
BALA 580A: Corporate Law

Program: FT MBA **Course Outline**

COURSE INFORMATION

Division: LAW

Office hours: TBA

Term/period: 2019W/Period 6

Section number: 001

Instructor: Ellen McIntosh JD, LL.M, EdD
Candidate

Class meeting times: Mon/Wed 8:00-10:00am

Email: ellen.mcintosh@sauder.ubc.ca

Course duration: Sept 4-Oct 12, 2019

Phone: 604-822-6888

Classroom location: HA 335

Office: DL 411

Course website: CANVAS

COURSE GOALS

This course examines the Common Law and statutory rules that govern commercial transactions. We begin by learning how cases are decided in Common Law courts. Students then examine the elements of contract law to become prudent, moral and ethical contract negotiators. The course also examines the professional liability and fiduciary duties of business persons to their clients and others. Course components include reviewing relevant statutes, analyzing judicial decisions and engaging in critical thinking about legal, moral and ethical problems in business.

LEARNING OBJECTIVES

This course will equip business students with an introduction to the legal environment in which business operates in Canada. By the end of the course students will recognize many of the legal issues they will encounter in business, develop strategies to avoid legal problems, think critically about legal, moral and ethical issues, and develop an understanding of the principles used by the courts to resolve legal issues. The overall objective of the course is to cultivate and enhance legal, moral and ethical discernment for right action in the business world.

COURSE MATERIALS & REQUIREMENTS

Reading Materials:

1. TEXTBOOK: ISBN 9780135906446 - Smyth & Soberman, The Law and Business Administration in Canada Loose Leaf Version plus MyLab Business Law with Pearson eText Access Card, 15/e **(Textbook)**
(www.pearson.com/mylab) **course ID mcintosh93792**. Further registration instructions are posted to CANVAS.
2. BALA 580A CASES and STATUTES **(CB) (CANVAS)**
3. BALA 580A SUPPLEMENTARY MATERIALS **(Supplement) (CANVAS)**
4. Other Learning Resources: **CANVAS**

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ASSESSMENT SUMMARY

Assignments (2)	30%
Assignment #1 Due: Sept 18 (15%)	
Assignment #2 Due: Sept 30 (15%)	
Case Presentation	20%
Participation	10%
Final Examination TBA	40%
Final Exam Period: October 7 – 12 th	
	100%

ASSESSMENT ACTIVITIES AND DETAILS

The **written assignments** should be about 4-6 pages long (double spaced). They will involve applying legal principles learned in class and from selected readings to realistic business situations in order to practice reaching well-reasoned, legal, moral and ethical decisions. These assignments will be done individually however it is certainly recommended that you discuss the assignments with your classmates. More information regarding these assignments will be provided in class.

The **Case Presentation** assignment is a group project that involves teaching the class one of the cases on the course outline. I will circulate a case presentation sign- up sheet in class and will provide further information. It is critical that ALL members of your group be involved in the oral presentation aspect of this assignment. The purpose of this assignment is to experience, in your group, understanding of different legal perspectives.

The **final exam** will be similar to assignments #1 and #2 in style and purpose. The final exam is cumulative. Students must earn a mark of at least 50% on the final exam to pass the course. The final exam will be an open book exam.

COURSE-SPECIFIC POLICIES AND RESOURCES

Missed or late assignments, and regrading of assessments

Late submissions will not be accepted and will receive a grade of zero.

Academic Concessions

If extenuating circumstances arise, please contact the RHL Graduate School program office as early as reasonably possible, and submit an [Academic Concession Request & Declaration Form](https://webforms.sauder.ubc.ca/academic-concession-rhlee) <https://webforms.sauder.ubc.ca/academic-concession-rhlee>. If an academic concession is granted during the course, the student will be provided options by RHL, or by the instructor in consultation with RHL, per [UBC's policy on Academic Concession](#).

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POLICIES APPLICABLE TO COURSES IN THE ROBERT H. LEE GRADUATE SCHOOL

Attendance

Excepting extenuating circumstances, students are expected to attend 100% of their scheduled class hours. Absent students limit their own academic potential, and that of their classmates, and cause unnecessary disruption to the learning environment. Students missing more than 20% of the total scheduled class hours for a course (including classes held during the add/drop period) without having received an academic concession will be withdrawn from that course. Withdrawals, depending on timing, could result in a “W” or an “F” standing on the transcript.

