



## COURSE UNIT (MODULE) DESCRIPTION

Course unit (module) title	Code
CONTRACT LAW AND E-COMMERCE	

Lecturer(s)	Department(s)
<b>Coordinator:</b> lekt. dr. Stasys Drazdauskas <b>Other(s):</b>	Vilnius University, Faculty of Law, Department of Private Law Saulėtekio av. 9, Building 1, LT-10222, Vilnius, room 311, phone (8 5) 2366170, e-mail: <a href="mailto:ptkatedra@tf.vu.lt">ptkatedra@tf.vu.lt</a>

Study cycle	Type of the course unit (module)
Second	Compulsory (track – Tech Law)

Mode of delivery	Course unit delivery period	Language(s) of instruction
Face-to-face	1 (autumn) semester	English

Requirements for students	
<b>Pre-requisites:</b> none	<b>Co-requisites (if any):</b> none

Number of credits allocated	Total student's workload	Contact hours	Self-study hours
5	133	32	101

Purpose of the course unit (module): programme competences to be developed		
The purpose of this course is to enhance students' knowledge in general contract law with the particular focus on contracts made in cross-border digital market environment and e-commerce. Students will learn the implications of artificial intelligence, blockchain, smart contract technologies on application of EU and national contract law. Students will gain abilities to make legal analysis of the complex technological issues in the context of general contract law and other areas of law (data protection, intellectual property, private international law).		
Learning outcomes of the course unit (module)	Teaching and learning methods	Assessment methods
Students will gain specific knowledge about the UNCITRAL, OECD, and EU legislative initiatives in the area of digital market and e-commerce, and will be able to systemically analyse and assess the sufficiency or inadequacy of existing general contract law to resolve the issues associated with advanced technologies, inter alia, artificial intelligence, blockchain, digital content.	An interactive method of teaching during lectures and seminars (oral presentation, cooperative learning methods, including discussion forums, the analysis of problematic issues, case studies), individual studies (analysis of the relevant legal framework, policy and case-law, reading of academic literature )	Assessing contributions of students during classes (individual and group assignments); group project; final exam
Students will be able to identify and compare technology relevant regional and national contract law concepts and solutions in different legal systems of the EU, and assess how advanced such solutions are.	An interactive method of teaching during lectures and seminars (comparative assessment and systemic analysis of legal norms, the analysis of problematic issues, case studies, group discussions), individual studies (analysis of the relevant legal framework, policy and case-law, reading of academic literature )	Participation in class activities (individual and group assignments), final exam
Students will be able to analyse and interpret contract law related European Union and international regulation,	An interactive method of teaching during lectures and seminars (oral presentation, cooperative learning methods, including	Assessing contributions of students during

legislative proposals, policy and case-law of supranational courts in the field of digital market and e-commerce and in the context of other areas of law (data protection, intellectual property), to critically assess them by predicting their shortcomings and proposing solutions in the light of future technology developments.	discussion forums, presenting and discussing individual assignments, the analysis of problematic issues, case studies), individual studies (analysis of the relevant legal framework, policy and case-law, reading of academic literature)	classes (individual and group assignments); group project; final exam
Students will be able to critically evaluate own accomplishments and to enhance acquired knowledge and abilities independently, <i>inter alia</i> , by using legal information data bases and other sources, selecting relevant theoretical and practical material, and to substantiate their own conclusions by using relevant research methods.	An interactive method of teaching during lectures and seminars (oral presentation, cooperative learning methods, including discussion forums, presenting and discussing individual assignments, the analysis of problematic issues, case studies), individual studies (analysis of the relevant legal framework, policy and case-law, reading of academic literature)	Assessing contributions of students during classes (individual and group assignments); group project
Students will be able to actively and productively participate and collaborate in cross-cultural team activities, <i>inter alia</i> as leaders, as well as to ensure group members integration by applying ethical values and moral sensibility in respect to cultural and social diversity.	An interactive method of teaching during seminars (oral presentation, cooperative learning methods, including discussion forums, presenting and discussing individual assignments, the analysis of problematic issues, case studies), individual studies (analysis of the relevant legal framework, policy and case-law, reading of academic literature)	Assessing contributions of students during classes (group assignments); group project
Students will professionally communicate orally and in written, unambiguously and reasonably convey own well-grounded ideas, arguments and conclusions based on theoretical and practical knowledge and will be able to trigger or to contribute to the discussion with specialists and non-specialists providing their own insights in an international context.	An interactive method of teaching during seminars (oral presentation, cooperative learning methods, including discussion forums, presenting and discussing individual assignments, the analysis of problematic issues, case studies)	Assessing contributions of students during classes (individual and group assignments); group project, written exam

