

### COURSE INFORMATION

|                        |                                  |                 |                        |
|------------------------|----------------------------------|-----------------|------------------------|
| Course title:          | Corporate Law                    | Credits:        | 1.5                    |
| Course code:           | BALA 580A                        | Class location: | Online (Via Zoom)      |
| Session, term, period: | 2020W, Period 6                  | Class times:    | M/W 8:00 AM – 10:00 AM |
| Section(s):            | 001                              | Pre-requisites: | N/A                    |
| Course duration:       | September 9 – October 7,<br>2020 | Co-requisites:  | N/A                    |
| Division:              | LAW                              |                 |                        |
| Program:               | FT MBA                           |                 |                        |

### INSTRUCTOR INFORMATION

|             |  |                  |        |
|-------------|--|------------------|--------|
| Instructor: | Ellen McIntosh JD, LLM, EdD Candidate  |                  |        |
| Phone:      | 604-822-6888   | Office location: | DL 411 |
| Email:      | <a href="mailto:ellen.mcintosh@sauder.ubc.ca">ellen.mcintosh@sauder.ubc.ca</a> | Office hours:    | TBA    |

### COURSE DESCRIPTION

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.

### COURSE FORMAT

We will use Zoom to have our classes during the scheduled class times. Typically, I will record a ‘mini-lecture’ that will be posted to Canvas before the “live” session via Zoom in the Media Gallery that will cover the legal principles in the class. We will spend the “live” class time discussing these legal principles and learning how to apply them to common situations arising 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:

1. recognize many of the legal issues they will encounter in business,
2. develop strategies to avoid legal problems,
3. think critically about legal, moral and ethical issues, and
4. 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.

### ASSESSMENTS

#### Summary

| <u>Component</u>               | <u>Weight</u> |
|--------------------------------|---------------|
| Assignments (2)                | 30%           |
| Assignment #1 due Sep 27 (15%) |               |
| Assignment #2 due Oct 4 (15%)  |               |

|  |             |
|--|-------------|
| Case Presentation (Group project)                                      | 10%         |
| Quizzes (8)  | 20%         |
| Final exam (To be scheduled during exam week<br>October 13 – 17, 2020) | 30%         |
| Class participation  | <u>20%</u>  |
| Total  | <u>100%</u> |

### *Details of Assessments*

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 on-line via Canvas, open book, cumulative and 2.5 hours long. Students must get at least 50% on the final exam to pass the course.

### LEARNING MATERIALS

**TEXTBOOK:** ISBN 9780135906446 - Smyth & Soberman, The Law and Business Administration in Canada plus MyLab Business Law with Pearson eText Access Card, 15/e (**Textbook**)

**MyLab:** ([www.pearson.com/mylab](http://www.pearson.com/mylab)) **course ID mcintosh80345**

- You can purchase the MyLab Business Law Access Code from the UBC Bookstore (\$75) or
- Purchase access directly from [www.pearsonmylabs.com](http://www.pearsonmylabs.com) (\$75)
- If you would like a printed copy of the book, click on the Print Offer button within the MyLab. A printed copy of the book will be sent to you in the mail (\$145).

**BALA 580A CASES and STATUTES (CB) (CANVAS)**

**BALA 580A SUPPLEMENTARY MATERIALS (Supplement) (CANVAS)**

Other Learning Resources: **CANVAS**

### COURSE-SPECIFIC POLICIES AND RESOURCES

*Missed or late assignments, and regrading of assessments*

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

### *Other Course Policies and Resources*

Students may complete quizzes due before joining the course, after joining the class.

### *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](#).

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

### *Assessments due prior to students joining the class*

Students may complete quizzes due before joining the course, after joining the course.

### *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*

During online lectures, students are not permitted to use any electronic devices other than the primary one used for attending the online lecture (e.g. laptop or desktop). Only Zoom should be open during the online lecture unless an instructor advises the use of another program/website for an in-class activity. Feedback from students indicates that personal devices are the number one distraction from effective learning and participation in the online learning environment.

