Module descriptions 2015/16

This document contains the module descriptions for all modules offered under the LLM programme. They are up to date as of 18/09/2015, but we reserve the right to change the content of the module. More information about in which pathway different modules fall, as well as information about class-size caps or mutual exclusivity of modules will be advertised in due course.

With any questions, do get in touch with daniel.1.hogers@kcl.ac.uk / 020 7848 2265.

This document will be ordered as follows:

**Taught modules**

- 40 credits  p.2
- 20 credits  p.12

**Research and Practice Projects**  p.32
Taught modules

40 Credits

7FFLA001 ANALYTICAL AND QUANTITATIVE METHOD FOR LAWYERS (NON-LAW MODULE)

The course highlights a number of key pieces of theoretical knowledge and analytical skills required of law school graduates in legal practice, where effective argumentation and sound legal advice often depend on basic literacy in business administration. The course complements the traditional law school curriculum with the main purpose of equipping students with the basic theoretical knowledge and analytical skills of MBA graduates who are likely to become their major clients.

The course serves as a stand-alone learning experience and as a foundation for the students interested in the business-side of legal concepts studied under corporate law, international finance, M&A, securities regulation, and competition law, as well as for students interested pursuing alternative careers in investment banking or management consulting.

The course covers:

Strategic Decision-making: Independent and inter-dependent probabilistic analysis, decision-analysis, applied game theory, and comprehensive review of behavioural decision science and recent research in behavioural economics, including the work of Nobel laureate Daniel Kahneman.

Contracting Theory: Function of contracts and key elements of effective agreements, including risk allocation and incentive analysis of most common contracts such as construction and production contracts, principal-agent contracts, sale and lease of property contracts, financing contracts, and joint venture agreements.

Accounting: Double-entry bookkeeping, including construction and understanding of the balance sheet, the income statement and the statement of cash flows, and basic financial analysis.


In addition to exposing students to descriptive theory in these fields, the module provides prescriptive training to students. For example, in the Accounting unit, the students will learn the definitions and functions of balance sheet, but will also learn how to actually construct it, record ordinary business transactions, and interpret what the various entries mean. Similarly, in Finance unit, the students will study what the time value of money is, however they will also learn how to actually discount various cash flows and value financial assets.

No prior knowledge in any of the course units is required.

7FFLA007 COMPETITION LAW AND REGULATED NETWORK INDUSTRIES

The European Union has taken, and continues to take, significant measures designed to liberalise certain network-based sectors. In opening up those sectors to greater competition, the European Commission has delegated a wide range of regulatory powers to National Regulatory Authorities, who work closely with National Competition Authorities in order to achieve the optimum competitive balance most likely to be able to deliver consumer welfare. That balance is often very difficult to manage, especially the delicate matters of economic judgement that need to be made in relation to the legality of particular practices and the strategically important political initiatives that are undertaken in the affected sectors which can distort the competitive process between Member States.

The module takes an inter-disciplinary approach in exploring how the balance between law and economics on the one hand, and ex post and ex ante rules on the other, is struck, both at the
theoretical level and in its practical application across key sectors. You explore legal, economic and public policy principles that affect regulated sectors, and examine the application of those principles to specific sectors such as electronic communications, media, air transport and energy (gas and electricity). In addition, specialist subjects such as financial services, water and postal services are also often considered by guest lecturers.

Recent Article 102 TFEU case-law is particularly relevant here, as are a range of Sector Enquiries that have been conducted by the European Commission (often reflected in public consultations run at Member State level). Moreover, a growing body of administrative practice in the field of merger control explores how behavioural remedies can be applied in connection with mergers in the affected sectors, and the appropriate regulatory institutions that can best assure their proper implementation.

The object of the module is to prepare students for the sorts of issues likely to arise in their home jurisdictions and at Community level in these areas. Most importantly, there will be an emphasis on the evolutionary aspects of policymaking and competition law enforcement in these sectors, given the varying ownership structures and rules in different jurisdictions. As this is an advanced module, previous knowledge of competition law would clearly be preferred, but is not required.

The module is taught through lectures, primarily by leading practitioners specialising in the applications of competition law and regulation to particular sectors. The lectures are supplemented by specialist seminars delivered by economists and regulators, each of whom provides an alternative perspective on the problems already covered in the lectures. You are encouraged to actively engage with the issues being addressed. At least one Moot Court will be held on a topic of interest.

A three-hour written examination will be set. You will be able to answer by focusing on two specific areas of regulation, for example energy or communications regulation (although if students prefer to discuss more areas they can), but must also be able to respond to general analytical questions which cut across various regulated network sectors.

7FFLA009 ECONOMICS OF COMPETITION LAW

The overall aim is to ensure that students have an appreciation of the underlying economics employed in anti-trust cases. The emphasis is on the practical application of economics rather than pure theory. On completing the module, you should have an understanding of the economics used in anti-trust case analysis and be aware of both the strengths and weaknesses in its application both theoretically and empirically. A key aim is that you will have an understanding of the economic tools used by anti-trust economists and to be able to engage in a dialogue with these economists.

No previous knowledge of economics is required. Whilst much of the technical economic literature is mathematical, the module will not require an advanced knowledge of mathematics. The approach to formal theory will, as far as possible, be diagrammatical.

Given the extent of the material that needs to be covered, the bulk of the lectures are devoted to formal teaching, however the style will be both informal and interactive, questions are encouraged. The economics will be illustrated by reference to actual cases. By its nature the module proceeds by considering a series of building blocks which together make up the toolkit typically used by economists in anti-trust cases. The slides presented in each seminar will be posted in advance on KEATS (Moodle). In addition, a discussion forum will be set up so that students can ask questions (anonymously if preferred) which will be answered prior to the next seminar and posted on KEATS.

7FFLA010 NEW SYSTEMS OF COMPETITION LAW
The emergence of competition law as a global enterprise is a remarkable development in economic regulation. As recently as the 1980s, competition law was a serious concern in only a handful of jurisdictions. Today, approximately 125 jurisdictions have established competition laws, and over 110 of these have been enacted since 1990. Proficiency in competition law requires awareness of this dynamic international policy environment. Experience with old and new systems, alike, has supplied an especially informative subject for comparative study. In the years ahead, still more jurisdictions will create new competition law systems, and existing regimes will undergo major reforms.

This course addresses a number of aspects relating to the establishment and successful operation of new systems of competition law and policy. It will consider how the political and economic environment shapes and influences the objectives underpinning a competition law system, acquaint students with how various jurisdictions have defined substantive standards that govern matters such as dominant firm conduct, mergers, and agreements involving rival companies and examine how the design of competition policy institutions influences substantive policy outcomes and impacts on the interpretation of the laws. It will also consider how the institutional structure (and independence) of competition agencies may affect how companies and their legal advisers construct their arguments and in which fora (and to whom) they should raise them.

Both terms devote extensive attention to jurisdictions that have formed competition laws as part of a larger program of economic reform to facilitate greater reliance on market mechanisms. The first part of the course will focus more closely on system and institutional design. The second part will focus more deeply on the experience of a few carefully selected jurisdictions, to include China, India, Russia, Brazil, Israel and Hungary, considering how the factors discussed in the first part have influenced the introduction and development of the competition law regime in those jurisdictions.

7FFLA011 EU STATE AID & STATE REGULATION LAW

The EU regulation of public undertakings and EU state aid law are increasingly important parts of EU competition law. The case law at national and European levels is growing in both number and importance, particularly of late. The reasons for this increasing focus on public intervention in the economy are numerous and varied but they primarily relate to the impact of such intervention on the completion of the internal market and the current liberalization and privatization processes. The module focuses on the relevant provisions of the Treaty, most notably Articles 86, 87 and 88; analysing them (and the resulting case law/ decisions) through various legal, political and economic prisms. For more details please see the module outline at the bottom of this page. No previous knowledge of the subject is required.

The module is taught in seminars; you are encouraged to actively engage with the issues being addressed.

7FFLA013 SOVEREIGNTY: ORIGINS, LEGACIES AND PROSPECTS OF A CONTESTED CONCEPT

Rarely any other notion has become so widely discussed, challenged, dismissed or re-enacted as that of ‘sovereignty’. At a time, where a militant group – Islamic State – occupies a territory larger than the UK (or, Texas), maintains a sophisticated accounting system to budget and calculate its earnings and expenditures, at a time, where two private companies – Google and Facebook – administer more personal data than any state government, and at a time, where questions abound who is politically competent to govern global risks such as climate change, security, poverty or terrorism, the concept, promise (or, illusion?) of ‘sovereignty’ is on every agenda.

By focusing on sovereignty, this year-long seminar module explores one of the most contested concepts of modern political thought. Sovereignty is a term that has forever resisted a unifying and exhaustive definition. In light of the historical and diverse political roots of the concept, the seminar will investigate European and Global sovereignty discourses from the Middle-Ages to the present.
Particular emphasis will be placed on different connotations of the concept as we study political, legal, economic and cultural sovereignty.

The seminar is conceptualized to introduce students to the wide range of theories and positions around the theme and concept of sovereignty. Despite its contested contours and in the absence of a satisfying definition, the concept has long been of central relevance in domestic governance struggles (involving the tension between church and state, between nobility and bourgeoisie or between state and ‘free’ markets), in International Law and International Relations, in Global Governance and in debates around global justice and global ethics. The seminar will help students identify the theoretical background as well as the timely and practical currency of the concept in different fields of law, politics, philosophy and culture.

The seminar is taught on a weekly basis in both the Autumn 2015 and Spring 2016 semesters. However, as the module is convened once a month together with the ‘Transnational Law Reading Laboratory’, at which all participants are expected to have read a (short) monograph-length book, one of the weekly Sovereignty seminar sessions per month is suspended to give extra time for reading.

The Module leads up to an international conference from 24-25 March 2016 which will bring world renowned scholars in legal and political theory, sociology and philosophy to London to discuss the fate of the contested notion of Sovereignty. Students enrolled in the module will be actively involved in the Conference.

**7FFLA016 EUROPEAN UNION COMPETITION LAW**

The aim of the module is to teach the basic provisions of EU competition law; to study the law in its economic and market context; and to consider particular business phenomena - distribution agreements, licences of intellectual property rights, cartels, joint ventures etc. - against the backdrop of the EU Treaty generally and Articles 101 and 102 and the EU Merger Regulation in particular. No previous knowledge of the subject is required.

Throughout the academic year there will be a series of tutorials, given by David Bailey, which follow the course of seminars given by Richard Whish. The tutorials are intended to assist your understanding of the subject in general and its practical application to problem questions in particular. A separate tutorials handout will be provided.

The teachers of this module expect a high degree of participation by all students. It is not intended, in general, to provide lectures except where, for particular reasons, it may be helpful to do so. At each seminar, discussion will be encouraged and expected. You are required to have prepared answers to the questions asked at the end of each seminar handout.

**7FFLA018 EUROPEAN INTERNAL MARKET**

The concept of a common market involves the elimination of all obstacles to intra-community trade in order to merge the national markets into a single market bringing about conditions as close as possible to those of a genuine internal market’ (Schul, 1982). The module, by focusing on the development and application of the principle of free movement, assesses whether those objectives have been fully achieved. The structure is firmly grounded on the four fundamental freedoms: goods, persons, services and capital. Each of the freedoms is thoroughly analysed with reference to the case law of the European Court of Justice and to relevant legislation. ‘Exemplary’ areas such as financial services, food law or the regulation of monopolies are also included. Particular attention is devoted to the debate on whether the same criteria and principles may be applied to the whole of the internal market and to the degree of convergence of the economic freedoms in EU law.

**7FFLA019 EUROPEAN LABOUR LAW**
European Labour Law is divided into six parts.

Part One examines the historical development and evolution of European Labour Law, as well as its economic and social purposes.

Part Two examines the wider international human rights context within which European Labour Law operates, including in particular the legal instruments of the International Labour Organisation (ILO) and the Council of Europe.

Part Three examines the institutional competences and framework for the making of European Labour Law, and examines the role of the Court of Justice of the European Union in the development of the discipline. Consideration is also given to different ways of developing standards at EU level, by way of regulatory legislation and collective bargaining. Thereafter, European Labour Law examines selected areas of substantive law dealing with worker protection.

