

**City University of Hong Kong
Course Syllabus**

**offered by School of Law
with effect from Semester A in 2022 / 2023**

Part I Course Overview

Course Title:	<u>Commercial Contracts</u>
Course Code:	<u>LW5303</u>
Course Duration:	<u>One Semester</u>
Credit Units:	<u>3</u>
Level:	<u>P5</u>
Medium of Instruction:	<u>English</u>
Medium of Assessment:	<u>English</u>
Prerequisites: <i>(Course Code and Title)</i>	<u>Nil</u>
Precursors: <i>(Course Code and Title)</i>	<u>Nil</u>
Equivalent Courses: <i>(Course Code and Title)</i>	<u>Nil</u>
Exclusive Courses: <i>(Course Code and Title)</i>	<u>Nil</u>

Part II Course Details

1. Abstract

The aim of this course is to provide to non-exempt postgraduate degree students (i.e., generally those without a formal legal background, legal degree or legal qualifications) an intensive introduction to the theory and principles of contract law and its practical application in the commercial context. Active participation, preparation and diligence in class as well as for assessment tasks is important in order for students to master the course materials and progress to higher level courses in the LLMArbDR programme.

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 (if applicable)	Discovery-enriched curriculum related learning outcomes (please tick where appropriate)		
			A1	A2	A3
1.	Demonstrate an attitude of discovery and curiosity as related to relevant legal rules pertaining to the theory and practical application of contract law to commercial settings.	Nil	✓	✓	✓
2.	Acquire the necessary skills and abilities in order to conduct the following: <ul style="list-style-type: none"> ▪ Find and understand relevant legal theories and principles related to contract law in commercial settings. ▪ Understand and apply relevant cases in contract law to solve commercial-related problems. ▪ Assess practical problems and identify where potential disputes may arise and how contract law principles may apply to resolve the problems. ▪ Conducting legal research independently in relation to contractual disputes. 	Nil	✓	✓	✓
3.	Accomplish and present written evidence of the following to demonstrate acquisition of required skills and abilities: <ul style="list-style-type: none"> ▪ Case summary of a relevant contract law case discussed during the course. ▪ Written analysis of a commercial contract-related problem scenario using a prescribed format. This is in the form of the coursework assignment. ▪ IRAC based analysis of contractual disputes in a commercial setting. This is essentially the final examination. 	Nil	✓	✓	✓
		Nil			

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	
Lectures	Explanation of the main features of contract law	✓	✓	✓	3
Tutorials	More practical work and application of what has been learnt at the lectures				

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		
Continuous Assessment (Class participation (including mainly class attendance, class discussion, concentration in the classes, and oral presentation (if presentation tasks are assigned by the instructor))	✓	✓	✓	20%	
Examination (duration: 3 hours)	✓	✓	✓	80%	
				100%	

Remarks:

For Continuous Assessment Weighting ≤ 30%

In order to assess students' course performance in a holistic and fair manner, for SLW courses, including Gateway Education course and servicing courses, with a Continuous Assessment (CA) component that is equal to or less than 30%, the pass mark requirement for the CA component would be waived, i.e. students will only need to reach the pass marks for the final exam AND the overall mark in order to pass the course, with effect from Semester B 2021/22, applicable to all intakes. For courses with a CA component that is above 30%, no change should be applied to the current practice.

Applicable to students admitted in Semester A 2022/23 and thereafter

The course leader will announce whether the examination will be closed book or open book.

Students must obtain a minimum mark of 50% in the final examination and an overall mark of 50% in order to pass the course.

Applicable to students admitted before Semester A 2022/23

The course leader will announce whether the examination will be closed book or open book.

Students must obtain a minimum mark of 40% in the final examination and an overall mark of 40% in order to pass the course.

The HKSAR Government's Continuing Education Fund (CEF) recognizes the LLMArbDR programme both as a whole and as individual courses (i.e. LW5303, LW6401, LW6405, LW6406, LW6407). The minimum attendance requirement for all CEF courses is **70%**. For the purpose of claiming reimbursement of CEF course fee or the professional recognition (i.e. CIArb, CPD), please note that it is the students' own responsibility to attend every class and examination during the teaching and examination periods.