### *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>.

### *Respect for Equity, Diversity, and Inclusion*

The UBC Sauder School of Business strives to promote an intellectual community that is enhanced by diversity along various dimensions including status as a First Nation, Metis, Inuit, or Indigenous person, race, ethnicity, gender identity, sexual orientation, religion, political beliefs, social class, and/or disability. It is critical that students from diverse backgrounds and perspectives be valued. Furthermore, the diversity that students bring to the classroom should be viewed as a benefit and source of strength for your learning experience. It is expected that all students and members of our community conduct themselves with respect for others.

### *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 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.

### **COPYRIGHT**

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 and could be subject to legal action. Any lecture recordings are for the sole use of the instructor and students enrolled in the class. **In no case may the lecture recording or part of the recording be used by students for any other purpose, either personal or commercial. Further, audio or video recording of classes are not permitted without the prior consent of the instructor. Students may not share class Zoom links or invite others who are not registered to view sessions.**

### **ACKNOWLEDGEMENT**

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

### **ONLINE TEACHING TOOL & REQUIREMENTS**

This course will be taught using Zoom for synchronous classes and office hours.

For this course, you are required to use a Zoom account during synchronous classes and office hours. If you do not have a Zoom account, you can create one here: <https://zoom.us/signup>. Note: creating a Zoom account requires that you provide a first name, last name, and email address to Zoom. For privacy purposes, you may consent to using your existing email address and your real name. Alternatively, if you prefer, you may sign up using an alternative email address and an anonymized name that does not identify you (i.e. Jane Doe, [jane.doe@email.com](mailto:jane.doe@email.com)). If you have trouble creating an account, or accessing a

Zoom session, please contact [CLCHelp@sauder.ubc.ca](mailto:CLCHelp@sauder.ubc.ca). You will be required to provide the email address associated with your Zoom account in a Canvas quiz for identification purposes.

To help replicate the classroom experience, make sessions more dynamic and hold each person accountable, both students and instructors are required to have their cameras on during Zoom sessions. Students who require an accommodation with regard to the “camera on” requirement must contact their instructors in advance of the first class to discuss options. As professional graduate students, students are expected to conduct themselves professionally by joining sessions on time, muting mics when not speaking, refraining from using any other technology when in-session, attending in business casual dress (at a minimum), and participating from a quiet environment. Content from synchronous sessions will be selectively recorded per instructor discretion and made available to students on Canvas for a maximum duration of the course length. This is done to allow students the opportunity to return to lecture content to solidify learnings.

**COURSE SCHEDULE**

(Subject to change with class consultation)

| Class | Synchronous Or Asynchronous | Date                                | Topic   | Readings or Activities   | Assessments due |
|-------|-----------------------------|-------------------------------------|---|--|-----------------|
| 1 & 2 | Synchronous                 | Wednesday (Sep 9) & Friday (Sep 11) | <b>THE LAW IN ITS SOCIAL AND BUSINESS CONTEXT</b> | <p><u>Mini Lecture Recording: Introduction</u></p> <p><u>Mini Lecture Recording: Legal Reasoning and Case Briefs</u></p> <p>(all recordings will be posted to Canvas in the Media Gallery)</p> <p><b>Textbook: 1-12, 21-41</b></p> <ul style="list-style-type: none"> <li>• Chapter 1: Law, Society and Business</li> <li>• Chapter 2: The Machinery of Justice</li> </ul> <p><b>Sources of Law</b></p> <ul style="list-style-type: none"> <li>• Common Law v. Civil Law</li> <li>• Statute and Case Precedent</li> </ul> <p><b>Supplement: 2-3, 8-9</b></p> <p><b>Court Systems and Procedures</b></p> <p><b>Alternate Dispute Resolution</b></p> <p><b>Textbook: 41-45</b></p> <p><b>Supplement: 10-11</b></p> |                 |

