

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

Syllabus

**Regular courses - 2 months courses
Spring Semester 2024**

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.

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Global Law Program - Fundação Getulio Vargas

Course: Contracts in Civil and Common Law

Workload: 30 hours

Credits: 2

Overview:

The course proposes a contextualized approach to contracts, considering what is currently known as two antagonist systems: the Civil Law and the Common Law. Although different in many aspects, it is possible to say that there are more similarities than differences in contract law in US and UK when compared to contract law in Continental Europe and Latin America. Beyond the idea of a mere legal transaction or an expression of individual freedom, contracts are recently seen as 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. This perception and consequent needs are present in both systems and the idea of this course is to explore contract law and contract best practices to provide students a cutting-edge comprehension of the global contractual phenomenon, leading them to 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.

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.

Day 1 – What is Contract in Civil Law? Is it different in Common Law?

Day 2 – Contract Performance

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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Paper No. 2306209; Stanford Law and Economics Olin Working Paper No. 450. Available at SSRN:
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Global Law Program - Fundação Getulio Vargas

Course: International Commercial Arbitration

Workload: 30 hours

Credits: 2

Overview:

This course aims to provide students with an introduction to the fundamental theories and key elements of international commercial arbitration. The course is a combination of legal theory, an analysis of the practical aspects of the arbitral process and case exercises

After the successful conclusion of the course, the student is expected to be able to:

- demonstrate knowledge and understanding of International Commercial Arbitration, especially regarding the applicable legal framework, the parties' autonomy and other arbitration's general principles, the arbitrability of disputes, the requirements and effects of an arbitration agreement, the arbitral tribunal's constitution and jurisdiction, the applicable choice of law, the arbitral proceedings, the award and its enforcement;
- draft (or review) an arbitration agreement;
- identify, formulate, evaluate and critically analyze arbitration issues (including procedural issues) and create adequate solutions to advanced dispute solving;
- demonstrate methodological knowledge on International Commercial Arbitration Law required for research purposes and development work.

Students will learn the main principles of arbitration; its advantages and disadvantages; what kind of disputes can be solved by arbitration; how to draft arbitration agreements; how to commence an arbitration; about the arbitrator appointment process and challenges; and the key features of international commercial arbitration proceedings. Students will furthermore learn about the structure and essential content of arbitral awards and how they may be challenged and enforced under the 1958 New York Convention. Finally, the course will address the particularities of emergency and expedited arbitrations.

Classes will take place every Monday, from 9am to 12:40pm.

Class 1 (06.02.2023) – Introduction to International Commercial Arbitration: what arbitration is; general principles of arbitration; differences between arbitration, State court litigation, domestic/international arbitration and other ADR methods; the advantages and disadvantages of arbitration; the arbitrability of

disputes; and arbitration recent developments.

Class 2 (13.02.2023) – Arbitration Agreement: required elements and form; separability presumption; kompetenz-kompetenz; effects on third parties; and drafting techniques.

Class 3 (27.02.2023)– Arbitral proceedings (1st class): the differences between institutional and ad hoc arbitration; commencement of arbitration; constitution of the arbitral tribunal; challenge of arbitrators; applicable procedural rules.

Class 4 (06.03.2023) – Arbitral proceedings (2nd class): exchange of submissions; taking of evidence; hearings.

Class 5 (13.03.2023)- Emergency and expedited arbitration proceedings

Class 6 (20.03.2023)– Arbitral Award: drafting and necessary elements; potential scrutiny process; corrections, amendments and additional awards.

Day 7 (03.04.2023) - Annulment and enforcement proceedings; New York Convention. UNCITRAL Model Law and examples of domestic legislation and case law.

Day 8 (10.04.2023) - Other measures of court assistance. Interim Measures before national courts, including interplay with emergency arbitrator proceedings.

Supporting material posted at e-class (laws, treaties, arbitration rules and guidelines/notes) will be used in classes.

