

Документ подписан простой электронной подписью  
Информация о владельце:  
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Должность: Ректор  
Дата подписания: 25.05.2023 20:04:37  
Уникальный программный ключ:  
ca953a0120d891083f939673078ef1a989dae18a

**Federal State Autonomous Educational Institution for Higher Education  
PEOPLES' FRIENDSHIP UNIVERSITY OF RUSSIA  
(RUDN University)**

**LAW INSTITUTE**

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educational division (faculty/institute/academy) as higher education programme developer

**COURSE SYLLABUS**

**Workshop "Negotiations and Contracts"**

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(Course title)

**Recommended by the Didactic Council for the Education Field**

**40.03.01 Jurisprudence**

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(Code and Name of the Field of Education / Specialty)

**The course instruction is implemented within the professional education programme of higher education**

**BACHELOR OF LAWS (LLB)**

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higher education programme profile/specialisation title

## 1. COURSE GOAL

The main goal of the course is acquisition by students of professional skills necessary for the preparation and conduct of negotiations and preliminary approvals in order to conclude commercial contracts and agreements.

## 2. REQUIREMENTS FOR LEARNING OUTCOMES

The course is aimed at building and enhancing the following target competencies (parts of competencies):

*Table 2.1. List of target competencies (parts of competencies)*

<b>Code (GC, GPC, PC)</b>	<b>Competence</b>	<b>Competence indicators</b>
GPC-5.	GPC-5. Can use their speaking and writing skills in a cohesive, well-reasoned and logical way with a uniform and correct use of professional legal terminology.	GPC-5.1. Has mastered the main methods of formal logic and tactical methods of legal argumentation to express their oral and written position on a specific legal problem; GPC-5.2. Uses their speaking and writing skills in a cohesive, well-reasoned and logical way to set out the facts and circumstances, states their legal position; GPC-5.3. Correctly uses legal terminology in professional communication.
GPC-6.	GPC-6. Can participate in the process of drafting regulatory acts and other legal documents.	GPC-6.1. Identifies the necessity of drafting legal acts and other legal documents as well as their affiliated branch; GPC-6.2. Highlights and considers the features of various types of regulatory acts and other legal documents; GPC-6.3. Applies the legal techniques and rules to draft regulatory acts and other legal documents
GPC-8.	GPC-8. Can obtain relevant legal information in a purposeful and efficient way from various sources, including legal databases, to complete specific professional tasks using information technology and considering information security requirements.	GPC-8.1. Can obtain relevant legal information from various sources, including legal databases, processes and arranges it based on the goal; GPC-8.2. Uses information technology to complete specific professional tasks; GPC-8.3. Demonstrates the readiness to complete professional tasks while considering information security requirements.
PC-2.	PC-2. Can apply legal norms in specific legal areas and use them in the way prescribed by law	PC-2.1. Demonstrates specific knowledge of the implementation of law, knows the procedure for carrying out the duties of jurisdictional bodies responsible for the implementation of law; PC-2.2. Has mastered the skills of analyzing the facts of the case, qualifying the facts of law and legal relations that arise due to them, identifies legally significant circumstances; PC-2.3. Carries out the correct choice of the legal norm to be applied and the method of its interpretation; PC-2.4. Has mastered the methods of searching for cases of implementation of law and monitoring it in order to complete professional tasks; PC-2.5. Develops options for legal actions in strict accordance with the legislation and makes decisions in the form prescribed by law.

At the end of this course, students will:

**Know**

- the procedure for checking a potential counterparty;
- requirements for the essential terms of the contract, conditions (criteria) of validity and conclusion;
- requirements for the order of remote conclusion, execution, signing, including digital signature.

**Be able to**

- analyze the constituent (statutory) documents, extracts from the registers of potential counterparties in order to establish the legal status and powers;
- analyze the terms of the draft contract, agreement;
- draft contracts, agreements, memorandums of understanding (memoranda of understanding), offers, as well as engagement letters.

**3. COURSE IN HIGHER EDUCATION PROGRAMME STRUCTURE**

The course refers to the core/variable/elective\* component of (B1) block of the higher educational programme curriculum.

