

**Commerce 4SD3
Commercial Law
Winter 2021 Course Outline**

**Strategic Management
DeGroote School of Business
McMaster University**

COURSE OBJECTIVE

The law forms an integral part of the business world. This course is designed and intended to introduce students to a broad range of legal topics typically encountered by business professionals. With the use of case studies, students will then learn to identify legal issues and suggest best practices and legal strategies to manage legal risks.

INSTRUCTOR AND CONTACT INFORMATION

Date/Time:

Section 1: Tuesdays 8:30-11:20am
Section 2: Mondays 2:30-5:20pm

Instructor:

Raffaele (Ralph) Ionico
ionicor@mcmaster.ca
Office: DSB

Office Hours: By Appointment
Tel: (905) 662-6001
Class Location: Online

Teaching Assistant:

Danielle D'Amato
damatoda@mcmaster.ca

Course website: <http://avenue.mcmaster.ca>

COURSE ELEMENTS

Credit Value: 3	Leadership: Yes	IT skills: No	Global view: Yes
Avenue: Yes	Ethics: No	Numeracy: No	Written skills: Yes
Participation: Yes	Innovation: Yes	Group work: No	Oral skills: Yes
Evidence-based: Yes	Experiential: No	Final Exam: Yes	Guest speaker(s): No

COURSE DESCRIPTION

This course provides an analysis of substantive law relevant to Canadian business. Topics include business structures and organizations, contracts, the sale of goods, debtor-creditor transactions, negligence and tort law. Emphasis is placed on the primary sources of law: statutes and cases. The course is taught primarily through assigned readings, online lectures, case studies, and online class discussion.

Prior to each virtual class, students will be assigned reading from the textbook, will be given lecture slides (with audio) which will be posted on Avenue To Learn, and will be assigned questions and/or case studies to consider prior to the virtual class.

The virtual class will be held during the scheduled lecture times. The virtual class will be conducted using Zoom and will include a short summary of the assigned reading and a discussion of the case studies assigned. Students are expected to participate during the virtual class using Zoom through polls, voting, questions, etc.

Students may also email questions prior to class for discussion during the virtual class.

LEARNING OUTCOMES

Upon successful completion of this course, students will be able to complete the following key tasks:

- Have an understanding of basic legal principles applicable to business
- Identify legal issues, concerns and opportunities that can be encountered by a business
- Suggest specific legal strategies and practices to protect and enhance a business and its stakeholder

COURSE MATERIALS AND READINGS

Avenue registration for course content, readings and case materials	\$ FREE
• http://avenue.mcmaster.ca	
Smyth and Soberman, <i>The Law and Business Administration in Canada</i> , 15 th Edition, Pearson Canada Inc., North York, Ontario	\$ TBA

EVALUATION

Learning in this course is broken down into three components: (i) weekly assigned readings from the textbook, including assigned case studies; (ii) review of weekly PowerPoint slides with pre-recorded audio lecturing covering the week's topics; (iii) mandatory weekly virtual classes using Zoom, where the material learned in i and ii will be reviewed and then applied to specific case studies through class discussion. It is required for components i and ii be completed in advance of virtual classes each week.

All work will be evaluated on an individual basis. Your final grade will be calculated as follows:

Components and Weights

Quizzes (3 at 5% each)	15%
Midterm Exam	25%
Case Study Assignment	20%
Final Exam	40%
Total	100%

No group work or assignments for course credit other than the above will be given.

NOTE: The use of a McMaster standard calculator is allowed during examinations in this course. See McMaster calculator policy.

Communication and Feedback

Students who wish to correspond with instructors or TAs directly via email must send messages that originate from their official McMaster University email account. This protects the confidentiality and sensitivity of information as well as confirms the identity of the student. Emails regarding course issues should NOT be sent to the Area Administrative Assistants. Instructors are required to provide evaluation feedback for at least 10% of the final grade to students prior to class 9 in the term. Instructors may

solicit feedback via an informal course review with students by class 4 to allow time for modifications in curriculum delivery.

Course Deliverables

Quizzes

There will be three (3) quizzes throughout the course of the semester, each weighted at 5%. All quizzes will be run through Avenue to Learn. Quizzes will consist of multiple-choice and true/false questions covering 2-4 weeks of content. Students must complete the quizzes within the window during which they are available. Dates/times of availability are specified in the **Detailed Course Schedule** in Avenue to Learn.

Midterm Exam

The Midterm Exam will cover material from the textbook, class slides, audio lectures, and virtual class content and discussions. The midterm will be comprised of two (2) sections. Section 1 will consist of various multiple-choice questions. Section 2 will include various case studies with accompanying application based multiple-choice questions based on the information presented in the case.