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| 3 | Synchronous | Monday<br>(Sep 14)    | <b>THE LAW IN ITS SOCIAL AND BUSINESS CONTEXT</b> | <p><u>The Constitution Act and the Charter of Rights and Freedoms</u></p> <p>Textbook: 12-19<br/>Supplement: 12-17</p> <p>LIEBMANN V. CANADA CB 2</p>  | <p>QUIZ #1 DUE:<br/>Sunday Sept 13 at 10:00pm<br/>(Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p> |
| 4 | Synchronous | Wednesday<br>(Sep 16) | <b>FORMATION OF A CONTRACT: INTENT AND OFFER</b>  | <p><u>Mini Lecture Recording: Intent, Offer and Acceptance</u></p> <p>Textbook: 124-140, 157-159, 54-55, 208, 210, 736-740</p> <ul style="list-style-type: none"> <li>Chapter 6: Formation of a Contract: Offer and Acceptance</li> </ul> <p><u>Intent and Offer</u></p> <p>Supplement: 18-21</p> <p>LAW AND EQUITY ACT CB 14</p> <p>CARLILL V. CARBOLIC SMOKE BALL CB 12</p> <p>R V. 279707 ALBERTA LTD CB 16</p> <p>LIVINGSTONE V. EVANS CB 29</p> | <p>QUIZ #2 DUE:<br/>Sunday Sept 20 at 10:00pm<br/>(Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p> |
| 5 | Synchronous | Monday<br>(Sep 21)    | <b>FORMATION OF A CONTRACT: ACCEPTANCE</b>        | <p><u>Acceptance</u></p> <p>RUDDER V. MICROSOFT CORP CB 20<br/>HOOD v. EDWIN CB 31</p>   | <p>QUIZ #3 DUE:<br/>Sunday Sept 20 at 10:00pm<br/>(Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p> |
|   |             |                       | <b>FORMATION OF A CONTRACT: CONSIDERATION</b>     | <p><u>Mini Lecture Recording: Consideration</u></p> <p><u>Consideration</u></p> <p>Textbook: 143-156</p> <ul style="list-style-type: none"> <li>Chapter 7: Formation of Contract: Consideration and Intention</li> </ul> <p>Supplement: 22-27</p>  |  |

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|   |             |                       |  | <p>KOHLER CANADA V. PORTER CB 41</p> <p>DUKES COOKIES v. AMS UBC CB 49</p>   |  |
| 6 | Synchronous | Wednesday<br>(Sep 23) | <p><b>FORMATION OF A CONTRACT: CAPACITY AND LEGALITY</b></p>     | <p><u>Mini Lecture Recording: Capacity and Legality</u></p> <p><u>Capacity</u><br/>Textbook: Read <i>only</i> the <a href="#">materials in this link</a></p> <p>Supplement: 28-30</p> <p>INFANTS ACT CB 58</p> <p>RE COLLINS CB 62</p>   | <p>QUIZ #4 DUE: Tuesday Sept 22 at 10:00pm (Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p>  |
|   |             |                       |  | <p><u>Legality</u></p> <p>Textbook: 170-183</p> <ul style="list-style-type: none"> <li>Chapter 8: Formation of a Contract: The Role of Legality in the Formation of a Contract</li> </ul> <p>Supplement: 31</p> <p>MAKSYMETZ V. KOSTYK CB 67</p> <p>PHOENIX RESTORATIONS LTD V. BROWNLEE CB 72</p>   |  |
| 7 | Synchronous | Monday<br>(Sep 28)    | <p><b>FOUNDATIONS UPON WHICH A CONTRACT MAY BE SET ASIDE</b></p> | <p><u>Mini Lecture Recording: Misrepresentation, Undue Influence and Unconscionability</u></p> <p><u>Misrepresentation</u></p> <p>Textbook: 196-199</p> <ul style="list-style-type: none"> <li>Chapter 9: Contract Issues: Misrepresentation</li> </ul> <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> | <p>QUIZ #5 DUE: Sunday Sept 27<sup>th</sup> at 10:00pm</p> <p>ASSIGNMENT #1 DUE: Sunday Sept 27<sup>th</sup> at 10:00pm (Canvas)</p> <p>Late assignments are not accepted and will receive a zero.</p> |

