Программа учебной дисциплины «Договорное право и договорная работа» («Law of contracts and contractual work»)

Утверждена
Академическим советом ООП
Протокол № 1 от «31» августа 2018 г.

Автор	Наталья Михайловна Удалова
Число кредитов	4 з.е.
Контактная работа (час.)	56
Самостоятельная работа (час.)	96
Курс	2
Формат изучения дисциплины	без использования онлайн-курса

I. ЦЕЛЬ, РЕЗУЛЬТАТЫ ОСВОЕНИЯ ДИСЦИПЛИНЫ И ПРЕРЕКВИЗИТЫ

This course is focused on the consideration of the contract as a universal means (tool), which regulates relations between subjects not only in the Russian Federation, but also abroad. In this regard, the course is aimed not only at obtaining theoretical knowledge by students, but at developing skills in contractual sphere, including interaction with foreign counterparties. It covers the concept, history, principles and types of contracts, important aspects of their implementation, modification and termination etc. Attention is also paid to the issues of drawing up contracts, use of special legal terms, search for their analogues in foreign legal systems, interpretation and translation. Taking into account the specificity of the master's program "Legal support and protection of business", the course also examines the concept of entrepreneurial contract and its main features.

The program is designed for the lecturers, engaged in teaching this course, the teaching assistants, and the students of the degree program 40.04.01 "Jurisprudence", master's program "Legal support and protection of business".

The program meets the standards required by:

I. Educational standard of National Research University Higher School of Economics in the field of preparation 40.04.01 "Jurisprudence", academic degree "master";
II. Educational program "Legal support and protection of business" Economics in the field of preparation 40.04.01 "Jurisprudence", academic degree "master";
III. United curriculum of the master's program "Legal support and protection of business", approved in 2016

Methodological novelty of the discipline "Law of contracts and contractual work":

- the language of teaching is English;
- the comparative legal analysis method is used (the course is based on the Russian legal acts, but the examples from foreign and international practice are also taken into account);

- the course covers not only legal, but also linguistic aspects of contractual work with foreign counterparties;
- the goals of the course are to study Russian contract law and to gain skills of applying this knowledge in the process of interacting with counterparties from foreign countries.

The main aim of the course is to provide students with an overview of the contracts and contractual work in the in the sphere of business, make them able to apply theory to practical use and carry out their own legal research.

The main objectives on the course are:

– **knowledge** of contract law and contractual work in the sphere of business,
– **abilities** to draw up contracts, to check contracts, interpret and translate contracts and terms, find solutions to contentious situations;
– **skills** to analyze scientific and practical materials on the given issues, to use specific terms and sources of contract law.

The study of this course is based on the following disciplines:
• Current problems in the field of business law,
•Real estate deals.

The main provisions of the course can be used for studying the following disciplines:
• Analysis of the economic effectiveness of law,
• Comparative law

II. СОДЕРЖАНИЕ УЧЕБНОЙ ДИСЦИПЛИНЫ

Topic 1. Basic aspects of contract law and contractual work

Overview of contract law. The sources of contract law. The history of contract. The concept and significance of civil contracts. The principles of contract law.

Topic 2. Contract as a means of regulation in business sphere

Definition of contract. Contract and deal. Contract and obligation. System of civil contracts. Entrepreneurial activity and entrepreneurial contract. Features of entrepreneurial contract.

Topic 3. Formation of contract

The definition of counterparty to a contract. Due diligence. Negotiations on conclusion of contract. The basic provisions on the conclusion of a contract. Forms of the contract. Terms of the contract. Obligatory conclusion of the contract. State registration of the contract. The structure of the contract. The terminology of the contract. Interpretation of contractual terms. Linguistic examination of contractual terms.

Topic 4. Contract implementation

The principles of contract implementation. The ways of securing performance of contractual obligations. Abuse of rights. Breach of obligations. Force majeure.

Topic 5. Modification and termination of contract

Grounds for modification and termination of contract. Ways of modification and termination of contract. Agreement between the parties. Grounds for modification and termination of contract in court. Steps of modification and termination of entrepreneurial contract in court. Consequences of contract modification and termination. Rejection of contract (performance of the contract) or from the realization of the rights under the contract.

Topic 6. Invalidity of contract

The concept of void and voidable deals. The grounds for recognition contract invalid. The procedure of recognition contract invalid. Restitution. Invalidity and non conclusion of the contract.

Topic 7. The main features of the contract with the foreign counterparty

Selection of law. The language of contract. The formation of bilingual contract. Resolving disputes between foreign counterparties.

Topic 8. Frequently used contracts in business sphere

Sale contract . Lease contract. Contracts for works and services. Intermediary contracts. Transport contracts. Storage contracts. Insurance contracts

III. ОЦЕНИВАНИЕ

The interlocutory control over the level of knowledge is carried out as follows:

- working on the seminars,
- preparing home task,
- writing research paper.