Case Study Assignment

There will be one (1) take home written assignment. The assignment will be comprised of a case analysis where students will be given a hypothetical fact situation and asked to identify and explain the legal issues arising from the fact situation, explain the legal options available, recommend the preferred course of action and explain their reasoning. Students are required to submit the written assignment.

Final Exam

The final exam will cover content from **after** the midterm term exam. The exam will cover material from the textbook, class slides, audio lectures, and virtual classes. It will be comprised of a number of multiple-choice questions, short answer questions, and case analysis questions.

Please Note: This course may use proctoring software (TBD) for tests/exams. This software may require you to turn on your video camera, present identification, monitor and record your computer activities, and lockdown your browser during the exam. This software may be required to be installed before the exam begins. If you have questions about whether this software will be used, or concerns about the use of this software, please contact your instructor.

Grade Conversion

At the end of the course your overall percentage grade will be converted to your letter grade in accordance with the following conversion scheme.

Letter Grade	Percent	Points	Letter Grade	Percent	Points
A+	90-100	12	C+	67-69	6
A	85-89	11	C	63-66	5
A-	80-84	10	C-	60-62	4
B+	77-79	9	D+	57-59	3
B	73-76	8	D	53-56	2
B-	70-72	7	D-	50-52	1
			F	0-49	0

ACADEMIC INTEGRITY

You are expected to exhibit honesty and use ethical behaviour in all aspects of the learning process. Academic credentials you earn are rooted in principles of honesty and academic integrity.

Academic dishonesty is to knowingly act or fail to act in a way that results or could result in unearned academic credit or advantage. This behaviour can result in serious consequences, e.g. the grade of zero on an assignment, loss of credit with a notation on the transcript (notation reads: “Grade of F assigned for academic dishonesty”), and/or suspension or expulsion from the university.

It is your responsibility to understand what constitutes academic dishonesty. For information on the various types of academic dishonesty please refer to the *Academic Integrity Policy*, located at:

www.mcmaster.ca/academicintegrity

The following illustrates only three forms of academic dishonesty:

1. Plagiarism, e.g. the submission of work that is not one’s own or for which other credit has been obtained.
2. Improper collaboration in group work.
3. Copying or using unauthorized aids in tests and examinations

In submitting work, you certify that the work represents solely your own and independent efforts. You confirm the expectation to exhibit honesty and use ethical behaviours in all aspects of the learning process. You confirm that it is your responsibility to understand what constitutes academic dishonesty under the [Academic Integrity Policy](#).

AUTHENTICITY/PLAGIARISM DETECTION

In this course we will be using a web-based service (Turnitin.com) to ensure authenticity and ownership of student submitted work. Students will be expected to submit their work electronically either directly to Turnitin.com or via Avenue to Learn (A2L) plagiarism detection (a service supported by Turnitin.com) so it can be checked for academic dishonesty. Students who do not wish to submit their work through A2L and/or Turnitin.com must still submit an electronic and/or hardcopy to the instructor. No penalty will be assigned to a student who does not submit work to Turnitin.com or A2L. All submitted work is subject to normal verification that standards of academic integrity have been upheld (e.g., on-line search, other software, etc.). To see the Turnitin.com Policy, please go to;

www.mcmaster.ca/academicintegrity

ONLINE COURSE COMPONENTS

In this course we will be using Avenue to Learn. We will also be using Zoom to conduct online lectures.

Important Notes on the use of Zoom:

- Students are encouraged to download the desktop application for Zoom and login using their Mac ID.
- Students will be required to use an easily identifiable username (i.e., first name and last name as they appear on the class list).
- Upon entry to Zoom classes, student microphones and cameras will be turned off. Please keep mics and cameras off for the duration of the meeting unless otherwise directed.
- Students must be present during Zoom classes. Students will be asked to participate in polls, voting, discussions, and through questions. Active participation during Zoom classes is required.
- For best performance, it is recommended that you download the desktop application for Zoom. If using a webpage, the recommended browser is Google Chrome – other browsers do not support all features.

Online Etiquette:

When participating in online classes, it is important that we conduct ourselves in a manner that would be acceptable if we were speaking in person. Due to the online setting, below are just some of the things to consider during online classes.

- Be respectful towards peers and instructors.
- Refrain from distracting behaviours i.e. turning on your microphone, screen sharing, having conversations within the chat, etc. (unless otherwise directed by the instructor).
- If the instructor is speaking, they may not be able to immediately respond to questions typed into the chat. Please try to be patient and if your question is missed, feel free to ask again when the instructor has finished speaking (or when they ask for questions).