\* - Underline whatever applicable.

Within the higher education programme students also master other (modules) and / or internships that contribute to the achievement of the expected learning outcomes as results of the course study.

*Table 3.1. The list of components of the Educational Program of Higher Education that contribute to the achievement of the expected results of the development of the course*

<b>Competence code</b>	<b>Competence descriptor</b>	<b>Previous courses/modules*</b>	<b>Subsequent courses/modules*</b>
GPC-5.	GPC-5. Can use their speaking and writing skills in a cohesive, well-reasoned and logical way with a uniform and correct use of professional legal terminology.		
GPC-6.	GPC-6. Can participate in the process of drafting regulatory acts and other legal documents.		
GPC-8.	GPC-8. Can obtain relevant legal information in a purposeful and efficient way from various sources, including legal databases, to complete specific professional tasks using information technology and considering information security requirements.		

Competence code	Competence descriptor	Previous courses/modules*	Subsequent courses/modules*
PC-2.	PC-2. Can apply legal norms in specific legal areas and use them in the way prescribed by law		

\* To be filled in according to the competence matrix of the higher education programme.

#### 4. COURSE WORKLOAD AND ACADEMIC ACTIVITIES

The total workload of the course is 3 credits (108 academic hours).

Table 4.1. Types of academic activities for **full-time** education

Types of academic activities	TOTAL, academic hours	Semester / Module			
		D	E	F	G
<i>Classroom learning, academic hours</i>	30			30	
including:					
Lectures (LC)					
Lab work (LW)					
Seminars (workshops/tutorials) (S)	30			30	
<i>Self-study (ies), academic hours</i>	60			60	
<i>Evaluation and assessment (exam or pass/fail grading)</i>	18			18	
<b>Course Workload</b>	academic hours	<b>108</b>		<b>108</b>	
	credits	<b>3</b>		<b>3</b>	

Table 4.2. Types of academic activities for **part-time** education\*

Types of academic activities	TOTAL, academic hours	Semester / Module			
		D	E	F	G
<i>Classroom learning, academic hours</i>	30			30	
including:					
Lectures (LC)					
Lab work (LW)					
Seminars (workshops/tutorials) (S)	30			30	
<i>Self-study (ies), academic hours</i>	60			60	
<i>Evaluation and assessment (exam or pass/fail grading)</i>	18			18	
<b>Course Workload</b>	academic hours	<b>108</b>		<b>108</b>	
	credits	<b>3</b>		<b>3</b>	

\* - must be completed in case of implementation of the program in part-time form

Table 4.3. Types of academic activities for extramural form of study

Types of academic activities		TOTAL, academic hours	Semester / Module			
			D	E	F	G
<i>Classroom learning, academic hours</i>		30			30	
including:						
Lectures (LC)						
Lab work (LW)						
Seminars (workshops/tutorials) (S)		30			30	
<i>Self-study (ies), academic hours</i>		60			60	
<i>Evaluation and assessment (exam or pass/fail grading)</i>		18			18	
<b>Course Workload</b>		academic hours	<b>108</b>		<b>108</b>	
		credits	<b>3</b>		<b>3</b>	

\* - must be completed in case of implementation of the program in extramural of study

## 5. COURSE CONTENTS

Table 5.1. The content of the course and types of academic activities

Course Units / Sections	Topics	Type of academic activity*
Section 1 Introduction (General issues)	Group of intermediary and representative agreements. Contract and service relationship. Mixed contracts, consignment contract. Distribution and dealer agreements. INCOTERMS and standard forms FIDIC, EPC – Engineering, Procurement, Construction, FEED (Front End Engineering Design) and DED (Detailed Engineering Design) etc.	S
Section 2 Choice of type of contract.	Types of contractual structures. Features of contract law and types of contracts in the Civil and Common law systems, "pacta sunt servanda" and "specific performance". Group of intermediary and representative agreements. Contract to service ratio. Mixed contracts, consignment contract. Distribution and dealer agreements. Incoterms and standard forms FIDIC, EPC – Engineering, Procurement, Construction, FEED (Front End Engineering Design) and DED (Detailed Engineering Design) etc.	S
Section 3. 3. Choice of counterparty.	Fundamentals of compliance, legal due diligence. Verification of a potential counterparty, analysis of constituent documents, extracts from the register, etc. to establish its legal status, the powers of persons acting on its behalf. Domicile, "center of main interest" (COMI). Prerequisites (conditions precedent), memorandums of understanding (memoranda of understanding). Non-disclosure agreements/NDAs.	S