In Part Four these include areas dealing with the position of so-called atypical workers (agency, fixed term and part time workers); working conditions (including working time and the protection of posted workers); and job security (including transfer of undertakings, redundancy and insolvency).

In Part Five the focus turns to collective matters and the duty of the employer to inform and consult, including European Works Councils.

Part Six deals with recent judicial decisions relating to trade union rights and considers their implications for European Labour Law as a whole.

In addition to the foregoing, time will be devoted to assessing future prospects in light of the current crisis in the Eurozone. Parts One – Three are dealt with in Semester One, while parts Four – Six are dealt with in Semester Two. Two – four classes are devoted to each part.

7FFLA023  HUMAN RIGHTS LAW: INTERNATIONAL AND TRANSNATIONAL PERSPECTIVES

This module aims to provide students with a solid foundation in international and transnational human rights law – widely conceived as one of the most important legal fields in a global context today. We cover the core of human rights protected under international law, including civil and political rights such as freedom of speech and religion, political participation, fair trial and the right not to be tortured, and social and economic rights such as health, education, housing and an adequate standard of living. The objective is to develop, over the course of the academic year, an analytical framework for understanding and critically analysing the international and transnational institutions and mechanisms in place for the protection of human rights, and to provide an effective preparation for the real-world challenges of transnational human rights practice.

We begin by offering an overview of the development of the idea of human rights and the international legal institutional framework for its protection, as well as its philosophical and political underpinnings and challenges to the idea of universal human rights. We then cover the practical functioning of selected human rights monitoring mechanisms with particular emphasis on their effectiveness and the political and institutional challenges and obstacles they face. This segment will constitute the core of the course and allow students to explore the foundations of human rights and their significance in concrete interpretive contexts.

7FFLA025  INTERNATIONAL & COMPARATIVE LAW OF COPYRIGHT AND RELATED RIGHTS

This module is designed to provide an international and comparative study of copyright and authors’ rights. The international Conventions (in particular the Berne Convention and TRIPs) will be
examined together with the major features of copyright laws in the leading copyright systems (UK, France and the United States).

The module also has regard to special matters of contemporary interest: for example, moral rights, cable and satellite broadcasting, peer-to-peer file-sharing, software and databases. Although it would be desirable to have a prior knowledge of copyright law, it is not essential.

**7FFLA026 INTERNATIONAL & COMPARATIVE LAW OF TRADE MARKS DESIGNS & UNFAIR COMPETITION**

An historical, economic and comparative examination of the common law and civil law concepts of trademarks, passing off and unfair competition, with particular reference to the UK and commonwealth jurisdictions; the USA; Canada; France and Germany; by looking at the international trade mark regimes and the role and influence of relevant conventions, agreements, protocols and treaties.

**7FFLA028 INTERNATIONAL AND COMPARATIVE TRUST LAW**

This module, which was introduced by David Hayton and Paul Matthews in 1995, was the first of its kind in the world and deals with trusts in the international context. Reflecting on King's strong reputation in trust and comparative law, it examines the extremes to which trust principles may be pressed in the offshore world, as well as conflicts of laws issues. The module considers how three trust jurisdictions deal with selected aspects of trust law and what trust-like arrangements exist in non-trust countries. You are not required to have studied trust law formally in your first degree but will be assumed to understand trust law at the ordinary undergraduate level, or to be prepared to reach this level during the year. Students from civil law systems can – and do – take this module.

**7FFLA029 INTERNATIONAL BUSINESS LITIGATION**

This module is mainly concerned with the special problems that arise in litigation resulting from international business transactions. Its major theme is jurisdiction in all its aspects. More particularly the following topics are among those studied from the point of view of English, Commonwealth, American and, where relevant, European Union Law: judicial jurisdiction; obtaining evidence in trans-national business litigation; provisional remedies and procedural problems in such litigation; recognition and enforcement of judgments in commercial matters.

**7FFLA035 INTERNATIONAL TAX LAW**

This module considers taxation in an international context. Domestic tax systems have increasingly had to respond to globalisation so that taxation can still be viable in an environment where activities which have traditionally attracted taxation can be carried out without domestic borders to define their scope. The module will consider taxation and international law in general and then move on to looking at the ways in which domestic systems have sought to deal with double taxation where activities attracting taxation are carried out over more than one country – namely through double taxation conventions. The focus will be on the OECD Model and double taxation conventions based on this and why international business gives tax systems a problem and how this can be addressed.

**7FFLA036 INTERNATIONAL TRADE AND SHIPPING LAW**

A contract for the sale of goods lies at the heart of and is central to commercial law. Similarly, an international sales contract is a key international commercial transaction which often gives rise to several interrelated legal arrangements. They are the arrangements with a bank for the payment or finance of the purchase price, contracts of carriage of goods and marine insurance, covering the goods. This module examines: how these contracts are governed; the rights, obligations and liabilities of the parties to the respective contracts; and the relationship between the sales, financing, carriage and insurance contracts. The module will address these issues on the basis of
English law, which is often the preferred choice of law in international trade, and the relevant international instruments.

Part I of the course will focus on the salient features of the cross-border sale of goods contracts. It will explore in detail the rules of English law (Sale of Goods Act 1979 and the common law) governing the international sale of goods contracts. The issues covered will include: the basic concepts of English law of sale of goods; the implied terms of a sales contract (such as the implied terms of quality and description of the goods); the structure of and legal issues arising from contracts incorporating such trade terms as CIF (‘cost, insurance, freight’) and FOB (‘free on board’); remedies for breach of an international sales contract. The UN Convention on Contracts for the International Sale of Goods 1980 (CISG) – a leading international sales law instrument, now ratified by more than eighty countries - will also receive a substantial amount of attention. The course will address such aspects of the CISG as the scope of its application, general provisions, rights and obligations of the seller and the buyer and remedies for breach of contract governed by the CISG.

Part II will examine the key financial instruments and methods of payment used in international trade. These instruments are used either to enable payments in the underlying transaction or to provide a guarantee in the case of a breach of the underlying transaction. The instruments covered in this course are collections, documentary credits (letters of credit) and autonomous bank guarantees. The key international instruments covered in this course have all been produced by the International Chamber of Commerce (ICC) and include: Uniform Rules for Collections (URC 522; 1995 revision); Uniform Customs and Practice for Documentary Credits 2007 (the UCP 600); Uniform Rules for Demand Guarantees (URDG 758; 2010 revision); International Standby Practices (ISP98).

Part III of the course examines legal issues arising from the need to transport the goods by sea (the main mode of transport in international trade) and how contracts for the carriage of goods by sea are governed. The issues addressed in this part of the course will be: the common rules implied in contracts of carriage; the voyage and time charterparties; bills of lading; the application of the Hague-Visby Rules, incorporated into English law by the Carriage of Goods by Sea Act 1971. The Hague-Visby Rules are an amendment to the International Convention for the Unification of Certain Rules of Law Relating to Bills of Lading (Hague Rules, adopted 1924), incorporated in a document known as the Brussels Protocol 1968. Other international conventions, such as the UN Convention on the Carriage of Goods by Sea 1978 (the Hamburg Rules) and the UN Convention on Contracts for the International Carriage of Goods Wholly or Partly by Sea (the Rotterdam Rules) 2008, will be touched upon briefly.

Part IV will be concerned with the fundamentals of the marine cargo insurance contracts. The examination will be based on the Marine Insurance Act 1906 and the Institute Cargo Clauses and Insurance Act 2015. This part is intended to introduce students to the marine insurance contracts and aims to examine the origins, functions and role of insurance generally and of marine insurance in particular as well as their linkages with risk taking as the main catalyst for commercial ventures and economic development. The issues covered in this part will include: an introduction to the marine insurance law and practice; insurable interest in the subject-matter insured; the doctrines of utmost good faith, disclosure and representations; warranties; perils covered by the marine insurance policy; claim for indemnity.

7FFLA040 LAW OF INTERNATIONAL FINANCE 1

This module (together with the International Finance 2 and the International Finance 3) is focused on the major transactions carried out by investment banks, transnational banks and multinational corporations in the vast global financial markets which have developed in London, New York and Tokyo in recent years as well as in locations such as Singapore, Hong Kong, Frankfurt, Paris and Sydney. It is designed to examine the legal structures used in these transactions and the complex
legal issues arising in the context of these transactions due to their transnational and multijurisdictional nature. Law of International Finance 1 is designed to cover the following major transactions * International Syndicated Loans * International Bonds and MTNs * Convertibles * GDRs. Regulatory law of the US and of the European Union which affects primary issues in the international capital markets will also be examined.

The three modules on the Law of International Finance are not designed to cover domestic banking law or company law in the UK or elsewhere nor is it concerned with the law affecting international trade. The orientation of this module is entirely practical and is designed to enable you to practice as a lawyer in the global financial markets whether as an attorney in the global law firms or as legal counsel with investment banks, transnational banks and multinational corporations engaging in these transactions.

7FFLA059 UK COMPETITION LAW

This module is concerned with the control of private economic power through the competition laws in the UK. Those laws are contained primarily in the Competition Act 1998 (as amended) and the Enterprise Act 2002. The landscape for competition law enforcement in the United Kingdom has changed out of all recognition in the last few years. Articles 101 and 102 of the EU Treaty are directly applicable in the UK, and, in certain circumstances, the domestic authorities and national courts are obliged to apply them. However, there is also a substantial body of competition case-law and decisional practice in the UK.

The purpose of this module is to consider the rationale, scope and application of the Chapter I and II prohibitions in the Competition Act 1998 (which broadly correspond to the Articles 101 and 102 EU). It will also examine distinct features of UK competition law, including concurrent enforcement by sector-specific regulators of the Competition Act 1998 and market investigation references, the domestic merger control regime, super-complaints, and the criminal cartel offence under the Enterprise Act.

No previous knowledge of the subject is required.

The module is taught in weekly seminars; you are encouraged to actively engage with the issues being addressed.

There is a three and a quarter hour open book examination at the end of the year. Examples of recent examination papers will be available on King's School of Law Intranet.

7FFLA061 US ANTITRUST LAW

This module examines the US federal antitrust laws, the world's oldest sophisticated competition regime. You study the core antitrust provisions, chart the evolution of the law and examine the different factors which have led the law to its current provisions. The module introduces the laws, their objectives and the enforcement system prior to considering how they apply to horizontal and vertical agreements and unilateral conduct. No previous knowledge of the subject is required.

The module is taught in seminars; you are encouraged to actively engage with the issues being addressed.

7FFLA069 EU TAX LAW

This module examines the impact of EU law on taxation in the Member States. It examines the sources of EU law and its conceptual framework; considers harmonisation measures that have
impact on taxation, including the direct tax directives designed to eliminate cross-border distortions and the application of the State Aid rules to taxation; and concludes by examining the impact of the Treaty freedoms of movement on the Member States' direct taxation rules as revealed through the Courts' case law.

7FFLA076 PRIVACY AND INFORMATION LAW

The module concerns the impact of information technologies on the private lives of individuals. The digitisation of information has brought about a multitude of data harvesting and processing technologies that now operate on a global scale. Information processing has become essential not just to finance and commerce, but also to advances in public health, education, crime prevention and economic growth.

In this module, you will study the legal concepts and rules that are used to determine the limits of personal autonomy and consent in the new world of 'big data'. It will focus on rights to privacy and confidentiality as well as countervailing rights and interests in freedom of speech, public order and security and collective well being. We will also examine laws that enable individual access to personal information, such as freedom of information law, and other means of controlling personal information. The module will focus on European legal standards, including their implementation in member states and states outside the European Union, as well as comparison with alternative legal models and concepts, such as those prevailing in the United States and China.

7FFLA077 EU FINANCIAL REGULATION

This module explores the new financial regulatory architecture of the European Union and its economic governance. This is an area, in which the EU has only recently asserted more centralised control, mainly due to the financial problems of financial institutions and Member States following the recent financial crisis. The course will discuss the evolution of financial harmonisation law in the Union, the new institutional architecture of the European Supervisory Authorities, as well as the regulatory and enforcement tools at their disposal.

