GMGT 3300 A01 & A03 (3-CH)
COMMERCIAL LAW
FALL TERM 2020
(A01)M/W- 8:30 A.M TO 9:45 A.M. ; (A03)M/W- 10:00 TO 11:15 A.M.
September 9 to December 9, 2020

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INSTRUCTOR
Name: Ian A. Restall, B.A., LL.B., B.C.L. (Oxon)
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Email: ian.restall@umanitoba.ca/pat@restalls.ca
Office hours: After class if requested or by appointment

COURSE DESCRIPTION
The course is described in the University Calendar as follows:

GMGT 3300 Commercial Law: (Formerly 027.330) General history of law, the organization of courts, the Canadian Constitution, federal and provincial legislative functions. Legal concepts and problems relating to business organization, contracts, principal and agent, negotiable instruments, common torts, and bankruptcy proceedings.

GMGT 3300 is a required course in the B.Comm curriculum because every businessperson should have a knowledge of legal principles and practices.
COURSE OBJECTIVES

1. Help you to know the courts that exist in the province and across the country so that you are aware what court would be relevant when dealing with a given legal issue in business.
2. Help you to know who makes law in Canada and which sources of lawmakers have the last say when dealing with subject matter that may arise.
3. Introduce to you the key business organizations that exist, their key features (including features of agency law), and the potential advantages and disadvantages of operating your business utilizing a given type of business organization.
4. To provide you a clear understand of the difference between insolvency and bankruptcy are, and what the consequences may be of becoming bankrupt, or of being a creditor owed money by a party who becomes bankrupt.
5. Clarify for you the meaning of “tort”, why it matters, the types of torts exist, and the consequences of committing a tort.
6. Give clarity to you regarding: what a contract is; the requirements to establish whether a contract is in existence; how a contract may come to an end; and the consequences of breaching a contract may be.
7. Help you understand what negotiable instruments are and secured transactions in the context of Property Law.

COURSE FORMAT

This course will be conducted “live” via videoconferencing using Webex at UM Learn or Zoom and will not involve in-person instruction. Classes will be during the scheduled class time.

Zoom Link: https://zoom.us/j/8824992535?pwd=bi90VEx1TWhhUFk0WUFmOTZOZnJrTT09 (Passcode: 933985). To join the class from your computer, install Zoom Client for Meetings from zoom.us/download. To join from your smartphone, install the Zoom app. Detailed instructions are available here.

For participating in the course and recording attendance, you will be expected to have a computer with audio microphone and a camera. The instructor may tell you to leave your camera/mic on for the duration of the class or may require you to mute yourself and unmute yourself only at certain times.

COURSE MATERIALS

As classes will be delivered synchronously via videoconferencing, a device enabled with a camera and microphone is required. Further, you are expected to be in a location with a reliable Internet connection that is strong enough for streaming video. You may also want to consider using earphones/headset with a mic, unless you have a computer/tablet with good speakers/mic.

Textbooks:

These are the prescribed texts for the course. It is expected that you will avail yourself of a copy and read the chapters or pages to which reference is made. From time to time readings on reserve shall be assigned. It is assumed that you have not read any other references, which are provided to you for your interest only.

Please respect copyright laws. Photocopying textbooks or other reading material is a violation of copyright laws and is unethical, unless permission to copy has been obtained.

**ASSESSMENT OF LEARNING**

There will be a one hour mid-term test worth 30% of the final grade and will be administered on October , 2020.

The mid-term test usually covers material up to, and including, Section 3, The Major Forms of Business Organization in Canada. Results will be provided prior to the Voluntary Withdrawal date.

There will be a take home final examination worth 70% of the final grade.  
Final exam date: TBD.  
Final exam location: TBD

The Final Exam is not cumulative with the midterm. It will only cover material after the Canadian Constitution section in the Course.

The dates for the midterm and the final exam are below in the important dates section.  
The following letter-grading scheme will be utilized in this course:

<table>
<thead>
<tr>
<th>Marks</th>
<th>Letter Grade</th>
</tr>
</thead>
<tbody>
<tr>
<td>90 and above</td>
<td>A+</td>
</tr>
<tr>
<td>80 – 89.99</td>
<td>A</td>
</tr>
<tr>
<td>75 – 79.99</td>
<td>B+</td>
</tr>
<tr>
<td>70 – 74.99</td>
<td>B</td>
</tr>
<tr>
<td>65 – 69.99</td>
<td>C+</td>
</tr>
<tr>
<td>60 – 64.99</td>
<td>C</td>
</tr>
<tr>
<td>50 – 59.99</td>
<td>D</td>
</tr>
<tr>
<td>Below 50</td>
<td>F</td>
</tr>
</tbody>
</table>

In the event of a skewed distribution of grades, the total course marks may be curved up or down as necessary in the discretion of the instructor (the weighting of each component will remain unchanged).