Punctuality

Students are expected to arrive for classes and activities on time and fully prepared to engage. Late arrivals may be refused entry at the discretion of the instructor or activity lead. Students arriving later than halfway through a scheduled class will be treated as absent for that class.

Electronic Devices

Devices such as laptops, tablets, and cell phones are not permitted to be used in class unless directed by the instructor for in-class activities. Students who do not follow the School’s policy in this regard may be required to leave the room for the remainder of the class, so that they do not distract others. Research shows that students’ use of laptops in class has negative implications for the learning environment, including reducing their own grades and the grades of those sitting around them.

Citation Style

Please use the American Psychological Association (APA) reference style to cite your sources.

Details of the above policies and other RHL Policies are available at:

<http://www.calendar.ubc.ca/vancouver/index.cfm?tree=12,199,506,1625>

UNIVERSITY POLICIES AND RESOURCES

UBC provides resources to support student learning and to maintain healthy lifestyles but recognizes that sometimes crises arise and so there are additional resources to access including those for survivors of sexual violence. UBC values respect for the person and ideas of all members of the academic community. Harassment and discrimination are not tolerated nor is suppression of academic freedom. UBC provides appropriate accommodation for students with disabilities and for religious observances. UBC values academic honesty and students are expected to acknowledge the ideas generated by others and to uphold the highest academic standards in all of their actions. Details of the policies and how to access support are available on the UBC Senate website at <https://senate.ubc.ca/policies-resources-support-student-success>.

Academic Integrity

The academic enterprise is founded on honesty, civility, and integrity. As members of this enterprise, all students are expected to know, understand, and follow the codes of conduct regarding academic integrity. At the most basic level, this means submitting only original work done by you and acknowledging all sources of information or ideas and attributing them to others as required. This also means you should not cheat, copy, or mislead others about what is your work. Violations of academic integrity (i.e., misconduct) lead to the breakdown of the academic enterprise, and therefore serious

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consequences arise and harsh sanctions are imposed. For example, incidences of plagiarism or cheating may result in a mark of zero on the assignment or exam and more serious consequences may apply if the matter is referred to the President's Advisory Committee on Student Discipline. Careful records are kept in order to monitor and prevent recurrences.

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All materials of this course (course handouts, lecture slides, assessments, course readings, etc.) are the intellectual property of the instructor or licensed to be used in this course by the copyright owner. Redistribution of these materials by any means without permission of the copyright holder(s) constitutes a breach of copyright and may lead to academic discipline. Audio or video recording of classes are not permitted without the prior approval of the Instructor.]

ACKNOWLEDGEMENT

UBC's Point Grey Campus is located on the traditional, ancestral, and unceded territory of the xwməθkwəyəm (Musqueam) people, who for millennia have passed on their culture, history, and traditions from one generation to the next on this site.

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SCHEDULE

Week by week class schedule.

WEEK #	CLASS TOPICS	ACTIVITIES / READINGS	WHAT'S DUE
WEEK 1 WED SEPT 4 and FRI SEPT 6 WEEK 2 SEPT 9	INTRODUCTION: <ul style="list-style-type: none"> • Common Law v. Civil Law • Court Processes • ADR • Constitutional Law 	Textbook: 1-17, 10-11, 21-41, 41-45 Supplement: 2-17 LIEBMANN V. CANADA CB 2	
WEEK 2 SEPT 11	CONTRACT FORMATION: INTENT, OFFER and the WRITING REQUIREMENT	Textbook: 124-140, 157-159, 54-55, 208, 210, 736-740 Supplement: 18-21 LAW AND EQUITY ACT CB 14 CARLILL V. CARBOLIC SMOKE BALL CB 12 R V. 279707 ALBERTA LTD CB 16 LIVINGSTONE V. EVANS CB 29	
WEEK 3 SEPT 16	CONTRACT FORMATION: ACCEPTANCE AND CONSIDERATION	RUDDER V. MICROSOFT CORP CB 20 HOOD v. EDWIN CB 31 Textbook: 145-156 Supplement: 22-27 KOHLER CANADA V. PORTER CB 41	