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Global Law Program - Fundação Getulio Vargas

Course: MICROFINANCE DIFFUSION AND REGULATION IN BRAZIL

Workload: 30 hours

Credits: 2

Overview:

Microfinance has always been associated as an efficient tool in the fight against poverty and inequalities, from the perspective of financial emancipation and the promotion of human dignity. This course is designed to examine the different actors, contexts and narratives of the microfinance movement and the governmental policies and private arrangements, including services and efforts provided there. It will focus around the following related issues:

- a. Challenges facing microfinance programs vis a vis financial inclusion,
- b. International guidelines on the role of financial sector regulators and on performance and expectation of microfinance institutions and customers.
- c. Objectives and key principles of microfinance regulation and supervision.
- d. Brazilian initiatives and the development of its microfinance regulatory environment.

References:

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- ✓ Yunus, Muhammad. "The future of Microfinance". In Brown Journal of World Affairs. Spring/Summer2020, Vol. 26 Issue 2, p1-8. 8p.

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

Syllabus

**Visiting Professor – Short Term Courses
Spring Semester 2024**

Global Law Program - **Visiting Professor**
Prof. Alexandra Andhov – University of Copenhagen

Course: Blockchain and New Technologies in Corporate and Capital Market Law

Workload: 15 hours

Credits: 1

Overview:

This course covers the legal and policy issues associated with blockchain, cryptocurrencies and other novel technologies – often referred to as FinTech and LegalTech.

The course will open with an introduction to blockchain to provide a basic technical and social understanding of this technology. We will then explore the emerging legal landscape of blockchain and follow with the specifics of cryptocurrencies and their use for legal as well as illegal purposes. We will review the various classification of crypto assets, the application of money transmission laws, Initial Coin Offerings and their regulatory framework, enforcement agencies' approach to crypto assets, enforcement over fraud and oversight over blockchain-based financial instruments.

Furthermore, the course will also consider blockchain technology and its regulatory and policy challenges. We will explore the most recent regulatory approaches to blockchain and crypto-assets in Europe, the United States and other leading jurisdictions. We will embark upon understanding blockchain technology and review its possible use and legal and policy issues that it raises within the existing corporate and financial regulatory landscape. After an overview of the technical, social and legal considerations of blockchain, we will explore the novel topics blockchain technologies raise for law, including smart contracts, distributed autonomous organisations, automated dispute resolution, fractional shareholding and others.

The course will explore a variety of blockchain-based technologies, including smart contracts, DAOs or utility tokens, their use and regulatory considerations.

Reading and Course Requirements

Reading assignments are distributed across the entire course. It is important that students review their reading and prepare before the class. This area is extremely fast and continues to develop quickly. Therefore, the subject matter and some readings might be subject to change.

Readings will consist of:

- Book chapters
- Research articles
- Journal articles
- Podcasts and short videos

For the majority of sources, you are provided with a link.

Please, prepare for each class and presentation if requested. Slide presentations are optional.

Some activities will be carried out by a group.

III. Overview of the Topics

1. Introduction to the course

2. Introduction to blockchain technology
3. Historical overview of monetary policies' development
4. Financial systems today and the use of technology
5. Blockchain Regulation and Jurisprudence in the EU - MiCA
6. Blockchain Regulation and Jurisprudence in the US
7. Blockchain Regulation and Jurisprudence across the world
8. Smart Contracts - tech, law and policy
9. DAOs, NFTs, CBDCs
10. Future of Blockchain

Global Law Program - **Visiting Professor**
Prof. Leslie-Anne Duvic-Paoli – King's College London

Course: Planetary and Human Sustainability: International Law and Climate Change

Workload: 15 hours

Credits: 1

Overview:

This course is interested in the law related to planetary and human sustainability, studied through the lens of climate change. The impact of humans on our planet has been so profound that we are now said to live in a new geological epoch characterized by global environmental change and degradation: the Anthropocene.

