

COURSE INFORMATION

Course title:	Commercial Law	Credits:	1.5
Course code:	BALA 503	Class location:	On line
Session, term, period:	2020W T2 – Period 3	Class times:	T/Th 2pm-4pm via Zoom
Section(s):	MM1		Our class will be entirely synchronous (live)
Course duration:	Feb. 23 – Apr. 3, 2021	Pre-requisites:	N/A
Division:	Law	Co-requisites:	N/A
Program:	MM		

INSTRUCTOR INFORMATION

Instructor:	Barbara Cox, BPE, JD,	Office location:	Office under renovation at this time DL423
Phone:	none	Office hours:	Tuesday 4:00-4:45 or by appointment
Email:	Barbara.cox@sauder.ubc.ca		

TA information will be posted in Canvas

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 component include reviewing relevant statutes, analyzing judicial decisions and engaging in critical thinking about legal, moral and ethical problems in business.

COURSE FORMAT

This course is taught lecture –style, with student discussion of posted cases and participation in discussions, as well as through case problems.

The majority of class time will be spend with synchronic activities, composed of lecture time with accompanying PowerPoint slides (which you will find posted in the appropriate module by topic on Canvas), along with the use of polls, discussion of the cases set out in this Syllabus, and importantly, doing questions using the materials covered in class. For these reasons it is imperative that you do the pre-class preparations set out on the Syllabus. I suggest looking first at the Preparation Sheet posted for that topic on Canvas, then do the readings set out on the Syllabus, consider the questions on the Preparation Sheet, read and brief any cases listed, and finally submit your quiz answers under Quizzes on Modules in Canvas.

A critical component of the course is spirited, informed discussion. This means that you should be familiar with assigned materials **prior to class**; reading the textbook and the cases and preparing case briefs for each case will enable you to contribute constructively in class. Readings will normally not be fully reviewed separately - you are assumed to have read and understood them. Excellent participation incorporates the materials that you have studied on your own and also builds on what your classmates have said to move the conversation forward.

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.

ASSESSMENTS

Summary

Component	Weight
Pre-Class Quizzes on Canvas	10%
Assignments (2)	
Assignment 1 due March 2 (10%)	
Assignment 2 March 9 (20%)	30%
Group Project due March 25	10%
Participation:	
Poll participation, relevant Chat discussions (5%)	
Live Oral Participation through case briefs, questions & answers (5%) (Class participation diary due March 25)	10%
Final exam	40%
Total	<u>100%</u>

Details of Assessments

The first assignment is based on a segment from a video we will watch in class. It is to be done as an individual assignment, and will incorporate facts learned about the legal system. Details about the assignment will be discussed in class, and the assignment will be available on Canvas.

The second assignment is a written assignment. It should be no more than 2 pages long (double spaced). It 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. This assignment will be done individually however it is certainly recommended that you discuss the assignment with your classmates. More information regarding this assignment will be provided in class.

The final assignment is to be done in a group and it involves preparing a memo to management regarding a claim made by an injured party. Details will again be provided in class. This assignment cannot be completed until later in the course as it will involve an understanding of the laws of negligence.

Students are asked to note on a class participation “diary” what they did during every class, and hand this diary in on **March 25th**. This diary allows you to briefly state what you did in each class, for example, “I briefed the Hollis case for the class” or “did not participate today”. Because this course relies heavily on applications and discussions of case materials, a percent of your grade will be determined from active learning activities. Active learning means that you take responsibility both for your learning, and helping others to learn more about the material.

A critical component of the course is spirited, informed discussion. This means that you should be familiar with assigned materials **prior to class**; reading the textbook and the cases and preparing case briefs for each case will enable you to contribute constructively in class. The pre-class quizzes are required and the answers are in these materials. Readings will normally not be fully reviewed separately - you are assumed to have read and understood them. Excellent participation incorporates the materials that you have studied on your own and also builds on what your classmates have said to move the conversation forward. Attendance in class is not the same thing as class participation. In the past students who have prepared cases in a study group before class have benefited greatly from the advance preparation. It is strongly encouraged for you to do so.

