



NATIONAL LAW UNIVERSITY, DELHI

GIAN Course on  
**'CROSS-BORDER BUSINESS LAW  
AND PRACTICE'**

October 10 - 23, 2016

Organized by  
CENTRE FOR TRANSNATIONAL COMMERCIAL LAW  
(CTCL),  
NATIONAL LAW UNIVERSITY, DELHI

Under the Grant from:  
GLOBAL INITIATIVE OF ACADEMIC NETWORKS (GIAN)  
MINISTRY OF HUMAN RESOURCE DEVELOPMENT (MHRD),  
GOVERNMENT OF INDIA

## ABOUT NATIONAL LAW UNIVERSITY, DELHI

National Law University, Delhi (NLUD) established in 2008 by Act No.1 of 2008 of National Capital Territory of Delhi and with the initiative of High Court of Delhi, is a premier Law University established in India. The vision of the University is to create a Global Legal Institution which will compete with the best outside India and to prepare lawyers for a legal career that introduces them to wide range of opportunities in legal profession across the globe. The University is offering the five year integrated B.A.LL.B. (Honours.) Programme from the year 2008 and the LL.M., Ph.D. and P.G. Diploma Programme from the year 2011.

## OBJECTIVES AND VISION

The primary objective of the University is to evolve and impart comprehensive and interdisciplinary legal education that is socially relevant. Furthermore, the University works toward dissemination of legal knowledge and its role in national development, so that the ability to analyse and present contemporary issues of public concern and their legal implications for the benefit of the public is improved. These processes strive to promote legal awareness in the community and to achieve political, social and economic justice.

*“Globalization is a challenge and also an opportunity in the present time. India has a long history of business and technology. The potential has been unleashed through the process of liberalization. Cumulative economic progress needs to reach the various layers to create development index which is fair and equitable”.*

**– Professor Dr. Ranbir Singh, Vice-Chancellor**

*“The University ensures to bridge the gap between the theory and practical application of concepts through a learning process which is simulative, participative and multi-disciplinary. NLU Delhi attempts to ignite and nurture the spirit of critical inquiry. It intends to achieve the goal of making legal education as an instrument of social, political and economic change. I invite all of you to join the NLU Delhi family and take forward the legal education for transforming the society and the lives of people”.*

**-Professor Dr. G. S. Bajpai, Registrar  
Local GIAN Coordinator**

## **ABOUT GIAN:**

The Government of India has approved a new program titled Global Initiative of Academic Networks (GIAN) in Higher Education aimed at tapping the talent pool of scientists and entrepreneurs, internationally to encourage their engagement with the institutes of Higher Education in India so as to augment the country's existing academic resources, accelerate the pace of quality reform, and elevate India's scientific and technological capacity to global excellence.

In order to garner the best international experience into our systems of education, enable interaction of students and faculty with the best academic and industry experts from all over the world and also share their experiences and expertise to motivate people to work on Indian problems, there is a need for a scheme of International Summer and Winter Term. During the Retreat of IIT's with the Hon'ble Minister of Human Resource Development Smt. Smriti Zubin Irani on 29th June, 2014 at Goa, it was decided that "A system of Guest Lectures by internationally and nationally renowned experts would be evolved along with a comprehensive faculty development programme not only for new IITs, IIMs, IISERs but also other institutions in the country.

## **"CROSS-BORDER BUSINESS LAW AND PRACTICE" COURSE OBJECTIVES**

The primary objectives of the course are as follows:

- 1.To introduce participants to the legal aspects of cross-border business transactions.
- 2.Familiarize participants with the international laws and conventions that govern this unique area of law;
- 3.Gain an understanding of case law analysis, through the detailed discussion of judicial decisions from prominent legal systems of the world on Cross- Border Business Law and Practice.
- 4.Enable participants to consider critically the effectiveness of the current legal context in achieving the desired policy objectives
- 5.Every legal dispute is linked to a legal system. There is no such thing as an international law. International laws are laws devised by organisations and not a legal system or domestic government. They take on the force of law only when ratified by parliament and hence become part of domestic law.
- 6.Importance of contract- The contract is the governing law of the parties; domestic law is only used to fill the gaps; only mandatory laws can overrule a contractual clause; what law then is applicable if the parties live in different countries'?