Final control on the discipline is carried out in the form of exam.

Cumulative grade for current work formula is:

$O_{current} = 0{,}6 \cdot O_{working\ on\ seminars} + 0{,}2 \cdot O_{home\ task} + 0{,}2 \cdot O_{research\ paper}$;

Final cumulative grade formula is:

$O_{final\ grade} = 0{,}5 \cdot O_{exam} + 0{,}5 \cdot O_{current}$

Only the final grade goes into Master Degree certificate.

IV. ПРИМЕРЫ ОЦЕНОЧНЫХ СРЕДСТВ

Topics of research paper

1. Freedom of the contract: doctrinal and practical approaches
2. Protection of the fair counterparty.
3. Electronic contract: main difficulties.
4. The interpretation of the contract: main difficulties.
5. Public contract: main features.
6. Adhesion contract: doctrinal and practical approaches.
7. Contract negotiation: main difficulties.
8. The modification of contract: main difficulties.
9. The termination of contract: main difficulties.
10. Proper implementation of contract.
11. Estoppel in contract law

Homework

Example 1

Supply contract. Subject matter of contract – pens of various colors. Applicable law – Russian law.

Example 2

Lease contract. Subject matter of contract – leasing of warehouse. Contract term – 2 years. Applicable law – Russian law.

Example 3

Supply contract. Subject matter of contract – television sets. Applicable law – Russian law.

Example 4

Lease contract. Subject matter of contract – leasing of office. Contract term – 9 month. Applicable law – Russian law.

Example 5
Supply contract. Subject matter of contract – mirrors. Applicable law – Russian law.
Example 6
Supply contract. Subject matter of contract – mineral water. Applicable law – Russian law.
Example 7
Supply contract. Subject matter of contract – furniture. Applicable law – Russian law.
Example 8
Supply contract. Subject matter of contract – mirrors. Applicable law – Russian law.
Example 9
Supply contract. Subject matter of contract – toys. Applicable law – Russian law.
Example 10
Supply contract. Subject matter of contract – tyres. Applicable law – Russian law.

Questions for the exam

1. Overview of contract law.
2. The sources of contract law.
3. The history of contract.
4. The concept and significance of civil contracts.
5. The principles of contracts.
6. The freedom of the contract.
7. Good faith: presumption and principle
8. Definition of contract.
9. Contract and deal.
10. Contract and obligation.
11. The system of civil contracts.
12. The main aspects of entrepreneurial activity.
13. The features of entrepreneurial contract.
14. The definition of counterparty to a contract.
15. Due diligence.
16. Negotiations on conclusion of contract.
17. The basic provisions on the conclusion of a contract. Forms of the contract. Terms of the contract.
18. Obligatory conclusion of the contract.
19. State registration of the contract.
20. The structure of the contract. The terms of the contract.
21. The terminology of the contract.
22. Interpretation of contractual terms.
23. Linguistic examination of contractual terms.
24. The forms of the contract.
25. The principles of contract implementation.
26. The ways of securing performance of contractual obligations.
27. Abuse of rights.
28. Breach of obligations.
29. Force majeure.
30. The grounds for modification and termination of contract.
31. The ways of modification and termination of contract.
32. Agreement between the parties.
33. Grounds for modification and termination of contract in court.
34. Steps of modification and termination of entrepreneurial contract in court.
35. Consequences of contract modification and termination.
36. Rejection of contract (performance of the contract) or from the realization of the rights under the contract.

37. The concept of void and voidable deals.
38. The grounds for recognition contract invalid.
39. The procedure of recognition contract invalid.
40. Restitution.
41. Invalidity and non conclusion of the contract.
42. Selection of law.
43. The language of contract.
44. Formation of bilingual contract.
45. Resolving disputes between foreign counterparties.
46. Sale contract .
47. Lease contract.
48. Contracts for works and services.
49. Intermediary contracts.
50. Transport contracts.
51. Storage contracts.
52. Insurance contracts

V. РЕСУРСЫ

Basic textbook:

1. Wilson, Therese. Markets and Law: Codifying Contract Law [Electronic resource] / Therese Wilson; DB ebrary. - N.Y.: Ashgate, 2014. - 240 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=11000963&p00=law+contracts. - Title with screen.

