

**Global Law Program**  
**Fundação Getulio Vargas**  
**FGV DIREITO SP**

**Syllabus**

**Regular courses - 2 months courses**  
**Spring Semester 2021**

Global Law Program - Fundação Getulio Vargas

**Course:** Introduction to Brazilian Legal System

**Workload:** 30 hours

**Credits:** 2

**Overview:**

The main object of this course is to introduce foreign students to the Brazilian Legal system. After a brief overview of the main features of the 1988 Constitution, the course will focus in our system of constitutional review, especially on the role of the Supreme Court. The course will certainly have a comparative perspective, to help students understand the peculiarities of the Brazilian system vis-à-vis their own constitutional systems. The subpart of the *Introduction to Brazilian Legal System* discipline provides an overview of the basic concepts underlying Brazilian tax law. Subjects covered in this introductory course include the assignment of federal and subnational taxes, the main principles and rules of individual and corporate taxation and the tax law treatment of inbound and outbound transactions and investments. Special emphasis is placed on selected issues of Brazilian taxation with an international impact.

The course aims to develop on student's knowledge on the various sources and core concepts of Brazilian tax law, as well as critical analytical skills on the structure of the Brazilian tax system and its policy implications, with a special emphasis on inbound and outbound transactions and investments.

**References:**

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Global Law Program - Fundação Getulio Vargas

**Course:** Contract Design

**Workload:** 30 hours

**Credits:** 2

**Overview:**

The course proposes a contextualized approach to contracts, considering the ideas and concepts emerged in the United States of America between the 1990s and 2000s, called the Contract Design Theory. For supporters of this theory, more than a legal transaction or an expression of individual freedom, contracts are artifacts in the service of the circulation of wealth. Therefore, its content must be carefully designed and executed considering the economic agents' objectives, surrounding circumstances and the current legal and institutional environment. In sum, contracts merely are documents to anticipate or adjourn conflicts. That is the reason why the design of each contract is fundamental for success or failure of economic operations.

Students will face recurring themes of contemporary Contract Law, such as penalty clauses, performance clauses (SLA, KPI etc.), limitation of liability, hardship, duty to renegotiate, anticipation of maturity (covenants etc.), dispute resolution and subjects related to insolvency. However, the approach to these recurring themes will be enlightened by the innovative perspective of Contract Design Theory.

The idea is, based on the latest economically efficient contract drafting techniques, to offer tools with immediate practical application to read, write, manage and enforce contracts in a more effective, efficient and simple way

Program:

**Day 1** – Introduction to Contract Design

**Day 2** – Designing Efficient Contract Performance Clauses

**Day 3** – Contract Penalties and Liquidated Damages

**Day 4** – Risk Allocation and Risk Management

**Day 5** – Hardship, Force Majeure, Frustration, and other similar remedies

**Day 6** – **Contract Termination**

**Day 7** – Dispute Resolution Clauses

**Day 8** – Evaluation Workshop

**References:**

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Global Law Program - Fundação Getulio Vargas

**Course:** Brazilian Administrative State against Corruption

**Workload:** 30 hours

**Credits:** 2

**Overview:**

This course tackles the global issue of corruption from the Brazilian standing point, considering its legal framework, culture, and peculiarities. More specifically, the course focus on how public institutions that inform the Brazilian Administrative State suffers and struggles to deal with the different forms of corruption. The classes are organized in three drives: (i) theoretical debate, namely the legal certainty, consensus, and punishment debates; (ii) case study of "Lava Jato" (the "Car Wash Operation"); and (iii) tools largely used to handle with corruption and ongoing reforms, such as the FCPA practice and whistleblowing introduction. Therefore, the course also provides to the students knowledge regarding the structure of Administrative State in Brazil and the model of the most important dynamics, such as public bidding, contracts, rulemaking, public policies, elections, and oversight system.

Students are required to participate in class based on the material assigned and must expose a seminar.

The assessment is composed of the following grades: (i) class participation; (ii) seminar; (iii) reaction papers; and (iv) final paper.

**References:**

To be assigned

Global Law Program - Fundação Getulio Vargas

**Course:** Social Representation of Law in Brazil

**Workload:** 30 hours

**Credits:** 2

**Overview:**

The course intends to present and discuss accepted representations of Brazilian society. In its history, different images have led to the emergence of competing, sometimes antagonistic views, on the role of Law and the judicial system. By debating myths and perceptions through concrete situations, this course offers an introduction to the economic and social problems that challenge the Brazilian interpreter and that influence how its legal system works.

**References:**

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