



COURSE MANUAL

Cross-Border Transactions and Dispute Resolution

L-EL-1180

Course Instructor:
Nikolaos Voutyrakos

Elective course
FALL 2026
(AY2026-27)

This document is prepared by the course instructor and contains basic information relevant to the execution of the course. It is the official record for all intents and purposes as far the elective course, *Cross-Border Business Transactions and Dispute Resolution*, is concerned.

This course manual can be used as a general guide to the subject. However, the instructor can modify, extend or supplement the course (without tampering its basic framework and objectives) for the effective and efficient delivery of the course. Nonetheless, the instructor will provide the students with reasons for such changes.

Part I

Course Title: **Cross-Border Business Transactions and Dispute Resolution**

Course Code: **L-EL-1180**

Course Duration: **One Semester (14 weeks)**

No. of Credit Units: **4 credits**

Level: **UG**

Medium of Instruction: **English**

Pre-requisites: **ADR, Law of Contract, Company law I**

1. Course Description

In the contemporary global economy, the purely domestic legal issue is a rarity. The modern legal professional is now, by default, an international practitioner. Whether advising on a multinational supply chain, a foreign investment, a cross-border data flow, or a simple international sale of goods, lawyers are immediately confronted by a complex, overlapping, and often conflicting web of legal regimes.

A specialized understanding of how to navigate this international legal architecture is no longer a niche skill but an essential, practical component of modern, business-related legal practice. This course is designed to provide a comprehensive and practical framework for mastering this environment. It moves beyond the confines of any single legal system to address the fundamental questions at the heart of transnational commerce: How are international deals structured for legal predictability? And what practical mechanisms are available to resolve disputes when they inevitably arise across borders?

To achieve this, the course is structured around the complete lifecycle of a cross-border transaction, from strategic planning to crisis management. It is built upon four interconnected pillars:

1. **Private International Law (PIL):** The course first examines the foundational rules of the game that determine legal predictability. It focuses on the sophisticated EU framework (Brussels I-bis, Rome I, and Rome II Regulations) to strategically determine jurisdiction and the applicable law for both contractual and non-contractual obligations.
2. **International Sale of Goods:** It then delves into the substantive law of international sales, exploring the key instruments that govern global commerce. This includes the UN Convention on the International Sale of Goods (CISG), the flexible UNIDROIT Principles of International Commercial Contracts (UPICC), and the critical trade language of INCOTERMS 2020®.
3. **Cross-Border Corporate Insolvency:** The course confronts one of the most significant crises in international business: multinational corporate collapse. Students will analyse the primary tools for bringing order to this chaos, including the UNCITRAL Model Law on Cross-Border Insolvency and the European Insolvency Regulation.

4. **International Commercial Arbitration:** The final pillar focuses on resolving disputes, with a strong emphasis on advanced issues in International Commercial Arbitration. This module moves beyond foundational principles to address complex challenges such as arbitrator conflicts (using the IBA Guidelines), the enforcement of foreign arbitral awards under the New York Convention, and the interplay between domestic courts and arbitral tribunals .

This course is not a traditional comparative law survey. Its focus is relentlessly practical. Students will be equipped to apply these regulations, international conventions, model laws, and soft-law regimes to solve complex, real-world problems.

2. Course Aims

The aim of this course is to offer both theoretical and practical insights to the students, making them realise the globalization component now entrenched in most types of transactions. After this course, the students will be able to easily navigate in the *a priori* chaotic field of private international law and transnational business transactions, thereby being able to acquire ample understanding in very contemporary fields like cross-border insolvency, international sale of goods and international dispute resolution, including international commercial and investment arbitration. In other words, this course aims to acquaint the students with the rules of jurisdiction and private international commercial law. It endeavours to equip students with the ability to determine the governing law as per the rules of private international law in situations wherein courts and tribunals are presented with the opportunity to decide on international commercial disputes. In doing so, the course will focus on the most contemporary and progressive jurisdictions, such as the EU and the UK, alongside some regimes which are international in nature. Bear in mind this is NOT a comparative law class, hence the focus will be to actually apply the principles and rules taught and not just to compare equivalent regimes of specific countries. Also, emphasis is given to soft law regimes, such as UNCITRAL Model Law (both for Arbitration and for Insolvency law), as well as the UNIDROIT Principles and INCOTERMS.

