GMGT 3300 A02 (3CH)
COMMERCIAL LAW
WINTER 2020
105 Drake, MW, 4:00 – 5:15 pm

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INSTRUCTOR

Name: John G. Harrison
Office: 360 Drake Centre
Phone: 204-989-8761
Email: John.Harrison@umanitoba.ca/John.Harrison@harrisonlaw.ca
Office hours: Between 5:15 and 5:45 Mondays after class if requested or by appointment

COURSE DESCRIPTION

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.

Every person in business will at some point or another face legal issues that need to be taken into consideration. While business students are not expected to become experts in the law, being exposed to legal concepts that commonly arise in business will assist a businessperson in at least identifying issues that may need to be addressed in everyday business life. In such circumstances that businessperson will be aware that a matter has arisen that very likely should be addressed by a lawyer before matters devolve into more serious circumstances.
COURSE OBJECTIVES

1. Help you know what courts exist in the province and across the country so that you know 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 lawmaking have the last say when dealing with subject matter that may arise.
3. Introduce to you what key business organizations exist, what their key features are (including features of agency law), and what the potential advantages and disadvantages of operating your business utilizing a given type of business organization may be.
4. Give 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 what a “tort” is, why it matters, what types of torts exist, and what the consequences of committing a tort may be.
6. Give clarity to you regarding: what a contract actually is; what it takes to establish whether a contract is actually in existence; how a contract may come to an end; and what the consequences of breaching a contract may be.
7. Help you understand what exactly a negotiable instrument is.

COURSE MATERIALS


It is assumed that you will avail yourself of a copy and read the chapters or pages to which reference is made below in the course outline and as may additionally be mentioned in class. It will be assumed that you have not read any other references, unless they are specifically assigned. 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 mid-term examination worth 33% of the final grade on Wednesday, February 12, 2020 in class. There will be a 3-hour final examination worth 67%. The final exam date is TO BE ANNOUNCED. The voluntary withdrawal date is March 18, 2020. Results of the mid-term exam will be provided before the voluntary withdrawal date by way of email to your U of M email account and by way of a review at the beginning of a class before the voluntary withdrawal timeframe has passed.
I will be using the following letter-grading scheme:

<table>
<thead>
<tr>
<th>Marks</th>
<th>Letter Grade</th>
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<tbody>
<tr>
<td>90 and above</td>
<td>A+</td>
</tr>
<tr>
<td>80 – 99.99</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>
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</table>

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

**MISSLED EXAM AND LATE SUBMISSION POLICY**

If you miss an exam for medical reasons, I can give you a make-up exam only if you provide a doctor’s note that certifies you were unfit to come to class on the day of the exam. In some cases, I may call the doctor’s office to verify the validity of the doctor’s note. The Asper School has an approved list of events for which students are eligible for accommodation if they miss a term exam/test. Make-up exams will not be given for any other reason. I cannot guarantee that the difficulty level of the makeup exam will be the same as the one the rest of the class got.

Do not make travel plans before the Final Exam. I cannot give a make-up because you booked a flight ticket for a date earlier than the scheduled final exam. In the event you have to miss the Final Exam for a valid reason as noted above, 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).

**ATTENDANCE POLICY**

Regular attendance is expected, commencing with the first class on January 8, 2020.

**ELECTRONIC DEVICE POLICY**

Audio/video-recording a lecture is not permitted unless there are extenuating circumstances approved in advance by the instructor. You must obtain the permission of the instructor in advance, and the decision to permit same lies solely within the purview of the instructor. Taking photographs of slides is not permitted.
You are not allowed to use a cell phone in class, without exception. Switch your phone to silent mode before class begins. Texting during class will result in a 1-mark penalty in the course grade, and the penalty will double for every subsequent incidence of your texting.

OUT-OF-CLASS COMMUNICATION

Midterm exam results will be emailed to your U of M email address only.

If you wish to contact the instructor via email, please use both email addresses attached, as there will be times when immediate access to just one such address may not be possible. The instructor does not receive email via his cell phone. There are many questions that cannot be answered succinctly over email. If you email the instructor a question, please consider whether it can be easily and effectively answered by email. If it cannot, please talk to the instructor before or after class. If the instructor receives a question that is difficult to answer electronically or will require a lengthy response, the instructor will ask you to meet to discuss it or to discuss it via telephone instead.