## COURSE OVERVIEW

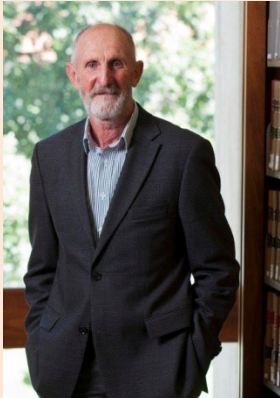
Arguably the single most noticeable development in the last 40 years in economic terms is globalization, which has naturally increased the importance of cross-border trade. These developments have contributed greatly to the internationalization of trade. Ernst Rabel commenced the debates regarding the introduction of a worldwide uniform sales law. Private international law was considered to be complicated, abstract and had the reputation of being the "nuclear physics of jurisprudence."

Whenever parties enter into contracts the correct choice of law is crucial. It determines the legal relationship as it is impossible for parties to negotiate every point. It is obvious that a party, if given the choice and being the dominant partner in the negotiations, will choose its own law. The familiarity argument is often quoted to justify such a choice. If on the other hand the two parties are evenly matched, much time and energy could be saved by simply agreeing not on a neutral law but a unified law such as the CISG.

What then is the difference between "contract law" and "contract practice"? It is implicit in the description that contract law is tied to a system of law based on a national or domestic body of law. Through that particular municipal system, contract law would have evolved based on known and understood principles. However, contract practices are looking beyond a legal system and the law in general. Practices transcend legal, social and economic thoughts and processes and have become universal. That is, they are common elements, which transcend borders. It might be argued that, once contract practices have been identified, an international law can be put into practice.

The specific areas covered in the course, while not exhaustive, are sufficient to provide participants with a good understanding of Cross- Border Business Law and Practice. Additionally, the course materials include numerous cases from diverse legal jurisdictions, arbitral awards, decisions and hypothetical discussion problems. The program contents also are consistent with the course objectives of familiarizing participants with case law analysis from various judicial bodies and jurisdictions outside India.

# PROFESSOR DR. BRUNO ZELLER



Professor Bruno Zeller is a Professor of Transnational Commercial Law at the University of Western Australia. He is also an Adjunct Professor at Murdoch University, Perth, a Fellow of the Australian Institute for Commercial Arbitration, Panel of Arbitrators – MLAANZ, Visiting Professor Institut für Anwaltsrecht, Humboldt University, Berlin and a Visiting Professor Stetson Law School, Florida.

He holds a Ph.D. from The University of Melbourne, Master of International Trade Law from Deakin University, B.Com and B. Ed from The University of Melbourne. His areas of expertise are International Trade Law, International Arbitration, Conflict of Laws and Maritime Law. He has published extensively on the CISG, arbitration law, harmonisation of contract law and carbon Trading.

He is involved in mootings with a passion to train and prepare teams of students to participate in the Willem C. Vis International Commercial Arbitration Moot in Vienna. Dr Zeller has been invited to participate as an arbitrator at the Vis International Moot in Vienna and Vis East Moot in Hong Kong and has been recognised as a significant contributor in the area of International Uniform laws, e-commerce and the methodology of interpretation of uniform international instruments.

He is actively involved in research in the areas of international private law and dispute resolution and has published extensively, with international recognition and quoted by leading academics as contributing to the stock of knowledge on international uniform sales laws. Most of his articles are comparative in nature where domestic principles of contract law are compared and analysed with international unified laws and restatements of contract law such as the UNIDROIT principles. His articles have been quoted in a submission to the Supreme Court of the United States.

**Research Interests:** Cross Border Business Law, Maritime Law, Conflict of Laws

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## BOOKS:

- Zeller B (2007) CISG and the Unification of International Trade Law Routledge-Cavendish,
- Andersen , Mazzotta, Zeller "A Practitioner's Guide to the CISG, (2010) Juris Net, LLC
- Mercurio, Trakman, Kolsky Lewis, Zeller, International Business Law. (2010), Oxford Press
- Zeller B (1999) International Commercial Law for Business. The Federation Press
- Zeller B (2005) Damages Under the Convention on Contracts for the International Sale of Goods. Oxford Press

