IB/LW/PO 350 – INTERNATIONAL CORPORATE AND TAX LAW
IES Abroad Nice

DESCRIPTION:
This course is meant to provide students with a better understanding of many legal and tax implications of doing business internationally. This will be achieved by comparing legal and tax principles applicable to various business forms (sole proprietorships, corporations, branches, partnerships, and groups of corporations) in international vs. purely domestic situations. It will be further achieved by using as a comparison the relevant legislations of different countries such as the United States and France, and to some extend the Principality of Monaco. Along the way, some tax planning possibilities will be discussed. Nice being a close neighbor not only of Monaco but also of Sophia Antipolis, known as the “French Silicon Valley”, attention will be given to some issues relating more specifically to digital companies.

CREDITS: 3 credits

CONTACT HOURS: 45 hours

LANGUAGE OF INSTRUCTION: English

PREREQUISITES: None

ADDITIONAL COST: None

METHOD OF PRESENTATION:
Lecture with interactivity and discussion.

REQUIRED WORK AND FORM OF ASSESSMENT:

- Course participation - 10%
- Midterm exam - 30%
- Final exam - 60%

Course Participation
This course will be interactive to as high a degree as possible. Each student’s participation will be given credit based on its quality (in terms of relevance of questions and remarks, and acuteness of answers and ideas), rather than on its mere frequency.

Midterm Exam
On-site, 45-minute, closed book written exam involving i) concise questions and answers, and ii) problem solving.

Final Exam
On-site, 1.5-hour, closed book written exam involving i) concise questions and answers, ii) problem solving, and iii) a short essay.

LEARNING OUTCOMES:
By the end of the course, students will be able to:
- Assimilate and understand many important legal and tax principles involved in doing business internationally;
- Apply or implement these principles in different positions and capacities;
- Adapt more easily to geographically different business, legal, and tax environments.

ATTENDANCE POLICY:
Attendance is mandatory for all IES Abroad classes. Any exams, tests, presentations, or other work missed due to student absences can only be rescheduled in cases of documented medical or family emergencies. If a student misses more than two classes in any course, half a letter grade will be deducted from the final grade for every additional absence. Seven absences in any course will result in a failing grade.

CONTENT:

Week	Content	Assignments
Week 1	**Introduction** • Overview of the course • The legal and tax systems of France, the EU, and Monaco: a comparison with the US • The corporation: comparison with other business forms • Possible topic for discussion: personal liability vs. double taxation	• *The Law of Corporations in a Nutshell*, pages 1-10.
Week 2	**Conflicts of Jurisdictions** • Possible topic for discussion: the OECD and multilateralism	• *International Taxation in a Nutshell*, pages 3-6, 135-143.
Week 3	**Conflicts of Jurisdictions (continued)** • Possible topic for discussion: digital companies and source of income	• *International Taxation in a Nutshell*, pages 47-48, 53-55, 58-59.
Week 4	**Individuals: policy in an international context** • Possible topic for discussion: tax havens	• *The Law of Corporations in a Nutshell*, pages 10-11, 27-30. • *International Taxation in a Nutshell*, pages 216-217.
Week 5	**Corporations: policy in domestic and international contexts** • Possible topic for discussion: debt vs. equity capitalization	• *The Law of Corporations in a Nutshell*, pages 349-354. • *International Taxation in a Nutshell*, pages 89-90.
Week 6	**Corporations: policy in an international context (continued)** • Possible topic for discussion: tax neutrality	• *International Taxation in a Nutshell*, pages 6-9, 251-255.
Week 7	**Corporations: policy in an international context (continued)** • Possible topic for discussion: hybrid financial instruments • Questions about the midterm exam	• *International Taxation in a Nutshell*, page 570. • US/France Tax Convention, articles 11.1, 10.1, 10.2 (a) and (b), 12.1

Week	Content	Assignments
Week 8	**Branches: policy in domestic and international contexts** • Possible topic for discussion: appropriate use of Incoterms • **Midterm Exam**	• *International Taxation in a Nutshell*, pages 76-81, 255-257, 369-374.
Week 9	**Branches: policy in an international context (continued)** • Possible topic for discussion: digital companies and permanent establishment	• *International Taxation in a Nutshell*, pages 102-103, 151-158.
Week 10	**Partnerships: policy in domestic and international contexts** • Note on partnerships in France and Monaco	• *The Law of Corporations in a Nutshell*, pages 11-19. • *International Taxation in a Nutshell*, page 76
Week 11	**Groups of corporations: policy in domestic and international contexts** • Possible topic for discussion: tax vs. accounting principles	• *International Taxation in a Nutshell*, pages 582-583.
Week 12	**Mergers and other corporate reorganizations: policy in a domestic context** • Possible topic for discussion: LBOs	• *The Law of Corporations in a Nutshell*, pages 489-492, 502-503, 535. • Glossary "Leveraged Buyout" on Moodle
Week 13	**Mergers and other corporate reorganizations: policy in an international context** • Possible topic for discussion: international exchanges of information • Intercompany pricing; note on the "arm's length" principle	• *International Taxation in a Nutshell*, pages 179-181, 405-412, 417-420.
Week 14	**Some tax planning strategies** • Possible topic for discussion: ethics and tax planning • Questions about the final exam	• *International Taxation in a Nutshell*, pages 19-20, 168-171, 548-551.
Week 15	**Final Exam**	

REQUIRED READINGS:

- Freer, D. Richard. *The Law of Corporations in a Nutshell*, West Academic Publishing, 8th edition, 2020.
- Herzfeld, Mindy. *International Taxation in a Nutshell*, West Academic Publishing, 13th edition, 2023.

RECOMMENDED READINGS:

- Financial Times