To protect the academic integrity of education at the Asper School, certain protocols will be observed for online exams. For instance, in some courses, the online exam will set up such that each student will get a random subset of questions from a larger question bank, which means no two students will get exactly the same exam. Further, a very small number of questions will appear on a screen and you may not have the option to move back to questions you have already answered. The instructor may require your camera be on and directed at you for the entire duration of the exam.
MISSED EXAM AND LATE SUBMISSION POLICY

There will be no deferred writing of the mid-term test. Therefore, should you have a legitimate reason preventing you from writing the mid-term test, the final exam will be worth 100% of your final grade.

In the event you have to miss the Final Exam for a valid reason as determined by your home Faculty, a request for a deferred exam must be made at your home Faculty’s Undergraduate Program Office (268 Drake, if you are an Asper student).

FOR ALL STUDENTS WHO HAVE BEEN APPROVED BY THEIR FACULTY OFFICE TO HAVE A DEFERRED EXAM:

Effective September 2005, the Department of Business Administration has instituted a policy which provides ONE DATE ONLY for students who have deferred their final exams.

The tentative deferred final exam date is January 8, 2021 UM Learn.

Please refer to University of Manitoba’s Policy 1305 – Exam Regulations (http://umanitoba.ca/admin/governance/governing_documents/academic/454.htm) or the Undergraduate Program Office for rules and regulations concerning deferred exams.

Do not make travel plans before the Final Exam. I cannot let you take the exam earlier/later because you booked a flight ticket for a date earlier than the final exam. In the event you have to miss the Final Exam for a valid reason, a request for a deferred exam must be made at your home Faculty’s Undergraduate Program Office (b_comm@umanitoba.ca, if you are an Asper student). Applying for a deferred exam does not guarantee your request will be granted.

MEDICAL CIRCUMSTANCES

Students who are unable to meet a course requirement due to medical circumstances are currently not required to submit medical notes. However, students are required to contact their instructor or academic advisor by email to inform of the missed work and to make arrangements for extensions, deferrals, or make-up assignments. Please follow these guidelines if you are unable to meet an academic requirement for your courses.

- Contact your instructor for term work such as a class, quiz, midterm/test, assignment, lab;
- Contact an advisor in your faculty/college/school of registration for a missed final exam (scheduled in the final examination period);
- Inform your instructor/advisor as soon as possible do not delay. Note for final exams, students must contact within 48 hours of the date of the final exam; and
- Email your instructor/advisor from a U of M email address, and include your full name, student number, course number, and academic work that was missed.

ELECTRONIC DEVICE POLICY

For this summer, using a computer or smartphone with a camera/mic during class is necessary.
OUT-OF-CLASS COMMUNICATION

For this course, UM Learn shall be used as a portal for distributing the course outline, class handouts, grades, etc., and also for emailing the class.

IMPORTANT DATES

- First Commercial Law class: September 9, 2020
- Midterm Exam: October 28, 2020
- VW Deadline: November 23, 2020
- Final Commercial Law class: December 9, 2020
- Final Exam (room TBA): TBA
OTHER DATES OF INTEREST:

September 7, 2020
Labour Day (University closed)

October 12, 2020
Thanksgiving Day (University closed)

November 11, 2020
Remembrance Day (University closed)

November 9, 2020 - Nov. 13, 2020
Fall Term Break (No Classes)

December 24, 2020 – January 4, 2021
Winter holiday (University closed)
INTENDED LEARNING OUTCOMES

AACSB Assurance of Learning Goals and Objectives

The Asper School of Business is proudly accredited by AACSB. Accreditation requires a process of continuous improvement of the School and our students. Part of “student improvement” is ensuring that students graduate with the knowledge and skills they need to succeed in their careers. To do so, the Asper School has set the learning goals and objectives listed below for the Undergraduate Program. The checked goal(s) and objective(s) will be addressed in this course and done so by means of the items listed next to the checkmark.