## Chapters in Books:

- Zeller, B. (2016) 'CISG and the Battle of the Forms', in Larry A DiMatteo (ed), International Sales Law: A Global Challenge. Cambridge (2016), ch 13.
- Zeller, B, (2013) Opting in or opting out of the Vienna Sales Convention (CISG)?. AMPLA Yearbook. 2014
- Zeller B, (2012) in Magnus, U. (ed) CISG vs Regional Sales Law Unification, The CISG and the Common Law: The Australian Experience.
- Zeller, B.(2011) in Andenas and Baasch Andersen, Theory and Practice of Harmonisation. , Harmonised Legal Framework for Carbon Trading
- Zeller B. (2011) in Schwenzer and Spagnolo (ed) State of Play, the 3rd annual MAA Schlechtriem CISG Conference, Eleven International Publishing The UNIDROIT Principles of Hardship and the Application of Article 79 CISG: Are they Compatible?
- Zeller B, (2010) in Schwenzer and Spagnolo (ed) Towards Uniformity, the 2nd annual maa Schlechtriem CISG Conference, Eleven International Publishing, Facilitating Regional Economic Integration, ASEAN, ATIGA and the CISG
- Zeller, B. (2009) in Janssen and Meyer (ed) "Methodology of CISG" Sellier European Law Publishers
- Zeller, B. (2008) in, Camilla Andersen and Ulrich Schröter, Festschrift for Albert H Kritzer on his 80th Birthday, Commodity Sales and the CISG, pp. 627 -640
- Zeller B.& Gerry Box, (2008) Chapter 6: Delivery, Shipment, and Insurance, in: Albert H. Kritzer / Jarno & Jessica Vanto / Sieg Eiselen eds., International Contract Manual, vol. 1, Thomson West (2008),
- Zeller B (2007) in John Felemegas (ed) An International Approach to the Interpretation of the United Nations Convention on Contracts for the International Sale of Goods (1980) as Uniform Sales Law, Cambridge University Press, Chapters/Articles 76, 47/49, 63/54, 77,
- Zeller B (2005) "The CISG in Australasia - An Overview" in Franco Ferrari (ed.), Quo vadis CISG?, Brussels/Paris/Munich: Bruylant/FEC/Sellier European Law Publishers, 2005). Pp. 293-323.

## Articles- Refereed:

- Zeller B, (2012) When is a fixed sum not a fixed sum but a penalty clause, Journal of Law and Commerce Vol 30 No 2.
- Haining, K. & Zeller, B., (2010) Can Separability Save Kompetenz-Kompetenz When there is a Challenge to the Existence of a Contract.? (2010) 76 Arbitration No 3, 493-502.
- Zeller, B., (2010) Article 79; revisited. Vindobona Journal of International Commercial law and Arbitration
- Zeller, B. (2011) Penalty Clauses: Are They Governed by the CISG? Pace International Law Review, Vol 23 Winter 2011, 1 to 14.
- Zeller B. (2011) INTELLECTUAL PROPERTY RIGHTS AND THE CISG ARTICLE 42. Vindobona Journal of International Commercial law and Arbitration, 123-138
- Mohs F. & Zeller B. (2006) Penalty and Liquidated Damages Clauses in CISG Contracts Revisited, MEALEY'S International Arbitration Report Vol 21 #6, pp 1-5
- Zeller B. (2006) Internationalisation and the Teaching of Contract Law, "61st Annual Australian Law Teachers Association Conference published conference papers

## DR. RISHAM GARG

Assistant Professor of Law,

Research Director, Centre for Transnational Commercial Law (CTCL),  
National Law University, Delhi.

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[ctcl@nludelhi.ac.in](mailto:ctcl@nludelhi.ac.in)



Dr. Risham Garg holds a Doctor of Laws (LL.D.), doctoral research degree, on International Contracts & UN CISG Convention. He currently teaches courses on 'Bankruptcy Insolvency & Restructuring' and 'Transnational Commercial Laws' in the LLM programme; he also teaches core & seminar courses in the BA.LLB. (Hons.) program on Law of Contracts, Sale of Goods, Private International Law.

He is continuing with the National Law University Delhi as a regular faculty member since 2009. He has previously worked as a Lecturer at the Amity Law School, (IP University Delhi) for over six years during 2002-2009. He has been a visiting faculty at the Indian Institute of Corporate Affairs (IICA), National Law University Odisha Cuttack, the Indian Law Institute, Amity Business School Noida. He has also acted as a consultant to the Directorate of Legal Education of the Bar Council of India.