The **final exam** will be similar to assignment #2 in style and purpose, as well as similar to the former exam questions which we will frequently do in class as a way to review the course content. Students must earn a mark of at least 50% on the final exam to pass the course. The exam will be open book, open browser and not using Proctorio.

LEARNING 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 cox97741**. Further registration instructions are posted to **CANVAS**.
2. **BALA 503 CASES and STATUTES (CB) (CANVAS)**
3. **COMM 393 SUPPLEMENTARY MATERIALS** by Ellen McIntosh PDF available for free on Canvas

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. [This is standard for RHL courses.]

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](#).

Other Course Policies and Resources

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

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 in and well-served by their courses. Furthermore, the diversity that students bring to the classroom should be viewed as a resource, benefit, and source of strength for your learning experience. It is expected that all students and members of our community conduct themselves with empathy and 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.

Academic Freedom and Students Studying from Outside Canada

During this pandemic, the shift to online learning has greatly altered teaching and studying at UBC, including changes to health and safety considerations. Keep in mind that some UBC courses might cover topics that are censored or considered illegal by non-Canadian governments. This may include, but is not limited to, human rights, representative government, defamation, obscenity, gender or sexuality, and historical or current geopolitical controversies. If you are a student living abroad, you will be subject to the laws of your local jurisdiction, and your local authorities might limit your access to course material or take punitive action against you. UBC is strongly committed to academic freedom, but has no control over foreign authorities (please visit <http://www.calendar.ubc.ca/vancouver/index.cfm?tree=3,33,86,0> for an articulation of the values of the University conveyed in the Senate Statement on Academic Freedom). Thus, we recognize that students will have legitimate reason to exercise caution in studying certain subjects. If you have concerns regarding your personal situation, consider postponing taking a course with manifest risks, until you are back on campus or reach out to your academic advisor to find substitute courses. For further information and support, please visit: <http://academic.ubc.ca/support-resources/freedom-expression>

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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 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). If you have trouble creating an account, or accessing a Zoom session, please contact 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

Class#	CLASS TOPICS	READINGS	ASSESSMENTS DUE
FEB 23, 25	THE LAW IN ITS SOCIAL AND BUSINESS CONTEXT	<p><u>What is Law?</u></p> <p>Textbook 1-12</p> <p>The Constitution Act Textbook 12-14</p> <p>Sources of Law/Classifying Law Textbook 21-29 Supplement: 2,12-14</p> <p><u>Court Systems and Procedures</u> 29-41 Supplement: 8-11 <u>The Charter of Rights and Freedoms</u></p> <p>Textbook 14-20, LIEBMANN v. CANADA CB 2</p> <p><u>Alternate Dispute Resolution</u></p> <p>Textbook 41-45, 736-740</p> <p>View 12 Angry Men in class</p> <p>Sources of Law https://sauderlearningservices.hosted.panopto.com/Panopto/Pages/Viewer.aspx?id=53c866fd-2621-442a-b884-ac250119693f</p> <p>System of Courts https://sauderlearningservices.hosted.panopto.com/Panopto/Pages/Viewer.aspx?id=82dcef82-4681-46e2-9970-ac2b01626ab5</p> <p>Human Rights & the Constitution https://sauderlearningservices.hosted.panopto.com/Panopto/Pages/Viewer.aspx?id=2502ada7-1774-442f-9da5-ac2b016a6c09</p>	<p>Please fill in your class participation diary after EACH class – you will not be able to complete it by memory at the end of the term!</p> <p>Directions for how to prepare a case brief are on Canvas - please review this document to be prepared to discuss cases in class</p> <p>These videos are provided as an “extra” although the materials will be provided in class</p>