<table>
<thead>
<tr>
<th>Goals and Objectives in the Undergraduate Program</th>
<th>Goals and Objectives Addressed in this Course</th>
<th>Course Item(s) Relevant to these Goals and Objectives</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Quantitative Reasoning</td>
<td></td>
<td></td>
</tr>
<tr>
<td>A. Determine which quantitative analysis technique is appropriate for solving a specific problem.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>B. Use the appropriate quantitative method in a technically correct way to solve a business problem.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>C. Analyze quantitative output and arrive at a conclusion.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Written Communication</td>
<td></td>
<td></td>
</tr>
<tr>
<td>A. Use correct English grammar and mechanics in their written work.</td>
<td>√</td>
<td>Written exams</td>
</tr>
<tr>
<td>B. Communicate in a coherent and logical manner</td>
<td>√</td>
<td>Written exams</td>
</tr>
<tr>
<td>C. Present ideas in a clear and organized fashion.</td>
<td>√</td>
<td>Written exams</td>
</tr>
<tr>
<td>3 Ethical Thinking</td>
<td></td>
<td></td>
</tr>
<tr>
<td>A. Identify ethical issues in a problem or case situation</td>
<td>√</td>
<td>Part I of Course Outline and during discussions about specific court cases</td>
</tr>
<tr>
<td>B. Identify the stakeholders in the situation.</td>
<td>√</td>
<td>Part I of Outline</td>
</tr>
<tr>
<td>C. Analyze the consequences of alternatives from an ethical standpoint.</td>
<td>√</td>
<td>During discussions about specific court cases</td>
</tr>
<tr>
<td>D. Discuss the ethical implications of the decision.</td>
<td>√</td>
<td>During discussions about specific court cases</td>
</tr>
<tr>
<td>4 Core Business Knowledge</td>
<td>√</td>
<td>Entire course</td>
</tr>
</tbody>
</table>
ACADEMIC INTEGRITY POLICY

The online format of class delivery does not lower the Asper School’s academic integrity standards. The same high levels of academic integrity are expected in Summer 2020 courses as they are in regular terms.

It is critical to the reputation of the Asper School of Business and of our degrees that everyone associated with our faculty behave with the highest academic integrity. As the faculty that helps create business and government leaders, we have a special obligation to ensure that our ethical standards are beyond reproach. Any dishonesty in our academic transactions violates this trust. The University of Manitoba General Calendar addresses the issue of academic dishonesty under the heading “Plagiarism and Cheating.” Specifically, acts of academic dishonesty include, but are not limited to:

- using the exact words of a published or unpublished author without quotation marks and without referencing the source of these words (includes Chat messages posted during videoconference sessions)
- duplicating a table, graph or diagram, in whole or in part, without referencing the source
- paraphrasing the conceptual framework, research design, interpretation, or any other ideas of another person, whether written or verbal (e.g., personal communications, ideas from a verbal presentation) without referencing the source
- copying the answers of another student in any test, examination, or take-home assignment
- recording exam questions using any method, regardless of whether those are shared with others
- sharing exam questions with those who are yet to take the exam, including future students
- providing answers to another student in any test, examination, or take-home assignment
- taking any unauthorized materials into an examination or term test (crib notes)
- impersonating another student or allowing another person to impersonate oneself for the purpose of attendance, earning class participation marks, submitting academic work, or writing any test or examination
- stealing or mutilating library materials
- accessing test prior to the time and date of the sitting
- changing name or answer(s) on a test after that test has been graded and returned
- submitting the same paper or portions thereof for more than one assignment, without discussions with the instructors involved

Group Projects and Group Work

Many courses in the Asper School of Business require group projects. Students should be aware that group projects are subject to the same rules regarding academic integrity. All group members should exercise special care to ensure that the group project does not violate the policy on Academic Integrity. Should a violation occur, group members are jointly accountable unless the violation can be attributed to specific individuals.

Some courses, while not requiring group projects, encourage students to work together in groups before submitting individual assignments. If it’s unclear whether it is allowed, students are encouraged to seek clarification from the instructor to avoid violating the academic integrity policy.

In the Asper School of Business, all suspected cases of academic dishonesty in undergraduate courses are reported to the Dean’s office and follow the approved disciplinary process. See following table for typical penalties for academic dishonesty in the Asper School.
**Typical Penalties for Academic Dishonesty in the Asper School**

If the student is from another Faculty and the academic dishonesty is committed in an Asper course, the student’s Faculty could match or add penalties beyond the Asper School’s.

F-DISC on transcript indicates the F is for disciplinary reasons.

