

### COURSE INFORMATION

Course title:	Commercial Law	Credits:	1.5
Course code:	BALA 503 DD1 and DD2	Class location:	DD1: DL 125 DD2: HA 435
Session, term, period:	2021W1, Period 2	Class times:	DD1: M/W 10am-12pm PT DD2: M/W 2-4pm PT
Section(s):	DD1 and DD2	Pre-requisites:	N/A
Course duration:	Nov 1 to Dec 1, 2021	Co-requisites:	N/A
Division:	Law and Business Communications		
Program:	Dual Degree		

### INSTRUCTOR INFORMATION

Instructor:	Elicia Salzberg, Lecturer, BCOM, JD
Phone:	604-827-5670
Email:	elicia.salzberg@sauder.ubc.ca
Office Hours:	Fri 12-1pm. Please sign up for office hours on Calendly: <a href="https://calendly.com/elicia-salzberg/bala503-office-hours-group">https://calendly.com/elicia-salzberg/bala503-office-hours-group</a> . I add more hours if there is demand (usually around the midway and final case). OR if you have a scheduling conflict, please email for individual appointments available Fri 9am-12pm

### COURSE DESCRIPTION

This course examines the Common Law and statutory rules that shape business. We begin by learning how cases are decided in Common Law courts. Students then examine the elements of contract law to understand how to build a formal legal relationship and the circumstances where it can be challenged or invalidated. The course also explores what happens when legal relationships break down and the types of consequences that follow. Finally, we close the course by looking at the professional liability and fiduciary duties of business persons to their clients and others. Course components include reviewing relevant law, namely through analyzing judicial decisions and relevant statutes and then applying that understanding with critical consideration of legal, moral and ethical problems in business. Class discussion is a large part of this course.

### COURSE FORMAT

Each two-hour lecture consists of my delivery of highlighted takeaways from your preparation, structured class-wide discussion, a paired exercise and debrief.

### LEARNING OBJECTIVES

By the end of this course, students will be able to:

1. Describe our sources of law and our court system.
2. Outline key rights and responsibilities flowing from the Constitution and Charter of Rights.
3. Describe the components required to form a contract.
4. Identify contractual pitfalls, including when a contract may be set aside.
5. Describe the discharge or breach of a contract and related consequences.

6. Assess the validity and enforceability of exclusion clauses.
7. Discuss professional liability, with particular reference to negligence and fiduciary duty.
8. Explain the different organizational forms of a business and related liability.

## ASSESSMENTS

### Summary

Component	Weight	Due
Pre-Class Quizzes on Canvas	5%	On day of class @10am
Live iClicker Participation	5%	In-class
Live Oral Participation	10%	In-class
Live Practice Group Exercises	10%	In-class
Midway Case Analysis (take-home and open book)	30%	Nov 20 @ 8pm
Final Case Analysis (take-home and open book)	40%	TBD by RHL Program Office (Dec 6-Dec 11)
<b>Total</b>	<b>100%</b>	

### Details of Assessments

#### Pre-Class Quizzes (5%)

Prior to each class, you are expected to complete a short pre-test. They introduce key components of a concept that we will review and discuss in class that day. The pre-test consists of a short scenario with multiple choice questions. The aim of these quizzes is to establish a working familiarity with the concepts in order to facilitate rich class discussion.

#### Live iClicker Cloud Participation (5%)

In class, we will have various polling questions. The aim is for you to engage with live application and evaluation of course concepts. Some will have correct answers and others will just require a thoughtful response with no correct answer.

#### Live Oral Participation (10%)

As a given, I expect you to attend class unless you have a valid excuse (such as illness), do pre-readings and complete quizzes individually before class. Active learning begins long before you set foot in the classroom.

A critical component of active learning is spirited and informed classroom discussion. I strive for discussion that moves past solely recalling facts and basic concepts, towards a deeper understanding, connecting ideas and layering on your own opinions and perspectives. To do this, you should be familiar with assigned materials prior to class. Attendance without adding to conversation in class does not constitute active learning. Your aim should be to contribute value-added commentary.

Myself and my TA keep track of contributions and I ask that you do too; you evaluate your own active learning each class and myself and my TA provide feedback on that evaluation.