IMPORTANT DATES

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>First Commercial Law class</td>
<td>January 8, 2020</td>
</tr>
<tr>
<td>Midterm Exam (in 105 Drake – 75 minutes)</td>
<td>February 12, 2020</td>
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<tr>
<td>Louis Riel Day – University closed</td>
<td>February 17, 2020</td>
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<tr>
<td>Winter term Break – no classes</td>
<td>February 18 to 21, 2020</td>
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<tr>
<td>VW Deadline</td>
<td>March 18, 2020</td>
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<tr>
<td>Final Commercial Law class</td>
<td>April 6, 2020</td>
</tr>
<tr>
<td>Final Exam (room TBA)</td>
<td>TBA</td>
</tr>
<tr>
<td>Approved Deferred Winter Exam as allowed</td>
<td>Friday, May 22, 2020 at 5 pm. Room 136 Drake Centre</td>
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</tbody>
</table>
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>
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<tr>
<td>B. Use the appropriate quantitative method in a technically correct way to solve a business problem.</td>
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<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>✓ Written exams</td>
<td></td>
</tr>
<tr>
<td>B. Communicate in a coherent and logical manner</td>
<td>✓ Written exams</td>
<td></td>
</tr>
<tr>
<td>C. Present ideas in a clear and organized fashion.</td>
<td>✓ Written exams</td>
<td></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>✓ Part I of Course Outline and during discussions about specific court cases</td>
<td></td>
</tr>
<tr>
<td>B. Identify the stakeholders in the situation.</td>
<td>✓ Part I of Outline</td>
<td></td>
</tr>
<tr>
<td>C. Analyze the consequences of alternatives from an ethical standpoint.</td>
<td>✓ During discussions about specific court cases</td>
<td></td>
</tr>
<tr>
<td>D. Discuss the ethical implications of the decision.</td>
<td>✓ During discussions about specific court cases</td>
<td></td>
</tr>
<tr>
<td>4 Core Business Knowledge</td>
<td>✓ Entire course</td>
<td></td>
</tr>
</tbody>
</table>
ACADEMIC INTEGRITY POLICY

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
- 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
- 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 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. This course does not. 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. No group projects or group work take place in this course.

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>
</table>
| Cheating on exam (copying from or providing answers to another student) | F-DISC in course  
Suspension from taking Asper courses for 1 year  
Notation of academic dishonesty in transcript       |
| Sharing exam questions electronically during exam        | F-DISC in course  
Suspension from taking Asper courses for 2 years  
Notation of academic dishonesty in transcript       |
| Possession of unauthorized material during exam (e.g., cheat notes) | F-DISC in course  
Suspension from taking Asper courses for 1 year  
Notation of academic dishonesty in transcript       |
| Altering answer on returned exam and asking for re-grading | F-DISC in course  
Suspension from taking Asper courses for 1 year  
Notation of academic dishonesty in transcript       |
| Plagiarism on assignment                                 | F-DISC in course  
Suspension from taking Asper courses for 1 year  
Notation of academic dishonesty in transcript       |
| Submitting paper bought online                           | F-DISC in course  
Suspension from taking Asper courses for 1 year  
Notation of academic dishonesty in transcript       |
| Inappropriate Collaboration (collaborating with individuals not explicitly authorized by instructor) | F-DISC in course  
Suspension from taking Asper courses for 1 year  
Notation of academic dishonesty in transcript       |
| Group member had knowledge of inappropriate collaboration or plagiarism and played along | F-DISC in course  
Notation of academic dishonesty in transcript       |
| Signing Attendance Sheet for classmate                   | F-DISC in course  
Notation of academic dishonesty in transcript       |
| Impersonation on Exam                                    | Expelled from the University of Manitoba and reported to Winnipeg Police                                                             |
**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>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

John is a practicing lawyer in Winnipeg from and is the owner of Harrison Law Office, a law office with 3 lawyers. He practices law primarily in the following areas: corporate/commercial law; residential and commercial real estate law; wills and estates law; and family law matters (now excluding contested court related matters).

John has his B.Comm.(Hons) degree from the University of Manitoba (1977) and worked in sales and management in the computer industry for 6 years before returning to Law School at the University of Manitoba. John, a native Manitoban, articled at Blake Cassels & Graydon, a large Bay Street law firm in Toronto, and was first called to the Bar in Toronto while at that law firm. He subsequently returned to Manitoba in 1988 after practicing a short while in Toronto. He has been an associate at a large law firm in downtown Winnipeg as well as at a smaller firm, and at one time was Senior Associate counsel at MTS. He has also been a partner in a firm in downtown Winnipeg, and subsequently opened his own law firm, Harrison Law Office, some years later. He happily practices from offices in the South side of the City now.

