**Negotiating and Drafting International Contracts**

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**Course description**

Because of globalization, contracts are frequently concluded between parties from different countries and legal traditions. As the course will highlight, International Contracts are different from domestic ones and essential to enhance and develop SMEs activity abroad.

The course starts by explaining in laypersons terminology the importance of structuring, negotiating and drafting international contracts. It then takes a set of contracts – from bilateral, multilateral and commercial transactions – and explains their structure and key clauses. Special emphasis is placed on how teams of negotiators should negotiate and draft specific clauses of contracts and loan agreements. Best practice examples are also provided all along this course. The emphasis throughout is on the development of practical skills.

During the course students will:

* analyze specific international contractual clauses (i.e. agency contract, international trade contract) and the most critical contractual clauses.
* increase legal English terminology - through the analysis of an international standard contract

The course is aimed at all partecipants who desire to acquire and to improve specific skills on a strategic topic for the business activities in international contexts.

At the end of the course, the participants should be able to:

* **Discuss** the importance of structuring, negotiating, and drafting international contracts
* **Understand** and explain contractual terms and concepts as well as contract clauses, their function and how they interact with one another as well as with the applicable law
* **Identify** the law applying to the contract, identify important contract clauses and gaps/missing links in a contract, doing legal research in order to identify and find the relevant legal sources allowing to answer questions about a contract, assess one’s legal position as well as the other party’s, understand the other party’s motives and arguments, formulate one’s arguments to the other party in an appropriate manner, critically assess the other party’s proposals
* **Construct** drafts of specific clauses of contracts

**Course outline**

After a brief introduction on the role of International Contracts, we will start examining the most important clauses Int. Contracts must contain in order to understand the most common mistakes and learn best practice. Purchase Agreements and Agency Agreements will be considered.

**Course Assessment**

The written exam will consist in revising an Int. Contract in which have been inserted mistakes.

**Recommended reading material**

[FABIO BORTOLOTTI, Drafting and Negotiating International Commercial Contracts. A practical guide, with ICC model contracts - Third edition (2017)](http://store.iccwbo.org/drafting-and-negotiating-international-commercial-contracts-3)