In addition, the module will discuss the efforts of the European Union to strengthen its economic governance, in particular within the Eurozone. It will analyse the regulatory arrangements and institutional structures within and outside EU law (Banking Union, European Financial Compact, European Stability Mechanism). Students will discuss the constitutional constraints of the system, its practical operation, and the policy choices and challenges behind the new regulatory regime.

This module is of considerable practical relevance to practising lawyers in the financial services industry, but also for those who are interested in the constitutional and administrative law problems which the new regulatory regime raises.

7FFLA079 LAW AND SOCIETY IN CHINA

This one-year (40 credits) module will provide students with a foundation in law and society in the People’s Republic of China (‘China’), as one of the most important, but also challenged and challenging, legal-political systems in the world today. Our objective is to facilitate, over the course of the academic year, a critical understanding of how law operates in Chinese society, and to prepare students for future engagement with Chinese law in various professional contexts. Specific topics to be addressed will include the role of law in Chinese history; the legacy of Mao Zedong and legal reform in the post-Mao era; central aspects of the judicial process, dispute resolution systems and access to justice; the basic principles of private, commercial and administrative law; central issues in criminal justice; the role of civil society and human rights advocacy; and transnational aspects of rule of law development in China. A central claim underlying the design of this module is that these topics should be studied in their entirety and in context.
JUDICIAL PROTECTION IN THE EU

The EU is based on the rule of law and the European integration process has been characterized as ‘integration through law’. At the heart of the EU legal system are the EU’s judicial institutions, in particular the Court of Justice. On the basis of a few EU Treaty provisions the Court has fashioned a comprehensive and dynamic system of judicial protection. This module studies that system by analysing its two essential components.

It first concentrates on the application and enforcement of EU law in the Member States. In that context the module analyses the concepts of direct effect and Member State liability; the preliminary rulings system; and enforcement actions by the Commission. The second component consists of judicial review of EU acts, where you study both actions for annulment and the non-contractual liability of the EU. This module has a strong practical orientation, to make you familiar with the system of EU judicial protection, so as to enable you to use EU remedies in practice.

EU ENVIRONMENTAL LAW

EU environmental law explores the ‘environmental acquis’ of the European Union and how EU law in general deals with environmental problems. The European Union sets the policy agenda in many areas of environmental regulation, and is known internationally as a ‘green giant’. EU law creates a unique governance framework for environmental problems, which are often transboundary in nature and thus particularly suited to a system of multi-state governance. Particularly through its court, the EU has been a forum for regulatory innovation, experimentation and progressive environmental law. This module covers a wide range of environmental problems, from climate change and air quality to water law and nature conservation, and considers the EU law regimes relating to these problems and how they fit into EU law more broadly. This course is taught partly at King’s and partly at Francis Taylor Building, one of the leading sets of barristers practising in the field of EU environmental law.

INTERNATIONAL LAW AND WAR (NON-LAW MODULE)

This module will cover both international law on the use of force (jus ad bellum) and international law governing the conduct of warfare (jus in bello). The jus ad bellum part will begin with an analysis of the prohibition on the use of force in Article 2 (4) of the United Nations Charter and will then proceed to examine the exceptions to the prohibition: those codified in the UN Charter (self-defence, collective security) and those which are not (e.g., humanitarian intervention).

We will review and assess the basic jus ad bellum doctrines, while also examining various armed conflicts in relation to which these doctrines have been applied and shaped. Throughout the module, you will be invited to think about jus ad bellum as a contested field in which different actors – legal advisers to foreign offices, military lawyers, international lawyers working for NGOs, legal scholars, activists and others – play a part.

In the jus in bello part of the course, you will become familiar with the relevant customary and treaty law, and engage in a critical analysis of judicial decisions and state practice. The issues that will be addressed include: the distinction between international and non-international armed conflict; the protection of civilians; the law of weaponry and the conduct of hostilities; the relationship between international human rights law and the jus in bello; the law of occupations; and questions of enforcement and implementation.

Throughout the course, current debates on the changing nature of warfare, with a focus on the extent to which they have informed the practice of state and non-state actors, will be considered.
20 Credits

7FFLA021 FINANCIAL RISK STABILITY & REGULATION

This is the foundation module in financial risk and financial regulation. It explains what modern commercial banks and investment banks do, what products and services they develop and offer (now usually at the international level), what risks they take, what the legal and regulatory concerns are in terms of their operations, risk management and client protection, and how modern law and regulation attempt to deal with these matters.

The further subject is the operation of the modern financial markets in bonds, equities and derivatives, the manner in which these investments are now issued, traded and held; the trading, custody, clearing and settlement of these financial products; and the modern legal frameworks that operate in this connection and the regulatory principles that apply.

Finally the principle issues and concerns in investment management will be discussed as well as the regulatory regime concerning this activity.

This is module is practical as well as conceptual. You do not need prior knowledge in the field of modern finance.

7FFLA034 INTERNATIONAL REFUGEE LAW

This course sets out to undertake a critical review of the evolving strategies for protection of the refugees under international, regional and domestic law, with particular reference to transnational legal decisions from across the world. It will examine the origins and evolution of refugee law, who is protected by international, regional and domestic refugee law, why the protection does not extend to wider groups of people (e.g. environmental refugees), and will assess the scope and limits of refugee rights. As wars rage in the Middle East and beyond, it will consider the various legal and policy impediments to asylum-seeking, who is admitted and who is not, and how transnational developments and initiatives can assist in the protection of forced migrants. Refugees are the leading trans-border issue in the world today. Yet, there is no world refugee court that can hand down authoritative decisions on refugees. All major human rights violations, such as human trafficking, religious affiliation and conscientious objection, sexual orientation and gay rights, sexual violence and female genital mutilation, and indiscriminate attacks against civilians in ‘war zones’ – affect refugees and determine their numbers world-wide. Each of these issues requires transnational solutions and will be considered in this module.

7FFLA058 TRANSNATIONAL & COMPARATIVE COMMERCIAL AND FINANCIAL LAW

This module is set against the background of the internationalisation of the flow of goods, services and capital. It studies the private law response to this development and the emergence of transnational commercial and financial law as a new lex mercatoria to support these flows. In this context, the creation of a new legal order is discussed and the spontaneous development of an independent international normativity in it, the sources of law that become relevant in this connection and the hierarchy amongst them.

The function and approaches of official or unofficial international bodies in the formulation of industry practices, like the ICC in the Incoterms and UCP, of Unidroit and Unictral in the formulation of uniform law like for the international sale of goods and receivable financing, or of groups of academics in the formulation of principles, like those of contract and trust law, will also be discussed. Their findings will be compared with those adopted in the US, especially in the Uniform Commercial Code.
At the academic level, this module will study the operation of the major legal systems, especially those of Common and Civil Law. At the practical level, it will consider the details especially of the modern laws of contract, sales, agency, payments, personal property, trusts, secured transactions, conditional sales, financial leases, repurchase agreements, factoring, securitizations and financial derivatives including swaps.

7FFLA063 WORLD TRADE LAW

The premise of this module is that world trade law, as a specific sector of international economic law, is developing so rapidly and is increasingly occupying such a central role in international law that it merits separate treatment in a full LLM subject. The study of the subject will focus on the law of the World Trade Organization, within several contexts: political, economic, other instruments and rules of international law-making, and jurisprudential. As such, the study of world trade law will be a lens through which the role and position of law in the evolution of globalisation can be looked at and analysed. By learning to use that lens you will at once acquire practical legal knowledge and a firm conceptual framework of analysis.

The module looks at the various areas of WTO law, including institutions, dispute settlement, essential GATT principles, the TBT and SPS Agreements, trade protection, trade in services, intellectual property protection, treatment of developing countries, and constitutional issues such as the relationship with other international law and with domestic law.

7FFLA066 INTERNATIONAL INVESTMENT LAW

The module covers the key components of the public international law related to the protection of foreign investment. Reference is made to relevant customary and conventional international law (particularly bilateral investment treaties), as well as to relevant regional and municipal law. The module is concerned with the substantive normative framework of the international law relating to foreign investment (procedural aspects are addressed in the course on International Commercial Arbitration). It also addresses the key legal obligations of the host State (MFN, National Treatment, Expropriation, Fair and Equitable Treatment, Transparency) as well as the legal obligations of the foreign investor. Policy considerations underlying this area of the law will also be examined.

7FFLA067 TRANSNATIONAL CORPORATE RESTRUCTURING

In a world which is dominated by global trading and free movement of capital and investment it is very likely that insolvency proceedings will not be hermetically contained in a single jurisdiction. Large multinational companies will often conduct business via a multitude of subsidiaries and branches in a number of different jurisdictions worldwide. Thousands of shareholders and debt investors may be scattered around the world. Even small and medium sized companies may have had dealings with parties from other countries, or may own or have interests in property which is located in different jurisdictions. Liabilities may be owed to parties domiciled in a different country from that of the debtor; or the relevant obligations may be governed by foreign law; or may be due to be performed abroad. These situations give rise to complex issues in respect of conflict-of-laws as well as the substantive law of insolvency and reorganisation.

The module is set against this background. In the first part of the module important issues of substantive corporate insolvency law will be analysed on a functional and comparative basis, taking into account the laws of major Western economies (US, UK, Germany, France). Over the last decade the three European jurisdictions under consideration have substantially reformed their insolvency laws (Germany in 1998, UK in 2002, France in 2005 and again in 2008/09). Chapter 11 of the US Bankruptcy Code has in many respects influenced these reforms and facilitated the rise of the rescue culture in Europe. Accordingly, particular emphasis will be put on the law of corporate reorganisation inside as well as outside formal proceedings (workouts). Despite this remarkable
trans-Atlantic convergence, substantial differences remain, not least resulting from the interaction of corporate insolvency law with other areas of law such as company law, contract law and property law. We will trace these differences and try to explain them in the light of their social and economic contexts.

In the second part, the module will focus on the national and international instruments dealing with the conflict-of-laws issues in transnational corporate insolvency and reorganisation: the European Insolvency Regulation, the UNCITRAL Model Law on Cross-Border Insolvency, its implementation in the UK and the US, as well as Domestic Jurisdiction in the United States. The issues of jurisdiction, recognition of foreign proceedings, judicial cooperation in concurrent proceedings and the applicable law pursuant to these instruments will be studied, both from a theoretical and a practical perspective.

7FFLA078 INTERNATIONAL PRIVATE EQUITY FINANCE

The aim of the course is to provide students with knowledge of the law relating to a major financing mechanism in global financial markets and which is a major practice area of the global law firms in the leading financial centres.

7FFLA080 COMPARATIVE CORPORATE LAW

In recent years, almost all aspects of corporate law have become increasingly international and globalised. An understanding of the approaches taken by different jurisdictions to resolving fundamental challenges faced by companies is therefore highly instructive. This course examines a selection of corporate law topics in a comparative context. The law of the United Kingdom will be used as a point of reference for the discussion of some topics, while particular emphasis will be put on the laws of continental Europe (in particular, Germany) and the United States (in particular, Delaware).

The approach taken is both functional and comparative, looking at a series of core problems with which any system of corporate law must deal, and analysing, from a functional perspective, the solutions adopted by the systems in question. Topics include: theory of comparative corporate law and economic analysis of law; comparative corporate governance theories; board structures; directors’ remuneration; shareholder rights; shareholder activism; control transactions; investor protection; convergence or divergence debate.

7FFLA081 TRANSNATIONAL LAW: ACTORS, NORMS, PROCESSES - FOUNDATIONS AND PERSPECTIVES

Practicing lawyers are often confronted with the limitations of having to rely on precedent or legislation when advising clients in areas of “new” law, or where court decisions and statutory regulations are not yet sufficiently available. While this might be due to the fact that the law – in a domestic setting – is only slowly awakening to a recently emerged regulatory problem, this governance lag is amplified in the context of transnational activities, where issues of sovereignty, jurisdiction and forum pose additional obstacles to the creation of effective legal regulation. Practically speaking, lawyers in such cases frequently resort to team work, to experts, stakeholders and other relevant parties ‘on the ground’, eventually shifting their strategy from litigation to a combination of legal consultancy, advocacy, coalition building and even public awareness building. This type of lawyering requires considerable flexibility, competences and resources, which are not readily available to every lawyer. From a theoretical perspective, the lawyer might find herself overwhelmed by what can be the technical, cognitive as well as the moral complexity of the case setting she is working on.