Additional literature

1. Boundy, Charles. Business contracts Handbook [Electronic resource] / Charles Boundy; DB ebrary. - N.Y.: Gower, 2012. - 441p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10356310&p00=law+contracts. - Title with screen.
2. Cafaggi, Fabrizio. Organizational Contract [Electronic resource] /Fabrizio Cafaggi, Giuseppe Vettori, Stefan Grundman; DB ebrary. - N.Y.: Ashgate, 2013. – 384 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10784016&p00=contract+law. - Title with screen.
3. Countouris, Nicola. Changing law of the employment relationship [Electronic resource] / Nicola Countouris, Ralf Rogowski; DB ebrary, - N.Y.: Ashgate, 2013. – 274 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10211181&p00=contractual+work. - Title with screen.
4. DiMatteo, Larry A. International Sales Law [Electronic resource] / Larry A. DiMatteo; DB ebrary. - N.Y.: Cambridge University Press, 2014. - 805 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10834301&p00=contract+law. - Title with screen.
5. Horne, Robert. Expert Witness in construction [Electronic resource] / Robert Horne, John Mullen; DB ebrary. - N.Y.: John Wiley & Sons, 2013. – 372 p. - Regime access:
6. http://site.ebrary.com/lib/hselibrary/detail.action?docID=10753413&p00=law+contracts. - Title with screen.
7. Ismail, Mohamed A.M. Globalization and new international public works agreements in developing countries [Electronic resource] / Mohamed A.M. Ismail; DB ebrary. - N.Y.: Ashgate, 2013. – 316 p. - Regime access:

http://site.ebrary.com/lib/hselibrary/detail.action?docID=10501045&p00=law+contracts. - Title with screen.
8. Knowles, J. Roger. 200 Contractual problems and their solutions [Electronic resource] / J.Roger Knowles; DB ebrary. -3rd Edition. - N.Y.: John Wiley & Sons, 2012. – 482 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10528112&p00=contractual+work. - Title with screen.
9. Orlov, Vladimir. Introduction to Business Law in Russia [Electronic resource] / Vladimir Orlov, Geraint Howells; DB ebrary. - N.Y.: Ashgate, 2013. – 335 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10438462&p00=contract+law. - Title with screen.
10. Paquin, Julie. Legal reform and business contracts in developing economics [Electronic resource] / Julie Paquin, Dr. Prakash Shah; DB ebrary. - N.Y.: Ashgate, 2013. – 175 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10622998&p00=law+contracts.- Title with screen.
11. Siedel, George J. Short guide to Contract risk [Electronic resource] /George J. Siedel, Helena Haapio; DB ebrary. - N.Y.: Gower, 2013. – 227 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=10665949&p00=contractual+work. - Title with screen.
12. Swain, Warren. Law of contract 1670-1870 [Electronic resource] / Warren Swain; DB ebrary. - N.Y.: Cambridge University Press, 2015. - 364 p. - Regime access: http://site.ebrary.com/lib/hselibrary/detail.action?docID=11016496&p00=common+sense+construction+law . - Title with screen.
13. Анисимов, А.П. Договорное право [Электронный ресурс]: практ. пособие для бакалавриата и магистратуры / А.П.Анисимов, А.Я.Рыженков, С.А.Чаркин; под общ. ред. А.Я.Рыженкова; ЭБС Юрайт. - М.: Юрайт, 2018. - 294 с. - (Бакалавр и магистр. Академический курс). - ISBN 978-5-9916-9887-0. - Режим доступа: https://biblio-online.ru/viewer/70086317-1DA6-43C2-8B44-59AFCCC5ACC7/dogovornoe-pravo#page/1/. – Загл. с экрана.
14. Белов, В.А. Обязательственное право [Электронный ресурс]: учебное пособие для бакалавриата и магистратуры / В.А.Белов; ЭБС Юрайт. - М.: Юрайт, 2018. - 425 с. — (Бакалавр и магистр. Модуль.). - ISBN 978-5-534-00213-3. - Режим доступа: https://biblio-online.ru/viewer/497B6DC1-81B6-4E5B-A964-2CAF679589F3/obyazatelstvennoe-pravo#page/1. - Загл. с экрана.

V.1 Программное обеспечение

№ п/п	Наименование	Условия доступа
1.	Microsoft Windows 7 Professional RUS Microsoft Windows 10 Microsoft Windows 8.1 Professional RUS	*Из внутренней сети университета (договор)*

V.2 Профессиональные базы данных, информационные справочные системы, интернет-ресурсы (электронные образовательные ресурсы)

№ п/п	Наименование	Условия доступа

	Профессиональные базы данных, информационно-справочные системы	
1.	Консультант Плюс	*Из внутренней сети университета (договор)*

V.3 Материально-техническое обеспечение дисциплины

Учебные аудитории для занятий по дисциплине обеспечивают использование и демонстрацию тематических иллюстраций, соответствующих программе дисциплины в составе:

− ПЭВМ с доступом в Интернет (операционная система, офисные программы, антивирусные программы);

− мультимедийный проектор с дистанционным управлением.