

City University of Hong Kong
Course Syllabus

offered by School of Law
with effect from Semester A 2020/21

Part I Course Overview

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| Course Title: | Commercial Law |
| Course Code: | LW5658 |
| Course Duration: | One semester |
| Credit Units: | 3 |
| Level: | P5 |
| Medium of Instruction: | English |
| Medium of Assessment: | English |
| Prerequisites: <i>(Course Code and Title)</i> | LW5601 Hong Kong Legal System or LW5621 Legal Systems of Hong Kong and Mainland China, LW5622 Legal Methods, Research and Writing, and LW5602 Law of Contract or LW5602A Law of Contract I and LW5602B Law of Contract II |
| Precursors: <i>(Course Code and Title)</i> | Nil |
| Equivalent Courses: <i>(Course Code and Title)</i> | LW4658 Commercial Law LW6110E Commercial Law (only applicable to students who completed LW6110E before Sem A 2019/20) |
| Exclusive Courses: <i>(Course Code and Title)</i> | Nil |

Part II Course Details

1. Abstract

This course aims to

1. Encourage students to discover the meaning and purpose of commercial law, its origins, development and limitations and some of its major issues;
2. Equip students with a sound general knowledge and conceptual understanding of aspects of commercial law;
3. Develop students' associated practical legal skills in the application of those principles to real life commercial problems;
4. Allow students to reflect effective solutions or challenge current legal framework; and
5. To develop a habit of research and mind for learning.

2. Course Intended Learning Outcomes (CILOs)

(CILOs state what the student is expected to be able to do at the end of the course according to a given standard of performance.)

| No. | CILOs | Weighting | DEC related learning outcomes | | |
|-----|--|-----------|-------------------------------|----|----|
| | | | A1 | A2 | A3 |
| 1. | Analytically and evaluatively describe and explain the basic principles of different areas of law which impinge on commercial transactions. | | ✓ | ✓ | |
| 2. | Apply principles of commercial law to solve legal problems by: <ul style="list-style-type: none"> • analysing cases and challenging legal arguments • interpreting statutes • conducting independent research on the law • marshalling arguments clearly, logically, coherently and effectively, both orally and in writing. | | | ✓ | ✓ |
| 3. | Research, analyse, apply and critically evaluate: <ul style="list-style-type: none"> • legal principles and doctrines in commercial law in light of both doctrinal coherence and in relation to the policy objectives of the law | | ✓ | ✓ | |
| 4 | Construct and suggest effective solutions to real-life and current commercial law issues. | | | | |
| | | 100% | | | |

A1: Attitude

Develop an attitude of discovery/innovation/creativity, as demonstrated by students possessing a strong sense of curiosity, asking questions actively, challenging assumptions or engaging in inquiry together with teachers.

A2: Ability

Develop the ability/skill needed to discover/innovate/create, as demonstrated by students possessing critical thinking skills to assess ideas, acquiring research skills, synthesizing knowledge across disciplines or applying academic knowledge to self-life problems.

A3: Accomplishments

Demonstrate accomplishment of discovery/innovation/creativity through producing /constructing creative works/new artefacts, effective solutions to real-life problems or new processes.

3. Teaching and Learning Activities (TLAs)

(TLAs designed to facilitate students' achievement of the CILOs.)

| TLA | Brief Description | CILO No. | | | | Hours/week (if applicable) |
|--|--|----------|---|---|---|-------------------------------|
| | | 1 | 2 | 3 | 4 | |
| | <ul style="list-style-type: none"> This subject is taught through a lecture and tutorial and/or workshop program involving three class hours per week over the course of the semester. Prescribed chapters, cases and statutes and other materials will provide the framework and substantive rules of Banking Law. Research are given on specific banking topics | ✓ | | | | |
| Lectures | <ul style="list-style-type: none"> Students will be introduced to issues and concerns and aspects of the operation of the substantive rules of commercial law through multimedia or other presentations. Students will receive guidance on their reading and research through multimedia or other presentations. Students are encouraged to develop skills in reading of cases, statutes and other material, and research practice. Students will acquire knowledge of the substantive rules of commercial law. Students will be encouraged to challenge policies and to discover arguments on points of law and to engage in discussion with the teacher³ | ✓ | | ✓ | | 2 |
| Tutorials or other small group / interactive sessions: | <ul style="list-style-type: none"> Students will be encouraged analyse cases, interpret statutes, and to research on issues of commercial law to discover ways to solve real life issues and problems. Students will apply relevant legal analysis to case study situations, thereby developing issue recognition, problem solving and application skills as well as an habit of innovative way to solve problems. Students will present arguments orally and may need to provide written submissions to develop on oral and written skills. Students' understanding will be enhanced by seeing the operation of the law in real life case studies, and through group discussions to enhance life long learning. | | | ✓ | ✓ | 1 |

4. Assessment Tasks/Activities (ATs)

(ATs are designed to assess how well the students achieve the CILOs.)