3. Teaching Methodology

- Lecture method
- Readings

- Problem-solving
- Reasoning for judgments
- Presentations by students on advanced Cross-Border Transactions issues

Part III

Grading of Student Achievement

Of the total score required to pass this course, the student shall obtain a minimum of 40% in the course work (i.e., combined score of internal assessments and end-semester examination).

Grade Sheet

PERCENTAGE OF MARKS	GRADE	GRADE VALUE	GRADE DESCRIPTION
80 and above	O	8	Outstanding – Exceptional knowledge of the subject matter, thorough understanding of issues; ability to synthesise ideas, rules and principles and extraordinary critical and analytical ability
75 – 79	A+	7.5	Excellent - Sound & thorough knowledge of the subject matter; ability to synthesise ideas, rules and principles and critical and analytical ability
70 – 74	A	7	Very Good - Sound knowledge of the subject matter, excellent organizational capacity, ability to synthesise ideas, rules and principles, critically analyse existing materials and originality in thinking
65 – 69	A-	6	Good - Good understanding of the subject matter, ability to identify issues and provide balanced solutions to problems
60 – 64	B+	5	Fair – Average understanding of the subject matter, limited ability to identify issues and provide solutions to problems and reasonable critical and analytical skills
55 – 59	B	4	Acceptable - Adequate knowledge of the subject matter to go to the next level of study and reasonable critical and analytical skills.
50 – 54	B-	3	Marginal - Limited knowledge of the subject matter and irrelevant use of materials, poor critical and analytical skills

PERCENTAGE OF MARKS	GRADE	GRADE VALUE	GRADE DESCRIPTION
40 – 49	P	2	Pass – Pass with rudimentary understanding of the subject matter
Below 40	F	0	Fail - Poor comprehension of subject matter; poor critical and analytical skills and marginal use of the relevant materials; will require repeating the course
Incomplete	I	0	Incomplete - “Extenuating circumstances” preventing the student from taking the end-semester, or re-sit, examination as the case may be; the Vice Dean (Examinations) at their discretion assign the “I” grade. If an “I” grade is assigned, the student would appear for the end-semester, or re-sit examination, as the case may be, as and when the subsequent opportunity is provided by the University.

5. Criteria for Student Assessments

Assessment	Weightage	Remarks
In-class presentations	20	Topics are at the end of the course manual (pp. 14-15), and students will have a week to select their topics. 3 students will be handling each topic and will have 30 minutes to complete the presentation at the selected day. Students will have to individually submit 3 topic preferences to me and my TA, and the student to have first opted for a topic will be allotted it (deadline for topic bidding: 16/8/2026). The presentations will take place after the teaching of the respective module is finished (e.g., presentations on Cross-Border Insolvency topics will be done all together right after the Cross-Border Insolvency module is taught).
Viva	30	During week 8, there will be a viva. The syllabus will be Modules 1 (Private International Law) and 2 (International Sales Law). Both theoretical and practical questions will be asked. The exact time and venue will be communicated to the class closer to the date.

Assessment	Weightage	Remarks
Moot Court	20	Students will be divided into two teams (Claimant v Respondent), and they will be required to present their respective case before an arbitral tribunal. Different roles will be assigned to the members of the teams (opening statements, direct examination, cross-examination, closing statements, with one member in each team being the witness who will be directly examined and cross-examined during the hearing). The moot court problem will be shared with the students during week 8 (right after the viva), and the hearing will take place during the final week of the semester.
End term examination (compulsory)	30	The end-term will be a 90-minute exam, with doctrinal and practical questions, which typically takes place during the last class of the semester (unless otherwise decided institutionally). Students will have options in the open-ended theoretical questions (10 marks) and will have to answer a compulsory problem question (20 marks).

