

### COURSE INFORMATION

Course title:	Commercial Law	Credits:	1.5
Course code:	BALA 503	Class location:	HA 435
Session, term, period:	2022W2, Period 4		
Section(s):	MM1	Class times:	T/Th 2pm-4pm PT
Course duration:	Feb 27 to Mar 31, 2023	Pre-requisites:	N/A
Division:	Law and Business Communications	Co-requisites:	N/A
Program:	Dual Degree		

### INSTRUCTOR INFORMATION

Instructor:	Vanessa Park, Adjunct Professor, BA, JD
Phone:	604-827-3016 (office)
Email:	vanessa.park@sauder.ubc.ca
Office Hours:	Thursday 12:45pm-1:45pm PT in HA 349 Please email me if you would like to attend office hours.

**Please email our TA if you are unable to attend class.** Please also follow the directions under Attendance and COVID-19 Policies for Attendance and Academic Concessions (on pages.

Teaching assistant:	Dante Agosti-Moro
Email:	danteam@mail.ubc.ca

### 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

We are in-person for all lectures. Lectures are centered around active learning. We expect that you are conversant with topics prior to coming to class. You do not need to be an expert, but you should be familiar with key terms. In-class, lecturing forms the “backbone” of the course with iClickers, breakout exercises and discussion forming the basis for engagement and iterative learning.

### LEARNING OBJECTIVES

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

1. Describe sources of business law and Canada’s court system.

2. Outline key rights and responsibilities flowing from the Constitution and Charter of Rights and Freedoms.
3. Describe the components required to form a contract.
4. Identify contractual pitfalls, including when a contract may be set aside.
5. Explain and apply contractual interpretation.
6. Describe the discharge or breach of a contract and related consequences.
7. Assess the validity and enforceability of exclusion clauses.
8. Apply the Sale of Goods Act to common transactions.
9. Discuss professional liability with particular reference to negligence and fiduciary duty.
10. Describe the hallmarks and responsibilities of an agency relationship.
11. Explain the different organizational forms of a business and related liability.

## ASSESSMENTS

### Summary

Component	Weight	Due
Pre-Class Quizzes on Canvas	7%	On day of class @12pm
Live iClicker Participation	8%	In-class
Live Practice Group Exercises	10%	In-class
Midway Case Analysis (take-home and open book)	35%	Mar 25 @ 8pm
Final Case Analysis (take-home and open book)	40%	TBD by RHL Program Office
<b>Total</b>	<b>100%</b>	

### Details of Assessments

#### Pre-Class Quizzes (7%)

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 (8%)

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 Practice Group Exercises (10%)

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

#### Midway and Final Case Analysis (35%; 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 a communication back to “management”, you will assess the issue and provide a recommendation, taking into account risk and other business or operational considerations. A full assignment outline will be provided on Canvas.

### 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://www.pearson.com/en-ca/subject-catalog/p/law-and-business-administration-in-canada-the/P200000002638/9780136963547>. Please note, do NOT purchase the more expensive "MyLab" version.

### 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.
- 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 feel 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 7 business days. Pursuant to my review, your mark may be adjusted upwards or downwards.
- You must be in class to complete in-class activities (including iClicker and breakout 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.

#### *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, TA, 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.

### *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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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.

**COURSE SCHEDULE**

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

CLASS/DATE	CLASS TOPICS	READINGS
CLASS 1 FEB 28	<b>WHAT IS LAW AND SOURCES OF LAW</b>	<u>What is law?</u> <b>Textbook: 1-11</b> <u>What are the main sources of law?</u> <b>Textbook 11-19</b>  Illustrative Cases In Lecture: <b>LIEBMANN V. CANADA</b>
CLASS 2 MAR 2	<b>CONTRACT PART 1: FORMATION</b>	<u>Contract Law Part 1</u> <b>Textbook: 124-140, 145-156, 157-159, 208-211</b>  Illustrative Cases In Lecture: <b>CARLILL V. CARBOLIC SMOKEBALL</b>

		<p><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>
<p><b>CLASS 3</b>  <b>MAR 7</b></p>	<p><b>CONTRACT LAW PART 2: CAPACITY, LEGALITY AND RESTRAINT ON TRADE</b></p>	<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>  <b>MAKSYMETZ V. KOSTYK</b>  <b>PHOENIX RESTORATIONS LTD V. BROWNLEE</b>  <b>RHEBERGEN V. CRESTON VETERINARY CLINIC LTD.</b></p>
<p><b>CLASS 4</b>  <b>MAR 9</b></p>	<p><b> GROUNDS UPON WHICH A CONTRACT MAY BE SET ASIDE</b></p>	<p><u>Misrepresentation</u>  <b>Textbook: 196-199</b></p> <p><u>Undue Influence, Duress and Unconscionability</u>  <b>Textbook: 199-201, 202-203</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>COLLINS V. DODGE CITY EAST</b>  <b>WERLE V. SASK. ENERGY INC</b>  <b>BUCKWOLD WESTERN LTD V. SAGAR</b>  <b>MACKAY V. CESAR</b></p>
<p><b>CLASS 5</b>  <b>MAR 14</b></p>	<p><b>THE DISCHARGE OF CONTRACTS</b></p>	<p><u>Discharge of Contracts</u>  <b>Textbook: 254-265</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>SATURLEY V. LUND</b>  <b>BAL V. INFINITE ENTERTAINMENT (CANVAS)</b></p>
<p><b>CLASS 6</b>  <b>MAR 16</b></p>	<p><b>BREACH OF CONTRACT AND REMEDIES</b></p>	<p><u>Breach of Contract &amp; Remedies</u>  <b>Textbook: 274-281, 283- 294</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>WESTCOAST TRANSMISSION V. CULLEN</b>  <b>BLACKCOMB SKIING ENTERPRISES V. SCHNEIDER</b>  <b>ALBRECHTSEN v. PANAICH</b></p>
<p><b>CLASS 7</b>  <b>Mar 21</b></p>	<p><b>EXCLUSION CLAUSES</b></p>	<p><u>Exclusion Clauses</u>  <b>Textbook: 281-283</b></p> <p><u>Illustrative Cases In Lecture:</u>  <b>DAWE V. CYPRESS BOWL</b></p>

		<p>GREEVEN V. BLACKCOMB MALONEY V. DOCKSIDE</p>
<p><b>CLASS 8</b> <b>MAR 23</b></p>	<p><b>NEGLIGENCE, CONTRIBUTORY NEGLIGENCE AND FIDUCIARY DUTY</b></p>	<p><u>Negligence, Contributory Negligence and Vicarious Liability</u> <b>Textbook: 75-78, 84-97</b></p> <p><u>Fiduciary Duty</u> <b>Textbook: 103-104</b></p> <p><u>Illustrative Cases In Lecture:</u> WALDICK V. MALCOLM HOLLIS V. DOW CORNING MORSI V. FERMAR PAVING RANKIN V. J.J.</p>
<p><b>CLASS 9</b> <b>MAR 28</b></p>	<p><b>SOLE PROPRIETORSHIPS, PARTNERSHIPS AND CORPS</b></p>	<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>
<p><b>CLASS 10</b> <b>MAR 30</b></p>	<p><b>ESCAPE ROOM AND CASE WORKSHOP</b></p>	<p><b>Digital Escape Room Challenge (in Teams)</b></p> <p><b>Case Workshop: Final Case Coaching</b></p>