Students should be aware that when they access the electronic components of this course, private information such as first and last names, usernames for the McMaster e-mail accounts, and program affiliation may become apparent to all other students in the same course. The available information is dependent on the technology used. Continuation in this course will be deemed consent to this disclosure.

Students who access authorized recorded lectures in a course may use these recordings only for personal or group study and should not reproduce, share or upload the recording to any publicly accessible web environment. Similarly, notes, slides, evaluations and tests are for personal use and should not be shared with others outside of the course.

McMaster is committed to an inclusive and respectful community. These principles and expectations extend to online activities including electronic chat groups, video calls and other learning platforms. If you are concerned about your virtual classroom experiences, the [Equity and Inclusion Office \(EIO\)](#) is available to advise and assist students who may be experiencing any equity, accessibility, inclusion, harassment, discrimination or sexual violence concerns. You can reach the EIO at equity@mcmaster.ca. Thank you for joining us in ensuring that our McMaster online communities are

spaces where no one feels excluded and everyone is able to enjoy learning together.

<https://equity.mcmaster.ca/contact-us>

If you have any questions or concerns about the expectations and conduct associated with online learning, please discuss this with the course instructor.

For online learning support, please see the Student Success Centre

<https://studentsuccess.mcmaster.ca/academic-skills/online-learning/>

REQUESTING RELIEF FOR MISSED ACADEMIC WORK

Students may request relief from a regularly scheduled midterm, test, assignment or other course components. Please refer to the policy and procedure on the DeGroote website at the link below.

In the event that a student misses an assessment for a legitimate reason (as determined by the Student Experience – Academic Office), the weight of the assessment will be redistributed to the **final exam**.

<http://ug.degroote.mcmaster.ca/forms-and-resources/misled-course-work-policy/>

STUDENT ACCESSIBILITY SERVICES

Students who require academic accommodation must contact Student Accessibility Services (SAS) to make arrangements with a Program Coordinator. Academic accommodations must be arranged for each term of study. Student Accessibility Services can be contacted by phone 905-525-9140 ext. 28652 or e-mail sas@mcmaster.ca.

For further information, consult McMaster University's Policy for Academic Accommodation of Students with Disabilities:

<http://www.mcmaster.ca/policy/Students-AcademicStudies/AcademicAccommodation-StudentsWithDisabilities.pdf>

ACADEMIC ACCOMMODATION FOR RELIGIOUS, INDIGENOUS OR SPIRITUAL OBSERVANCES (RISO)

Students requiring academic accommodation based on religious, indigenous or spiritual observances should follow the procedures set out in the RISO policy. Students requiring a RISO accommodation should submit their request, including the dates/times needing to be accommodated and the courses which will be impacted, to their Faculty Office normally within 10 days of the beginning of term or to the Registrar's Office prior to their examinations. Students should also contact their instructors as soon as possible to make alternative arrangements for classes, assignments, and tests.

<https://multifaith.mcmaster.ca/riso>

POTENTIAL MODIFICATION TO THE COURSE

The instructor reserves the right to modify elements of the course during the term. There may be changes to the dates and deadlines for any or all courses in extreme circumstances. If either type of modification becomes necessary, reasonable notice and communication with the students will be given with explanation and the opportunity to comment on changes. It is the responsibility of the student to check their McMaster email and course websites weekly during the term and to note any changes.

RESEARCH USING HUMAN SUBJECTS

All researchers conducting research that involves human participants, their records or their biological material are required to receive approval from one of McMaster's Research Ethics Boards before (a) they can recruit participants and (b) collect or access their data. Failure to comply with relevant policies is a research misconduct matter. Contact these boards for further information about your requirements and the application process.

McMaster Research Ethics Board (General board): <https://reo.mcmaster.ca/>

Hamilton Integrated Research Ethics Board (Medical board): <http://www.hireb.ca/>

ACKNOWLEDGEMENT OF COURSE POLICIES

Your enrolment in Commerce 4SD3 will be considered to be an implicit acknowledgement of the course policies outlined above, or of any other that may be announced during lecture and/or on Avenue. **It is your responsibility to read this course outline, to familiarize yourself with the course policies and to act accordingly.**

Lack of awareness of the course policies **cannot be invoked** at any point during this course for failure to meet them. It is your responsibility to ask for clarification on any policies that you do not understand.