The need for skilled lawyers who critically understand the role of law in responding to sustainability problems is becoming increasingly important. The module will equip students with an understanding of the role of law in addressing the complexity of climate change.

The course introduces students to the instruments, processes and actors of the law of climate change with a global focus. It includes a detailed examination of international climate law under the umbrella of the United Nations Framework Convention on Climate Change, with particular emphasis on the 2015 Paris Agreement.

It then explores the notion of human sustainability by analyzing the interactions between human rights and climate change, with a specific focus on the newly recognized right to environment. The course then moves to investigate the relationship between climate change and human activities in relation to agriculture and energy. It ends by analyzing the legal and regulatory efforts of non-State actors, such as cities and corporate actors, in addressing climate change.

Learning objectives

LO1: To understand the role of law, regulation and governance in a complex and multidisciplinary context

LO2: To analyze a dynamic and complex body of law in an autonomous manner

LO3: To critically examine and evaluate recent legal developments applying relevant concepts, principles and Theoretical frameworks

LO4: To apply research skills to solve legal problems.

LO5: To enhance communication and digital skills in relation to complex sustainability problems

Course format

The course will be run as a combination of lectures, interactive discussions and group work.

Assessment

The assessment will take the form of a 700-word blog post discussing the relationship between law and climate change. The work of students, with their consent, will be displayed on the website designed to host the works of King's College London students studying climate and environmental law, which showcases the ideas and research findings developed by students during the course of their study.

Course structure

Session 1 – Introduction to International Climate Law

Session 2 – Climate Law and Human Rights

Session 3 – Climate Law, Agriculture and Food

Session 4 – Climate Law and Energy
Session 5 – Climate Law and Non-State Actors

Global Law Program - **Visiting Professor**
Prof. M. Konrad Borowicz – Tilburg University

Course: Governance and Regulation of Financial Technology

Workload: 15 hours

Credits: 1

Overview:

Description

"When you mentioned 'banking the unbanked,' we were unaware that you were referring to criminals." This statement went viral on social media earlier this year, following yet another case of criminal charges against a financial technology (FinTech) company. It captures in a provocative way the main question at the heart of this course: Who truly benefits from FinTech? Throughout this course, we will reflect on whether the potential to transform the financial system for the betterment of society, which technology offers, is being realized. Our focus will be on examining the influence of larger institutional frameworks (governance) and specific regulatory frameworks in achieving this goal. By adopting a critical perspective on FinTech, we aim to stimulate students' thinking about the intricate interplay between governance and regulation in finance and beyond. In this sense, FinTech serves as both an intriguing subject for study in its own right and an illuminating case study for understanding the complex challenges arising from the intersection of governance and regulation.

Learning objectives

- ⇒ Analyze the impacts of, and regulatory questions raised by, FinTech in different economic and political contexts;
- ⇒ Critically assess the extent to which FinTech has disrupted the financial system, and the potential for future disruption;
- ⇒ Understand the forces behind technological changes in the financial industry;
- ⇒ Analyze FinTech governance structures and recommend improvements to those structures;
- ⇒ Identify FinTech-related legal developments and informal partnerships (among regulators and/or business actors) at the local/global level;
- ⇒ Explain the context and background of European Anti-Money Laundering/Counter Financing of Terrorism legislation and its applicability to FinTech; and
- ⇒ Identify and apply data protection law applicable to FinTech.

Evaluation

Papers proposing a particular approach to governing/regulating a given FinTech application.

Course Materials

Required Text

- Lecture 1 Introduction: Saule Omarova, Technology v Technocracy: Fintech as a Regulatory Challenge, *Journal of Financial Regulation* 6(1) 2020, pp. 75–124.
- Lecture 2 Digital Assets: United States Securities Commission, Report of Investigation Pursuant to Section 21(a) of the Securities Exchange Act of 1934: The DAO (July 25, 2017).
- Lecture 3 Open Finance: Dan Awrey and Joshua Macey, The Promise and Perils of Open Finance, *Yale Journal of Regulation* 40(1) 2023, pp. 3-58.

