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THE NATIONAL RESEARCH UNIVERSITY
HIGHER SCHOOL OF ECONOMICS

Faculty of Law
Public and Private International Law Department

Bachelor Degree Curriculum
Year
Field of Education **40.03.01. – Jurisprudence**
Detailed Field – **Jurisprudence**
Level – **Bachelor Degree**

DOING BUSINESS IN RUSSIA: THE LEGAL DIMENSION

(RUSSIAN BUSINESS LAW IN A NUTSHELL)

Course Syllabus

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This Syllabus cannot be used by other departments of the University or by other universities without a permission of the Departments, which drafted it.

1. Sphere of Application and Normative References

This Syllabus sets up minimal requirements to knowledge and skills of students studying this discipline, content of lectures and practical exercises, as well as types of examination and requirements thereto. The Syllabus is addressed to lecturers, giving a course on «Doing Business in Russia: The Legal Dimension (Russian Business law in a Nutshell)», teaching assistants and students of the Bachelor program 40.03.01. «Jurisprudence».

The Syllabus is drafted in full correspondence with:

- Educational Standard of the National Research University “The Higher School of Economics” on the Field of Education 40.03.01. «Jurisprudence», Bachelor level (approved by the Academic Council of the HSE, protocol of 26 December 2014, № 10);
- Educational program on the Field of Education 40.03.01. «Jurisprudence», Bachelor level;
- Curriculum of the HSE on the Field of Education 40.03.01 «Jurisprudence», Bachelor level.

2. Learning Objectives and Outcomes

Abstract

This course aims to describe the main segments of Russian Business Law, namely:

- business vehicles – commercial entities through which the business can be carried on;
- legal framework of business transactions, the fundamentals of Russian contract law and specific rules with regard to business contracts;
- the general picture of the rules of the state regulation of business activities.

Learning Objectives

The objective of the course is familiarise the students with the legal dimension of the practicalities of the Russian business activities, thus enabling them to understand the main issues to be considered while advising the business clients.

Learning Outcomes

Students are expected to gain professional understanding of:

- the main sources and institutions of Russian business law;
- the main features the most popular commercial legal entities – limited liability societies and joint-stock societies, their legal status, structure, management, regulatory requirements;

- the main rules regulating business transactions;
- the main rules regarding settlement in the course of business;
- regulatory (registration, licensing, reporting, competition, etc.) rules and requirements with regard to business activities in Russia;
- the directions and forms of state control over the business activities;
- the dispute resolution rules in Russian judicial system, alternative dispute resolution possibilities in Russia.

Skills and abilities:

- familiarization with and appropriate usage of Russian business law terminology and fundamental institutes;
- practical abilities of research and analysis of case-law and academic publications;
- skills to analyse and solve cases, building up of a legal position in the sphere of Russian business law.

Students should gain the following competences:

- working with the fundamental legal documents regulating Russian business environment;
- search, analyse, and work with legally relevant information by using the juridical, comparative and other methods;
- identify and present legal issues while advising on transactions where Russian business law is involved.

3. Competences gained as a result of the course

Code of the competence	Content of the competence
UK-2	Able to identify core academic problems in professional field
UK-5	Able to work with information: to find, to assess, to use information from different sources which is relevant for resolving academic and professional tasks, including systemic approach
PK-2	Able to search, analyse and use relevant legal information applying formal-juridical, legal comparative and other methods
PK-4	Able to write legal opinions, statements, actions, complaints, claims, contracts and other acts of application of law in conformity with rules of legal technique, normative legal acts, local acts and customs

PK-10	Able to present the results of professional activity orally in course of public presentations and discussions
PK-12	Able to carry out different types of professional legal activity and to direct them on the basis of legal and professional ethical rules
PK-13	Able to carry out analytical research in the field of law
PK-20	Able to adapt flexibly to the different professional situations, to demonstrate creative approach, initiative and persistency in reaching aims of professional activity

4. Place of the discipline in the structure of Bachelor program

This discipline is optional and belongs to the optional part of the professional courses. The students are expected to have basic knowledge on Civil law (mainly corporate and contract law).

5. Content of the discipline

№	Topic	Hours in total	Contact Hours		Self-study
			Lectures	Seminars	
1.	General overview of the Russian business law, its sources and structure.		2		4
2.	Business vehicles: commercial entities in general, partnerships and societies.		2		4
3.	Business vehicles: limited liability society		2	1	6
4.	Business vehicles: joint-stock society		2	1	8
5.	Business transactions: general provisions of the Russian law of contracts		4		16
6.	Business transactions: special rules on most common business contracts			4	12
7.	Business transactions: invalidity of transactions			4	6

	(including breach of competition rules), liability for breach. Consumer protection in B2C transactions.				
8.	Business transactions: payments and settlements			2	4
9.	State regulation and control of the business activities: - registration, - licensing, - control tools. “Regulated businesses”		2	4	20
10.	Dispute resolution regulation.			2	2
	Total:		14	18	82

6. Forms of control

Type of control	Forms of control	Modules				Content
		1	2	3	4	
Current control	Attendance of lectures	*				Attendance of 80% of lectures is obligatory as a condition precedent for the final exam.
	Essay	*				Write a short essay on a relevant topic.