At the centre of the module is the shift away from training lawyers in learning and interpreting the law primarily through the study of jurisprudence (case law as in the common law tradition) or
through the interpretation of statutory law (legislation – civil law tradition). Instead, students are invited to take on the perspective of the lawyer, advocate, activist who is involved in “building” a case from a set of diverse, inchoate and constantly evolving facts and data. This reversal of perspective is a crucial element in confronting students as future practitioners with the real-world challenges of an effective ‘access to justice’.

Assuming the position of legal practice and rights advocacy, students immerse themselves into a case from the “bottom up” by identifying and negotiating the affected and involved interests, finding and navigating the applicable law, including – possibly – soft law, codes of conduct, social norms etc, and developing a legal interest representation strategy (“LIRS”). In contrast to giving legal advice to a client in a more or less confined and concrete legal question regarding, say, liability, entitlement, conviction or acquittal, the development of a LIRS might include a variety of avenues, including but not limited to designing a litigation or defence strategy, to the enhancing of legal and political rights, to engaging in coalition and public awareness building or to contributing to a sustainable stakeholder interest representation process.

**7FFLA082 HUMAN RIGHTS IN WAR TIMES: ARMED CONFLICT, MILITARY OPERATIONS AND POST-CONFLICT JUSTICE**

The last twenty-five years have seen an increased involvement of Western states in military operations abroad, including peace-keeping missions, military action in the so-called ‘war on terror’ and several instances of ‘humanitarian’ or ‘pro-democratic’ intervention in various parts of the globe. In parallel, as a response to abuses committed during such operations and as a result of the calls for greater accountability by NGOs and civil society, domestic courts and international monitoring bodies have progressively provided greater scrutiny of the conduct of States engaged in military action abroad, an area traditionally thought to be mostly beyond the scope of judicial control. Over the past decade, domestic and international case law has progressively extended the scope of application of international human rights standards in order to ensure protection of individuals not taking part in the hostilities, combatants and ‘enemy fighters’, and, more recently, members of the armed forces vis-à-vis their national State.

The application of human rights standards in the context of armed conflict and related complex emergencies raises a number of challenging theoretical, moral and practical issues; the subject area is one of some complexity, located at the intersection of international human rights law, international humanitarian law, the jus ad bellum and United Nations law. It is an area which remains in a state of flux and is a particular target for strategic human rights litigation and advocacy activities by NGOs.

The module explores this increasingly important area of law and assesses the role and effectiveness of international human rights law instruments and mechanisms as instruments of protection in times of conflict. Part 1 of the module examines a range of ‘threshold’ questions, including the applicability of human rights law in times of war; the relationship of human rights law with international humanitarian law and other branches of international law, and the extraterritorial applicability of human rights treaties, Part 2 then examines, through the medium of case studies, the way in which selected human rights are applicable during armed conflict, and the remedies available post-conflict in order to ensure justice and adequate reparation for the victims of violations.

**7FFLA083 SOCIOLOGY OF LAW, LEGAL CULTURE AND TRANSNATIONAL CHALLENGES**

Transnational legal studies map the emergence of new forms of law aimed at addressing a range of complex socio-economic and political trans-border problems. These problems have emerged against the backdrop of shifts in nation states’ regulatory governance patterns wherein non-state actors play a crucial role by articulating social norms, policies and processes leading to the production of a densely plural legal field of which formal state law is only one, albeit significant,
element. Socio-legal scholars engaged in the study of sociology of law, legal pluralism and legal cultures have long been preoccupied with the study of these aspects of the law within the domestic context. To elaborate, the sociology of law is the systematic, theoretically grounded, empirical study of law as embedded in society. Sociologists of law empirically examine and theorise the interaction between law, legal, non-legal institutions and social factors. Increasingly, sociologists of law also understand law sociologically so that they are not merely preoccupied with the study of law and society but of law in society. Areas of socio-legal inquiry include legal pluralism, the social development of legal institutions, forms of social control, legal regulation, the interaction between legal cultures, the social construction of legal issues, the 'law in the books' and the 'law in action', the legal profession, and the relation between law and social change.

7FFLA084 THE UNITED NATIONS: INTERNATIONAL INSTITUTION AND DOMESTIC LEGAL SPACES

Since 9/11 there has been an 'amazing downloading' of international law in the form of Security Council resolutions into domestic jurisdictions. This has fundamental consequences not only for constitutional law and civil liberties, but also how the private sector functions. Aside from sanctions, actions under the auspices of the UN Office of Drugs and Crime on, for example; corruption, human trafficking, piracy, and wildlife and forest crime also have an increasing impact on domestic and transnational operations, as have the UN Guiding Principles on Business and Human Rights (the 'Ruggie Principles'). This module examines this UN interaction with other legal systems, in particular the EU and the UK, and private actors.

The first part of the course will acquaint students with the legal foundations of the United Nations - its origins, conceptual and institutional structure and competence, and familiarize them with the evolving practice at the UN. It will also address some of the current and enduring challenges facing the UN system, contrasting theory with practice, including the growing role of NGOs in the work of the UN.

The second part of the course will explore how the UN interacts with other legal systems, individuals and the private business sector through UN Security Council sanctions, the UN Office on Drugs and Crime and initiatives such as the Ruggie Principles, examining the conflicts and interactions that result. As well as the human rights and constitutional aspects, we will look at what the growth in international governance measures under UN auspices means for domestic and transnational commercial entities, commercial law, corporate responsibility for the actions of subsidiaries in other jurisdictions implicated in human rights and other violations of international law and, more broadly, the growing role of the private sector in the implementation of international law.

The intention of the course is to bring together themes that are often examined in separate courses. The learning objective is that students would come away with an understanding of the United Nations, public international law and the interaction between legal systems, as well as a practical understanding of the law from the perspective of a transnational practice and the commercial sector (banks, insurers, shippers etc). It is designed to appeal both to students who want to develop their theoretical understanding of international law and those who plan to move into private practice; all the tutors involved have a background in both practice and academia. The module is also suited for those taking the European Law and International Business Law LLM pathways.

7FFLA085 THE TRANSNATIONAL REGULATION OF GLOBAL NETWORKS

The module addresses the challenges that have long been arising for national governments and international organizations in effectively regulating border-crossing activities. Taking a historical as well as conceptual perspective on both legitimate and criminal activities, we will study key areas of transnational networks and regimes in order to identify the scope as well as the limits of law in
governing private transnational actors. By looking at examples of global networks drawn from the present and the past, e.g. diamond traders, merchants of the Northern Mediterranean Sea, mafias, and pirates in the early 18th century, it will become apparent how a traditional, state-based 'top-down' approach in legal regulation often proves insufficient.

The core reason for taking this historical-conceptual view is to critically investigate an ever faster developing reality of transnational private regulatory activity, ranging from food security to technical standards, from credit ratings to poverty levels, or from minimum capital requirements to educational standards. In view of the persisting 'democracy deficit' on the global level in such a wide range of hotly contested and sensitive regulatory areas, lawyers need to develop a better understanding of how transnational regimes operate, regulate and govern. For each of these global networks, the students will be asked to focus on the nature and content of the norms developed within these networks, as well as the processes through which these norms are enforced at a transnational level.

**7FFLA086 INEQUALITY, HUMAN DEVELOPMENT AND THE RULE OF LAW IN TRANSNATIONAL PERSPECTIVE**

Our world has never been richer and has plenty of resources and technology to satisfy its whole population's basic needs. If equally distributed, the gross world product (GWP) of 2013 ($87.25 trillion) would allow for each world citizen more than $13,000 a year, that is, over 28 times the World Bank extreme poverty threshold of $1.25 a day. The reality however, is that more than a billion people are still below that threshold, almost half of the world population is below the higher poverty threshold of $2 a day, and more than 80% are below the vulnerability threshold of $10 a day. This is in great part due to the model of regulation of economic development adopted in most parts of the world, and in the global system as a whole, which, as argued recently by French economist Thomas Picketty in his celebrated book 'Capital in the 21st Century', sustains an extremely unequal distribution of income and wealth.

What are the moral and legal implications of this state of affairs, in particular from the perspective of development and the rule of law? Is development simply economic growth, as measured by GDP? Can inequality and development coexist? Are inequality and poverty a violation of human rights? Can the rule of law survive in a highly inegalitarian environment? What, if anything, can/should law (and lawyers) do to fight poverty and inequality? What is the role of global law firms and of an increasingly transnational legal profession in these border-crossing processes of economic development, institutional, financial and legal assistance?

This module focuses on the very concrete legal, economic, political as well as ethical challenges that lawyers face when working in this context. The materials studied in the course - cutting-edge development scholarship, policy papers, economic, sociological and political analysis and reports from NGOs and international organisations - will enable the practicing lawyer or legal advisor in international law and development to understand and approach intricate development issues from a solid theoretical and empirical perspective. The engagement with these complex materials will always occur with concrete legal problems and policy challenges in view, allowing for a highly practice-relevant study of international law and development "in context".

The module will also introduce students to the short but rich history of the field of 'law and development' since its origins in the 1960s. This historical background is crucial for an understanding of the challenges the field is facing today. The module starts with an introduction to the debates on the concept of poverty and inequality, their measurement and an analysis of the most recent data. It turns then to the idea of development and the current challenges to the narrow definition of development and growth as merely economic. Drawing on the work of some of the world's most renowned economists and law & development experts, we will discuss the concept of human development and the contested concept of human rights, with a particular focus on both political and socio-economic rights, such as political participation, the right to health, education, housing and
an adequate standard of living. The course then turns to an investigation of the intricate and very vividly discussed relationship between the idea of the rule of law and development, in the light of persisting global inequality. The module aims to engage with this evolving debate and also investigate current transnational legal efforts, especially in the field of human rights advocacy and litigation, to fight poverty and inequality. Special attention will be given here to the growing expertise and insights fast emerging from developing countries themselves on the impact of development efforts, including the judicialization of politics in many countries, in particular Latin America, South Africa and Asia, in the field of socio-economic policy.

7FFLA090 TRANSNATIONAL CORPORATE GOVERNANCE: THEORIES, PROBLEMS, APPLICATIONS

With the globalization of corporate activity, capital movement and foreign direct investment, corporate governance has become a border-crossing concern and a contested field of debate on a global scale. At the same time, corporate governance rules and principles are increasingly being created and disseminated through a complex mixture of public, private, state and non-state based norm-making processes that involve different domestic, international and transnational actors. This module will study this fast-evolving regulatory landscape and provide students with a deeper understanding not only of the rules themselves but of the transnational political and economic conditions under which they are developing.

In the first part, the module will address different concepts of the corporation and of corporate governance from both a contemporary and historical perspective. The second part of the module will provide for a series of detailed studies of pressing issues in corporate governance regulation today by looking at both the ‘hard’ and the ‘soft’ law in these areas, including takeovers, hedge funds governance, rating agencies and corporate board composition.

The module exposes students to a variety of domestic, comparative and transnational bodies of law and norms and to a selection of cross-disciplinary debates that address the changing roles of corporate actors in a globalizing world. It is suitable for students interested in the transnationalization of corporate governance from both a practice perspective and a focus on the wider debates surrounding this lively regulatory field today.

7FFLA091 BUSINESS AND HUMAN RIGHTS

Media regularly report on the involvement of companies in human rights violations, for example, disasters in Bangladeshi clothing factories such as the collapse of the Rana Plaza factory in which over 1,000 employees died; suicides at the Chinese Foxconn company where mobile phone companies had their products manufactured, and FIFA being accused of corruption and the death of scores of workers building the stadiums for the 2022 World Cup in Qatar. This module includes various case studies of companies involved in human rights violations either through subsidiaries, business partners or the supply chain.

The existing legal framework to deal with these problems is limited and fragmented. In the US, the Alien Tort Statute provides a basis for litigation but in the Kiobel case, the US Supreme Court has substantially limited the Statute’s scope. In Europe, particularly the UK and the Netherlands, companies are sued on the basis of domestic tort law, for example; Trafigura for waste dumping in Ivory Coast and Shell for polluting the Niger Delta. One of the questions addressed in this module, is what the future of US and European litigation is.