Course Units / Sections	Topics	Type of academic activity*
Section 4. 4. Procedure for agreeing conditions (conclusions)	<p>Offer, public offer, counter offer, invitation to make an offer.</p> <p>Essential terms of the contract ("condition") and simple conditions ("warranty"), conditions "express" (express) and "implied" (implied).</p> <p>The ratio of terms and conditions, the concept of "basic conditions" (fundamental term).</p> <p>Active covenants ("positive covenant") and passive covenants ("negative covenant").</p> <p>Choice and applicable law, arbitration clause.</p> <p>Ways to ensure the proper fulfillment of obligations.</p> <p>Conditions of contractual liability, force majeure and the doctrine of frustration (frustration).</p> <p>Procedure and time of conclusion of the contract.</p>	S

\* - filled in **only for full-time** education: LC - lectures; LW - laboratory work; S - seminars.

## 6. CLASSROOM EQUIPMENT AND TECHNOLOGY SUPPORT REQUIREMENTS

Table 6.1. Classroom Equipment and Technology Support Requirements

Type of academic activities	Classroom equipment	Specialised educational / laboratory equipment, software, and materials for course study (if necessary)
Lecture	Classroom for lectures, equipped with a set of specialized furniture; a set of devices including portable multimedia projector, laptop, projection screen, stable wireless Internet connection.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Lab	Classroom for lab work, group and individual consultations, evaluation and assessment, equipped with a set of specialized furniture; a set of devices including portable multimedia projector, laptop, projection screen, stable wireless Internet connection.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Seminars	Classroom for seminars, group and individual consultations, evaluation and assessment, equipped with a set of specialized furniture; a set of devices including portable multimedia projector, laptop, projection screen, stable wireless Internet connection.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Computer classroom	Computer classroom for academic activity, group and individual consultations, evaluation and assessment, equipped with a	Multimedia projector, laptop, projection screen, stable wireless Internet

Type of academic activities	Classroom equipment	Specialised educational / laboratory equipment, software, and materials for course study (if necessary)
	set of specialized furniture; a set of devices including portable multimedia projector, 30 personal computers, projection screen, stable wireless Internet connection.	connection. Software: Office 365 (MS Office, MS Teams), Chrome
Self-studies Classroom	Classroom for Self-studies, equipped with a set of specialized furniture; a set of devices including portable multimedia projector, laptop, projection screen, stable wireless Internet connection.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome
Courtroom	Classroom for court hearing simulation equipped with a set of specialized furniture; a set of devices including portable multimedia projector, laptop, projection screen, stable wireless Internet connection.	Multimedia projector, laptop, projection screen, stable wireless Internet connection. Software: Office 365 (MS Office, MS Teams), Chrome

\* - It is necessary to specify a classroom for self-study of students

## 7. RESOURCES RECOMMENDED FOR COURSE STUDY

1. Mindy Chen-Wishart Contract Law  
<https://www.oxfordlawtrove.com/display/10.1093/he/9780192848635.001.0001/he-9780192848635;jsessionid=D82E859488F226248C659FFF5CC2C7EC>
2. Shawn Bayern Contract Law [https://link.springer.com/chapter/10.1007/978-3-031-08162-0\\_4](https://link.springer.com/chapter/10.1007/978-3-031-08162-0_4)
3. Hans-W. Micklitz Contract Law under Regulatory Siege – Revival of Contract Law? Standardisation, Regulation and Consent  
<https://www.cambridge.org/core/books/abs/european-contract-law-and-the-creation-of-norms/contract-law-under-regulatory-siege-revival-of-contract-law-standardisation-regulation-and-consent/B538D8B450FEC8E703A61214F5EB30FE>
4. BASIC PRINCIPLES OF ENGLISH CONTRACT LAW INTRODUCTION  
<http://www.a4id.org/wp-content/uploads/2016/10/A4ID-english-contract-law-at-a-glance.pdf>
5. Contracts (Applicable Law) Act 1990  
<https://www.legislation.gov.uk/ukpga/1990/36/contents>
6. Frustrated Contract Act 1943 <https://www.legislation.gov.uk/ukpga/Geo6/6-7/40/contents>
7. Misrepresentation Act 1967 <https://www.legislation.gov.uk/ukpga/1967/7>
8. Unfair Contract Terms Act 1977  
<https://www.legislation.gov.uk/ukpga/1977/50/contents>
9. Sale of Goods Act 1979 <https://www.legislation.gov.uk/ukpga/1979/54/contents>