Final control	Written exam	*				Test (selection of correct answers and commenting on a topic).
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6.1. Criteria for evaluation of knowledge and skills

Attendance of lectures – 20%

Essay – 40%

Written exam – 40%

Maximum: 10 out of 10.

7. Content of the course

Topic 1.

General overview of the Russian business law, its sources and structure.

1. The notion of business and business activities in the Russian law. Common approach to the structure of the Russian business law.
2. The system of the sources of law in the Russian Federation, laws and other normative acts. The identity of the court practice in the structure of the legal sources in Russia.
3. The main laws related to the business activities – general characteristics, the rules regarding collisions.

Topic 2.

Business vehicles: commercial entities in general, partnerships and societies.

1. Legal entity under Russian law. Commercial and non-commercial entities. Natural persons, legal entities and their structural subdivisions as “businessmen”.

2. Commercial corporate entities: main features. Partnerships and societies: the difference. Brief overview of the main legal features of different kinds of partnerships and societies under the Russian law. Insolvency law.
3. Registration, reorganisation and liquidation of the commercial legal entities: possibilities, main steps, the rules to be observed.

Topic 3.

Business vehicles: limited liability society.

1. The notion and basic features of a limited liability society. The participants. Main rules and limitations regarding transfer of ownership to the participatory interest and termination of participation.
2. The assets of LLC. The charter fund. The participatory interest.
3. The management: general meeting of the participants, the board, the CEO(s).
4. The rules and possible risks regarding representation of an LLS in business transactions.

Topic 4.

Business vehicles: joint-stock company.

1. The notion and basic features of a joint-stock society.
2. The assets of JSC. The share capital. The shares: issuance, registration. Public joint-stock societies. Increase and decrease of the share capital: main rules and limitations.
3. The management: general meeting of the shareholders, the board, the management board, the CEO(s).
4. Reporting requirements.
5. The rules and possible risks regarding representation of an LLS in business transactions.

Topic 5.

Business transactions: general provisions of the Russian law of contracts.

1. The notion of a contract under Russian law. The structure of the rules on contracts, obligations, transactions. Freedom of contract principles and problems out of its recent interpretations.
2. Making of a contract: contractor powers, parties, representatives under operation of law and under the power of attorney. Offer, acceptance, formal requirements. Substantial conditions of the contract.
3. Certain types of contracts used in business: public contract, framework agreement, preliminary agreement, et alii.
4. Negotiating of the contracts: rules and possible risks.
5. The principle of due performance of the contract – its practical implications.
6. Amendment and termination of the contracts.

Topic 6.

Business transactions: special rules on most common business contracts.

1. Sale of Goods (supply) contract: notion, substantial terms, general rules on sale purchase, rules regarding quantity and quality of goods, delivery and acceptance, transfer of ownership. Main legal risks.
2. Construction and provision of services contract: notion, difference from sale of goods contract, substantial terms, relations of the parties in the course of performance of the contract. Main legal risks.
3. Lease agreements: notion, substantial terms, formal requirements (official registration), basic obligations of the parties, statutory grounds for termination, protection of the *bona fide* lessor.

Topic 7.

Business transactions: invalidity of transactions (including breach of competition rules), liability for breach. Consumer protection in B2C transactions.

1. General rules on invalidity of transactions. Null and void transactions, voidable transactions. Statutory grounds for invalidity of transactions.
2. Protection of competition rules in business transactions.

3. Consumer protection: general overview of consumer protection legislation. Consumer protection in the course of sale of goods. Consumer protection in the course of provision of services.

Topic 8.

Business transactions: payments and settlements.

1. General overview of payment and settlement legislation. Statutory and contractual provisions regarding payments and settlements in business transactions.
2. Bank transfer under Russian legislation: parties involved, their rights and obligations, finality of payment rules.
3. Letter of credit under Russian legislation.

Topic 9.

State regulation and control of the business activities.

1. General overview of forms and tools of the state regulation and supervision over the business activities under the Russian law.
2. State registration of businesses (legal entities and individual businessmen).
3. Licensing of business activities.
4. Inspection of business activities.
5. General overview of “regulated businesses” (banking, insurance, securities market), consumer protection.

Topic 9.

Dispute resolution.

1. General overview of the Russian judicial system.
2. General rules regarding dispute resolution in the economic courts.
3. Alternative dispute resolution possibilities.

8. Methods of Instruction

Lectures

9. Suggested readings.

Orlov V. Introduction to Business Law in Russia. Ashgate Publishing, 2013.

Maggs P., Burnham W., Danilenko G. Law and Legal System of the Russian Federation. Juris Publishing Inc.; 4th edition, 2009.

Lidings Law Firm. An Introduction to Russian Business Law. 2010.

Henderson J., Yefremova M., Yakovleva S. Contract Law in Russia. Hart Publishing, 2014.

Предпринимательское право Российской Федерации. Под ред. Губин Е.П., Лажно П.Г. М.: «Норма», 2017.

10. Lecturer:

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