This module will also look into how the large gaps in the existing legal framework can be filled. So far, ‘hard’ law chiefly concentrates on companies’ obligations to report about their human rights impact, while ‘soft’ law issued by international institutions (including the United Nations non-binding Framework and Guidelines and the OECD Guidelines) helps businesses to respect human rights.
Moreover, governments nudge companies in the right direction in the context of trade missions, public procurement and export credit conditions. Companies also increasingly regulate each other, such as investors, pension funds, banks and insurers, investing in or financing business projects (and then, for example, applying the Equator principles). Finally, companies increasingly design their own Corporate Social Responsibility policies to ensure they respect human rights. This is a fast moving area of the law that is becoming of pivotal importance for companies, governments and human rights NGOs.

7FFLA093 MORALITY AND THE LAW: TRANSNATIONAL PERSPECTIVES

This module investigates key moral dilemmas critical to understanding the interpretation of comparative constitutional law in the contemporary world. It does so through a critical examination of case law and four of Pedro Almodovar’s controversial films, including Talk to Her, Tie Me Up Tie Me Down, Women on The Verge of a Nervous Breakdown and Bad Education.

7FFLA503 CORPORATE GOVERNANCE

This module examines core Company Law and the regulatory framework and practice on corporate governance – the system (structure and process) by which companies are governed (i.e. directed and controlled), and to what purpose (i.e. what overriding value is promoted). Although some commentators allude to convergence in corporate governance, no global corporate governance model exists as yet. Companies operate primarily within boundaries prescribed by national laws and regulations whilst also ensuring that they are compliant with applicable extra-territorial norms. Consequently, a key objective of this course is to examine UK corporate governance regulation, as the primary model, against the background of other models that exist internationally.

Topics included are: the nature of corporate governance and foundational concepts such as corporate personality and limited shareholder liability; veil impairment and the constitutional ‘law’ of the company, directors’ duties; shareholder protection; effective board leadership; remuneration control; and shareholder engagement.

7FFLA515 LAW OF INTERNATIONAL FINANCE 2 - INTERNATIONAL PROJECT FINANCE AND LOAN SALES

This module is intended to be taken only in conjunction with International Finance 1 and will be taught as an adjunct half module covering in detail two major international banking transactions in the markets as its centrepiece. It will first examine the legal structures used in the financing of very large scale projects (some well over several billion dollars in value) in such areas as gas and oil exploration, infrastructure projects such as airports, harbours and mass transit railway systems. It will secondly cover the vast market in loan sales and trading including distressed debt. This module will enable those interested in pursuing a career in the transnational banking world to explore in depth the legal issues that arise in relation to large scale projects in emerging markets and will also cover the legal instruments used to cover political risk in such emerging markets. The orientation of the module will be strongly towards students intending to practise in this field. The module will be taught in the second semester after you have obtained a grounding in International Finance 1.

7FFLA517 LEGAL ISSUES IN CORPORATE FINANCE

Accountants, investment bankers and transactional lawyers are the three professional advisors that play significant roles in corporate finance transactions.

This module focuses, from a UK legal perspective, on the two main sources of corporate finance. It deals with equity financing – the law that regulates its raising, maintenance and pay-outs from the
corporate treasury, and with debt financing – forms of debt finance and security interests. It concludes by examining three major kinds of financial transactions that companies get involved in: secondary issues, debt equity swaps and private equity transactions.

7FFLA519 COMPARATIVE FREEDOM OF SPEECH

This module offers students a comparative introduction to selected topics in the law of freedom of speech in the European Union (including both European human rights law and member state law with particular attention to English law) and the United States. Developments in legal rights to freedom of speech in other countries are included where particularly significant. The module principally concerns restrictions on the publication of words and images imposed to protect personal reputation or privacy or to safeguard national security and public order. The module places these legal and regulatory restrictions in various contexts, including changing social and political ideas about the purposes of free speech and its legitimate boundaries in liberal democratic societies and market economies; the effects of new communication and other information technologies and services on law and policy; and the significance of distinctively and sometimes radically different constitutionalised doctrines of freedom of speech not only as between European and American law but also with regard to other liberal democratic states.

7FFLA522 EU REGULATORY GOVERNANCE

The EU, having started as an organization of six Member States focused on economic integration, has evolved into a Union of 28 Member States affecting almost all elements of the exercise of public power in a modern society through its regulatory activities. The aim of this module is to provide students with greater insight into regulatory governance of the EU. The module will discuss the wide variety of processes by which the Union sets its regulatory objectives and implements them. It will also provide an assessment of the complex organisational structures and regulatory instruments used to achieve the Union’s regulatory objectives. The interaction between the Union and national authorities, as well as the role of private parties will be of particular importance. The module also considers more unconventional organisational structures, procedures and regulatory tools as well as their legitimacy and effectiveness. It will also examine to what extent Union law can be effectively enforced.

The module will be of interest to students who want to understand the theory and practice of EU regulation in particular, but also transnational regimes more generally. The module is of direct benefit for students who want to work in Union institutions or in consultancy firms. It is also of considerable benefit for those students who want to work in private legal practice, which often presupposes a good knowledge of the regulatory framework in which Union law operates, be it competition law, financial law or corporate law.

7FFLA525 REGULATION OF THE CONDUCT OF MERGERS & ACQUISITIONS

Accountants, investment bankers and transactional lawyers are the three professional advisors that play significant roles in M&A transactions, which are increasingly becoming established features of most advanced capitalist systems.

This module focuses on the routes by which outcomes (the takeover or merger) are structured and it provides a comprehensive examination of how the conduct of these transactions is regulated in the UK, especially in light of the implementation of the Takeovers Directive on 20 May 2006. It will entail the exposition of the Takeover Code’s General Principles and Rules through cases decided by the Takeover Panel, in addition to relevant judicial authorities. The study of this jurisprudence will be a major theme of the module, whilst providing a strong theoretical underpinning to the subject.

Although the emphasis will be on regulation under Takeover Code (from which the European
Directive draws many of its provisions) the module will also, in appropriate areas, consider different approaches to the subject under Federal and State regulation in the United States.

**7FFLA527  GLOBAL LAW OF CLIMATE CHANGE**

This module is a survey course in global environmental law. Its focus is on global environmental problems, in relation to which there is no single applicable body of law. The course is a study in multi-level governance and laws, and the methodologies that lawyers can bring to bear in critically analysing these regimes. The course will focus on four main global environmental issues – climate change, air pollution, trade in waste, and the protection of endangered species. It will consider selective domestic, regional and international laws that apply to these problems, and develop frameworks for analysing this complex legal picture. The methodological component of the course will focus mainly on comparative legal technique (including analysis of legal culture) and will also consider legal philosophical ideas and some socio-legal issues (particularly the role of politics in responding to environmental problems). It is by nature a course in transnational law, where there is a rich body of law to study, but no clear frameworks for analysis. The intellectual challenge for LLM students will be to think about different legal approaches and how to critique them, in relation to common and pressing social problems that are doctrinally challenging for many legal systems. The global and comparative aspect of the course should also provide a platform for students from different legal systems to share their knowledge and experiences concerning the governance of environmental problems.

**7FFLA530  CURRENT DEVELOPMENTS IN INTERNATIONAL DISPUTE RESOLUTION**

Few areas of the law develop as quickly as international dispute resolution. International arbitration tribunals, international courts, European courts and national courts hand down hundreds of awards and judgments a year that push the field forward. It has become both increasingly important and increasingly difficult to stay on top of the recent case law. This module will ensure that students are informed about the most significant developments in the case law in this area. At the same time they will learn how to present cases in a concise and meaningful manner to inform colleagues about recent developments, a skill that will be vital for their future work, whether in law firms, courts, or governments. In every session, students will present three cases selected by the module organisers. No presentation should be longer than 10 minutes and students will have to answer the questions posed by the module organisers and their colleagues. The sessions will be filmed and eventually put on the Internet.

**7FFLA532  ARBITRATION OF INTERNATIONAL IP DISPUTES**

Increasingly, international disputes involving intellectual property issues are being resolved through arbitration, despite some disapproval of the use of alternative dispute resolution for IP cases in the past. The module is aimed helping law students understand this developing situation and exploring some of the particular issues that arise from the application of arbitration as a dispute resolution process in international IP cases. Issues of arbitrability, drafting, choice of law, procedure, broader policy considerations and enforceability specific to international IP cases will be discussed. When possible, the lectures will be supplemented by short presentations from experienced practitioners. This is a specialized module; students are expected to either have studied arbitration before, to be enrolled in International Commercial Arbitration or the Introduction to the International Dispute Resolution or to engage in a series of recommended readings independently. Students need not have previously studied intellectual property law.

**7FFLA534  INTRODUCTION TO INTERNATIONAL DISPUTE RESOLUTION: MECHANISMS BETWEEN PRIVATE PARTIES**
This half-module, which students take together the half-module under mechanisms under international and European law, will be dedicated to mechanisms that are traditionally considered to be part of “private” law. This will entail a review of the dispute resolution mechanisms that are used internationally in order to solve “private” disputes, typically those arising in the business world: negotiation, mediation, arbitration and litigation. Focus will be placed on the use by international private actors of these different modes of dispute settlement. A comparative approach will be adopted with respect to international litigation in order to contrast differences and highlight common features.

**7FFLA537 VALUE ADDED TAX**

Value Added Tax is an increasingly important tax in the UK and throughout the EU. Not only does it generate a large amount of revenue for governments, its character as a European tax makes for interesting case law and controversy within domestic systems.

This module considers the nature of VAT as a tax and considers the system of VAT as implemented in the UK. It considers the various elements of the tax and how the tax has developed in response to EU movement and pressure.

As well as gaining a comprehensive understanding of VAT in the UK, the aim of the module is to provide you with the tools to be able to comprehend other systems of VAT in Europe and also to understand why what seems like a simple tax has proved so complicated in the EU.

**7FFLA538 INTRODUCTION TO INTERNATIONAL DISPUTE RESOLUTION: MECHANISMS UNDER INTERNATIONAL AND EUROPEAN LAW**

A thorough knowledge of national laws and procedures is no longer sufficient to competently counsel clients in the globalised world of the XXIst Century. Practitioners need to be aware of the tools that international dispute resolution puts at their disposal. This class provides students with a basic knowledge of the law and mechanisms in the field.

In this half-module, which students take together with the half-module on mechanisms between private parties, students will learn about the “public” side of international dispute resolution, comprising diplomatic means of dispute settlement and legal means, such as European Courts, the International Court of Justice, the International Tribunal for the Law of the Sea, the World Trade Organisation dispute settlement system and arbitration.

**7FFLA545 ORAL ADVOCACY IN INTERNATIONAL DISPUTE RESOLUTION**

Oral advocacy plays an important role in international dispute resolution. Nevertheless, it is rarely taught and few professionals outside of the British bar can claim significant expertise.

During this half-module, which will be taught as an intensive seminar during the reading week with a 2-hour preparatory session before, students will learn about the role of oral advocacy in international dispute resolution using an international arbitration as an example. Following the structure of an international arbitration, they will learn about advocacy in the different stages of a dispute (jurisdiction, opening submissions, interim measures, witness and expert cross-examination, closing submissions), watch and discuss performances available on the internet and practice their own advocacy skills. Participation is limited to 20 participants. In case of over-subscription places will be assigned on the basis of students’ CVs. Pleadings of participants will be filmed.

**7FFLA548 LAW OF INTERNATIONAL FINANCE 3 - SEcuritisations derivatives and CDOS**
This module is intended to be taken only in conjunction with International Finance 1 and will be taught as an adjunct half-module. It will be useful if you are interested in a career as a lawyer in global investment banking in the financial markets and will seek to provide in depth coverage of the law and legal issues in derivatives and credit derivatives the most modern and complex of financial transactions which have seen an explosive growth in the past few years – estimated to be 200 trillion dollars by the Economist. It will also cover asset securitisations including loan securitisations as well as synthetic structures using credit derivatives. The orientation of the module will be strongly towards the students wishing to practise in this field. The module will be taught in the second semester after you have obtained a grounding in International Finance 1.

