

BA 4106 & BAS 313 – Business Law

Course Schedule BAS M/W 16:40-18:15 Room G207

BA 4106/5106 M/W 14:40-16:15 (ONLINE)

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| Instructor: | Arzu IZ |
| Office: | FEAS Building B, H 223 |
| Phone: | 210 3057 |
| E-mail: | arzuiz@metu.edu.tr |
| Office Hours: | Tuesday 14:15-15:15 (Online upon demand) |
| Course Web Page: | - |
| Course Description: | |
| <p>Business Law offers a comprehensive approach to preparing students and young professionals, especially with non-legal background, to understand and gain a legal perspective of business practices and build a bridge between disciplines.</p> <p>In this course, the primary aim is to familiarize the students with fundamental law principles that have significant importance in business life and decision-making processes. Therefore, this curriculum is designed to teach basic principles and essential topics in business-related law areas and create a better interdisciplinary understanding.</p> | |
| Course Student Learning Objectives: (CSLOs) | |
| <p><i>Upon successful completion of this course, students should be able to:</i></p> <p>Course Specific Skills:</p> <ol style="list-style-type: none">1. Comprehend and interpret the general principles of Turkish business law2. Having a better understanding of limits and requirements set by Turkish law on Business3. Understanding the interconnections between law and business life <p>Discipline-Specific Skills:</p> <ol style="list-style-type: none">4. Obtain a general overview of international aspects of Business Law5. Improving legal understanding to interpret legal matters <p>Personal and Key Skills:</p> <ol style="list-style-type: none">6. Implement legal principles and methods on business decision-making processes7. Cultivating public speaking manners through classroom discussions participation | |
| Learning and Teaching Methods: | |
| <p>The discussions on course materials aim to develop analytical thinking, oral argument skills, speaking in public, and presenting ideas. Moreover, it is equally essential to create the ability to listen carefully and creating an environment for active listening. In addition to these, creating a civilized discussion environment and participating in exchanging ideas is expected. To encourage the development of the skills mentioned above, every student is expected to have read the assigned reading material and participate in classroom discussions based on these readings. Also, students would be asked to respond to the others' claims and arguments to provide counter-arguments even it is not an argument that you necessarily support. Students would be randomly selected to answer the questions.</p> <p>Additionally, in order to support students' learning process and lessen their study workload:</p> <ol style="list-style-type: none">1) At the beginning of each class (as 'Starting -Note'), randomly chosen student(s) would be asked to summarize the previous lecture's key points2) At the end of each class (as 'Ending-Note'), randomly chosen student(s) would be asked | |

- "What was the most important thing you learned today?"
- "What was the most confusing topic today?"
- "What important question remains unanswered?"

Those students who participate in classroom discussions and "Starting-notes" and "Ending-Notes" would be graded on their participation. Students would not be penalized for having a "wrong" answer; the focus instead would be on the reasoning that you articulate for the answer you give. I would allow 3 to 5 students randomly picked from volunteering students for starting and ending notes during the class. Therefore, please **do not leave your participation in the last sessions** as you might not have a chance due to the increase in the number of participation requests.

Students are expected to read the assigned materials stated below for each session in advance.

Visual materials used during classes would be provided in .pdf or as web page links at the course web page.

The Lecturer's materials cannot be used or shared on other platforms and shared with non-students of this class without prior written consent and permission.

Also, video recordings of the classes are not allowed to be taken.

Required Reading:

- Introduction to Turkish Commercial Law, Erol M.U., (Seçkin: Ankara,2015)
- Introduction to Turkish Business Law, ed. by Ansay T., Schneider E.C., (Seçkin: Ankara, 2014)- related chapters would be provided
- Introduction to Turkish Law, ed. by Ansay T., Wallace D., (Wolters Kluwer, 2006)- related chapters would be provided

Suggested Reading:

- Ticari İşletme Hukuku, Arkan S., (Banka ve Tic.Hukuku Araştırma Enstitüsü: Ankara, 2016)
- Introduction to Turkish Business Law, Yavaş M., (Dora Yayıncılık, 2015)
- Introduction to Turkish Business Law, Ansay T. Schneider E.C., (Turhan Kitapevi,2002)
- İşletme Hukuku, edt. by Mutluer K., Uçaryılmaz T., (Turhan Kitapevi: Ankara,2014)
- The CISG, Huber P., Mullis A., (Sallier, European Publishers: Germany, 2007)
- Intellectual Property Right, ed. by Cornish W., Llewely D.,(Sweet &Maxwell: London, 2007)
- Additional reading material would be provided by the Lecturer when deemed necessary

