

## *Course syllabus*

### **European and International Harmonization of General Contract Law**

**Title of course in Hungarian:** A szerződési jog európai és nemzetközi szabályozása

**Language of instruction:** English

**Department:** Department of Civil and Roman Law

**Type of course:** *obligatory/elective*

**Level of programme:** MA (LLM)

**Number of lessons per week:** 2 hours/week

**Semester:** I./II.

**Credit point value:** 6

**Code of course:**

**Prior course(s) required:** -

**Course supervisor:** Dr. Ádám Boóc, PhD., Associate Professor, Head of Department

**Lecturer(s):** Dr. Ádám Boóc, PhD., Associate Professor, Head of Department

#### **Course description, purpose of the course:**

The course aims to give a general introduction into the process and rules of harmonization of general contract law both on the international and in the European level. Sources include the UNIDROIT Principles of International Commercial Contracts, the PECL and CFR, and a number of other sources of *lex mercatoria*. The course discusses both black-letter law and court application.

#### **Course outline, description of acquired knowledge, skills and competences:**

1. The importance and need for the harmonization of general contract law. The major international organization and institutions involved (UNIDROIT, UNCITRAL, the Lando Commission, etc.)
2. Sources of generally unified contract law and their standing in the hierarchy of norms. Application of *lex mercatoria* in general contract matters. Application as “law” versus incorporation by reference. The democratic legitimacy gap versus practical needs. The Rome I Regulation on the choice of non-state law.
3. The UNIDROIT Principles of International Commercial Contracts, the Principles of European Contract Law (PECL) and the Common Frame of References (CFR): objectives, drafting methods, institutional background
4. The structure and coverage of the UNIDROIT Principles, PECL and CFR. Conditions for application. Databases containing general international contract law provisions, court and arbitral application and jurisprudence.
5. General principles 1: freedom of contract, requirements as to form, *pacta sunt servanda*, interpretation of the norms
6. General principles 2: good faith, customs and practices, sending notice, definitions
7. General rules in the formation of contracts
8. Validity and invalidity: causes, legal consequences
9. Interpretational measures of the statements and other conduct of the parties
10. Constructing the contents of the contract
11. Performance
12. Non-performance, defective performance, breach of contract, legitimate excuses
13. Consequences of non-performance, defective performance or other breach of contract. Damages.

14. Returning general provisions in specific conventions drawn up by international organizations (e.g. UNCITRAL, UNIDROIT)
15. General contract law provisions in other lex mercatoria. General contract law provisions in internal civil/private law specifically relating to international business contracts.

**Interim course requirement(s):**

**Type of evaluation:** exam evaluation/course performance evaluation

**Method of evaluation:** \_written/oral exam

**Obligatory course materials:**

Course Compendium on International Commercial Arbitration – A selection of study material (legal sources, court decisions, studies) designed for the course by the course lecturer(s). The Compendium is aimed at the use of the LL.M.program students solely and is not intended for commercial circulation. A copy of the Compendium is available to every student in the program.

**Recommended additional sources:**

- *UNIDROIT Principles of International Commercial Contracts*, International Institute for the Unification of Private Law (UNIDROIT), Rome, 2010, 498 pages ISBN 88 -86449 -19-4.  
Available online:  
<http://www.unidroit.org/english/principles/contracts/principles2010/integralversionprinciples2010-e.pdf>
- Oser, David: *The UNIDROIT Principles of International Commercial Contracts – A Governing Law?* Martinus Nijhoff Publishers / Brill Academic, 2009, 184 pages ISBN 978-9004167896
- Association Henri Capitant (ed.): *European Contract Law - Materials for a Common Frame of Reference: Terminology, Guiding Principles, Model Rules*, Munich : Sellier European Law Publishers, 2008. 614 pages ISBN 978-3-86653-067-6
- P.S. Atiyah: *The Rise and Fall of Freedom of Contract*, Oxford [Oxfordshire] : Clarendon Press ; New York : Oxford University Press, 2003. 808 pages ISBN 9780198255277