### Live Practice Group Exercises (10%)

In class, we will have short practice questions that will be completed as a pair or group and submitted on Canvas.

### Midway and Final Case Analysis (30%, 40%)

For each of the midway and final case analysis assessments, you will each be given a short “real-world” legal issue and you will have to provide concise and practical advice. In the form of an communication back to “management”, you will assess the issue and provide a recommendation, taking into account risk and other business or operational considerations.

### LEARNING MATERIALS

Our text is the Smyth/Soberman e-text "Law and Business Administration in Canada" (15th Edition). You can purchase your e-text from the publisher (Pearson) directly for \$49.99 at:

<https://console.pearson.com/enrollment/yf6ruo>

### COURSE-SPECIFIC POLICIES AND RESOURCES

#### *Missed or late assignments, and regrading of assessments*

#### Missed or Late Assignments, and Regrading of Assessments

- You must be in class to complete in-class activities (including iClicker and break-out exercises). If you have an academic concession (please see below), I will exempt those marks for the affected dates. If you join the class in the add/drop period, you will be exempted from missed in-class assessments.
- The case analysis is due in the manner specified (either in this outline or otherwise in the relevant assignment outline) by the specified due date (Pacific Time and UBC server time). **LATE assignments will receive a zero.**
- Requests for a regrade may only be with respect to the Midway or Final Case Analysis. Any request for a regrade must occur within 48 hours of release of the mark in question. Any request must be submitted in the form of an email with the subject line “Formal request for regrade of [Name of Assignment, Student Name, Student Number]”, with an attached document setting out: (1) a description of the marks you earned pursuant to the rubric that were not awarded; and (2) cross-indexed (i.e. referenced) excerpts of the originally submitted work in support of the description. I will review each request within 5 business days. Pursuant to my review, your mark may be adjusted upwards or downwards.

#### *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](#). 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

#### *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.

*COVID-19 Policies for Attendance & Academic Concessions:*

If a student feels unwell, they should stay home and send a courtesy email to each impacted instructor and cc their program manager. The student should also submit an [Academic Concession Request & Declaration Form](#).

If a student suspects possible COVID-19 infection, they should use the BC Ministry of Health’s [self-assessment tool](#), to help determine whether further assessment or testing for COVID-19 is recommended.

If a student is required to self-isolate (e.g., while waiting for test results), they should follow the steps above (stay home, email instructor(s) and program manager, submit an [Academic Concession Request & Declaration Form](#), and follow BC Health Guidance.

Students who are required to quarantine, should get in touch with their Program Manager to discuss the possibility of academic concessions for each impacted course. The Program Manager will work closely with your instructors to explore options for you to make up the missed learning.

*COVID-19 Safety in the Classroom:*

**Masks:** Masks are **required** for all indoor classes, as per the BC Public Health Officer orders. For our in-person meetings in this class, it is important that all of us feel as comfortable as possible engaging in class activities while sharing an indoor space. For the purposes of this order, the term “masks” refers to medical and non-medical masks that cover our noses and mouths. Masks are a primary tool to make it harder for COVID-19 to find a new host. You will need to wear a medical or non-medical mask for the duration of our class meetings, for your own protection, and the safety and comfort of everyone else in the class. You may be asked to remove your mask briefly for an ID check for an exam, but otherwise, your mask should cover your nose and mouth. Please do not eat in class. If you need to drink water/coffee/tea/etc, please keep your mask on between sips. Students who need special accommodation are asked to discuss this with the program office.

**Seating in class:** To reduce the risk of COVID-19 transmission, please sit in a consistent area of the classroom each day. This will minimize your contacts and will still allow for the pedagogical methods planned for this class to help your learning.

Visit the following website for the most recent updates regarding COVID-19 protocol on campus: <https://students.ubc.ca/campus-life/returning-to-campus>

*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>.

### *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.

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**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.