7FFLA552 PATENTS AND TRADE SECRETS

The aim of this module is to provide you with a detailed understanding of European and UK patent law and the UK law of confidential information (or trade secrets), with particular reference to new technologies, such as biotechnology and information and communication technologies. The key features of European and UK patent law – registration, validity, infringement, exploitation and enforcement - will be examined, taking into account theoretical, policy and practical perspectives. The module will also cover recent developments to the UK law of confidence, both in relation to commercial information (trade secrets) and privacy. It is not essential to have a prior knowledge of patent law or trade secrets.

7FFLA553 TRANSNATIONAL LITIGATION

This module tracks the process of transnational litigation from initiation to enforcement. It indirectly provides an introduction to the structure of, and the demand for, international arbitration. The angle of study will be comparative, with examples and cases drawn from common law and civil law systems, particularly the United States and France. Subjects such as jurisdiction, forum non conveniens, anti-suit injunctions, forum selection clauses and choice of law clauses will be investigated. Particular attention will be given to the procedural and substantive challenges raised by transnational litigation from a practical standpoint. The module will therefore seek to initiate students to the complexities of transnational litigation from a comparative standpoint.

7FFLA555 COMMERCIALISATION OF INTELLECTUAL PROPERTY

Today, intellectual property rights (IPR) are potentially valuable assets. You look at ownership, commercialisation and value protection through dispute resolution and the licensing of patents and know-how, trade marks and copyright, as well as hybrid areas such as merchandising. Covered are: introduction to IP law; patents; know-how and trade secrets; plant varieties; copyrights; trademarks; registered and unregistered designs; IP due diligence in M&A transactions; IT/IS; IP valuation and taking security over IP; the internet and IP; antitrust and IP; protecting value.

7FFLA567 ADVANCED SEMINAR ON SELECTED TOPICS IN INTERNATIONAL ARBITRATION

Subjects that will be studied are: the delocalisation of international arbitration and its meaning, is there a new transnational arbitral order?; why want parties procedural flexibility and the elimination of appeals, consequences for the applicable law, its transnationalisation; where does it leave public order requirements, how do they interact at the national and transnational or EU level in Europe, powers of adjudication of international arbitrators in this area; the operation of parallel legal orders; differences between commercial, financial and foreign investment arbitrations; reasoning of international arbitrators; the issue of independence and impartiality of party appointed arbitrators, legitimacy, transparency and accountability; the problems with private dispute resolution in investment arbitrations, the discussions in the TTIP, supervision of international arbitrators and preliminary opinions in public policy matters; arbitration as a business, consequences for its credibility, types or arbitrators, skills and integrity, reputation, does it matter.
Students may enrol in this module only if they have prior knowledge of arbitration. Students registered for this module may not be registered simultaneously in International Commercial Arbitration.

7FFLA570 TRANSNATIONAL LAW AND TECHNOLOGICAL RISK GOVERNANCE: EXPERTISE, STANDARDS, LEGITIMATION

Disputes about the desirability of promoting or forestalling new technologies invariably provoke debate about the need for regulation and the legitimacy of attempts to regulate technological development. These debates are, in essence, debates about how different, locally embedded societies, on the one hand, and the ‘global community’, on the other, seek to understand and manage technological risk. Although technological risk is typically associated with tangible harms understood in terms of harms to health and the environment, from a transnational perspective other collective harms that are associated with threats to cultural, political and moral norms and values that are often associated with contemporary technological innovation become equally visible. But because any assessment of both merits and dangers associated with such technologies is embedded in local values, however contested, pronounced or silenced, such assessments are always unstable. Hence attempts to identify, understand, and quantify these risks in order to devise a legitimate and effective legal and regulatory framework for “managing” those risks is fraught with difficulty.

The emergence of “new” technologies and the assessment of their merits as well as their risks are – inevitably – part of particular, contextualized and historically evolved traditions of societal evolution. As such, there is no objective or universal, even less a globally accepted consensus with regard to the up- or downsides of technological innovation. Instead, technological developments are deeply embedded in contested narratives of ‘progress’ and ‘growth’, narratives which are in part domestic and highly idiosyncratic while being also shaped by a range of border-crossing discourses including those around ‘development’ – in the past as in the present. Hence it is through this combination of local and transnational dimensions that the proposed module will examine a number of key areas in technological innovation. By adopting a transnationalised perspective on technological innovation which investigates how technological and human progress, development and risk are perceived at a concrete, local level whilst being embedded and shaped by global and transnational forces and dynamics, students will ultimately obtain a richer, contextualised and more realistic understanding of the ways in which these ideas evolve over time and space. By adopting a pluralistic transnational understanding of debates about technological innovation, attending to the underlying political economy that drives particular technological innovations within a broader geopolitical context and increasing calls concerning the need effectively to tame these trajectories, we may acquire a better sense of the implications of technological for democracy, liberty, justice and human flourishing.

This module provides students with an opportunity to explore attempts to regulate new and emerging technologies at the transnational level through a series of spatialized case study explorations across a range of technological applications that feature in contemporary debates, with a view to critically interrogating whether, and to what extent, common themes and concerns can be discerned with a view to sketching the contours of an analytical framework that can illuminate both the challenges of regulating technology at the transnational level, and which might also serve to provide normative guidance.

7FFLA572 NEGOTIATION

The module draws upon thirty years of interdisciplinary research in negotiation from the perspectives of law, economics, game theory, and social and cognitive-behavioural psychology.

It provides comprehensive theoretical background as well as training in analytical and interpersonal aspects of negotiation. It aims to address the requirements of modern legal practice, where
effective legal work often entails negotiations in complex interpersonal settings involving multiple parties and multiple issues, and where deal-making, consensus building, and problem-solving frequently take the central stage.

The module explores the Principled negotiation model developed at Harvard Law School, as well as advanced interdisciplinary theory on negotiation, including the Three Tensions model and the insights from modern social, cognitive-behavioural and psychodynamic psychology.

In addition to the intensive reading, the students are expected to negotiate complex proprietary negotiation cases on a weekly basis. Case experience is used as material for class discussion and for explication of the relevant theory.

Attendance of the enrolled students will be mandatory.

7FFLA576 COMPETITION INTELLECTUAL PROPERTY AND THE MEDIA INDUSTRY

On this module, students will study the interaction of the laws of EU competition law on the one hand and intellectual property on the other as they affect commercial relations in the media industry.

By the end of the course, students will be in a position to demonstrate the following:

1. An understanding of the key features of the media industry and its value chain, the reasons for intellectual property protection and for competition law intervention.
2. An appreciation of how intellectual property protection can contribute towards a more competitive business environment in the media industry.
3. An understanding of the application of competition policy and rules to the development of the media industry and how it is balanced with intellectual property protection.

The ability to critically assess the case-law arising from the application of intellectual property and competition to concrete cases in the media industry.

7FFLA579 EU PUBLIC PROCUREMENT LAW

EU public procurement law has emerged as a major area of practice for EU lawyers, bolstered by the introduction of new enforcement procedures in 2009 and a growing volume of cases before the European and Member State courts. This module offers a comprehensive grounding in the EU regime. It covers:

- the policy objectives of the EU public procurement law regime and its foundations in the TFEU;
- the substantive rules relating to entities and contracts covered, award procedures, selection of bidders and contract award criteria;
- information disclosure requirements, in particular the European courts’ evolving case law and the relationship with the general principle of transparency and Freedom of Information laws;
- the use of public procurement to further social, policy and environmental objectives;
- enforcement mechanisms and practice throughout the EU, including the new Remedies Directive and Article 258 TFEU infraction proceedings.

No previous knowledge of the subject is required.
INTERNATIONAL TAX LAW: TRANSFER PRICING

Transfer pricing is the single biggest issue in international taxation for multinational business and tax administrations. The aim of this module is to critically and comprehensively analyse the legal issues pertaining to Transfer Pricing and is addressed to lawyers, accountants and tax policy-makers, whether in private practice, as in-house counsel, or government employees. The course takes a practical, transactional and multi-jurisdictional perspective and examines in depth the OECD Transfer Pricing Guidelines including the rules and Commentary of the OECD Model Tax Convention together with a detailed analysis of transfer pricing disputes and practice including the expanding body of case law.

INFORMATION SOCIETY LAW

The Information Age has transformed society. As mechanical systems powered by coal, steam and later oil and electricity gave us the Industrial Society, so now information and communication technologies (ICT) are giving us an Information Society – the society defining the 21st century.

To an extent, its law breaks down according to familiar technological systems – computers and networks. Cybercrime, specific kinds of intellectual property (e.g. open source software) and often overlooked but important technology-control regimes are thus investigated in a part of the course devoted to the computer. A part on networks in turn introduces general types of electronic communications network for regulatory purposes globally and then examines in particular the EU regulatory system applicable to network and service provision.

But there are further dimensions to Information Society Law. One is the administration of “public good” resources needed for telecommunications, from internet addresses and telephone numbers to the radio frequencies used to carry information over mobile, satellite and other networks. This distinct, transnational “resources” branch of law is today recognized as becoming ever more pivotal, as society becomes more and more dependent on the resources concerned and their management.

The relationship between the Digital State and Citizen intertwines issues of technology, security and liberty. How power and interests play out in this basic relationship will affect us all into the future. The student in this part of the course will also explore a third point in what has become a societal triangle: the role of corporations that control access to services and use of data. Some of today’s keenest legal debate revolves around this triangle’s themes and we will bring it into the classroom.

Finally, we will probe into key legal challenges raised by expanding new areas such as robotics, geoinformation, cloud computing and “Big Data”. And students will uncover fundamental information society drivers that “regulate” our world no less than – indeed, more profoundly than – many laws students are usually exposed to. It is vital for the student to understand the changing nature of law-making that such drivers entail; this will be an emphasis across the course’s teaching.

ELECTRONIC COMMERCE LAW

This course examines the law and policy governing the development of e-commerce by primary reference to the European example. Under what is today the flagship Digital Market Strategy, EU law in this area is widely considered to lead the world, thanks to forward-looking legislation aimed at facilitating the uptake of electronic transactions. We shall examine this legislation especially in terms of its implications for the business itself as the reference point for analysis.

Starting with the Electronic Commerce Directive, we shall outline the general framework governing the “electronic transaction”. We shall then complement this framework by reference to key legal
usages from practice such as e-procurement, adaptations to agency such as escrow, and modes of intellectual property licensing, all of which are applicable in Europe and other parts of the world.

We shall next discover instruments available for use in e-commerce that have been introduced under EU legislation like electronic money and trusted third party authentication, and we shall compare these instruments to alternatives generated by the market such as Bitcoin and PIN codes.

We shall then turn to the central instrument for e-commerce, the domain name, and associated legal issues related to the website and e-mail. This part’s content will include:

- discussion of the .eu Top Level Domain (TLD) system – which aims at creating, alongside the euro, an everyday manifestation of EU identity – in comparison with legal regimes applicable to other TLDs such as .com
- an examination of domain names dispute resolution, which will include in-class debate of significant .eu and other TLD cases in which Prof. Madders was himself arbitrator
- EU online privacy, commercial communication and data protection requirements.

Risk and its mitigation form a last taught part of the course. Discussion here includes EU information security requirements – an emerging branch of law in its own right – and review of EU competition law as applied to software-based services. New EU measures on online dispute resolution for consumers and aspects affecting international trade will be introduced, as well as aspects of freedom of speech and online criminal and tortious liability that an e-business may need to consider.

From the above it will be seen that, taking EU e-commerce law as its point of departure, this course encompasses a significant part of internet law. It in turn privileges attention to the player that most shapes practical use of the internet by focusing on the business. To reinforce that focus, this course includes an assessed practical project to develop an “e-business concept” that runs throughout the teaching semester. Through it, students taking this course will have a chance to “learn by doing” in a way designed to develop not only legal acuity in untangling legal issues but also the student’s communication skills, potential for teamwork, and business acumen – all ingredients for later life.

The practical project format has over the years been a popular feature of the course and the main reason several students have taken it. It has been refined following students’ own feedback.