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|   |             |                       |  | <p><u>Undue Influence, Duress and Unconscionability</u></p> <p>Textbook: 199-210, 202-203</p> <ul style="list-style-type: none"> <li>Chapter 9: Contract Issues: Undue Influence and Duress</li> </ul> <p>Supplement: 33-34</p> <p>BUCKWOLD WESTERN V. SAGAR CB 96</p> <p>MACKAY v. CESAR CB 99</p>   |  |
| 8 | Synchronous | Wednesday<br>(Sep 30) | <p><b>EXCLUSION CLAUSES</b></p>                            | <p><u>Mini Lecture Recording: Exclusion Clauses</u></p> <p><u>Mini Lecture Recording: Frustration and Breach of Contract</u></p> <p><u>Exclusion Clauses</u></p> <p>Textbook: 281-283</p> <ul style="list-style-type: none"> <li>Chapter 13 Breach of Contract and Remedies: Exemption Clauses</li> </ul> <p>Supplement: 40-44</p> <p>DAWE V. CYPRESS BOWL CB 140</p> <p>MALONEY V. DOCKSIDE CB 151</p>   | <p>QUIZ #6 DUE:<br/>Tues Sept 29 at 10:00pm<br/>(Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p> |
|   |             |                       | <p><b>FRUSTRATION, BREACH OF CONTRACT AND REMEDIES</b></p> | <p><u>Frustration of Contract</u></p> <p>Textbook: 254-265</p> <ul style="list-style-type: none"> <li>Chapter 12: The Discharge of Contracts</li> </ul> <p>Supplement: 35-39</p> <p>SATURLEY V. LUND CB 117</p> <p><u>Breach of Contract and Remedies</u></p> <p>Textbook: 274-281. 283-294</p> <ul style="list-style-type: none"> <li>Chapter 13: Breach of Contract and Remedies</li> </ul> <p>WESTCOAST TRANSMISSION V. CULLEN CB 122</p> <p>ALBRECHTSEN V. PANAICH CB 135</p> |  |



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| 9   | Synchronous | Monday<br>(Oct 5)    | <b>THE LAW OF TORTS - NEGLIGENCE</b>                | <p><u>Negligence</u></p> <p>Textbook: 75-78, 84-97</p> <ul style="list-style-type: none"> <li>Chapter 4: The Law of Torts</li> </ul> <p>Supplement: 47-55</p> <p>NEGLECTANCE ACT CB 162<br/>OCCUPIERS LIABILITY ACT CB 166</p> <p>WALDICK V. MALCOLM CB 168<br/>CAMPBELL ESTATE V. PEDERSON CB 201<br/>RANKIN v. J.J. CB 191</p>   | <p>QUIZ #7 DUE:<br/>Sunday Oct 4 at 10:00pm<br/>(Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p> <p>ASSIGNMENT #2 DUE: Sunday Oct 4 at 10:00pm</p> <p>Late assignments are not accepted and will receive a zero.</p> |
| 10  | Synchronous | Wednesday<br>(Oct 7) | <b>PROFESSIONAL LIABILITY: THE LEGAL CHALLENGES</b> | <p><u>Mini Lecture Recording: Negligent Misstatement</u></p> <p><u>Mini Lecture Recording: Fiduciary Duties</u></p> <p><u>Negligent Misstatement</u></p> <p>Textbook: 563-584</p> <ul style="list-style-type: none"> <li>Chapter 5: Professional Liability: The Legal Challenges: Tort Liability for Inaccurate Statements</li> </ul> <p>RANGEN V. DELOITTE CB 209</p> <p>HERCULES MANAGEMENT CB 219</p> <p><u>Fiduciary Duties</u></p> <p>Textbook: 103-104</p> <ul style="list-style-type: none"> <li>Chapter 5: Professional Liability: The Legal Challenges and Fiduciary Duty</li> </ul> <p>Supplement: 56-59</p> <p>STROTHER V. 3464920 CANADA LTD CB 224<br/>HODGKINSON V. SIMMS CB 229</p> | <p>QUIZ #8 DUE:<br/>Tuesday Oct 6 at 10:00pm<br/>(Canvas)</p> <p>Late quizzes are not accepted and will receive a score of zero</p>  |
| <b>FINAL EXAM PERIOD OCT 13-17<sup>TH</sup></b> |             |                      |   |  |  |