Part IV

Course/Class Policies

Academic Integrity and Honesty

Learning and knowledge production of any kind is a collaborative process. Collaboration demands an ethical responsibility to acknowledge who we have learnt from, what we have learned, and how reading and learning from others have helped us shape our own ideas. Even our own ideas demand an acknowledgement of the sources and processes through which those ideas have emerged. Thus, all ideas must be supported by citations. All ideas borrowed from articles, books, journals, magazines, case laws, statutes, photographs, films, paintings, etc., in print or online, must be credited with the original source. If the source of your idea is a friend, a casual chat, something that you overheard, or

heard being discussed at a conference or in class, even they must be duly credited. If you paraphrase or directly quote from a web source in the examination, presentation or essays, the source must be acknowledged. The university has a framework to deal with cases of plagiarism. All form of plagiarism will be taken seriously by the University and prescribed sanctions will be imposed on those who commit plagiarism.

Disability Support and Accommodation Requirements

JGU endeavours to make all its courses accessible to students. All students with any known disability needing academic accommodation are required to register with the Disability Support Committee dsc@jgu.edu.in. The Committee has so far identified the following conditions that could possibly hinder student's overall well-being: physical and mobility-related difficulties; visual impairment; hearing impairment; medical conditions; specific learning difficulties, e.g. dyslexia; mental health.

The Disability Support Committee maintains strict confidentiality of its discussions. Students should preferably register with the Committee during the month of June/January as disability accommodation requires early planning. DSC will approve of and coordinate all disability-related services, such as appointment of academic mentors, arranging infrastructural facilities, and course-related requirements such as special lectures, tutorials and examinations.

All faculty members are requested to refer students with any of the above-mentioned conditions to the Disability Support Committee for addressing disability-related accommodation requirements.

Safe Space Pledge

This course may discuss various issues and events that might distress some students or provoke strong emotional responses. To ensure that all students collectively benefit from the course and do not feel disturbed due to either the content of the course or the conduct of the discussions. Therefore, it is incumbent upon all within the classroom to pledge to maintain respect towards our peers. This does not mean that you need to feel restrained about what you feel and what you want to say. Conversely, this is about creating a safe space where everyone can speak and learn without inhibitions and fear. This responsibility lies not only with students, but also with the instructor.

Plagiarism

The University rules regarding plagiarism will apply. Students are expected to be familiar with and adhere to university policies in relation to plagiarism. A case of plagiarism will result in F for the course.

Laptops and Similar Gadgets

As needed for classroom-related purposes

Part V

Keyword Syllabus

Business transactions; Dispute Resolution; Private International Law; Conflict of Laws; International Jurisdiction; Applicable Law; Recognition and Enforcement; Cross-Border Insolvency; International Sale of Goods; International Commercial Arbitration.

Weekly Plan

Week	Topics
1.	Introduction to Cross-Border Transactions <ul style="list-style-type: none">• RATIONALE OF DOING BUSINESS ACROSS BORDERS• BUSINESS RISKS WHEN TRANSACTING ABROAD• OVERLAPPING LEGAL REGIMES IN CROSS-BORDER TRANSACTIONS
2.	Module 1 Private International Law <ul style="list-style-type: none">• Jurisdiction agreements and applicable law clauses• Recognition and enforcement of foreign judgments
3.	Module 1 Private International Law <ul style="list-style-type: none">• Regulation (EU) no 1215/2012 on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial Matters (Brussels Ibis – recast Regulation)• Problems with determining applicable law to contractual and non-contractual obligations
4.	Module 1 Private International Law <ul style="list-style-type: none">• Rome I Regulation no 593/2008 on the Law Applicable to Contractual Obligations• Rome II Regulation no 864/2007 on the Law Applicable to Non-Contractual Obligations