**COURSE SCHEDULE**

(Subject to change with notice. **All classes are in-person and synchronous.**)

WEEK #	CLASS TOPICS	READINGS
CLASS 1 NOV 1	<b>WHAT IS LAW AND SOURCES OF LAW</b>	<p><u>What is law?</u>  <b>Textbook: 1-11</b>  <u>What are the main sources of law?</u>  <b>Textbook 11-19</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>LIEBMANN V. CANADA</b></p>
CLASS 2 NOV 3	<b>CONTRACT PART 1: FORMATION</b>	<p><u>Contract Law Part 1</u>  <b>Textbook: 124-140, 145-156, 157-159, 208-211</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>CARLILL V. CARBOLIC SMOKEBALL</b>  <b>RUDDER V. MICROSOFT CORP</b>  <b>DOUEZ V. FACEBOOK INC</b>  <b>LIVINGSTONE V. EVANS</b>  <b>DUKES COOKIES v. AMS UBC</b></p>
CLASS 3 NOV 8	<b>CONTRACT LAW PART 2: CAPACITY, LEGALITY AND RESTRAINT ON TRADE</b>	<p><u>Capacity</u>  <b>Textbook: 167-170</b></p> <p><u>Legality + Restraint on Trade</u>  <b>Textbook: 170-183</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>RE COLLINS</b></p>

		MAKSYMETZ V. KOSTYK PHOENIX RESTORATIONS LTD V. BROWNLÉE RHEBERGEN V. CRESTON VETERINARY CLINIC LTD.
CLASS 4 NOV 10	<b> GROUNDS UPON WHICH A CONTRACT MAY BE SET ASIDE</b>	<u>Misrepresentation</u> <b>Textbook: 196-199</b>  <u>Undue Influence, Duress and Unconscionability</u> <b>Textbook: 199-201, 202-203</b>  <u>Illustrative Cases In Lecture:</u> COLLINS V. DODGE CITY EAST WERLE V. SASK. ENERGY INC BUCKWOLD WESTERN LTD V. SAGAR MACKAY V. CESAR
CLASS 5 NOV 15	<b>THE DISCHARGE OF CONTRACTS</b>	<u>Discharge of Contracts</u> <b>Textbook: 254-265</b>  <u>Illustrative Cases In Lecture:</u> SATURLEY V. LUND BAL V. INFINITE ENTERTAINMENT (CANVAS)
CLASS 6 NOV 17	<b>BREACH OF CONTRACT AND REMEDIES</b>	<u>Breach of Contract &amp; Remedies</u> <b>Textbook: 274-281, 283- 294</b>  <u>Illustrative Cases In Lecture:</u> WESTCOAST TRANSMISSION V. CULLEN BLACKCOMB SKIING ENTERPRISES V. SCHNEIDER ALBRECHTSEN v. PANAICH
CLASS 7 NOV 22	<b>EXCLUSION CLAUSES</b>	<u>Exclusion Clauses</u> <b>Textbook: 281-283</b>  <u>Illustrative Cases In Lecture:</u> DAWE V. CYPRESS BOWL GREEVEN V. BLACKCOMB MALONEY V. DOCKSIDE
CLASS 8 NOV 24	<b>NEGLIGENCE, CONTRIBUTORY NEGLIGENCE AND FIDUCIARY DUTY</b>	<u>Negligence, Contributory Negligence and Vicarious Liability</u> <b>Textbook: 75-78, 84-97</b>  <u>Fiduciary Duty</u> <b>Textbook: 103-104</b>  <u>Illustrative Cases In Lecture:</u> WALDICK V. MALCOLM HOLLIS V. DOW CORNING

		MORSI V. FERMAR PAVING RANKIN V. J.J.
CLASS 9 Nov 29	<b>SOLE PROPRIETORSHIPS, PARTNERSHIPS AND CORPS</b>	<p><u>Sole Proprietorships and Partnerships</u> <b>Textbook: 563-584</b></p> <p>LANZ V. LANZ SCRAGG V. LOTZKAR PEN-BRO HOLDINGS V. DEMCHUK</p> <p><u>Corporations – Formation, Legal Nature and Internal Affairs</u> <b>Textbook: 588-595, 598, 613-622</b></p> <p>DATA BUSINESS FORMS LTD V. MACINTOSH SPC HOLDINGS V. GABRIEL CANADIAN SPORTS SPECIALISTS INC. V. PHILLIPPON</p>
CLASS 10 Dec 1	<b>ESCAPE ROOM AND CASE WORKSHOP</b>	<p>Digital Escape Room Challenge (in Teams)</p> <p>Case Workshop: Final Case Coaching</p>