Content

Course Code	Course Name	Semester	Theory	Practice	Lab	Credit	ECTS
ÖHYL-407	Electronic Commerce and Contract Formation in Comparative Law	1	3	0	0	4	10

Prerequisites	
Admission Requirements	

Language of Instruction	English
Course Type	Elective
Course Level	Masters Degree
Objective	This course looks at how contracts are made, and how they go wrong, in different legal systems. It compares civil law (Turkey, Switzerland, Germany) with common law (England, Singapore, the United States). The main question is simple: contract law was built for people, but today many contracts are made by computers, trading algorithms and AI agents. Do the old rules still work?
Content	1) Contract formation and mistake: will, declaration and reliance theories; the objective theory; mistake in algorithmic and AI contracting (Quoine v B2C2). 2) Digital assets: who owns crypto assets, and what claim a person has when crypto is transferred by mistake or stolen (ByBit; Swiss, English, US and Turkish law). 3) Electronic commerce and consumer protection: distance contracts under EU law and Turkish Law No. 6502; standard terms and licence agreements; personalised pricing; dark patterns; platform liability.
References	Required readings: 1. Maarten Herbosch, “Contracting with Artificial Intelligence: A Comparative Analysis of the Intent to Contract” (2023) 87(4) RabelsZ 672–706. 2. Tan Cheng-Han, “COVID-19, Agentic AI and Contract Formation” (2026) 13 The Chinese Journal of Comparative Law 1–17. 3. Nils Jansen and Reinhard Zimmermann, “Contract Formation and Mistake in European Contract Law: A Genetic Comparison of Transnational Model Rules” (2011) 31(4) Oxford Journal of Legal Studies 625–662. 4. Quoine Pte Ltd v B2C2 Ltd [2020] SGCA(I) 02; Lokman Hakim Bin Mohamed Rafi, “Do Algorithms Dream of Mistaken Contracts?” (2021) 1 Singapore Law Journal (Lexicon) 110. 5. ByBit Fintech Ltd v Ho Kai Xin and others [2023] SGHC 199. 6. Mirjam Eggen and Dominic Wyss, “Switzerland”, in Eggen, Jeng and Omlor (eds), Control and Ownership of Digital Assets: A Comparative Law Survey (Mohr Siebeck 2026) 159–176. 7. May Fong Cheong and Mimi Zou, “Resolving Wrongs in Algorithmic Contracting: Applications of the Doctrines of Unconscionability” (2025) 48(4) UNSW Law Journal 1399–1426. 8. Oren Bar-Gill and Florencia Marotta-Wurgler, “Price Discrimination by LLMs”, in Spiecker gen. Döhmann and Bechtold (eds), Law, Behavior, and Decision – Festschrift for Christoph Engel (Nomos 2026) 541–560. 9. Florencia Marotta-Wurgler, “What We’ve Learned From Software License Agreements: A Response to Comments” (2015) 12(1) Jerusalem Review of Legal Studies 171–182. Further reading (in Turkish): Necip Kocayusufpaşaoğlu, Güven Nazariyesi Karşısında Borç Sözleşmelerinde Hata Kavramı (Istanbul 1968). Legal texts: Turkish Code of Obligations No. 6098; Consumer Protection Law No. 6502 and the Regulation on Distance Contracts (2014); Law No. 6563 on Electronic Commerce; Directives 2011/83/EU and 2000/31/EC; Directive (EU) 2024/2853 on liability for defective products.

Theory Topics

Week	Weekly Contents
1	Introduction: contracting with AI; intention to contract when no human is involved
2	Mistake in algorithmic trading: Quoine v B2C2; comparison with civil law and Turkish law
3	30 September: no class (cancelled)
4	Declaration, intention and mistake: will, declaration and objective theories; falsa demonstratio; mistake in the declaration and mistake in motive (Hartog, Digilandmall, Smith v Hughes)
5	Contract formation and reliance theory; ownership of digital assets and the legal basis of a claim to return crypto assets (ByBit; Swiss SchKG 242a, English, US and Turkish law)

Week	Weekly Contents
6	E-commerce and distance contracts (1): information duties, the order button, right of withdrawal, durable medium; standard terms; Law No. 6502, Regulation on Distance Contracts, Law No. 6563, Directive 2011/83/EU
7	E-commerce and distance contracts (2): analysis of leading CJEU and Turkish decisions (30 October)
8	4 November: to be announced
9	Guest lecture – Prof. Blake Klinker (1): the American legal system for civil lawyers; mistake in US law; personalised pricing and dark patterns
10	Guest lecture – Prof. Blake Klinker (2): infinite scroll on trial; Section 230; punitive damages; comparison with the EU Product Liability Directive (2024/2853) and Turkish law
11	25 November: no class
12	Student presentations (1)
13	Student presentations (2)
14	Student presentations (3) and course wrap-up