5. Assessment Rubrics

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

Applicable to students admitted in Semester A 2022/23 and thereafter

Assessment Task	Criterion	Excellent (A+, A, A-)	Good (B+, B)	Marginal (B-, C+, C)	Failure (F)
1. Coursework	Demonstration of ability to identify issues, current trends and practices.	High	Significant	Moderate	Inadequate
2. Examination	Demonstration of ability to identify issues, current trends and practices.	High	Significant	Moderate	Inadequate

Applicable to students admitted before Semester A 2022/23

Assessment Task	Criterion	Excellent (A+, A, A-)	Good (B+, B, B-)	Fair (C+, C, C-)	Marginal (D)	Failure (F)
1. Coursework	Demonstration of ability to identify issues, current trends and practices.	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. Examination	Demonstration of ability to identify issues, current trends and practices.	Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of	Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable	Student who is profiting from the university experience; understanding of the subject; ability	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

		subject matter; evidence of extensive knowledge base.	understanding of issues; evidence of familiarity with literature.	to develop solutions to simple problems in the material.		use of literature.
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Part III Other Information (more details can be provided separately in the teaching plan)

1. Detailed Syllabus

The following is a detailed syllabus for the course. Please note that syllabus may change, where and when necessary, to accommodate the course objectives.

Week 1: Introduction

Part 1: The Foundations of Commercial Contract

Week 2: The Central Role of Contract

Week 3: The Applicable Law I: Issues & Principles

Week 4: Choosing the Applicable Law: Practical Options

Part 2: Drafting and Negotiating Commercial Contracts

Week 5: Negotiation of an International Contract

Week 6: Drafting the Contract (Force majeure, Hardship, Penalty/liquidated damages)

Week 7: Drafting the Contract (Partial nullity, Non-waiver clauses, consequential damages)

Week 8: Concluding the Contract

Part 3: Resolution of Commercial Contract Disputes

Week 9: Methods of Dispute Resolution

Week 10: International Arbitration

Week 11: Litigation before Ordinary (National) Courts

Week 12: The Rise of Hybrid Courts (China International Commercial Court)

Week 13: Revision

2. Reading List

2.1 Compulsory

(Compulsory readings can include books, book chapters, or journal/magazine articles. There are also collections of e-books, e-journals available from the CityU Library.)

Giuditta Cordero-Moss, *International Commercial Contracts: Applicable Sources and Enforceability* (London: Cambridge University Press, 2014) 329 p.

Gustavo Moser and Michael McILwrath, *Negotiating International Commercial Contracts* (The Hague: Boom uitgevers, 2020) 122 p.

2.2 Recommended

(Additional references for students to learn to expand their knowledge about the subject.)

Mark Anderson and Victor Warner, *Drafting and Negotiating Commercial Contracts*, 4th edition (London: Bloomsbury Professional, 2016) 408 p.

Mark Anderson and Victor Warner, *A-Z Guide to Boilerplate and Commercial Clauses*, 4th edition (London: Bloomsbury Professional, 2017) 704 p.

Charles Chatterjee, *Negotiating Techniques in International Commercial Contracts* (London: Routledge, 2017) 166 p.

Eckart Broedermann, *UNIDROIT Principles of International Commercial Contracts* (The Hague: Kluwer, 2018) 527 p.

Giuditta Cordero-Moss (ed) *Boilerplate Clauses, International Commercial Contracts and the Applicable Law* (London: Cambridge University Press, 2011) 426 p.

Michael Griffiths and Stuart Williams, *Commercial Contracts: A Practical Guide to Negotiating and Drafting* (London: ICSA Publishing, 2013) 150 p.

Maren Heidemann and Joseph Lee, *The Future of the Commercial Contract in Scholarship and Law Reform: European and Comparative Perspectives* (New York: Springer, 2018) 588 p.

Richard Lawson and Susan Singleton, *Commercial Contracts: A Practical Guide to Standard Terms*, 3rd edition (London: Bloomsbury Professional, 2011) 446 p.

Rex Nwakodo, *Tolley's Commercial Contracts, Transactions and Precedents*, 2nd edition (London: Tolley, 2015) 656 p.