- Lecture 4 Retail Payments: Johannes Ehrentraud, Jermy Prenio, Codruta Boar, Mathilde Janfils and Aidan Lawson, Fintech and Payments: Regulating Digital Payment Services and E-money, Financial Stability Institute (FSI), FSI Insights on policy implementation No 33 (July 2021).
- Lecture 5 Wholesale Market Infrastructures: Nick Bernards and Malcolm Campbell-Verduyn, Understanding technological change in global finance through infrastructures, Review of International Political Economy 26(5) 2019, pp. 773-789.
- Lecture 6 Cybersecurity: Hal S. Scott, The EU's Digital Operational Resilience Act: Cloud Services and Financial Companies, Program on International Financial Systems (August 2021).
- Lecture 7 Data Protection: Magdalena Brewczyńska and Eleni Kosta, "From the fight against money laundering and financing of terrorism towards the fight for fundamental rights: the role of data protection" in Data protection and privacy, Vol. 15: In transitional times, ed. Hideyuki Matsumi, Paul de Hert, Diana Dimitrova, Dara Hallinan, Eleni Kosta (2023), pp. 157-183.

Global Law Program - **Visiting Professor**
Prof. Joaquin Velez Navarro – Universidad de los Andes

Course: COMPARATIVE CONSTITUTIONAL LAW: RIGHTS

Workload: 15 hours

Credits: 1

Overview:

This course aims to introduce the enterprise of comparative constitutional law, and study a range of controversial issues in constitutional rights law from a comparative perspective. Throughout this class, we will compare, across different constitutional systems, various approaches that have been used to solve similar constitutional problems, with special attention given to equality, freedom of expression, religious freedom, reproductive rights, and the recognition and adjudication of social and economic rights.

Objectives:

- Understand the value of comparative constitutional law.
- Learn the methods of constitutional comparison.
- Comprehend the way in which various jurisdictions approach and solve different issues related to constitutional rights.
- Acquire tools to analyze cases on constitutional law.
- Understand the limits of comparative constitutional law as a judicial practice and as a field of study.

Methodology:

The course will adopt an interactive methodology, by mixing the Socratic Method based on prior readings and oral discussions, and small group debates.

Global Law Program - **Visiting Professor**
Prof. Antonio Aloisi – IE Law School

Course: Labour Law for the Changing World of Work

Workload: 15 hours

Credits: 1

Overview:

The Course is aimed at providing students with an in-depth analysis of the impact of digital transformation of work on labour regulation – It requires a basic knowledge of International and Comparative Labour Law.

Learning Outcomes

- Identify key trends that are currently reshaping the changing world of work
- Acquire the skills to interpret and apply Labour Law tools in connection with other relevant areas of law (such as private, company and competition law)
- Assess the role of technology and appraise its impact on working conditions/labour protection
- Assess the role of international labour law and EU social law in governing workplace and power relationships
- Evaluate differences and similarities between the theories on the different industrial revolution and their key legal determinants
- Apply theories of judicial interpretation of key legal notions in concrete empirical cases
- Develop critical ability to evaluate in the future the suitability of existing legal templates and contractual arrangements, in light of the Sustainable Development Goals and the Agenda 2030

Teaching Method and Evaluation

- Lectures are highly interactive. Students are expected to read the materials beforehand and, after the general framework is illustrated by the instructors, they are expected to engage in critical discussion over the materials made available to them
- Active, informed and independent interaction in class will be positively rewarded in the final evaluation
- One session will consist of a simulation of concrete litigation over the legal status of workers in the digital economy
- Students are expected to submit a short essay at the end of the course
- Attendance in class will not be recorded: attendance is in the student’s own interest.

Recommended Course Materials

Recommended text: Aloisi A. & De Stefano V. (2022), “Your Boss is an Algorithm. Artificial Intelligence, Platform Work and Labour”, Hart Publishing

Materials to be discussed in class will be provided in advance.