

**AMERICAN UNIVERSITY OF CENTRAL ASIA
DIVISION OF LAW**

**BUSINESS LEGISLATION AND POLICY – 3 CREDITS
LAW 271 (3374) - FALL 2017**

NICHOLAS MAZIK, LL.M., DOCTOR OF JURISPRUDENCE

ESENKULOVA BEGAIYM BEKTUROVNA, LL.M., DOCTOR OF JURIDICAL SCIENCE

CLASSES: Monday (1) 09:25; (2) 10:50; (3) 12:45 (room 306)

E-MAILS: esenkulova_b@auca.kg; mazik_n@auca.kg

OFFICE HOURS: - Begaiym Esenkulova - by appointment
- Nicholas Mazik - T/Th 9:25-10:40 (Rm. 215)

I. COURSE DESCRIPTION

The objective of the course is to provide students with a basic understanding of law and its implications in the business context. This is much more than merely studying laws; this course is about learning how laws come to be and how they are applied in business. The course primarily consists of the study of the legal framework for the protection of rights of business entities, regulations governing different types of business organizations, business contracts and laws affecting business activity in general. The course is useful to all students who major or specialize in business, as it helps them develop a broader base of legal language and concepts that are encountered in the everyday business world.

II. LEARNING OUTCOMES

Upon successful completion of the course students should be able to:

- comprehend the main principles and sources of business legislation;
- understand the basics of property law;
- explain the nature and essential differences among different legal forms of legal entities, such as LLC, JSC, partnerships, etc.;
- understand the essential elements of contracts, contract performance, and remedies in the event of contractual non-performance;
- know the basic principles and legal guarantees as applied to investments;
- differentiate among the various dispute resolution methods;
- understand corporate structures and decision-making processes;
- identify corporate malfeasance and its consequences;
- gain an understanding of labor law;
- determine the purposes and consequences of insolvency proceedings;
- identify legal issues, interpret, analyze law, and apply law to a variety of business situations;
- construct basic legal arguments.

III. COURSE REQUIREMENTS AND POLICY

- (1) Class sessions are a mixture of lectures and interactive student-focused activities (class discussion based on reading assignments, arbitration exercise, etc.). ***Students are expected to come to classes prepared and be ready to discuss the assigned materials.*** The instructors will call on students randomly to discuss class materials.
- (2) Students are expected to **BE ON TIME** for classes. If the instructors marked a student absent in case the student is late for class, he/she is considered to be absent for the whole class, unless excused by the instructors.
- (3) **ATTENDANCE:** Class attendance is required. Any student missing more than three (3) classes will receive a grade of zero (0) for class attendance and participation (-15%).
- (4) Students must submit all written assignments on the due date. **Late submissions will not be accepted** and will be given a grade of “zero” (0) for the assignment.
- (5) Students must follow the **AUCA ACADEMIC HONESTY** code. All types of plagiarism are strictly prohibited. If a student fails to observe this requirement, the instructors may assign an “F” for the work or an “F” for the whole course, depending on the type of assignment and relevant circumstances.
- (6) The use of cell phones (talking, texting...etc.) during class is strictly prohibited. Students violating this policy will be given one (1) warning. A second violation of this policy will result in the student receiving a grade of “zero” (0) for class participation (-15%).
- (7) The use of any other electronic devices during class for any purpose not related to the furtherance of the class objectives is strictly prohibited. Recording (audio, video) of classes is not allowed. Students violating this policy will be given one (1) warning. A second violation of this policy will result in the student receiving a grade of “zero” (0) for class participation (-15%).
- (8) Please, note that this syllabus **is subject to change**. Any changes to the syllabus will be announced in class, and the updated version of the syllabus may be found on the e-course. It is students’ duty to stay informed of any adjustments made.

IV. GRADING POLICY

The course grade will be determined on the basis of the following components:

• Class attendance and participation	15%
• In-class assignments	20%
• Written assignments	15%
• Mid-term examination	25%
• <u>Final exam</u>	<u>25%</u>
<i>Total</i>	100%

V. GRADING CRITERIA

A	94-100%
A-	90-93%
B+	86-89%
B	80-85%
B-	77-79%
C+	74-76%
C	68-73%
C-	64-67%
D+	60-63%
D	54-59%
D-	50-53%
F	below 50%

VI. COURSE CONTENT

Weeks	Course Topics
1 <i>September 4</i>	Introduction to the course. Types and methods of state regulation of business activity. Sources and principles of business law. Brief overview of Toktom.
2 <i>September 11</i>	Transactions (contracts). Classification and forms of transactions.
3 <i>September 18</i>	Conditions for validity of transactions. Performance of contracts. Remedies for breach.
4 <i>September 25</i>	Private property as the basis of business activity. Protection of property rights. Direct and indirect expropriation.
5 <i>October 2</i>	Concept and classification of legal entities.
6 <i>October 9</i>	Corporate governance. Management, administration, and the regulation of companies: <ol style="list-style-type: none"> 1. Company directors 2. Other management bodies 3. Company meetings and decision taking
7 <i>October 16</i>	Procedure for creation and state registration of legal entities. Liquidation of legal entities. Individual entrepreneurship.
8 <i>October 23</i>	Legal regulation of investment activity. Investment treaties and contracts.
9 <i>October 30</i>	Standards of investment protection.



10 <i>November 6</i>	FALL BREAK
11 <i>November 13</i>	Mid-term examination.
12 <i>November 20</i>	Insolvency law (Bankruptcy).
13 <i>November 27</i>	Labor law.
14 <i>December 4</i>	Corporate fraudulent and criminal behavior.
15 <i>December 11</i>	Dispute settlement mechanisms. Litigation in the Kyrgyz Republic. Commercial and investment arbitration.
16 <i>December 18</i>	In-class arbitration simulation exercise.
17 TBD	Final examination.

VII. COURSE MATERIALS

You will be required to read materials that will be posted in the e-course weekly. In addition, you may refer to the following list of recommended materials for further reading:

- Sergeev A.P. and Tolstoy Y.K. eds. *Grajdanskoe pravo*, parts 1-3, M.: Prospect, 2010;
- Bungenberg, Marc et al. eds. *International Investment Law*, Oxford: Hart, 2015;
- Schwenzer, Ingeborg, Christiana Fountoulakis and Mariel Dimsey. *International Sales Law: A Guide to the CISG*, Oxford: Hart, 2012;
- Muchlinski, Peter. *Multinational Enterprises and the Law*, New York: Oxford University Press, 2007;
- Hunter, Martin et al. *Redfern and Hunter on International Arbitration*, Oxford: Oxford University Press, 2015.