<table>
<thead>
<tr>
<th>ACADEMIC DISHONESTY</th>
<th>PENALTY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheating on exam (copying from or providing answers to another student)</td>
<td>F-DISC in courseSuspension from taking Asper courses for 1 yearNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Sharing exam questions electronically during exam</td>
<td>F-DISC in courseSuspension from taking Asper courses for 2 yearsNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Possession of unauthorized material during exam (e.g., cheat notes)</td>
<td>F-DISC in courseSuspension from taking Asper courses for 1 yearNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Altering answer on returned exam and asking for re-grading</td>
<td>F-DISC in courseSuspension from taking Asper courses for 1 yearNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Plagiarism on assignment</td>
<td>F-DISC in courseSuspension from taking Asper courses for 1 yearNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Submitting paper bought online</td>
<td>F-DISC in courseSuspension from taking Asper courses for 1 yearNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Inappropriate Collaboration (collaborating with individuals not explicitly authorized by instructor)</td>
<td>F-DISC in courseSuspension from taking Asper courses for 1 yearNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Group member had knowledge of inappropriate collaboration or plagiarism and played along</td>
<td>F-DISC in courseNotation of academic dishonesty in transcript</td>
</tr>
<tr>
<td>Signing Attendance Sheet for classmate</td>
<td>F-DISC in courseNotation of academic dishonesty in transcript</td>
</tr>
</tbody>
</table>
STUDENT SERVICES AND SUPPORTS

The University of Manitoba provides many different services that can enhance learning and provide support for a variety of academic and personal concerns. You are encouraged to visit the below websites to learn more about these services and supports. If you have any questions or concerns, please do not hesitate to contact your instructor or the Undergraduate Program Office.

<table>
<thead>
<tr>
<th>For Information on...</th>
<th>...follow this link</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tech-related issues with UM Learn or videoconferencing</td>
<td>Information Services &amp; Technology</td>
</tr>
<tr>
<td>Admission, Registration, Tuition Fees, Important Dates, Final Exams, Graduation, and Transcripts</td>
<td>Registrar’s Office</td>
</tr>
<tr>
<td>Academic policies &amp; procedures, regulations, Faculty-specific information, degree and major requirements</td>
<td>Academic Calendar</td>
</tr>
<tr>
<td>Help with research needs such as books, journals, sources of data, how to cite, and writing</td>
<td>Library Resources</td>
</tr>
<tr>
<td>Tutors, workshops, and resources to help you improve your learning, writing, time management, and test-taking skills</td>
<td>Writing and Learning Support</td>
</tr>
<tr>
<td>Support and advocacy for students with disabilities to help them in their academic work and progress</td>
<td>Student Accessibility Services</td>
</tr>
<tr>
<td>Copyright-related questions and resources to help you avoid plagiarism or intellectual property violations</td>
<td>Copyright Office</td>
</tr>
<tr>
<td>Student discipline bylaws, policies and procedures on academic integrity and misconduct, appeal procedures</td>
<td>Academic Integrity</td>
</tr>
<tr>
<td>Policies &amp; procedures with respect to student discipline or misconduct, including academic integrity violations</td>
<td>Student Discipline</td>
</tr>
<tr>
<td>Students’ rights &amp; responsibilities, policies &amp; procedures, and support services for academic or discipline concerns</td>
<td>Student Advocacy</td>
</tr>
<tr>
<td>Your rights and responsibilities as a student, in both academic and non-academic contexts</td>
<td>Your rights and responsibilities</td>
</tr>
<tr>
<td>Full range of medical services for any physical or mental health issues</td>
<td>University Health Service</td>
</tr>
<tr>
<td>Information on health topics, including physical/mental health, alcohol/substance use harms, and sexual assault</td>
<td>Health and Wellness</td>
</tr>
<tr>
<td>Any aspect of mental health, including anxiety, stress, depression, help with relationships or other life concerns, crisis services, and counselling.</td>
<td>Student Counselling Centre</td>
</tr>
<tr>
<td>Support services available for help regarding any aspect of student and campus life, especially safety issues</td>
<td>Student Support Case Management</td>
</tr>
<tr>
<td>Resources available on campus, for environmental, mental, physical, socio-cultural, and spiritual well-being</td>
<td>Live Well @ UofM</td>
</tr>
<tr>
<td>Help with any concerns of harassment, discrimination, or sexual assault</td>
<td>Respectful Work and Learning Environment</td>
</tr>
<tr>
<td>Concerns involving violence or threats, protocols for reporting, and how the university addresses them</td>
<td>Violent or Threatening Behaviour</td>
</tr>
</tbody>
</table>
ABOUT THE INSTRUCTOR

Ian is a practicing lawyer in Winnipeg and is a partner in the firm of Restall & Restall LLP, which traces its origins back to 1909. There are currently 8 lawyers as members in the firm.

Ian practices law primarily in the following areas: corporate/commercial law; employment law, general contract law, residential and commercial real estate law; wills and estates law; and family law matters (now excluding contested court related matters).