DETAILED COURSE SCHEDULE

**COMMERCE 4SD3
COMMERCIAL LAW**

Class/Date	Topic Overview	Readings	Dates and Deadlines
Week 1: January 11-15	Course Introduction Introduction of Law in Business The Two Legal Systems The Court System	Chapter 1 pp. 2-19 Chapter 2 pp. 22-45 No Case Studies	
Week 2: January 18-22	Government Regulation of Business Torts and Negligence Professional Liability General Remedies for Tort Case Study – Class Discussion	Chapter 3 pp. 48-72 Case Study 3, p. 73 Chapter 4 pp. 76-98 Case Study 1, p. 99	
Week 3: January 25-29	Contracts (1) Formation of Contract Case Study – Class Discussion	Chapter 6 pp. 125-140 Case Study 2, p. 141 Case Study 6, p. 142 Case Study 8, p. 144 Chapter 7 pp. 146-159 Case Studies 1, 2, 3, p. 160	Quiz 1: Questions cover content from Weeks 1 and 2 Quiz opens Monday at 8:00am and closes Tuesday at 7:59pm
Week 4: February 1-5	Contracts (2) Contract Issues Capacity, Legality, Mistake, Misrepresentation etc. Case Study – Class Discussion	Chapter 8 pp. 164-183 Case Study 1, p. 184 Case Study 5, p. 186 Chapter 9 pp. 189-203 Question 6, p. 203 Question 8, p. 204 Case Study 1, p. 204 Case Study 6, p. 206 Chapter 10 pp. 208-227 Case Study TBD	
Week 5: February 8-12	Contracts (3) Privity of Contract Discharge of Contract Breach of Contract and Remedies Case Study – Class Discussion	Chapter 11 pp. 233-251 Question 8, p. 251 Case Study 5, p. 252 Chapter 12 pp. 255-268 Case Study 1, p. 269 Case Study 2, p. 270 Chapter 13 pp. 275-295 Case Study 1, p. 296 Case Study 4, p. 297	Quiz 2: Questions cover content from Weeks 3 and 4 Quiz opens Monday at 8:00am and closes Tuesday at 7:59pm

Week 6: February 15-19	MIDTERM RECESS - NO CLASSES		
Week 7: February 22-26	MIDTERM EXAM – HELD DURING REGULAR CLASS TIME ADMINISTERED THROUGH AVENUE NO CLASSES		
Week 8: March 1-5	Special Types of Contracts (1) Sale of Goods and Consumer Protection Leasing Case Study – Class Discussion	Review Midterm Chapter 14 pp. 292-322 Case Study 6, p. 325 Case Study 8, p. 325 Chapter 15 pp. 328-344 Case Study 5, p. 347	
Week 9: March 8-12	Special Types of Contracts (2) Franchising and Agency Employment Contracts Case Study – Class Discussion	Chapter 17 pp. 369-389 Question 2, p. 389 Question 3, p. 389 Case Study 4, p. 391 Chapter 18 pp. 394-417 Question 4, p. 418 Case Study 1, p. 418	Case Study Assignment Available on Avenue
Week 10: March 15-19	Property Intellectual Property, Leasehold, Real Estate Case Study – Class Discussion	Chapter 20 pp. 448-479 Case Study 3, p. 481 Case Study 6, p. 482 Chapter 21 pp. 491-493, 499-503 Question 15, p. 505 Chapter 22, pp. 511-527 Question 8, p. 531 Questions 15, 18, p. 532 Case Studies 2, 4, p. 533 Chapter 23 pp. 537-548, 552-557	Quiz 3: Questions cover content from Weeks 8 and 9 Quiz opens Monday at 8:00am and closes Tuesday at 7:59pm
Week 11: March 22-26	Business Organizations Sole Proprietorships, Partnerships (general, limited and limited liability) and Corporations Case Study – Class Discussion	Chapter 24 pp. 564-585 Case Study 4, p. 586 Chapter 25 pp. 589-608 Case Study 1, p. 608 Case Study 2, p. 609	Case Study Assignment Due
Week 12: March 29-April 2	Corporate Governance Shareholder Agreements Liability of Directors Case Study – Class Discussion	Chapter 26 p. 612-640 Case Study 1, p. 641 Case Study 3, p. 642 Chapter 27 pp. 646-666 Case Study 1, p. 667 Case Study 4, p. 668	

Week 13: April 5-9 *Classes End – April 9*	Debtor/Creditor Relations Case Study – Class Discussion Final Exam Review	Chapter 28 pp. 671-688 Case Study 1, p. 689 Case Study 4, p. 690 Chapter 29 pp. 693-715 Case Study 1, p. 716 Case Study 6, p. 717	
FINAL EXAM TO BE SCHEDULED BY THE UNIVERSITY DURING FINAL EXAM PERIOD EXAM WILL BE ADMINISTERED THROUGH AVENUE			