**7FFLA591 INTERNATIONAL MOOTING**

The International Mooting Module (IMM) is a 20 credit module offered to LLM students of all pathways at the Dickson Poon School of Law. The IMM is essentially a unique mode of delivery of principle substantive knowledge areas in international dispute resolution and relevant advocacy skills. The IMM syllabus covers key skills in oral and written advocacy in international and transnational arbitration and adjudication, while adopting a holistic approach to the analysis of international and transnational dispute resolution.

**7FFLA592 ADVANCED MERGER ECONOMICS FOR LAWYERS**

This module will provide lawyers with greater insight into the economics of mergers across a number of different jurisdictions worldwide. This is an area where law and economics has evolved dramatically in recent years and where academic research into the effects of mergers have led to dramatic changes in approach in practice. The course focuses not on jurisdictional and procedural aspects of competition law merger control but on substantive assessment. It adopts a comparative approach highlighting difference in goals and economic approach and considers how academic advances have impacted no such assessment.

**7FFLA593 COMPETITION ENFORCEMENT AND PROCEDURE**
Competition enforcement has undergone major reforms in the past decade, generating intellectually stimulating scholarship and challenging practical problems. In the European Union, enforcement by the European Commission and National Competition Authorities (administrative or public enforcement) changed significantly in 2004. Furthermore, competition enforcement has moved away from a purely administrative model. Alongside public enforcement, private litigation (private enforcement) is now a major feature of the system and, in some countries, including the United Kingdom, certain competition infringements are also a criminal offence (criminal enforcement). In addition, competition enforcement has a global dimension, both in terms of the scope and breadth of legal scholarship and in practice. The aim of this course is to give students the knowledge and the analytical tools necessary to understand the dynamics of public and private enforcement in the European Union and in the global context, to deal with the complex procedural problems that arise in practice, and to form their own view on the policies and enforcement models involved.

While the main focus of the course will be on EU law, the course also aims at exploring the relationship between EU law and national law. Therefore, enforcement models in EU Member States will be discussed, with a privileged but not necessarily exclusive focus on the United Kingdom and English law. Furthermore, jurisdictions outside the EU will be considered when they have provided important intellectual paradigms for the development of competition enforcement or because of their practical importance. In both respects, the United States of America is a key jurisdiction.

REGULATORY POLICY AND PRACTICE

Regulation has become a permanent feature of the way in which contemporary democratic economies (including Britain and other European countries) are governed. There are few spheres of economic activity that are not subject to some form of regulatory oversight and control. Daily news programmes rarely pass without some mention of a significant regulatory decision, proposed regulatory reform, or allegations of some regulatory failure or scandal. For lawyers, dealings with regulators and regulatory regimes have become part of the staple diet of their work. Yet the practice of regulation is far from straightforward. Regulatory policy and practice has evolved considerably from its traditional origins in the form of ‘command and control’, accompanied by the growth of specific terminology and concepts that are likely to be unfamiliar to those other than regulatory technocrats. This course provides an opportunity for students to develop an understanding of, and critically to evaluate, the basic tools, techniques and decision-making methodologies that are employed in regulatory design and practice. It will be of interest to both private and public sector lawyers who practice in regulated sectors of the economy, enhancing their understanding of how regulators go about the business of regulatory decision-making.

This module is aimed at providing students with a set of general analytical tools and concepts that may be applied to the regulation of any domain of social activity, in any jurisdiction, in seeking to understand how regulatory authorities pursue the social and/or economic objectives that they are expected to promote. Students will develop an awareness the challenges (of both a principled and practical kind) associated with attempts by regulatory authorities in seeking to promote particular social goals, including an appreciation of the kinds of conflicts and tensions which may arise within, or as a product of, the regulatory process. It will also enable students to undertake a critical appraisal of regulatory institutions, policy and practice, including the role and limits of the law’s contribution to regulation.

First, we will begin by exploring debates about the nature of regulation, the regulatory state, and the role of law in the regulatory endeavour. Secondly, we will explore different techniques and instruments of regulation, ranging from classical ‘command-and-control’ regulation through to instruments which rely primarily on other competition, consensus, communication or ‘code’ (architecture) as the means for regulating social behaviour. Thirdly, we will consider so-called ‘new governance’ approaches to regulation and the factors which may influence the choice of regulatory instrument. Fourthly, we examine issues of enforcement and compliance styles, including the role of
the civil and criminal law, the role of private enforcement, and explore the way in which regulatory enforcement is carried out ‘at the sharp end’ in the practice of regulatory enforcement officials.

No previous knowledge of the subject is required. This module will be useful to students from a range of backgrounds (including but not limited to those with an interest in competition and utilities regulation) particularly those interested in public policy generally, or in the regulation of particular sectors, such as technology, banking, energy, healthcare and so forth. It encourages students to view the law in a fresh light, drawing upon insights from various social scientific perspectives (including politics, economics and criminology) in order to understand how the law helps to shape public policy outcomes and social behaviour more generally.

7FFLA597 COPYRIGHT AND THE MUSIC INDUSTRY IN THE DIGITAL ERA

Given the cultural and economic significance of the music industry, music copyright issues are arguably the most pressing of the day in contemporary intellectual property law. This module concerns the music industry and copyright law in the digital age. By 1999, the music industry had endured a period of growth that had endured for the best of a quarter of a century. However since the late 1990s, profits have reportedly been in sharp decline. Some would have us believe that online piracy is responsible for this downturn. However, more nuanced explanations would suggest that there are other factors at play that need to be considered. The music trade media and law journals have in recent times become like a battlefield for music ideology, brought on directly and indirectly by the disruptive technology of digitisation and the Internet. In order to understand the nature of this disruption, we will examine: the historical development of the traditional music industry and its value chain and the rights that underpinned this value chain: and how these rights have been challenged and the legal responses and strategies employed to combat these challenges. In examining these claims we will focus on key turning points for the music industry, namely:

1. MP3 and Napster
The development of music files in MP3 format effectively marked the death knell for physical media distribution of music, CDs and served to introduce new enterprises and competitors to the music industry. Prior to the advent of Napster the music industry had experienced online piracy, but not on the scale represented by Napster. The profitability of the music industry is largely based on exclusive rights of distribution and what Napster served to do was to wrest this control from the music industry in a manner that threatened the very core of the music industry's value chain. The music industry’s legal response to Napster and similar services will be examined through the case law as it sought to control this disruption and protect its interests.

2. iTunes
With CD sales peaking towards the end of the century, the launch of the Apple Inc. owned iTunes online music service in 2003, has been said to have singlehandedly rescued the music industry and led to the development of the online music market. The music industry having attempted to curtail the potential of technology to disrupt its interests sought to establish alliances with Apple amongst others to utilise the same technological innovation for distribution and copying of music but to make it subordinate to its own interests.

3. Spotify.
Streaming services such as Spotify raise issues such as the shift from ownership of music to access to music, as consumers change their music consumption preferences. This change has served to highlight record label business practices and artist contracts as artists and songwriters seek fairer distribution of revenues from these services. For some artists and songwriters, streaming represents the final nail in the coffin. Whereas record companies are beginning to feel that the record industry is on the road to recovery as revenues grow. This is a constantly changing dynamic as new services move into the streaming environment.

The underlying aim of this course is to examine the effect of the Internet and digitisation on the music industry through the lenses of the actors involved, in particular artists, songwriters, publishing companies and record companies. By music industry, what we will see is that there are really three distinct yet closely related areas of the music industry. First, there is the recorded
music industry, which is largely dedicated to the distribution of music to consumers. Second, the music licensing industry, which is focused on licensing music to end users and consumers. Finally, there is the live music industry, which is focused on the promotion and production of live music tours and concerts. The focus will be on the first two aforementioned areas.

We will not only look at the disruptive technologies and the legal responses to them, but we will also examine recording agreements, many of which were in place before the Internet and streaming services existed. Attention will be paid to the copyright aspects of these agreements, but in particular we will look at the construction of contracts that has generated contention between artists and record companies concerning the payment of royalties accrued from streaming services. As revenues have diminished across the music industry, we will highlight how revenue streams have been sought from other avenues, such as the growing trend for record companies to seek so-called 360-degree deals with recording artists. In regards to songwriters we will explore the potential import to them of specific legislation, namely, The Copyright and Rights in Performances (Personal Copies for Private Use) Regulations 2014.

**EUROPEAN ENERGY UNION: LAW REGULATION AND POLICY**

Energy in Europe is facing complex challenges. Among the most important are: significant obstacles to an interconnected and integrated cross-border energy market; dependence on foreign imports and hence issues of security of supply; decarbonisation; very high prices damaging competitiveness. The field is regulated through a complex, hybrid system, with regulatory and enforcement competences being delegated to (public) national regulators and to (private) transmission system operators organized in powerful networks. The European Council has repeatedly called for increased efforts to reduce Europe’s high energy-dependency and to further implement and integrate the European energy market. A New European Energy Union is one of the current European Commission’s 10 priorities. In parallel, many Member States are reforming their energy policies. The study of energy as a European Union policy field is therefore topical, transnational, and in constant evolution.

This course looks at the legal framework within which economic and geopolitical problems are dealt within the EU energy policy. Drawing on knowledge and solutions developed in fields such as economics, politics, at national, European and global level, students will be called to critically examine and debate the following main topics:

Current economic and political issues and trends concerning energy in a EU and global context:
- World outlook
- International trade in energy products
- Shale Gas revolution
- Energy prices
- Energy Security
- Decarbonisation and climate change
- The creation of a EU internal market for energy

EU energy Law and regulation in a global context
- Evolution of EU Energy Law in a global context
- Division of Competences between EU and Member States in the energy field
- Institutional framework of energy regulation
- Environment and climate change regulations and their impact on the energy market
- Security of supply and capacity mechanisms
- Renewable sources
- Competition & State aid in the energy markets
This course is intended for students who are interested in pursuing a career in an international arena with a specialisation in international dispute resolution mechanisms in private practice, in house or in the public sector. The module gives students a firm grounding in international investment arbitration covering international investment disputes under ICSID, NAFTA and the ECT from a procedural as well as a substantive standpoint. The course also gives the students an overview of bilateral and multilateral Investment treaties, their structure and content.

7FFLA600 INTERNATIONAL COMMERCIAL ARBITRATION

This course is intended for students who are interested in pursuing a career in an international arena with a specialisation in international dispute resolution mechanisms in private practice, in house or in the public sector. The module gives students a firm grounding in international commercial arbitration covering all of the stages of international commercial arbitration proceedings from drafting arbitration agreements through to enforcement and recognition of arbitral awards under the New York Convention.

7SSWM050 POLITICAL PHILOSOPHY AND INTERNATIONAL LAW (NON-LAW MODULE)

This course aims to offer students the opportunity to read, or re-read, key texts from classics in Western political thought that have shaped thinking about the international order. It does not purport to offer an exhaustive overview of the subject, but rather to examine certain ideas and arguments in depth. The course is particularly suited to students interested in normative argument about international law and international relations who feel their knowledge of classics is somewhat limited. A background in international law or legal and political philosophy is not a prerequisite.

7SSWM031 Law and Conflict in International Society (NON-LAW MODULE)

Module description TBA.

7SSWM063 MIGRATION, CONFLICT, AND POLITICS (NON-LAW MODULE)

This course will teach students about the different categories of migrants, their purposes for migrating and how they are perceived and treated by countries in which they seek entry and the global community more generally. We will examine the global nature of migration as a political, economic, social and humanitarian issue. We will learn something about the political process that determines how migration is framed and the consequences of framing for international and national policies and attitudes of non-migrants. We will try to understand why migration is such an important issue in many countries today, and why it has recently been regarded as a security issue. Our examination will include a broad conceptual framework, including political, economic, social and legal perspectives.