Assessment and Grading:

| Form of Assessment | Points Contribution | Size of the assessment | CSLOs covered by the assessment | Feedback Method |
|---------------------|---------------------|---|---------------------------------|-----------------|
| Midterm | 40 | Essay/Research Assignment (40 pts) | 1,2,3,4,5,6 | Written |
| Final | 60 | 30 min multiple choice and mini essay type questions (60 pts) | 1,2,3,4,5,6 | Written |
| Class Participation | 10 | 10 pts will be added as to the final grade if a | 7,8 | Oral |

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| | | student participates in Starting and Ending Notes (5 pts each /10 Pts. in total) | | |
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Midterm: 40 pts. (Exact date and time TBA)

Final Examination: 60 pts. (Exact date and time TBA)

Class Participation: 10 pts. "Starting" & "Ending" Notes **5pts. each/10 pts in total**- 10 points in total gained through participating **in each of them separately**– To be added to Final Grade

Under the Lecturer's solemn discretion, remarkable contributions to class discussions and questions would be awarded extra points.

No extra work to get extra points for your grade other than specified above would be given or accepted. Please contact me (with an appropriate method) in advance for *force-majeure* that might cause non-fulfillment of academic requirements. Please note that the excuse is acceptable for only the most extreme circumstances and only after the Department's stringent verification and approval.

Make-up Examinations: There would be **no** make-ups for exams or assignments. If you have a time conflict, please contact me ahead of time.

Important Note About Re-sit (Bütünleme) Exams: Please note that re-sit exams are no longer given at METU.

Incompletes: A grade of 'incomplete' would not be granted except for the most extreme circumstances and only after stringent verification and approval by the Department. A grade of 'incomplete' would be granted only due to circumstances beyond the student's control. A grade of "I" is not given instead of an "FF."

Course Policies:

- Recording the class is prohibited without advance approval.
- Laptops and similar electronic devices are not allowed during the sessions with or without an internet connection. Please keep your phones in silent mode. And please don't engage in activities that are not appropriate for the classroom. *(If we have classroom sessions)*
- Respect and tolerance for others' ideas are vital aspects of classroom discussions. Any against behavior would have repercussions within academic rules and regulations and/or department discretion. Any inappropriate behavior in the classroom shall result, minimally, to be requested to leave class.
- Please be on time as time is the most precious resource, we all have- don't waste it. And do not enter the classroom if doors are closed, and please wait outside until intermission. *(If we have classroom sessions)*
- Please be aware that cheating and plagiarism would not be tolerated.
- During face-to-face interactions, students are expected to comply with COVID-19 safety measures.
- STUDENT DISABILITIES: Any student, who, because of a disabling condition, may require special arrangements in order to meet course requirements, should contact the instructor as soon as possible. Students should present the appropriate documentation from the university's Disability Support Office (Engelsiz ODTÜ Birimi, ODTÜ Kütüphanesi, Solmaz İzdemir Salonu, Tel: 210.7196; engelsiz@metu.edu.tr) verifying their disability, and outlining the special arrangements required. Please

note that no accommodations will be provided to the disabled students prior to the completion of this approved University process.

- ACADEMIC DISHONESTY: The Department of Business Administration has no tolerance for acts of academic dishonesty. Such acts damage the reputation of METU, the Department and the BS degree and demean the honest efforts of the majority of the students. The minimum penalty for an act of academic dishonesty will be a zero for that assignment or exam.
- CHEATING: All university, faculty/institute, and department principles on academic honesty will be strictly enforced. The usual consequence for academic dishonesty is failure of the course and referral of the case to the Dean of the Faculty for additional disciplinary action. Examinations are individual and are to be completed without outside assistance of any sort. Persons observed cheating during examinations will receive a failing grade in the course. Homework assignments are individual, unless otherwise specified by the instructor, and are to be completed without outside assistance of any sort, as well. Persons observed cheating in their homework assignments will receive a score of zero for the portion of the semester grade that is allocated to such assignments.
- PLAGIARISM: The instructor assumes that students will do their own work. By placing their names on assignments (individual or team), students are affirming that the contents are their original work. Any previous work available from files or past students, as well as materials available on the internet may be used only as a suggestive model. Violation of this provision will be considered as unethical behavior, subject to disciplinary action. If you have any doubt about the use of a specific material, see the instructor ahead of time. Any material used from outside sources should be referenced appropriately. Persons observed to plagiarize while preparing assignments will be referred to the Dean of the Faculty for additional disciplinary action and also they will receive a score of zero for the portion of the semester grade that is allocated to such assignments.
- METU HONOR CODE:
Every member of METU community adopts the following honor code as one of the core principles of academic life and strives to develop an academic environment where continuous adherence to this code is promoted.
"The members of the METU community are reliable, responsible and honorable people who embrace only the success and recognition they deserve, and act with integrity in their use, evaluation and presentation of facts, data and documents."
- KNOW YOUR RIGHTS AND RESPONSIBILITIES! <http://oidb.metu.edu.tr/en/academic-rules-and-regulations>
- NOTE THE IMPORTANT DATES ON THE ACADEMIC CALENDAR! <http://oidb.metu.edu.tr/en/academic-calendar>
- You are encouraged to contact me for questions, concerns, or suggestions during office hours. For office hours, please make an appointment with me in advance, before or after the class, via e-mail. For quick questions that you may have, note that e-mailing would be more effective.
- The instructor assumes that students who attend the class have understood and accepted the course's requirements, conditions, and rules.

