she has acquired the knowledge, skills and competences required in the syllabus, and follows the specific instructions established for the tasks; It roughly corresponds to at least having reached a mark 3.

When passing, the student will be assigned 100% of the points (5). To pass, the assignments should comply with the requirements, be submitted on time, be clearly substantiated, and show an adequate use of the terminology at the level of proficiency required for a "3."

**"fail"** – given when the student fails to show that he/she has acquired the knowledge, skills and competences required in the subject syllabus for a "3" *or/and* has not followed the specific instructions.

A fail will be noted with zero points (0).

Any case of plagiarism will automatically result in a course grade of 0.

-Content based assessment:

91%-100% **(5)** – Excellent – an excellent and in-depth work that includes creative and independent thinking and an outstanding delivery.

81%-90% **(4)** – very good – the work and delivery are eloquent, preparation and

competences are demonstrated (the student can answer relevant questions proficiently), but no original thoughts are ~~present~~

71%-80% **(3)** – good –the work and delivery comply with the requirements, are well prepared and do not contain substantial mistakes. The students understand the concepts and show analytical skills.

61%-70% **(2)** – satisfactory – the work is punctual; requirements are fulfilled but the content is merely descriptive. The delivery shows gaps in understanding and some lack of preparation.

51%-60% **(1)** – poor – punctual work but the research was insufficient and the preparation as well. The students show acquaintance with the topics in the use of terms only but cannot apply concepts, deliver analytical content, interpret or assess without making reasoning mistakes.

0-50% **(0)** – fail – work is not delivered on time and does not meet the minimum requirements.

Any case of plagiarism will automatically result in a course grade of 0;

- Semester plan:* Changes in the study plan will be announced in Moodle. The list of reading material will be updated as the course progresses. Only the ones marked as required are mandatory, but covering the recommended material will enrich the discussion and improve everyone's performance.
- Webpage:* The course webpage is set up in the e-learning app Moodle. The web address of the course is: <https://moodle.taltech.ee/enrol/index.php>
- Classroom etiquette:* Active participation is *important and required* from all the students. It is necessary for achieving the learning objectives and affects the quality of the lectures and seminars. The sessions' etiquette involves serious engagement and respectful and constructive interactions. Everyone will be asked to connect the audio and video during virtual meetings.
- Academic conduct:* Any form of academic dishonesty or misconduct (fraud, plagiarism, etc.) will be penalized and reported to the academic integrity council of the faculty. The council will subsequently determine further reprimands including possible dismissal from the department and ex-matriculation.

## Study plan

Spring semester 2024

(Specific Learning objectives of the course) The students will:

- Gain a thorough understanding of the legal frameworks and categories relevant to international business transactions, with a specific focus on the international sale of goods under the CISG.
- Develop the ability to critically assess international sales contracts, employing a comparative perspective to understand different legal approaches.
- Master the principles governing international business transactions and effectively apply them in practical contexts.
- Engage in discussions on current issues in drafting international contracts and acquire skills in identifying and managing associated risks.
- Become well-versed with various dispute resolution mechanisms available in international trade, understanding their applicability and effectiveness.
- Explore and understand key concepts and instruments in the field such as Lex Mercatoria, the contract of sales, UNCITRAL, PECL, etc.
- Grasp the extent of coverage provided by these instruments in terms of the validity and enforceability of international transactions.

### Module 1: Introduction

Instructions and administrative aspects related to the course: methodologies, evaluation and grading, substantive aspects of contract law, acquaintance with the CISG

- Self-assessment questionnaire and discussion
- Contracting processes and contractual cycles
- Comparative review of the elements of the theory of contract - Current contract theory issues and challenges
- Readings and assignment (Moodle)
- Team selection for final research + survey (in groups of 4)

### Module 2: *Lex Mercatoria* – Transnational law

Continuation of Module 1

Transnational law regimes; *lex mercatoria* or international trade law?

- Context. The importance, legitimacy and validity of transnational legal systems for commerce and trade
- Readings and assignment (Moodle)

### Module 3: In class or take-home study questionnaire

The UN 'system' (CISG) and amendments on electronic contracts

- Questionnaire (in groups of 4)
- Readings and assignment (Moodle)
- Topic selection for the final presentation

### Module 4: Principles UNIDROIT (UPICC)

The UNIDROIT Principles vs. CISG

- Mapping key differences and similarities
- Readings and assignment (Moodle)
- Review of the preliminary list of references and the survey questions

### Module 5: European Principles of Contract Law (EECL)

EECL comparative exercise with the UNIDROIT and the CISG principles

- General aspects and applicability of the principles
- The general principles and the domestic legal systems in regard to international trade
- Readings and assignment (Moodle)

**Module 6: Current Issues and/or case discussions (roundtable or invited speaker TBC)**

The governance of global digital trade

- Case studies
- Class discussion
- Transnational trade and digital or automated transactions
- Readings and assignment (Moodle)

**Module 7: Proactive law and Dispute Resolution (DR)**

Proactive law standards and issues of the validity, enforceability and legitimacy of International Business Transactions (IBT)

- Good contract drafting checklist
- Plain language
- Legal design
- ADR – International commercial arbitration

**Week 12 – 13.04 and 15.04: Final evaluation**

Oral presentations of the research and results of the survey + feedback.