5.	<p>Module 2 International Sale of Goods</p> <ul style="list-style-type: none"> • Module 1 revision • Opportunities and complications in international sales of goods • Vienna Convention on the International Sales of Goods 1980 (CISG)
6.	<p>Module 2 International Sale of Goods</p> <ul style="list-style-type: none"> • UNIDROIT Principles on International Commercial Contracts 2016 • International Commercial Terms (INCOTERMS) 2020.
7.	<ul style="list-style-type: none"> • Module 2 revision • MODULE 1 & 2 PRESENTATIONS (1)
8.	<ul style="list-style-type: none"> • MODULE 1 & 2 PRESENTATIONS (2) • VIVA (27/3)
9.	<p>Module 3 Cross-Border Insolvency</p> <ul style="list-style-type: none"> • Introduction to Insolvency Law • Introduction to Cross-Border Insolvency Law • UNCITRAL Model Law on Cross-Border Insolvency 1997
10.	<p>Module 3 Cross-Border Insolvency</p> <ul style="list-style-type: none"> • European Insolvency Regulation (Recast) 2015/848 • MODULE 3 REVISION
11.	<p>Module 3 Cross-Border Insolvency</p> <ul style="list-style-type: none"> • MODULE 3 PRESENTATIONS
12.	<p>Module 4 International Commercial Arbitration</p> <ul style="list-style-type: none"> • Pre-arbitral stage • Arbitral stage (conduct of arbitral proceedings)
13.	<p>Module 4 International Commercial Arbitration</p> <ul style="list-style-type: none"> • Post-arbitral stage (annulment & enforcement of foreign arbitral awards) • MODULE 4 PRESENTATIONS (1)
14.	<ul style="list-style-type: none"> • MODULE 4 PRESENTATIONS (2) • MOOT COURT <p>[NOTE: There shall be teaching classes scheduled during the fourteenth week subject to the JGU Academic Calendar circulated by the Office of the Registrar, JGU and any official declaration of non-working days by the JGU Registrar.]</p>

Reading Materials

There is not an all-inclusive textbook covering the entirety of the syllabus. Hence, the instructor will provide the students with relevant material, which will give them a good first understanding of the notions discussed in class. But, of course, since this is an Elective course, students are urged to NOT be limited or constrained by the material shared, not only for the internal and external examination but also to be able to better cope with class discussions throughout the semester.

Prior reading of this material before the lectures is not strictly required, but based on past experience, it is advisable that students consult at least one of the sources shared by the instructor, as well as the black letter of the (hard/soft) law, which will be discussed, which will make their in-class experience much smoother.

Week	Topic and Description	• Reading Materials
1	<p>Introduction to Cross-Border Business Transactions</p>	<p>Core reading:</p> <ul style="list-style-type: none"> • R. Fentiman, International Commercial Litigation (2nd edn, OUP 2015), ch. 1. <p>Suggested reading:</p> <ul style="list-style-type: none"> • L. C. Wolff, The Law of Cross-Border Business Transactions: Principles, Concepts, Skills (2nd edn, Wolters Kluwer 2018), ch. 1.
2-4	<p>Module 1: Private international law (determination of jurisdiction, applicable law and the recognition and enforcement of foreign judgments):</p> <p>This module would discuss the rules to assess the jurisdiction when the courts of an EU Member-State are presented with an opportunity to decide over</p>	<p>Core readings:</p> <ul style="list-style-type: none"> • Regulation (EU) no 1215/2012 on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial Matters (Brussels Ibis – recast Regulation) <i>per</i> eurlex.europa.eu • Rome I Regulation no 593/2008 on the Law Applicable to Contractual Obligations <i>per</i> europa.eu/legislation • Rome II Regulation no 864/2007 on the Law Applicable to Non-Contractual Obligations <i>per</i> europa.eu/legislation • L. Merrett, The Enforcement of Jurisdiction Agreements Within The Brussels Regime, (2006) 55.2 ICLQ 315. • Peter Nygh, Autonomy in International Contracts (Clarendon Press 1999) 105-121; 199-234.