The following table gives the tentative schedule for the semester. The lectures will stress the most important and/or most difficult material. Appendices are required only if they are assigned. The students are required to read the chapters and appendices before they are covered in class.

| Tentative Course Schedule | | | | |
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| Month | Day | Topic | Reading/ Assignment | CSLO |
| March | 7 | <u>A brief introduction to Law</u> - Hierarchy of norms - Public vs. Private Law | -Introduction to Turkish Law, Ch.1 p.1-18 (Optional) | 1,5 |
| | 9 | - Basic principles of application of the law - Structure of the Turkish Legal System | | 1,5 |
| | 14 | <u>Introduction to Turkish Commercial Law</u> -Sources of Turkish Commercial Code: Written Sources: <ul style="list-style-type: none"> • Turkish Commercial Code(TCC) • Turkish Code of Obligations (TCO) • Turkish Civil Law (TCL) • Turkish Code on Protection of Competition (TCPC) • Turkish Capital Market Law (TCML) | -Introduction to Turk. Comm. Law, Ch.1 p.25-30 -Introduction to Turk. Comm. Law, Ch.3 p.39-54 | 1,2,5,6 |
| | 16 | Unwritten Sources: -Customs, Commercial Usage, Court Precedents, etc. -Concept of commercial matters and litigation | | 1,2,5,6 |
| | 21 | <u>Commercial Enterprises</u> -What is commercial enterprise? <ul style="list-style-type: none"> • Definition • Components • Structure and Legal Nature | -Introduction to Turk. Comm. Law, Ch.2 p.31-48 | 1,2,3,4 |
| | 23 | - Headquarters and Branches -Pledge/Lien and Transfer | | 1,2,3,4 |
| | 28 | <u>Traders</u> -Natural persons as Traders -Commercial Companies as Traders -Other Associations (Institutes, Organizations) as Traders | | 1,2,3,5 |
| | 30 | <u>Privileges and Obligations of a Trader</u> <ul style="list-style-type: none"> • Bankruptcy • Trade Name • Trade Registry • Interest Concept of Prudent Business Person etc. | | 1,2,3,5 |
| April | 4 | <u>Assistants of Traders</u> -Dependent Traders | | 1,2,3,5 |

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| | | <ul style="list-style-type: none"> Commercial Representatives Commercial Deputy Marketing Associates | | |
| | 6 | -Independent Traders <ul style="list-style-type: none"> Intermediary Agent Commissioner | | 1,2,3,5 |
| | 11 | <u>Commercial Books, Trade Registry, Open Account</u> -The obligation of keeping commercial books -The obligation of registering to Trade Registry -Right of open account | -Introduction to Turk. Comm. Law, Ch.6 p.113-122 | 1,2,3 |
| | 13 | <u>Trade Name, Commercial Enterprise Name</u> -Trade Name and its Components -Difference between a trade name and a commercial enterprise name | -Introduction to Turk. Comm. Law, Ch.7 p.123-136 | 1,2,3,4 |
| | 18 | <u>Intellectual Property and Patent Rights</u> - Trademarks | -Introduction to Turk. Comm. Law, Ch.8 p.137-154 | 1,2,3,4,6 |
| | 20 | -Patents, utility models, industrial designs, trademarks, service marks, trade names, indications of source or appellation of origin, geographical indications, Copyright | -Introduction Turkish Business Law, Ch.10 p.141-160 - Related articles of international-regional local Treaties/Laws will be covered during the lectures | 1,2,3,4,6 |
| | 25 | <u>Competition Law</u> -Main concepts <ul style="list-style-type: none"> The relevant Market Territorial Reach Undertakings and the Association of Undertakings -Unfair Competition and its elements <ul style="list-style-type: none"> -Restrictive agreement -Abuse of Dormant Position -Concentrations -Results of Unfair Competition <ul style="list-style-type: none"> Civil Results Criminal Results -Antitrust Law | - Introduction to Turk. Comm. Law, Ch.9 p.155-162 | 1,2,3,4 |
| | 27 | <u>Commercial Partnerships</u> -Partnership Types: <ul style="list-style-type: none"> Ordinary Partnership General (Collective) Partnership Limited Partnership | -Introduction to Turk. Comm. Law, Ch.10 p.163-226 | 1,2,3,4,6 |
| May | 9 | <u>Corporations</u> Limited Liability Companies: | -Introduction to Turk. Comm. Law, Ch.10 p.165-226 | 1,2,3,4,6 |