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		<p>DUKES COOKIES v. AMS UBC CB 49</p>	
<p>WEEK 3 SEPT 18</p>	<p>CONTRACT FORMATION: CAPACITY</p>	<p>Textbook: 167-170 Supplement: 28-30</p> <p>INFANTS ACT CB 58</p> <p>RE COLLINS CB 62</p>	<p>ASSIGNMENT #1 DUE: SEPT 18.</p> <p>Please hand in a hard copy of your assignment to me during class.</p> <p>Late assignments are not accepted and will receive a zero.</p>
	<p>LEGALITY</p>	<p>Textbook: 170-183</p> <p>Supplement: 31</p> <p>MAKSYMETZ V. KOSTYK CB 67</p> <p>PHOENIX RESTORATIONS LTD V. BROWNLEE CB 72</p>	
<p>WEEK 4 SEPT 23</p>	<p>MISREPRESENTATIONS</p>	<p>Textbook: 196-199</p> <p>Supplement: 32</p> <p>COLLINS V. DODGE CITY EAST CB 80</p> <p>WERLE V. SASKATCHEWAN ENERGY CB 90</p> <p>QUEEN V. COGNOS CB 93</p>	

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	UNDUE INFLUENCE, DURESS, UNCONSCIONABILITY	Textbook: 199-210, 202-203 Supplement: 33-34 BUCKWOLD WESTERN V. SAGAR CB 96 MACKAY v. CESAR CB 99	
	THE PAROL EVIDENCE RULE	Textbook: 221-224 Supplement: 45 HUSSEIN v. GHAG CB 113	
WEEK 4 SEPT 25	EXCLUSION CLAUSES	Textbook: 281-283 Supplement: 40-44 DAWE V. CYPRESS BOWL CB 140 MALONEY V. DOCKSIDE CB 151	
	FRUSTRATION, BREACH OF CONTRACT AND DAMAGES	Textbook: 254-265 Supplement: 35-39 SATURLEY V. LUND CB 117 Textbook: 274-281. 283-294 WESTCOAST TRANSMISSION V. CULLEN CB 122 ALBRECHTSEN V. PANAICH CB 135	

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<p>WEEK 5 SEPT 30</p>	<p>TORT LAW – NEGLIGENCE AND PROFESSIONAL LIABILITY</p>	<p>Textbook: 75-78, 84-97</p> <p>Supplement: 46-54</p> <p>NEGLIGENCE ACT CB 162 OCCUPIERS LIABILITY ACT CB 166</p> <p>HOLLIS V. DOW CORNING CB 178</p> <p>WALDICK V. MALCOLM CB 168</p> <p>CAMPBELL ESTATE V. PEDERSON CB 201</p> <p>RANKIN v. J.J. CB 191</p> <p>Textbook: 563-584</p> <p>RANGEN V. DELOITTE 209</p>	<p>ASSIGNMENT #2 DUE: SEPT 30</p> <p>Please hand in a hard copy of your assignment to me during class.</p> <p>Late assignments are not accepted and will receive a zero.</p>
<p>WEEK 5 OCT 2</p>	<p>FIDUCIARY DUTIES</p>	<p>Textbook: 103-104</p> <p>Supplement: 55-58</p> <p>STROTHER V. 3464920 CANADA LTD CB 224</p>	
	<p>SOLE PROPRIETORSHIPS AND PARTNERSHIPS</p>	<p>Textbook: 76-78</p> <p>Supplement: 60</p> <p>PARTNERSHIP ACT CB 234</p> <p>DATA BUSINESS FORMS V. MCINTOSH CB 254</p> <p>SCRAGG V. LOTZKAR CB 244</p>	

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	CORPORATIONS	<p>Textbook: 588-595, 598, 613-622</p> <p>Supplement: 61</p> <p>BC BUSINESS CORPORATIONS ACT CB 251</p> <p>GABRIEL V. SPC HOLDINGS CB 266</p> <p>ANDERSON V. WORLD WIDE CB 277</p>	
WEEK 6	FINAL EXAM PERIOD OCT 7-12TH		