For a period of over 2 years, until late 1991 or early 1992, John worked at the Asper School on contract with the Dean of the Faculty, at which time he created and then managed the Career Development and Placement Centre in the Asper School. He has a great affinity for the business school at the U of M.

Over his career John was highly involved in a variety of Board activities including stints as President of his golf club, lay board member for the Certified General Accountants of Manitoba, Chair of the Province of Manitoba Interim Transition Committee involving Post-Secondary Education (involving separation of what was then Red River Community College from the Department of Education), first Chair of the Board of Red River Community College (now Red River College), and board member for 11 years (including two years as Chairperson) of the Victoria General Hospital Board of Governors.

In the fall of 1991 John began teaching the Commercial Law course at the Asper School, and he has continued to do so ever since. It is something he continues to do because he enjoys teaching Commerce undergraduates. He still recalls taking the course himself many years ago.

John is married to a now retired schoolteacher and has two successful adult children. His primary outside activity is golf.
COURSE DESCRIPTION

I. AN INTRODUCTION TO LAW AND CANADA’S LEGAL SYSTEM
(Required reading: Chapters 1, 2 and 3 in text)

a) What is Law?

b) Systems of Law

   i) Common Law
   ii) Civil Law

c) Sources of Law

   i) Courts
   ii) Legislatures
   iii) Administrative (i.e. Subordinate Legislation) Legislation and Entities

d) The Nature and Roles of Courts

   i) The Roles of the Courts
      (1) Arbiter of the Constitution
      (2) Interpreter of Legislation
      (3) Protector of Civil Liberties
      (4) Arbiter of disputes between parties

   ii) The Court Systems in Canada (Federal system and Manitoba Provincial System)

   iii) The Court Process in the Context of Civil (non-criminal) Litigation

II. THE MAJOR FORMS OF BUSINESS ORGANIZATION IN CANADA
(Required reading: Chapters 24 and 25 in text)

a) Sole Proprietorships

b) Partnerships (General, Limited and LLP)

c) Corporations

III. BANKRUPTCY LEGISLATION AND PRIORITIES
(Required reading: Pages 692 to 707 in text)

a) The purpose of bankruptcy law

b) Bankruptcy vs. insolvency
c) Procedures by which you may become a bankrupt

d) Powers of the trustee in bankruptcy

e) Payment of claims, and priority of payment to creditors

f) Discharge of the bankrupt debtor

IV. THE LAW OF TORTS
(Required reading: Chapters 4 and 5 in text)

a) The Nature of Torts

b) Intentional Interference

c) Unintentional Interference

d) Liability of Professionals

V. THE LAW OF CONTRACT
(Required reading: Chapters 6 to and including 9; the topic of “Privity of Contract” on page 233; and Chapters 12 and 13 in text)

a) The 6 Basic Elements of a Contract

   i) Offer

   ii) Acceptance

   iii) Consideration

   iv) Intention to create legal relations

   v) Capacity

   vi) Legality of the Contract

b) Impugning a Contract

c) Enforcement of Contractual Rights and Problems of Enforcement

d) Discharge of a Contract

e) Privity of Contract and Exceptions to the Rule
f) Effect of Breach and Remedies

g) Employment Contracts

VI. THE CANADIAN CONSTITUTION – no required reading

a) The Nature of a Constitution

b) Sources of the Constitution

c) Federalism in Canada and the Canadian Governmental Structure

d) The Charter of Rights and Amending Formulae

VII. PARTICULAR KIND OF CONTRACTS – no required reading

a) The Contract of Insurance

b) The Contract of Sale
   i) The Sale of Goods Act
   ii) Remedies of the Parties
   iii) Consumer Protection

c) Principal and Agent

d) Bailment

e) Employment Contracts
   i) Wrongful Dismissal

VIII. CONCEPTS IN REAL PROPERTY – no required reading

a) Interests in Land

b) Transfers on conveyances of Interests in Land

c) Landlord and Tenant Relations
IX. NEGOTIABLE INSTRUMENTS – no required reading

   a) Nature and Use

   b) Argument

All topics listed on the outline may not be covered.