Ian grew up in the Inner-city of the North End of Winnipeg, graduating from St. John’s High School. He then attended the University of Winnipeg graduating with a Bachelor of Arts degree; obtaining the Lieutenant-Governor’s Gold Medal for the highest standing in the Arts, as well as the University Gold Medals for Geography and History.

Upon his graduation he attended the University of Victoria law school graduating with a First-Class average and obtaining the British Columbia Law Society Gold Medal and prize for the highest standing in the faculty. Subsequent to his Bachelor of Arts, Ian attended the graduate program at University of Oxford on full scholarship thereafter obtaining his Graduate Law Degree.

Upon his return to Winnipeg he initiated his university teaching career at the University of Manitoba Faculty of Law and since then has also taught at the Asper School of Business. While teaching he continues his busy practice specializing in the following areas:

- Real Estate
- Commercial Real Estate
- Corporate Commercial transactions
- Wills & Estates
- General Business Law and Contracts
- Employment Law

In addition to his teaching and professional pursuits, over his career he has been highly involved in various community activities including, but not limited to, the following: Church Council Chairman and Deacon at Tabernacle Baptist Church, he was a member of the University of Winnipeg Senate and Board of Regents, he is a member of the Board of Trustee of the Sir William Samuel Stevenson Scholarship, he was a board member of the Certified General Accountants of Manitoba, a member of the Discipline Committee of the Certified Professional Accountants of Manitoba, Vice-Chair of the Manitoba Law Foundation, Vice-Chair of the Manitoba Mining Board, member of the Manitoba School Board Boundary Review Commission, and a Board member of the Manitoba Opera Society.

He has various publications to his credit.
COURSE OUTLINE

1. AN INTRODUCTION TO LAW AND CANADA’S LEGAL SYSTEM

   Reading: Chapters 1 to 3 Smyth Soberman

   1.a. What is Law in Philosophical Terms

   1.b. Institutional Sources of Law
       1.b.i. Courts
       1.b.ii. Legislatures
       1.b.iii. Delegate Bodies

   1.c. Systems of Law
       1.c.i. Common Law
       1.c.ii. Civil Law

   1.d. The Nature and Roles of the Courts
       1.d.i. The Court System in Canada
       1.d.ii. The Court Process in the Context of Litigation

2. THE CANADIAN CONSTITUTION

   Reading: Chapters 1 to 3 Smyth Soberman

   2.a. The Nature of a Constitution

   2.b. Sources of the Constitution

   2.c. Selected Topics in Canadian Constitutional Law
       2.c.i. Federalism in Canada
       2.c.ii. Responsible Government
       2.c.iii. 1982 Revisions
       2.c.iv. Constitutional Amendment Process
       2.c.v. The Charter of Rights

3. THE MAJOR FORMS OF BUSINESS ORGANIZATION IN CANADA
3.a. Sole Proprietorships
3.b. Principal and Agent Relationship
3.c. Partnerships
3.d. Cooperatives
3.e. Corporations

4. THE LAW OF TORTS

Reading: Chapters 4 and 5 Smyth Soberman

4.a. The Nature of Torts
4.b. Intentional Torts
4.c. The Tort of Negligence
4.d. Professional Liability

5. THE LAW OF CONTRACT

Reading: Chapters 6, 7, 8, 9, 10, 11, 12, 13 Smyth Soberman

5.a. The Six Basic Elements of a Contract
5.a.i. Offer
5.a.ii. Acceptance
5.a.iii. Consideration
5.a.iv. Intention to Create Legal Relations
5.a.v. Capacity
5.a.vi. Legality of the Contract
5.b. Impugning a Contract
5.c. Enforcement of Contractual Rights and Problems of Enforcement
5.d. Discharge of a Contract
5.e. Effect of Breach and Remedies
6. THE LAW OF PROPERTY

   Reading: Chapters 15, 20, 21, 23 Smyth Soberman

   6.a. Personal Property
       6.a.i. Choses in Possession
       6.a.ii. Intellectual Property

   6.b. Real Property

7. NEGOTIABLE INSTRUMENTS

   Reading: Chapter 19 Smyth Soberman

8. SECURED TRANSACTIONS

   Reading: Chapters 23 and 28 Smyth Soberman

9. BANKRUPTCY ISSUES

   Reading: Chapter 29 Smyth Soberman

10. SALE OF GOODS ACT

    Reading: Chapter 14 Smyth Soberman

11. CONTRACTS OF INSURANCE

    Reading: Chapter 16 Smyth Soberman

All topics listed on the outline may not be covered.