Class#	CLASS TOPICS	READINGS	ASSESSMENTS DUE
MAR 2,4	FORMATION OF A CONTRACT	<p><u>Intent, Offer, Acceptance and the Writing Requirement</u></p> <p>Textbook 124-140, 157-159, 54-55, 208, 210-213, 736-740</p> <p>The Law and Equity Act, BC CB 14-15</p> <p>RUDDER v. MICROSOFT CORP. CB 20</p> <p>DOUEZ v. FACEBOOK INC. CB 27</p> <p>HOOD v. EDWIN CB 34</p> <p>https://sauderlearningservices.hosted.panopto.com/Panopto/Pages/Viewer.aspx?id=4477a234-7452-451b-a806-ac25012a3937</p>	
	FORMATION OF A CONTRACT	<p><u>Consideration</u></p> <p>Textbook 145-156 Supplement: 22-28</p> <p>TULSA HEATERS INC v. SYNCRUDE CANADA LTD. CB 51 DUKES COOKIES V AMC UBC CB 49 Contracts - Intent & Writing</p>	
	FORMATION OF CONTRACT	<p><u>Capacity to Contract</u></p> <p>Textbook 166-170</p> <p>Textbook https://media.pearsoncmg.com/intl/pec/mylab/2018c/ca_mblgen/provincial_content/british_columbia/bc_Factors_Affecting_Contracts_minors.pdf (Read the textbooks's Provincial content Supplement on minors in BC)</p> <p>The Infants Act, BC CB 57</p> <p>RE COLLINS CB 61</p>	

Class#	CLASS TOPICS	READINGS	ASSESSMENTS DUE
		<p>SATURLEY v. LUND CB 117</p> <p>BAL V. INFINITE ENTERTAINMENT CB 123</p>	
	BREACH OF CONTRACT AND REMEDIES	<p><u>Breach of Contract & Damages</u></p> <p>Textbook 274-281, 283-294 Supplement: 41</p> <p>WESTCOAST TRANSMISSION v. CULLEN CB 128</p> <p>ALBRECHTSEN v. PANAICH CB 141</p>	*have you been completing your class participation diary every class?
MAR 16	EXCLUSION CLAUSES	<p><u>Exclusion Clauses</u></p> <p>Textbook 281-283 Supplement: 44, 51-54</p> <p>DAWE v. CYPRESS BOWL CB 146</p> <p>GREEVEN v. BLACKCOMB CB 152</p> <p>MALONEY v. DOCKSIDE CB 157 – 162, 163-167</p>	
	SPECIAL TYPES OF CONTRACTS	<p><u>Sale of Goods</u></p> <p>Textbook 298-315, 723-724 Supplement: 45-50</p> <p>The Sale of Goods Act, BC CB 168 - 181</p> <p>KOBELT MANUFACTURING CO v. PACIFIC RIM CB 182</p> <p>PORELLE v. EDDIE’S AUTO SALES LTD CB 204</p> <p>KOVACS v. HOLTOM CB 208</p> <p>BEVO FARMS LTD v. VEG GRO INC CB 212</p>	

Class#	CLASS TOPICS	READINGS	ASSESSMENTS DUE
MAR 18	THE LAW OF TORTS	<p><u>Negligence, Contributory Negligence and Vicarious Liability</u></p> <p>Textbook 75-78, 84-97 Supplement: 57-67</p> <p>The Negligence Act, BC CB 222</p> <p>The Occupiers Liability Act, BC CB 226</p> <p>WALDICK v. MALCOLM CB 228</p> <p>HOLLIS v. DOW CORNING CB 238</p> <p>MORSI v. FERMAR CB 243</p> <p>RANKIN v. J.J. CB 251</p>	
	PROFESSIONAL LIABILITY: THE LEGAL CHALLENGES	<p><u>Negligent Misstatement</u></p> <p>Textbook 102-118</p> <p>RANGEN v. DELOITTE & TOUCHE CB 269</p> <p>HERCULES MANAGEMENT LTD v. ERNST & YOUNG CB 279</p>	
	FIDUCIARY DUTIES	<p><u>Fiduciary Duty</u></p> <p>Textbook 103-104 Supplement: 67,71 and 72</p> <p>HODGKINSON v. SIMMS CB 289</p> <p>STROTHER v. 3464920 CANADA LTD CB 284</p>	
MAR 23	AGENCY	<p><u>Agency</u></p> <p>Textbook 368-381</p> <p>PEMBERTON BENCHLANDS HOUSING CORP v. SABRE TRANSPORT CB 295 – 308</p>	
	BUSINESS ORGANIZATIONS: THEIR FORMS, OPERATION AND MANAGEMENT	<p><u>Sole Proprietorships and Partnerships</u></p> <p>Textbook 563-583</p>	