Content: breakdown of the topics	Contact hours							Self-study: hours and assignments	
	Lectures	Consultations	Seminars	Practical sessions	Laboratory activities	Internship/work placement	Contact hours	Self-study hours	Assignments
1. Overview of e-commerce policies, legal issues, and trends at international and EU level. Fundamentals of contract law in the international digital environment	2						2	10	Overview of the e-commerce policies, contract law areas impacted by technology and digital environment
2. Multi-level system of legal sources of contract law. The role of soft law. Private international law relevant for cross-border distance and digital contracts	4		4				8	5	Analysis and classification of levels of the legal systems and legal sources relevant for contract law. Group and individual assignments; preparation of group project; analysis of the relevant legal framework and case-law,

									reading of academic literature.
3. Contract formation and form requirements for digital contracts: rules on contract formation relevant for e-commerce, meaning of “writing”, “signature”, the “wrap” contracts, electronic signatures	2		2				4	18	Analysis of the relevant legal framework and case-law, preparation of group project, reading of academic literature, completing the individual practical assignments, preparation for presentation of the findings.
4. Artificial intelligence as object of contracting, new EU legislative initiatives for	2		2				4	14	Analysis of the relevant technological background, analysis of literature and relevant legal sources
5. “Smart contracts” and use of blockchain in the context of general rules of contract law	2		2				4	20	Analysis of legal scholarship, case-law, preparation of group project.
6. Consumer protection rules and other regulations applicable to digital contracts and distance contracts	4		4				8	20	Analysis of relevant legal framework and case-law, reading of academic literature, completing the individual practical assignments, preparation for presentation of the findings.
7. Impact of data protection rules on contracting	2						2	14	Analysis of relevant legal framework and case-law
<b>Total</b>	<b>18</b>		<b>14</b>				<b>32</b>	<b>101</b>	

Assessment strategy	Weight, percentage	Assessment period	Assessment criteria
Written exam	60	At the end of the course	<p>The maximum number of points that may be received for the written exam is 6 (i.e. 6 points out of the final grade, which is 10 points). In the written exam, one essay-type question (the assessment will be based on the student’s capability to provide arguments in writing in a clear, structured, logical manner, to base their arguments on relevant legal provisions and case-law, to explain possibly different opinions of the academic debate, to provide their own insights and to base them on their own reasonable and convincing argumentation) and a test of 30 close-ended questions will be provided. The question and the test will have the same weight for the exam grade - 3 points each.</p> <p>The assessment criteria for essay type question:</p> <p>2.1 - 3 points: from excellent to good knowledge and abilities. The question is fully answered and the arguments provided are complete, clear, coherent and persuasive, with correct references to the applicable legal sources. The answer is well-structured and the ideas are easy to follow.</p> <p>1.1 - 2 points: from good to average knowledge and abilities. The arguments provided in the answer to the question show a good level of knowledge of the student, but the arguments are incomplete, not clearly structured, there are some mistakes or some points are missing or are imprecise.</p> <p>0.1 - 1 point: knowledge and abilities are below average, but they still meet minimum requirements. The answer to the question consist of basic ideas, the arguments are mentioned, but not developed, major mistakes as regards the legal assessment are present.</p>