| Assessment Tasks/Activities | CILO No. | | | | Weighting | Remarks |
|---|----------|---|---|---|-----------|---------|
| | 1 | 2 | 3 | 4 | | |
| Continuous Assessment: 50% | | | | | | |
| Assignment: <ul style="list-style-type: none"> Students will be required to challenge the current legal commercial law principles and discover new and innovative ways to solve real life situations. Students' ability to research, collect data and decipher primary and secondary materials in order to resolve problems and forward arguments, and to communicate in writing will be tested. | ✓ | ✓ | ✓ | ✓ | 20% | |
| Tutorials: <ul style="list-style-type: none"> Students' ability to analyse and critically evaluate, and to communicate arguments orally and in writing will be tested in , in class activities. | ✓ | ✓ | ✓ | | 10% | |
| Quiz <ul style="list-style-type: none"> Assess student's knowledge and understanding of the rules and principles learnt from reading primary and secondary resources and also in class . | ✓ | ✓ | ✓ | | 20% | |
| Examination: 50% (duration: 2 hours) | | | | | | |
| <ul style="list-style-type: none"> A 2 hours open-book examination held at the end of the semester during the normal examination period will be part of the assessment. The examination will assess on the student's ability to analyse and critically evaluate, and to communicate arguments in writing with knowledge and understanding of the rules and principles learnt from reading primary and secondary resources and also in class . | ✓ | ✓ | ✓ | | 50% | |
| | | | | | 100% | |

Grading of Student Achievement: Standard (A+ A A- ... F)

To pass this course, students must obtain an aggregate mark of 40% and a minimum of 40% in each of the coursework, class participation and the examination elements of the assessment. Coursework for this purpose means those ways in which students are assessed otherwise than by the end of session examination.

The portion of the overall mark allocated to performance/participation in inter-active in class activities will be assessed on the quality of the participation. Assessment criteria for those activities, their nature and their timing will be set out in the study guide/course manual and will be further expanded upon by the course leader.

The duration of the examination may last for 2 hours and it will be at the discretion of the course leader. The course leader will announce the duration of the examination in the first week of the course. Similarly the course leader will announce whether the examination will be closed book or open book.

To enable the full benefit to be obtained from this course, students should attend all of the classes and activities.

Assessment will be formative to enable students to demonstrate their capacity to understand, analyse and apply rules and principles and summative to assess ability to synthesise primary and secondary material to solve novel problems.

5. Assessment Rubrics

(Grading of student achievements is based on student performance in assessment tasks/activities with the following rubrics.)

| Assessment Task | Criterion | Excellent (A+, A, A-) | Good (B+, B, B-) | Fair (C+, C, C-) | Marginal (D) | Failure (F) |
|-----------------|---|--|---|---|--|---|
| 1. Tutorials | Demonstration of ability to articulate argument in an effective and clear way. Ability to apply the law with effective communication skills. Ability to complete examination questions and show ability of team work. | Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base. | Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature. | Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material. | Sufficient familiarity with the subject matter to enable the student to progress without repeating the course. | Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature. |
| 2. Assignments | Require good articulation in written form of arguments and in depth opinions with proper research for evidences and authority. | Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base. | Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature. | Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material. | Sufficient familiarity with the subject matter to enable the student to progress without repeating the course. | Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature. |
| 3. Examination | Ability to spot legal issues and to apply legal knowledge and legal principles to solve both problem and essay type questions. | Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base. | Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature. | Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material. | Sufficient familiarity with the subject matter to enable the student to progress without repeating the course. | Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature. |

Part III Other Information (more details can be provided separately in the teaching plan)

1. Keyword Syllabus

(An indication of the key topics of the course.)

Personal property; legal and equitable ownership; sale of goods contracts; Sale of Goods Ordinance (Cap 26); rights and obligations in relation to delivery and non-delivery of goods in a sale of goods contract; the nemo dat rule; rival claims; hire-purchase agreements; bailment; negotiable instruments; credit and security.

Detailed Syllabus:

- Characteristics of personal property
 - * the concepts of ownership and possession distinguished
 - * legal and equitable ownership; mere equities; finders
 - * varieties of personal property: chattels and intangibles / choses in possession and choses in action
- Dealings in personal property
 - * bailment; nature of bailment; rights and duties
 - * alienation of choses in possession; sale, gift, deed
 - * gifts; conditional gifts; gifts of future property
 - * assignments of choses in action; legal assignments and equitable assignments
 - * dispositions by non-owners; nemo dat rule and exceptions
- Contracts for the sale of goods
 - * the scope and impact of the Sale of Goods Ordinance
 - * the principal obligations of the seller and buyer, including implied obligations
 - * delivery, acceptance/rejection of goods
 - * transfer of property and risk
 - * resolution of rival claims to ownership
 - * remedies of seller and buyer.
- Other contracts for the supply or use of goods: barter; hire-purchase; simple hire and leasing
- Credit and security
 - * nature and forms of credit
 - * securing credit: forms of security (arising from agreement or operation of law) – pledges, liens, mortgages, charges
 - * the creation, enforcement and transfer of security rights
 - * effectiveness of security against third parties: perfection and priority questions
 - * reservation of title clauses
 - * particular forms of business finance: conditional sales; hire purchase; finance leasing; guarantees; floating charges; stocking finance; receivables financing and factoring
 - * consumer credit; Moneylenders Ordinance and other legislation
- Bills of exchange and other negotiable instruments
- Introduction to bankruptcy and insolvency

2. Reading List

Text(s):

- Atiyah, The Sale of Goods, (Pitman)
- Bridge, The Sale of Goods,(Oxford)
- Goode, Commercial Law, (Penguin)
- Sihombing, Goods: Sales and Security (HKU Press)

Ordinance(s):

- The Sales of Goods Ordinance (Cap 26)
- The Bill of Exchange Ordinance (Cap 19)
- Money lenders Ordinance (Cap 163)

Online Resources:

- Reference should also be made to websites, eg law reports and to obtain update knowledge and the developments of the law