

Syllabus

1. Programme information

1.1. Institution	THE BUCHAREST UNIVERSITY OF ECONOMIC STUDIES
1.2. Faculty	BUCHAREST BUSINESS SCHOOL
1.3. Department	ECONOMIC DEVELOPMENT OF THE COMPANY
1.4. Field of study	BUSINESS ADMINISTRATION
1.5. Cycle of studies	MASTER STUDIES
1.6. Education type	FULL-TIME / PART-TIME
1.7. Study programme	INDE Romanian-French MBA
1.8. Language of study	English
1.9. Academic year	2015-2016

2. Information on the discipline

2.1. Name	Business law and ethics								
2.2. Code									
2.3. Year of study	1	2.4. Semester	1	2.5. Type of assessment	Exam	2.6. Status of the discipline	O	2.7. Number of ECTS credits	5
2.8. Leaders	C(C)								
	S(S)								

3. Estimated Total Time

3.1. Number of weeks	14,00		
3.2. Number of hours per week	3,00	of which	
		C(C)	2,00
		S(S)	1,00
3.3. Total hours from curriculum	42,00	of which	
		C(C)	28,00
		S(S)	14,00
3.4. Total hours of study per semester (ECTS*25)	125,00		
3.5. Total hours of individual study	83,00		
<i>Distribution of time for individual study</i>			
Study by the textbook, lecture notes, bibliography and student's own notes	34,00		
Additional documentation in the library, on specialized online platforms and in the field	14,00		
Preparation of seminars, labs, assignments, portfolios and essays	28,00		
Tutorials	3,00		
Examinations	3,00		
Other activities	1,00		

4. Prerequisites

4.1. of curriculum	NA
4.2. of competences	NA

5. Conditions

for the C(C)	Classrooms disposing of multimedia equipment and internet access
for the S(S)	Classrooms disposing of multimedia equipment and internet access

6. Acquired specific competences

PROFESSIONAL	C2	The analysis and evaluation of the business environment, the estimation of tendencies, identification of threats and business opportunities, forecasting the business environment evolution on short and long term
PROFESSIONAL	C6	Designing and redesigning businesses, implementation of activity plans (planning, organizing, resource management, processes management, performance management, risk management, change management)
PROFESSIONAL	C7	Internationalization, regionalization, globalization of the business
TRANSVERSE	T1	The application of rules and professional ethical values in decision making and creating complex tasks and objectives, independently or as a group, at the workplace

7. Objectives of the discipline

7.1. General objective	Development of required abilities for managerial decision making
7.2. Specific objectives	<p>a. Enable students to identify the major areas in which businesses are affected by their local legal environment and practices and the differences in approach among major legal systems</p> <p>b. Provide students with tools for addressing common legal problems, such as organizing a data room or contract negotiations, hiring and firing employees or deciding on the terms of a license agreement</p> <p>c. Sensitize students to ethical dimensions of legal problems and provide them with guidance in addressing them</p>

8. Contents

8.1. C(C)	Teaching/Work methods	Recommendations for students
<p>1</p> <p>Introduction to the course; major world legal systems</p> <ul style="list-style-type: none"> • Why law is important for business people and their businesses. • General description of the major world legal systems: common law (and in particular the United States legal system), civil law (focusing on the European Union and its laws), the Sharia (Islamic law), the Sino-Japanese legal systems and Ohada; major sources of “international” law and legal principles. • Explanation of projects to be completed in class; explanation of grading. 	lecture	
<p>2</p> <p>Corporations</p> <ul style="list-style-type: none"> • Types of corporations, setting one up, tax issues • Forms of doing business, how and where to set up a company, shareholder and voting agreements, corporate governance issues, stock markets, bonds; tax considerations on setting up a business. 	lecture	
<p>3</p> <p>Buying a corporation</p> <ul style="list-style-type: none"> • How to structure the sale of a business, how to evaluate a potential target, practical issues such as how to organize a “data room,” common terms in share purchase agreements; common terms in outsourcing agreements. 	lecture	

4	<p>Running a corporation</p> <ul style="list-style-type: none"> • Labor law and related issues • Immigration; labor laws in general; discrimination; whistle-blowing; hiring and firing employees, disciplinary procedures. Collective labour law and industrial relations. Trade unions and employers' organizations • European Labour Law 	lecture	
5	<p>Commercial law and contracts</p> <ul style="list-style-type: none"> • Dealing with lawyers • Who can be a lawyer, how are law firms organized and run, what can be negotiated with a lawyer acting as a service supplier for his or her clients • Negotiating and drafting contracts • How to organize and run a negotiation; the mechanics of contract drafting. • The invitation to treat, the offer, the acceptance. The conclusion of contracts. Effects. The contractual liability 	lecture	
6	<p>Specific types of contracts</p> <ul style="list-style-type: none"> • Common commercial contracts • Common real estate contracts • Leases, construction contracts, purchase agreements • International tax considerations affecting contractual relationships • Financial contracts • Recognizing and avoiding money laundering, fraud and corruption 	lecture	
7	<p>Tax and Dispute resolution</p> <ul style="list-style-type: none"> • Tax considerations affecting international businesses • Permanent establishments, capital gains taxes, income taxes, withholding taxes, value-added taxes • Dispute resolution. 	lecture	
8	<p>The legal framework of international business</p> <ul style="list-style-type: none"> • Absence of a real international Legal System • Notions of comparative law • Domestic contract v. International Contract • Reading a contract • Check-list of the usual provisions • Analysis of an international sale agreement 	lecture	
9	<p>International corporate alliances</p> <ul style="list-style-type: none"> • About the letter of intent • The joint-venture agreement: specific contractual issues • Some international corporate issues 	lecture	
10	<p>Projects</p> <p>Presentation of projects and critique</p>	presentation	

