

SYLLABUS



LEGAL ENGLISH FOR INTERNATIONAL COMMERCIAL PRACTICE

Course



Chelsea Legal
English

Course Disclaimer

Important Notice: Language Instruction Only – No Legal Advice Provided

The contents of this course, including but not limited to the syllabus, lectures, course materials, discussions, and case studies, are provided **strictly for educational and language instruction purposes**.

This course is designed solely to teach the specialized terminology, stylistic conventions, and professional English language skills used in legal environments. **It does not constitute, and must not be treated as, legal advice, legal opinions, or the practice of law** in any jurisdiction.

Participation in this course, interaction with the instructors, or completion of course exercises **does not create an attorney-client relationship**. While various legal principles, doctrines, and contracts are analyzed to provide context, they are for illustrative purposes only. Laws vary widely by jurisdiction and are subject to frequent changes.

Participants are expressly advised that they should **not act or refrain from acting** based on any information presented in this course without first seeking professional legal counsel from a qualified attorney licensed in the appropriate jurisdiction. The course organizers, instructors, and creators disclaim any and all liability for actions taken or not taken based on the contents of this training.

LEGAL ENGLISH FOR INTERNATIONAL COMMERCIAL PRACTICE

Course Syllabus & Overview

- **Duration:** 24 hours
- **Target Audience:** International lawyers, corporate counsels, compliance officers and law students.

Course Description

This intensive 24-hour course provides a high-level exploration of the specialized English language, terminology, and operational frameworks that govern international business transactions and cross-border legal operations. Designed for legal professionals operating in a globalized environment, the program bridges the gap between civil law foundations and common law practice (US/UK), which serves as the baseline for global commerce.

Course Objectives

By the end of this course, participants will be able to:

- **Differentiate and articulate** complex structural and conceptual differences between Common Law and Civil Law systems in professional English.
- **Identify, interpret, and draft** core operative clauses, boilerplate provisions, and risk-allocation mechanisms in international commercial contracts.
- **Apply precise legal vocabulary** to cross-border corporate governance, international lending facilities and transnational tort liabilities.
- **Negotiate and communicate** effectively using institutional terminology during international commercial transactions and mock legal dispute simulations.

Course Outline & Syllabus Breakdown

Module 1: The Legal Profession & Comparative Legal Systems

- **The Legal Profession in Global Practice**

- Legal Roles: Barristers, solicitors, in-house counsel, partner, associate, paralegal, and differences with domestic attorneys.
- Global Law Firms: Vocabulary of the legal business structure (billable hours, retainer fees, fee structures, cross-border compliance).
- Professional Tone: Formal correspondence, client interviewing, and executive summaries.

- **The Common Law vs. Civil Law Framework**

- Key Concepts: Precedent, *stare decisis*, case law, statutory law, jurisdiction, and *forum shopping*.
- International Dispute Resolution: Litigation vs. Alternative Dispute Resolution (ADR), and international arbitration (ICC, LCIA rules).
- Practical Application: Terminological analysis of jurisprudence (*landmark cases*) applicable to global business.

Module 2: The Language of International Contract Law

- **Contract Drafting and Anatomy**

- Contract Structure: Preamble, recitals, covenants, representations and warranties, and conditions precedent.

- Legal Vocabulary: Consideration, breach of contract, remedies, damages, and specific performance.
- Legalese Breakdown: Managing archaic language (*herein, thereof, whereas, subject to*) and translating it into *Plain English*.

- **Advanced Contractual Clauses**

- Risk & Liability Clauses: Indemnification, limitation of liability, *force majeure*, and hardship clauses.
- Boilerplate Clauses: Governing law, choice of jurisdiction, severability, and entire agreement (merger clause).
- Practical Workshop: Live audit and review of an international distribution/supply agreement (*redlining & markup*).

Module 3: Torts, International Trade & Corporate Law

- **The Law of Tort in International Business**

- Core Concepts: Negligence, duty of care, strict liability, tortfeasor, and proximate cause.
- Corporate Liabilities: Product liability, professional negligence, misrepresentation, and corporate defamation.
- Global Risk: Cross-border corporate tort litigation and financial remedies (punitive damages vs. compensatory damages).

- **Commercial Transactions & Incoterms**

- International Sales: CISG (UN Convention on Contracts for the International Sale of Goods).
- Trade Terms: Incoterms® 2020 (FOB, CIF, DDP, EXW) and the mechanics of the transfer of risk.

- Supply Chain Legalities: Bills of lading, insurance policies, and international distribution agreements.

- **Corporate Law – Formation & Governance**

- Business Vehicles: LLCs, Joint Stock Companies, partnerships, subsidiaries, and foreign branches.
- Governance Documents: Articles of Incorporation, Corporate Bylaws, and Shareholders' Agreements.
- Corporate Officers & Duties: Board of directors, fiduciary duties, duty of loyalty, and the business judgment rule.

Module 4: Banking, Finance & Cross-Border M&A

- **Credit, Lending & Financial Covenants**

- Financing Structures: Loan agreements, syndicated loans, credit facilities, and revolving credit.
- Guarantees & Collateral: Mortgages, pledges, liens, corporate guarantees, and letters of credit (L/C).
- Financial Covenants: Compliance ratios, events of default, acceleration clauses, and cross-default triggers.

- **Capital Markets & FinTech Regulations**

- Debt & Equity Markets: Bonds, debentures, Initial Public Offerings (IPOs), underwriting agreements, and prospectus drafting.
- Regulatory Framework: KYC (Know Your Customer), AML (Anti-Money Laundering), compliance, and SEC enforcement.
- Global Finance Trends: ESG investment criteria, cross-border wire transfers, and crypto-assets regulation.

- **Cross-Border Mergers & Acquisitions (M&A)**

- The M&A Process: NDAs, Letters of Intent (LOI), Memorandums of Understanding (MOU), and Due Diligence workflows.
- Acquisition Agreements: Asset Purchase Agreements (APA) vs. Share/Stock Purchase Agreements (SPA).
- Post-Closing Terms: Earn-outs, closing conditions, and regulatory approvals (antitrust/merger control).

Module 5: Employment Law in International Practice

- **Employment Law in Global Enterprises**

- Employment Contracts: At-will employment, fixed-term contracts, NDAs and restrictive covenants (non-compete, non-disclosure).
- Termination & Disputes: Severance pay, unfair/wrongful dismissal, redundancy (layoffs), and whistleblowing protections.
- Global Mobility: Cross-border remote working policies, expatriate contracts, and global mobility compliance.

- **Capstone Project – Mock Global Negotiation**

- Simulation: Real-time mock negotiation of a cross-border commercial transaction (M&A / International Contract).
- Drafting & Redlining: Live review, markup, and corrections of a contractual draft agreement.
- Final Presentation: Executive presentation of legal findings from a simulated Due Diligence process in English.