			<p>0 points: failure to meet minimum requirements. The answer to the question miss the point or are completely underdeveloped.</p> <p>The assessment criteria for test:</p> <p>Up to 3 points: 25 or more questions of the test are answered correctly</p> <p>Up to 2 points: 19 or more questions of the test are answered correctly.</p> <p>Up to 1 point: 13 or more questions of the test are answered correctly.</p> <p>0 points: 12 or less questions of the test are answered correctly.</p>
Discussion forums (individual or group assignments)	15	During the semester	Students will be assigned tasks individually or in small groups, the assessment will be based on the capability to prepare for debate, to effectively orally discuss, to raise questions, to provide own insights and arguments in a logical and structured manner, to critically assess the discussed issues, to provide clear arguments in support of the points made, offer thoughtful critical remarks, contribute to other participants' ideas.
Group project	25	During the semester	<p>A project will be assigned to groups (two students) to be finished during the period of approximately one month, the contribution of students will be part of cooperative learning method, other students will be engaged in a discussion framed by individual contributions. The assessment of a group research project relating to the analysis of particular contract law problem in the context of digital market and e-commerce will be based on:</p> <ul style="list-style-type: none"> <li>- work content (comprehensive problem analysis, proper source application, critical analytical thinking, conclusion/recommendation formulation);</li> <li>- work structure and style (clear structural parts, scientific language style, exact wording, source references, proper and ethical citation use);</li> <li>- work presentation (concentrated work presentation, adhesive scientific language, the use of informative visual aids);</li> <li>- efficient and active participation in discussion, answering to questions, contribution to other participants' ideas.</li> </ul>

Author	Year of publication	Title	Issue of a periodical or volume of a publication	Publishing place and house or web link
<b>Compulsory reading</b>				
OECD	2019	Unpacking E-commerce Business Models, Trends and Policies		OECD Publishing, Paris, <a href="https://doi.org/10.1787/23561431-en">https://doi.org/10.1787/23561431-en</a>
OECD	2011	Guide to Measuring the Information Society		<a href="https://read.oecd-ilibrary.org/science-and-technology/oecd-guide-to-measuring-the-information-society-2011_9789264113541-en#page73">https://read.oecd-ilibrary.org/science-and-technology/oecd-guide-to-measuring-the-information-society-2011_9789264113541-en#page73</a>
ED. BY VON BAR, CHRISTIAN; CLIVE, ERIC, AND SCHULTE-NÖLKE, HANS.	2009	Principles, Definitions and Model Rules of European Private Law Draft Common Frame of Reference (DCFR).Full edition.		Disson: Sellier. Full edition available at: <a href="https://bit.ly/2XEEense">https://bit.ly/2XEEense</a>
KIM, NANCY S.	2013	Wrap Contracts.		OUP

		Foundations and Ramifications		
WERBACH, KEVIN; CORNELL, NICOLAS	2017	Contracts Ex Machina	313	Duke Law Journal Available at SSRN: <a href="https://ssrn.com/abstract=2936294">https://ssrn.com/abstract=2936294</a>
GRUNDMANN, STEFAN AND HACKER, PHILIPP	2017	Digital Technology as a Challenge to European Contract Law – From the Existing to the Future Architecture		European Review of Contract Law Available at SSRN: <a href="https://ssrn.com/abstract=3003885">https://ssrn.com/abstract=3003885</a>
<b>Recommended reading</b>				
EDWARDS, LILIAN; VEALE, MICHAEL	2017	Slave to the algorithm? Why a ‘right to an explanation’ is probably not the remedy you are looking for		Duke Law and Technology Review doi:10.2139/ssrn.2972855
LIPSHAW, JEFFREY M	2019	The Persistence of 'Dumb' Contracts		Stanford Journal of Blockchain Law & Policy, 2019 Available at SSRN: <a href="http://dx.doi.org/10.2139/ssrn.3202484">http://dx.doi.org/10.2139/ssrn.3202484</a>
HACKER, PHILIPP	2017	Personal Data, Exploitative Contracts, and Algorithmic Fairness: Autonomous Vehicles Meet the Internet of Things	266-286	International Data Privacy Law Available at SSRN: <a href="https://ssrn.com/abstract=3007780">https://ssrn.com/abstract=3007780</a>
BONELL, Joachim Michael	1994-1995	The Unidroit Principles of International Commercial Contracts: Why? What? How?	69 Tul. L. Rev. 1121	
OECD	2016	Consumer Protection in E-commerce. OECD Recommendation		<a href="https://www.oecd.org/sti/consumer/ECommerce-Recommendation-2016.pdf">https://www.oecd.org/sti/consumer/ECommerce-Recommendation-2016.pdf</a>