	<p>such a dispute. In this context, it would familiarise the students with the rules of jurisdiction and conflicts of law in the EU, mainly focusing on Regulations Brussels Ibis, Rome I and Rome II.</p>	<p>Suggested readings:</p> <ul style="list-style-type: none"> • S. Symeonides, Choice of law (OUP 2016) • G. van Calster, European Private International Law (2024) • Collins (ed) Dicey, Morris and Collins on the Conflict of Laws: Vol. 1, pp. 464-481; 541-549 (2012) • Collins (ed) Dicey, Morris and Collins on the Conflict of Laws: Vol. 2, pp. 1775-1900 (2012) • Magnus & Mankowski, Rome I Regulation Commentary (2009) • Ahern & Binchy, Rome II Regulation Commentary (2009)
<p>5-7</p>	<p>Module 2: International sales law</p> <p>Having established the pertinent choice of forum and choice of law issues, focus will be shifted to what that law chosen by the parties usually is. And in cross-border transactions, it is quite common that the law chosen by the parties is not the domestic law of either party. Specifically, this module will focus on three instruments used by parties in the context of contract formation as applicable laws or as tools supplementing their applicable law. The documents that will be discussed here are the Vienna Convention on the</p>	<p>Core readings:</p> <ul style="list-style-type: none"> • Schwenger (ed), Schlechtriem and Schwenger Commentary on the UN Convention on the International Sale of Goods (CISG) (2010), pp. 398-427 • Herbert Kronke, International Uniform Commercial Law Conventions: Advantages, Disadvantages, Criteria for Choice, 5 Unif. L. Rev. n.s. 13, 22 (2000) • UNIDROIT Principles on International Commercial Contracts (2016) read along with UNIDROIT Principles of International Commercial Contracts 2010 (2011), Official Commentary • Henry Deeb Gabriel, Toward Universal Principles: The Use of Non-Binding Principles in International Commercial Law, 17 Int'l Trade & Bus. L. Rev. 241 (2014). <p>Suggested reading:</p> <ul style="list-style-type: none"> • Michael Joachim Bonell, Towards a Legislative Codification of the UNIDROIT Principles, 12 Unif. L. Rev. n.s. 233, 246 (2007)

	International Sales of Goods 1980 (CISG), the UNIDROIT Principles on International Commercial Contracts 2016, and the International Commercial Terms (INCOTERMS) 2020.	
8-10	<p>Module 3: Cross-Border Insolvency Law</p> <p>Students will be introduced to the complicated framework of cross-border insolvency law. The main focus will be on the UNCITRAL Model Law on Cross-Border Insolvency 1997, and the Recast EU Regulation on Cross-Border Insolvency 2015/848.</p>	<p>Core readings:</p> <ul style="list-style-type: none"> • Janis Sarra, Stephan Madaus & Irit Mevorach, Chasing assets abroad: Ideas for more effective asset tracing and recovery in cross-border insolvency, 32 International Insolvency Review (2023) 253. • Antonio Leandro, Insolvency, jurisdiction and vis attractiva, Encyclopedia of Private International Law (2017) 947. • Dario Latella, The “COMI” Concept in the Revision of the European Insolvency Regulation, 11(4) European Company and Financial Law Review (2015) 1. • Gerard McCormack (2014). BANKRUPTCY FORUM SHOPPING: THE UK AND US AS VENUES OF CHOICE FOR FOREIGN COMPANIES. 63 International and Comparative Law Quarterly 815. <p>Suggested readings:</p> <ul style="list-style-type: none"> • L. C. Ho, Cross-Border Insolvency: Principles and Practice (Sweet and Maxwell 2016). • V. Finch, Corporate Insolvency: Perspectives and Principles (3rd edn, 2017).
11-13	<p>Module 4: International Commercial Arbitration</p> <p>Students will explore advanced issues of</p>	<p>Core reading:</p> <ul style="list-style-type: none"> • Nigel Blackaby, Constantine Partasides, et al. (eds), Redfern and Hunter on International Arbitration, chapters 2, 3, 7, 10, 11. <p>Suggested readings:</p>