*Additional (optional) reading (sources):*

10. Martijn W. Hesselink Progress in EU Contract Law <https://www.degruyter.com/document/doi/10.1515/ercl-2022-2050/html>
11. Solène Rowan The Place of Contract Law in the Law of Obligations and the Sources of Contract Law <https://academic.oup.com/book/44523/chapter-abstract/376540231?redirectedFrom=fulltext&login=false>
12. Catharine MacMillan The Impact of Brexit upon English Contract Law <https://www.tandfonline.com/doi/abs/10.1080/09615768.2016.1250468?journalCode=rklj20>
13. Neil Andrews Sources and General Principles of English Contract Law [https://link.springer.com/chapter/10.1007/978-3-319-27144-6\\_10](https://link.springer.com/chapter/10.1007/978-3-319-27144-6_10)

*Internet-(based) sources:*

1. Electronic libraries with access for RUDN students
    - RUDN Electronic library system <http://lib.rudn.ru/MegaPro/Web>
    - Electronic library system «University Library online» <http://www.biblioclub.ru>
    - Electronic Library «URAIT» <http://www.biblio-online.ru>
    - Electronic library system «Student. Consultant» [www.studentlibrary.ru](http://www.studentlibrary.ru)
    - Electronic library system «Lan» <http://e.lanbook.com/>
    - Electronic library system "Troitskyi most"
  2. [https://justice.org.uk/our-work/administrative-justice-system/Courts and Tribunals judiciary. The Structure of the Courts](https://justice.org.uk/our-work/administrative-justice-system/Courts%20and%20Tribunals%20judiciary.%20The%20Structure%20of%20the%20Courts) // <https://www.judiciary.gov.uk/wp-content/uploads/2012/08/courts-structure-0715.pdf>
  3. The European e-Justice Portal - <https://e-justice.europa.eu/home>.
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2. Databases and search engines:
    - Electronic Legal and Regulatory Documentation Fund <http://docs.cntd.ru/>
    - Search system Yandex <https://www.yandex.ru/>
    - Search system Google <https://www.google.ru/>
    - SCOPUS <http://www.elsevierscience.ru/products/scopus/>

\* - Learning toolkits for self-studies in the RUDN Learning materials for self-studies on the relevant course pages in TUIS

## **8. ASSESSMENT TOOLKIT AND GRADING SYSTEM\* FOR EVALUATION OF STUDENTS' COMPETENCES LEVEL UPON COURSE COMPLETION**

The assessment toolkit and the grading system\* to evaluate the competences formation level (competences in part) upon the course study completion are specified in the Appendix to the course syllabus.

### **DEVELOPERS:**

Associate Professor of the  
Department of  
Civil Law and Procedure and  
Private International Law

Stanislav V. Odincov

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_____ Position, Name of the Department	_____ Signature	_____ Full name
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**HEAD OF EDUCATIONAL DEPARTMENT:**

Head of the Department of  
Civil Law and Procedure and  
Private International Law,  
Full Professor

_____ Position, Name of the Department	_____ Signature	_____ Full name
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Evgenia E. Frolova

**HEAD OF HIGHER  
EDUCATION PROGRAM:**

Director of the Law Institute

_____ Position, Name of the Department	_____ Signature	_____ Full name
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Sergey B. Zinkovskiy