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| | | <ul style="list-style-type: none"> - Operational Structure <ul style="list-style-type: none"> • Board of Directors • General Assembly -Liability | | |
| | 11 | Joint Stock Companies -Incorporation -Operational Structure <ul style="list-style-type: none"> • Board of Directors • General Assembly • Auditors | | 1,2,3,4,6 |
| | 16 | -Shareholder Rights -Capital Structure -Liability -Lifting the Veil | | 1,2,3,4,6 |
| | 18 | <u>Mergers and Acquisitions</u> -Rules on M&A -Restrictions on M&A -Rules and restrictions on takeovers -Hostile takeovers | -Introduction to Turk. Comm. Law, Ch.11 p.227-242 | 1,2,3,4,6 |
| | 23 | <u>International Aspects of M&A</u> -US and EU practices | | 3,4,6 |
| | 25 | <u>Commercial Papers/ Securities</u> -Bills of Exchange -Promissory Notes -Checks | -Introduction to Turk. Comm. Law, Ch.13 p.257-266 | 1,2,3,6 |
| | 30 | <u>Foreign Investment Law/ Privatization</u> -Definition of Foreign Investment and Investor in Turkish Law -Governing Principles on FIL in Turkish Law -Forms of Investment | -Introduction to Turk. Comm. Law, Ch.11 p.227-242 <u>Optional:</u> -Introduction Turkish Business Law, Ch.15 p.233-244 | 1,2,3,4,6 |
| June | 1 | <u>Private International Law</u> -General Characteristics of Turkish Private Law -Rules on Conflict of Laws -International Rule of Procedure | -Introduction to Turkish Business Law, Ch.14 p.221-232 | 1,2,3,4,6 |
| | 6 | <u>Sales Contracts</u> -Basic Elements of Sales Contract -Obligations of the Seller -Obligations of the Buyer -Benefits and Risks | -Introduction to Turkish Business Law, Ch.1 p.15-25 (Ansay-Schneider) | 2,3,5,6 |
| | 8 | <u>The contract for the International Sale of Goods (The CISG)</u> -Interpretation of the Convention -Scope of the Convention -Rules on Formation of the Contract -Obligations of the Seller <ul style="list-style-type: none"> • Delivery of the Goods and Documents • Conformity of the Goods -Remedies of the Buyer | - United Nations Convention on Contracts for the International Sale of Goods (Vienna, 1980) (CISG) available at: https://uncitral.un.org/en/texts/salegoods | 2,3,5,6 |

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| | | <ul style="list-style-type: none"> -Avoidance of The Contract -Reduction of Price -Damages -Obligations of the buyer, passing of risk and remedies of the seller -Preservation of the Goods | | |
| | 13 | <p><u>International Dispute Resolution</u></p> <ul style="list-style-type: none"> - ADR- Mediation vs. Arbitration vs. Litigation - Legal Sources -Turkish International Arbitration Law -Recognition and Enforcement of Arbitral Awards | <p>Turkish Arbitration Guide by Pelin Baysal and Gun + Partners, available at http://us.practicallaw.com/3-634-5848#a143712</p> <ul style="list-style-type: none"> -Introduction Turkish Business Law, Ch.16 p.245-256 | 2,3,5,6 |
| | 15 | Recap Before Finals | | 2,3,5,6 |
| | | FINAL EXAMINATION | - | - |

*Disclaimer: As each class has its own rhythm and nature, course subjects and reading materials may alter during the semester. Therefore I will confirm ahead of the class the topics and related reading materials.

Covid-19 Related Disclaimer: Since the 2020 Spring Term, the system undergoes many and rapid changes. Therefore, please keep in mind that some changes in the class's structure, content, and exam type and styles may occur in this term as well.