7SSWM082 Political Violence, Counterterrorism and Human Rights (NON-LAW MODULE)

Security and intelligence responses to terrorism and political violence have been rapidly evolving in recent decades, with important implications for the state and for human rights. This module critically analyses the latest research on the effectiveness of counterterrorism policies, and examines whether and how such security measures can be "balanced" against human rights, such as individual liberty and privacy. We will examine how practices such as torture, drone strikes, preventive detention and digital surveillance impact on human rights and assess whether and how democratic governments can be constrained from engaging in such practices. A comparative approach is taken throughout the module, with in-depth studies of contemporary cases from countries including the United States, United Kingdom, France and Israel, and historical cases of security and intelligence responses to political violence in Northern Ireland and the Basque Country.
Research and Practice Modules (all 40 credits)

7FFLX003  ADVANCED TOPICS IN GLOBAL ANTITRUST LAW AND POLICY (Research Module)

This course aims at enhancing the student’s understanding of competition law in a transnational perspective by focusing on the in-depth analysis of the law, policy and economics of abuse of dominance (or single firm conduct).

The course is meant to be both topical and student-driven so the choice of themes to be dealt with each year will be determined by topicality, both in terms of developments in case law and enforcement practice and scholarly debate, and students’ interests and preferences. These themes may include the following:

- the concepts of dominance and market power, their interrelationship and their different applications (for example in two-sided markets or in fast-moving ‘new economy’ markets)
- collective (or joint) dominance and the problem of the oligopoly and its interrelationship with the prohibition of anti-competitive agreements, e.g. under Article 101 TFEU
- the test or tests for determining when conduct that harms, and therefore, excludes competitors should be deemed abusive
- whether discrimination by a dominant firm should be deemed to be an abuse and, if so, in what circumstances
- whether exploitative practices by a dominant firm (such as charging “excessive” prices) should be deemed to be an abuse and, if so, in what circumstances
- specific practices or abuses in specific contexts such as anti-competitive rebates, predation, margin squeezes in network industries (e.g. in the telecommunications industry) and abuses concerning intellectual property rights (e.g. in the pharmaceutical industry)

The course is assessed by a research essay on a topic chosen by the student which the student will have the opportunity to discuss during the course in order to obtain feedback in an interactive way.

7FFLX005  ADVANCED EU COMPETITION LAW (PRACTICE MODULE)

This course aims at enhancing the student’s understanding of competition law. It builds upon the EU competition law course, focussing in greater detail on complex legal, economic and practical issues raised by a case study. Students will analyse a full and detailed case study, and apply the law critically to the facts of the case study. Students will have an opportunity to discuss the issues raised by the case study in a structured workshop and will be required to work in teams and to make oral presentations on the questions raised. The course will be assessed by students preparing an individual written answer to the problems raised by the case study.

Students wishing to take this option will be required to take the EU Competition Law course or already to have a good working knowledge of EU competition law, including EU merger control.

7FFLX008  GENERAL EU LAW (PRACTICE MODULE)

EU law impacts in a wide variety of ways on almost every aspect of commercial life in the European Union (and often beyond). This module aims at providing students with the opportunity to gain deeper understanding and knowledge of the impact of EU law in commercial transactions and to develop commercially viable solutions to what are often complex legal issues. Students will have to develop an awareness of how EU law can restrict or facilitate such transactions. They are expected to research selected areas of substantial and procedural aspects of EU law and to employ their knowledge in a commercially relevant way. Students will be confronted with different practical scenarios (be it in meetings where they need to negotiate, or by submitted written documents) on
various sides of the transaction (be it as Commission officials, representatives of law firms, general counsel of companies and so on).

**7FLEX010 THE EU STATE AID GAME: FROM THEORY TO PRACTISE (PRACTISE MODULE)**

Through the analysis of a case-study, students will apply their knowledge of EU state aid law to develop a hands-on experience of the political, legal, economic and procedural components of EU State aid control. As in moot court, students will have an opportunity to discuss all aspects of the case taking into account the perspective of all the actors involved in the various phases of State aid control, from the conception of the aid measure, to the investigation, to decision-making and judicial review.

The course will be assessed on the basis of oral and written presentations, and students will be required to work proactively and in teams.

Students wishing to take this option will be required to take the EU State Aid course in the first semester or to prove a good working knowledge of this area of EU law.

**7FLEX012 TRANSNATIONAL BUSINESS LAW, FOREIGN DIRECT INVESTMENT AND ARBITRATION (RESEARCH MODULE)**

In this module, we will focus on the structures and rules of transnational arbitration, particularly on their authorship, their implementation and revision. As we examine the differences between transnational arbitration rules and existing international as well as domestic norms, it will become apparent how private actors (including transnational businesses, arbitrators, or arbitral institutions) assume the role of transnational rule creators, policy makers and conflict resolvers. This transnationalization of dispute resolution can be shown to be part of a much larger trend of domestic law’s transformation through privatization and delegation, while, at the same time, contributing to an ever more complex realm of global governance.

The first session will lay out the theoretical foundations for the group and present the type of research and debates that students will engage into during the module. During the four following sessions of the module, each student will be asked to write and present a short (1-2 pages long) reaction paper to scholarly works in the field of arbitration. These scholarly works will focus on the four following topics:

- General Theory of Arbitration
- Authority and Global Architecture
- Procedure
- Precedent and Appeal

Students will devote the second half of the term to the drafting of a research paper (6000 words +/- 500 words). The subject of the research paper will relate to one of the four topics set out above. Students will meet individually with the instructor to discuss their topic and ongoing research during the second half of the term. The instructor will also assist those of the students who wish to engage into archival work.

During the last session of the term, the class will meet again so that each student presents orally his/her ongoing research (in approximately 10 minutes). The final research paper will be due at the end of the exam period.
**7FFLX013  "HARD" CASES AND REGULATORY CHALLENGES IN TRANSNATIONAL LAW AND GLOBAL GOVERNANCE (RESEARCH MODULE)**

Practicing lawyers are often confronted with the limitations of having to rely on precedent or legislation when advising clients in areas of 'new' law, or where court decisions and statutory regulations are not yet sufficiently available. While this might be due to the fact that the law – in a domestic setting – is only slowly awakening to a recently emerged regulatory problem, this governance lag is amplified in the context of transnational activities, where issues of sovereignty, jurisdiction and forum pose additional obstacles to the creation of effective legal regulation.

Practically speaking, lawyers in such cases frequently resort to team work, experts, stakeholders and other relevant parties ‘on the ground’, eventually shifting their strategy from litigation to a combination of legal consultancy, advocacy, coalition building and even public awareness building. This type of lawyering requires considerable flexibility, competences and resources, which are not readily available to every lawyer. From a theoretical perspective, the lawyer might find herself overwhelmed by what can be the technical or cognitive as well as the moral complexity of the case setting she is working on.

At the centre of the module is the shift away from training lawyers in learning and interpreting the law primarily through the study of jurisprudence (case law as in the common law tradition) or through the interpretation of statutory law (legislation – civil law tradition). Instead, students are invited to take on the perspective of the lawyer/advocate/activist who is involved in ‘building’ a case from a set of diverse, inchoate and constantly evolving facts and data. This reversal of perspective is a crucial element in confronting students as future practitioners with the real-world challenges of an effective access to justice.

Assuming the position of legal practice and rights advocacy, students immerse themselves into a case from the ‘bottom up’ by identifying and negotiating the affected and involved interests, finding and navigating the applicable law, including, possibly, ‘soft’ law, codes of conduct, social norms etcetera, and developing a legal interest representation strategy (“LIRS”). In contrast to giving legal advice to a client in a more or less confined and concrete legal question regarding, for example; liability, entitlement, conviction or acquittal, the development of a LIRS might include a variety of avenues, including, but not limited to, designing a litigation or defence strategy, the enhancing of legal and political rights, engaging in coalition and public awareness building or contributing to a sustainable stakeholder interest representation process.

**7FFLX014  INTERNATIONAL INVESTMENT LAW AND POLICY (PRACTISE PROJECT)**

This module aims at providing students with the opportunity to gain a deeper understanding and knowledge of the international investment law and policy regime. Students will have to develop an awareness of the critical legal issues in the current regime, including the substantive protections afforded to foreign investors and the dispute settlement mechanisms provided by the system. Policy considerations underlying this area of the law will be examined as international investment law broadly limits States’ regulatory prerogatives in many important and sensitive economic sectors such as energy, transportation, water services.

As the practice project will be different every year, during the first seminar, we will provide more details on the specific project.

While strictly speaking there is no pre-requisite for the course, we strongly suggest enrolling in either the International Commercial and Investment Arbitration or International Investment Law modules.
DISCRIMINATION AND INEQUALITY: LEGAL PRINCIPLE IN PRACTISE (PRACTISE MODULE)

The module involves the application in a practical legal context of equality/discrimination law arguments of a domestic, international and comparative nature. Students will have to apply what they have learned by producing a written judgment.

LAW OF INTERNATIONAL FINANCE (PRACTISE MODULE)

This module is focused on the major transactions carried out by investment banks, transnational banks and multinational corporations in the vast global financial markets which have developed in London, New York and Tokyo in recent years as well as in locations such as Singapore, Hong Kong, Frankfurt, Paris and Sydney. It is designed to examine the legal structures used in these transactions and the complex legal issues arising in the context of these transactions due to their transnational and multijurisdictional nature.

It may be taken only by students taking Law of International Finance 1, 2 and 3.

INTERNATIONAL TAX LAW: TRANSFER PRICING (PRACTISE MODULE)

Transfer pricing is the single biggest issue in international taxation for multinational business and tax administrations. The aim of this module is to critically and comprehensively analyse the legal issues pertaining to Transfer Pricing and is addressed to lawyers, accountants and tax policy-makers, whether in private practice, as in-house counsel, or government employees. The course takes a practical, transactional and multi-jurisdictional perspective and examines in depth the OECD Transfer Pricing Guidelines including the rules and Commentary of the OECD Model Tax Convention and the UN Transfer Pricing Manual, together with a detailed analysis of transfer pricing disputes and practice including the expanding body of case law.

Assessment is by written practice project of 10-12,000 words. Students will be required to produce a transfer pricing report or position paper based on a practical case study similar to those they will encounter in practice.

THE IMPLEMENTATION CHALLENGE: HOW INTERNATIONAL AWARDS AND OBLIGATIONS UNDER PUBLIC INTERNATIONAL LAW ARE IMPLEMENTED IN REALITY (RESEARCH PROJECT)

Unlike national law and European Union law, international law does – in general – not possess a developed mechanism for enforcing obligations and judgments / awards. To a large extent, international law depends on the willingness of national legal systems to implement obligations and to comply with rulings. While some aspects of compliance have been the subject of much academic research, others remain largely unexplored.

In this research module students will – in class sessions – learn and discuss scholarly works on the challenge of implementing international law: in the first session the basic concepts and the topic will be presented, for the following sessions each student is expected to present a response to one of the scholarly works discussed and contribute actively to the discussion. In the second half of the term students are expected to begin writing their thesis, present their outlines to the group and discuss their research individually with the instructor. The instructor will assist students who want to conduct interviews.

ADVANCED COMPARATIVE CORPORATE LAW (RESEARCH MODULE)

The process of globalisation has rendered the practice and study of corporate law increasingly international. This module, as a natural progression from the prerequisite module “Comparative Corporate Law”, aims at providing students with a better understanding of the approaches taken by
different jurisdictions in a range of corporate law topics and at enhancing their research skills. Topics to be covered will vary from year to year to reflect the most recent research, but will generally include corporate theories; board structures; conflicts of interest between managers, shareholders, and other stakeholders; shareholder actions; control transactions; intermediaries and shareholder voting; and law and finance. Students are expected to research selected areas of comparative corporate law and through readings, class presentations and essay writings they will improve their understanding and awareness of domestic and comparative corporate law.

7FFLX018 TRANSNATIONAL HUMAN RIGHTS LITIGATION (PRACTISE MODULE)

Modern transnational human rights litigation cuts across traditional distinctions between jurisdictions or between national, European and international sources of the law and presents a number of challenges, pitfalls and opportunities to the practitioner.

The class will, in 7 two-hour seminars, present students with different case studies drawing from the instructor’s professional experience and including cases as diverse as the war on terror, human rights claims arising out of conflicts in Chechnya and Iraq and constitutional challenges to the criminalisation of homosexual conduct. Students will learn about how these cases were litigated and why they were litigated that way, developing an understanding of the practical aspects of human rights litigation.

The dissertation project will require students to apply the skills they have learned in class to a mock scenario, providing legal advice and / or drafting final submissions to an international or Supreme Court.