Course Objectives:

To provide students with an outlook of all the relevant legal issues that affects all business persons while running a business.

Course Description:

This course examines the practical legal aspects that impact upon a business person beginning with the type of business “vehicle”: from the sole proprietor up to the company and “body corporate”.

This course offers strong and practical legal grounding on the issues that touch every business.

The course will look at the most current developments in business law, as well as the increasing importance of information technology, the internet, intellectual property, and legal issues concerning small businesses.

Collateral issues will also be examined such as the ensuing legal obligations of a business with a particular emphasis on the formation and application of contracts as well as proving the existence of a contract, default and damages for non-performance up to the “final days” of a business, from bankruptcies, to voluntary sales and closures.

Teaching Method:

Socratic course: The class is delivered in a traditional Socratic method of teaching based on questions to class, *(which means that the Professor is always asking you questions, such as: ...“which one do you think would be the better approach”?)*. Conversations/lectures given by the professor with discussion of issues such as parallels with North-American common law and practise issues.

In classroom.
**Assessment method**

- **Mid Term** exam, (40%) 2-hour exam (non-prejudicial exam); The exam will be in the classroom.

- **Final exam** (60%) 3-hour exam (prejudicial- meaning it will count for 60 to 100% of the mark, depending on the results of the mid-term); this will be a three-hour exam, in a designated classroom.

In both exam cases, students are not permitted to consult any course, study, reference, or other material during the examination; however only slightly annotated legislation, and French-English dictionaries are allowed. Other volumes will not be permitted. These codes or other legislation may be slightly annotated, such as references to other provisions of the Code or of the Act or other laws. Only the following information is allowed on student-added-tabs:

a. The designations of titles, chapter or sections;

b. The article or section numbers and other titles appearing in bold in the text.

**Mandatory course material is available on line at canlii.org :**

- **The Quebec Civil Code**, S.Q. 1991, c. 64, as amended and related statutes,

COURSE OUTLINE

Class No. 1 – - - Commercial vehicle: “the Person” in business

The individual: the “person”.
Partnerships
Company origins
Shares and shareholders
Internal Governance
Corporate books
Company names

Class No. 2 – -- Companies (continued)

How to create a company?
Corporate veil
Indoor management rules
Directors’ duties and liability
Specific obligations of companies: registering under Securities Act issues (“Private Issuer”) and under the Law respecting Legal Publicity of Enterprises.

Class No. 3 – -- CONTRACTS – in general –

Rules of Formation – -.
Mistakes during formation of contract & consequences = nullity.
Remedies for default
Freedom to contract and binding nature of contracts

Class No. 4 – -- Contracts – Part II –

Government Contracts – and the confidentiality obligations for business concerning Client listings

Class No. 5 – --- Mid-Term EXAM

Class No. 6 –

Legal liability from mistakes that cause damages – Contract law and liability law (Tort law) - Damages
Litigation 101 - Practical implications and durations of law suits
– Civil procedure - small claims courts –
Out of court settlements: Transactions
Mediation and Arbitration: Arbitration agreements

Class No. 7 – No classes: READING WEEK
Class No. 8 –
Sales agreements
“The Risk of Loss”- F.O.B. and other shipping terms
Carriage contracts and the laws of carriage
INSURANCE LAW

Class No. 9 – PARTICULAR CONTRACTS IN BUSINESS
Contractor-contracts - Professional service contracts
Employment law

Class No. 10 – The Consumer Protection Act in Detail
Selling to a customer – the Consumer Protection Act –
Consequences for businesses-
Fair Pricing policies
Travelling salespersons,
Installment sales-
USED CAR SALES-
Gym memberships –
prohibited advertising

Class No. 11 – IMMOVABLE PROPERTY (Real Property)- How to pledge property - SECURITY FOR BUSINESS DEBT = Financing
General Property ownership - Principles and Exceptions
Types of Property: Moveable’s, Immovables (Real) Property
Limits to ownership.
Prior claims and Mortgages: – Moveable and immovable - Mortgages defined – Registered at Registry office
Exercise of mortgage rights

Class No. 12 –: Bankruptcy law 1 – Bankruptcies

Class No. 13 – Bankruptcy law 2 – Proposals to avoid bankruptcy

Class No. 14 – FINAL EXAM