He has been involved in publishing and presenting research papers on contemporary issues in commercial laws and active participation in consultations in various forums. He acts as an Arbitrator at the Willem C. Vis International Commercial Arbitration Moot on the International Sale of Goods (CISG Convention) at Vienna and at Hong Kong; and also at the India rounds of the Vis Pre-Moot. He has been a Visiting Research Scholar at UNCITRAL, Vienna, Austria in 2007.

Recently he organized an MHRD GIAN Course on Comparative Contract Law & Practice, during May 12-22, 2016. This course was conducted by Professor Stefan Vogenauer, Managing Director of the Max Planck Institute for European Legal History and former Director of the Oxford Institute of European and Comparative Law (2004-2015). <http://nludelhi.ac.in/news2.aspx?id=121>.

He has also organized a one-day seminar on 'Bankruptcy Laws & Cross-Border Insolvency in India- The way ahead, on 14<sup>th</sup> May 2016. <http://nludelhi.ac.in/news2.aspx?id=122>

**Areas of interest:** Transnational Commercial Laws, Private International Law, Law of Contracts & Sale of Goods, Financial Regulation, Bankruptcy Insolvency & Restructuring.



## TEACHING METHOD

The teaching method will be primarily via lecture. However, students will be expected to answer questions on the assigned readings and to engage in a discussion of the course material. In particular, the assigned readings will include court decisions, arbitral awards, and hypothetical or practical problems that the students will be expected to analyse and discuss in class.

## COURSE DURATION

10th - 23rd October, 2016

## CREDITS

The course is credit based. Candidates will earn TWO Credits upon successful completion of this course, as per MHRD Guidelines on GIAN. Participants will have to identify a compatible course from their institution to be able to transfer the credits, they will have to process applications in their respective institutions.

## DEADLINES

Registration form, along with the latest CV, to be emailed to [ctcl@nludelhi.ac.in](mailto:ctcl@nludelhi.ac.in)

Faculty/students from academic institutions are also required to send a copy of their current valid Identity card or a bonafide certificate from their institution.

Last date of submission of application: 1<sup>st</sup> September, 2016.

Short-listed candidates will be intimated by the 10th September, 2016.

The maximum number of participants will be limited to fifty only.

As per GIAN Guidelines, candidates of the host institution can fill a maximum 50% of the total seats.

In the event that the number of applications received exceed 50, a selection criteria identified by the University shall be adopted to shortlist the participants; increasing the no. of seats may also be considered.

## YOU SHOULD ATTEND IF YOU ARE A

- Law students at all levels (BA LLB/LLB/LLM/JD/JSD/PhD);
- Faculty from law schools, universities, colleges and institutions of higher education;
- Lawyers, In-house counsels;
- Professionals from industry involved in transnational commercial law practice.

## FEES

The participation fees for taking the course is as follows:

**A. Participants from outside India: US \$400/-**

**B. Professionals/Lawyers/Non-Academics (without accommodation): Rs. 20,000/-**

**C. Students from academic institutions requiring accommodation (excluding food): Rs. 10,000/-**

**D. Faculty/Students from academic institutions not requiring accommodation: Rs. 5,000/-**

**E. Faculty and Students from National Law University, Delhi: No Fee**

*The above fee includes all instructional materials, classes and internet facility. The participants will be required to pay separately for food/meals. Accommodation may be provided within the University campus only in case of availability, which will be in limited numbers. Preference shall be given to faculty members and outstation candidates.*

Demand draft to be made in favour of: - Registrar, National Law University, Delhi, payable at Delhi.  
**Superscribe on the envelope "MHRD GIAN Course on Cross-Border Business Laws and Practice"**

Venue: National Law University-Delhi, Sector 14, Dwarka, New Delhi, India – 110078.