<p>international commercial arbitration, with particular focus on the UNCITRAL Model Law on International Commercial Arbitration 1985, and the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards 1958.</p>	<ul style="list-style-type: none"> • G. Born, <i>International Arbitration: Law and Practice</i> (Kluwer, 2nd edn, 2015). • H. Kronke, P. Nacimiento et al. (eds), <i>Recognition and Enforcement of Foreign Arbitral Awards: A Global Commentary on the New York Convention</i>, (Kluwer Law International 2010). • M. Paulsson, <i>The 1958 New York Convention in Action</i> (Kluwer Law International 2016). • R. Fentiman, <i>The Scope of Transnational Injunctions</i>, 11 NZJPIL (2013) 323.
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Part VI Presentation topics¹

1. Private International Law & International Sales Law (modules 1 & 2)

- a. Forum non conveniens and its jurisprudential application – focus on UK and USA
- b. Forum and Law Shopping in International Commercial Law
- c. Jurisdiction and applicable law in crypto-assets disputes – Case study: *Ion Sciences v Persons Unknown* (2020)
- d. The role of Business & Human Rights (ESG) in Private International Law?
- e. AI liability under Rome II Regulation: Determining *lex loci damni* for autonomous agents
- f. Force majeure & contract frustration in international sales law – theoretical issues and how the CISG and the UNIDROIT Principles deal with them

2. Cross-Border Insolvency (module 3)

- a. Assessing the efficiency of the UNCITRAL Model Law on Cross-Border Insolvency (1997) and the European Insolvency Regulation Recast (2015/848)
- b. Cross-Border Insolvency in the digital age – the case of crypto-exchange insolvencies
- c. Forum shopping in cross-border insolvency – ‘Bankruptcy tourism’ and COMI migration
- d. Arbitration and Insolvency: friends or enemies?

¹ 3 students per topic. The deadline for topic selection is **Sunday, 15 February 2026**.

- e. Insolvencies of group enterprises

3. International Commercial Arbitration (module 4)

- a. Enforcing arbitral awards which have been set aside by the courts of the seat
- b. Bribery, corruption and money laundering in International Arbitration
- c. International Commercial Courts or International Commercial Arbitration? The way forward.
- d. Third-party funding in International Arbitration – commercial and legal perspectives.
- e. The ‘robot arbitrator’ – the potential role of AI as a decisionmaker
- f. The role of sanctions in International Arbitration

Part VII Treaties and Conventions covered

- International Chamber of Commerce INCOTERMS 2020
- Regulation (EC) on the Law Applicable to Contractual Obligations [Rome I] (2008) *per* eur-lex.europa.eu
- Regulation (EC) on the Law Applicable to Non-Contractual Obligations [Rome II] (2007) *per* eur-lex.europa.eu
- Regulation (EU) no 1215/2012 on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial Matters (Brussels *Ibis* – recast) *per* eurlex.europa.eu
- Rome Convention on the Law Applicable to Contractual Obligations (1980) *per* europa.eu/legislation
- UNIDROIT Principles on International Commercial Contracts (2016)
- United Nations Convention on Contracts for the International Sale of Goods (Vienna Sales Convention) (CISG)
- UNCITRAL Model Law on Cross-Border Insolvency (1997)
- European Insolvency Regulation (EIR) 2015/848
- UNCITRAL Model Law on Recognition and Enforcement of Insolvency-Related Judgments (2018)
- UNCITRAL Model Law on Enterprise Group Insolvency (2019)
- ICSID Convention (1965)

- UNCITRAL Model Law on International Commercial Arbitration (1985)
- New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards (1958).