Bibliography

- The United Nations Convention on Contracts for the International Sale of Goods (available on line).
- ICC Guide to INCOTERMS 2010 (available for purchase through ICC Publishing).
- Fighting Corruption – International Corporate Integrity Handbook (R. Folsom, M.W. Gordon & J.A. Spanogle Jr., ICC Publishing).
- R. David, J.E.C. Brierley, Major Legal Systems in the World Today: an introduction to the comparative study of law"
- Charles M. Fox , Working with Contracts: What Law School Doesn't Teach You",
- Fabio Bortolotti , Drafting and Negotiating International Commercial Contracts, ICC Publication No. 671,
- A. Watson, , Legal Transplants: An approach to Comparative Law
- R. Folsom, M.W. Gordon, J.A. Spanogle Jr, Fighting Corruption - International Corporate Integrity Handbook,, ICC Publishing

<ul style="list-style-type: none"> - Employment Law for Business Students, Fourth Edition, IDG Books - A Handbook of Business Law Terms, Legal Education Group - ICC Guide to INCOTERMS 2010, ICC Publishing - The United Nations Convention on Contracts for the International Sale of Goods (available on line) 			
8.2. S(S)	Teaching/Work methods	Recommendations for students	
1	<p>How and where to set up a company, shareholder and voting agreements, corporate governance issues, analogous structures including UCITS and joint ventures, stock markets, bonds; tax considerations on setting up a business. Immigration; labor laws in general; discrimination; hiring and firing employees. Who can be a lawyer, how are law firms organized and run, what can be negotiated with a lawyer acting as a service supplier for his or her clients Distribution, agency and franchising agreements, international conventions applying to sales of goods, INCOTERMS.</p> <p>Overview of the various types of financing commonly available to businesses, and the usual terms of agreements providing such financing to businesses; the regulations that apply to banks and finance companies; National judicial systems; international recognition of judicial decisions; arbitration and mediation; litigation support, settlement. What makes a multinational company so different? Transnational liability</p>	<p>lab exercises, homework</p> <p>lab exercises, homework</p> <p>lab exercises, team-work, homework</p> <p>team-work on game platform</p> <p>work in class, usage of existing warehouse to upload business game financial statements</p> <p>work in class</p> <p>team-work, exploit public data bases to create market studies (doingbusiness.ro)</p>	
<p>Bibliography</p> <ul style="list-style-type: none"> - R. David, J.E.C. Brierley, , Major Legal Systems in the World Today: an introduction to the comparative study of law", Free Press - Charles M. Fox , Working with Contracts: What Law School Doesn't Teach You", , PLI's Corporate and Securities Law Library - Fabio Bortolotti , Drafting and Negotiating International Commercial Contracts, ICC Publication No. 671, - A. Watson, , Legal Transplants: An approach to Comparative Law - R. Folsom, M.W. Gordon, J.A. Spanogle Jr, Fighting Corruption - International Corporate Integrity Handbook,, ICC Publishing - Employment Law for Business Students, Fourth Edition, IDG Books - A Handbook of Business Law Terms, Legal Education Group - ICC Guide to INCOTERMS 2010, ICC Publishing - The United Nations Convention on Contracts for the International Sale of Goods (available on line) 			

9. Corroboration of the contents of the discipline with the expectations of the representatives of the epistemic community, of the professional associations and representative employers in the field associated with the programme

The content is identical with the curricula of the MBA program delivered by the partner university (CNAM) and consistent with the curricula of major MBA programs from all over the world. In order to better adapt the content to labour market requirements, were deployed meetings with business representatives, business analysts and practitioners from the field, former students from both Romania and France.

10. Assessment

Type of activity	Assessment criteria	Assessment methods	Percentage in the final grade
10.1. C(C)	Active participation during courses deliveries, raising questions, making comments, contributions	register the frequency and interaction soundness	10,00
10.2. C(C)	Active participation in preparative and class work	register the frequency and interaction soundness	10,00
10.3. S(S)	Acquired professional abilities	Contract drafting exercise	20,00
10.4. S(S)	Acquired professional abilities	Group project	30,00
10.5. S(S)	Acquired knowledge	Written exam	30,00
10.6. Final assessment			

10.7. Modality of grading	Whole notes 1-10
10.8. Minimum standard of performance	Active participation in class exercises, acquired basic knowledge on legal concepts and tools used in business relationships.