[www.nludelhi.ac.in](http://www.nludelhi.ac.in)



## PROGRAMME SCHEDULE

<p><b>Day 1 Monday 10<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Introduction to Cross- Border Business Law</li> <li>- Case study on Cross- Border Legal Issues</li> </ul>	<p><b>Day 2 Tuesday, 11<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Choice of Law, Applicable/ Governing Law</li> <li>- Which law applies? Contract?</li> <li>- Procedural &amp; substantive law</li> </ul>
<p><b>Day 3 Wednesday, 12<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Principles of jurisdiction &amp; enforcement</li> <li>- Jurisdiction Agreements; Cross-border enforcement in commercial matters</li> <li>- HCCH 40: Principles on Choice of Law in International Commercial Contracts 2015</li> <li>- HCCH Choice of Courts convention 2005</li> <li>- Case Study on the application of foreign law</li> </ul>	<p><b>Day 4 Thursday, 13<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Introduction to Maritime Law</li> <li>- Conventions on International Carriage of Goods by Sea- Hague, Hamburg, Rotterdam</li> <li>- Carriage of Goods by Sea Act, 1925 India</li> <li>- Case Study on 'Himalaya' clause</li> </ul>
<p><b>Day 5 Friday, 14<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- International Business Dispute Resolution</li> <li>- Commercial Division Commercial Appellate Division of High Courts &amp; Commercial Courts Act, 2015</li> </ul>	<p><b>Day 6 Friday, 15<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Workshop on Vis Moot</li> <li>- Mock Case on Transnational Commercial Law</li> <li>- Differentiating cross border enforcement in litigation compared to arbitration?</li> <li>- Separability issue and the selection of a seat</li> </ul>
<p><b>Day 7 Monday 17<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- CISG and Common Law: Australian Experience</li> <li>- Interpretation of Article 8: Is it Consistent with the function of the Global Jurisconsultorium?</li> <li>- Case Study of CISG in Australia- Contract Formation; Conformity of Goods</li> </ul>	<p><b>Day 8 Tuesday 18<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Recent Developments of the CISG: Are Regional Developments the Answer to Harmonisation?</li> <li>- Commercial Morality in the CISG- – How Do we Spin Good Faith</li> <li>- Case Study of CISG: Is the CISG the Perfect Tool to Manage Cross Border Legal Risks</li> </ul>
<p><b>Day 9 Wednesday 19<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- CISG remedies; Damages, Avoidance</li> <li>- Case Study on Damages; Avoidance</li> </ul>	<p><b>Day 10 Thursday 20<sup>th</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Incoterms; Documentary Credits</li> <li>- Contract formation through Email- The E-contracts convention; Case study on e-contracts</li> </ul>
<p><b>Day 11 Friday 21<sup>st</sup> October 2016</b></p> <ul style="list-style-type: none"> <li>- Selected contemporary legal issues</li> <li>- Attorney fees</li> <li>- confidentiality and exclusivity agreements</li> <li>- Agency and Distribution Agreements</li> <li>- Final discussion &amp; winding up of the course.</li> </ul>	<p><b>Saturday 22<sup>nd</sup> October 2016</b> Test</p>

**CLASS TIMINGS 2:30-3:30pm, 3:45-4:45pm, 5-6pm**

Local GIAN Coordinator  
**Prof. (Dr.) G.S.Bajpai,**  
Registrar, NLU Delhi  
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Host Faculty & Course Coordinator  
**Dr. Risham Garg**  
Assistant Professor of Law  
Research Director, Center for Transnational Commercial Law (CTCL),  
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<http://nludelhi.ac.in/pep-fac-new-pro.aspx?Id=37>  
[ctcl@nludelhi.ac.in](mailto:ctcl@nludelhi.ac.in); <http://nludelhi.ac.in/res-ctcl.aspx>

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**'Cross Border Business Laws and Practice'**

October 10- 23, 2016

Under the Global Initiative of Academic Network (GIAN),  
Ministry of Human Resource Development, Government of India

Organised by  
Centre for Transnational Commercial Law (CTCL)  
**National Law University, Delhi,**  
**Dwarka Sector-14, Delhi-110078**

**Registration Form**

<b>Name:</b>		<b>Photo</b>
<b>Designation and Institution/Roll No.</b>		
<b>Address:</b>		
<b>Email ID:</b>		
<b>Mobile No.:</b>		
<b>Accommodation (Y/N)</b> (only for outstation candidates)		
<b>Demand Draft No. and Bank, Date of Issue</b>		
<b>Amount:</b>		

Attach a copy of the Institution ID Card.

Demand Draft to be made in favour of: - Registrar, National Law University Delhi, and made payable at Delhi.

Superscribe on the envelope "GIAN Course on Cross-Border Business laws and practice"

**Declaration:** I hereby agree to pay the above mentioned registration charges and declare that the information provided above is true.

**Signature**