



## **Module Specification**

### **Commercial Law**

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## Part 1: Information

**Module title:** Commercial Law

**Module code:** UJXTS7-10-M

**Level:** Level 7

**For implementation from:** 2023-24

**UWE credit rating:** 10

**ECTS credit rating:** 5

**Faculty:** Faculty of Business & Law

**Department:** FBL Dept of Law

**Partner institutions:** None

**Delivery locations:** Not in use for Modules

**Field:** Law - non modular

**Module type:** Module

**Pre-requisites:** None

**Excluded combinations:** None

**Co-requisites:** None

**Continuing professional development:** No

**Professional, statutory or regulatory body requirements:** None

## Part 2: Description

**Overview:** Not applicable

**Features:** Not applicable

**Educational aims:** The LPC outcomes and the vocational elective outcomes will be met by the students undertaking the type and range of tasks identified in the indicative teaching scheme set out in Teaching and Learning Methods.

The elements of law and practice to be covered on the elective are primarily identified in the Outline Syllabus set as expanded upon in this statement and in the indicative teaching scheme.

Ethical and professional conduct issues will pervade the teaching of this elective. In particular but without prejudice to the generality of this statement students will consider conflicts of interest, confidentiality and disclosure and relations with third parties.

The course skills which will pervade this elective as identified in the indicative teaching scheme are practical legal research, writing, drafting, interviewing and oral presentation in the non-contentious setting.

This elective will develop knowledge and understanding specifically acquired in stage 1 of the LPC in Business Law and Practice (including Business Accounts), professional conduct and the course skills as identified in the indicative teaching scheme.

**Outline syllabus:** Commercial Law, its context and development from the law and practice of merchants and the market place; its interrelation with other areas of law and its flexibility. The role of a commercial solicitor and how to develop the commercial awareness clients require. Developments towards a Common European Sales Law.

Introduction to commercial contracts: key aspects of formation and principal terms of a commercial contract; covenants, exclusion and limitation clauses, events of default and key boilerplate clauses, breach of contract and remedies;. Use of standard terms and conditions of trading both from the supplier and purchaser perspective.

Sale of goods: implied terms; express terms; title and the passing of property and risk; delivery and retention of title clauses; unfair contract terms; remedies and manufacturer's liability.

Key consumer rights affecting traders; the Consumer Rights Act 2015; the effect of the Consumer Protection from Unfair Trading Regulations 2008 (as amended) on commercial contracts and traders' behaviour; effect of breaches of the legislation particularly relating to remedies for aggressive or misleading practices in breach of the 2008 Regulations.

Agency and distribution agreements and their terms; differences between agents and distributors; analysis of when each may be appropriate; effect of competition law.

International sale agreements: particular problems which arise in international sales; procedure for a typical export transaction, the transport of goods by sea; the Hague Visby and Rotterdam Rules; bills of lading; remedies.

Payment mechanisms in international transactions including bills of exchange and documentary letters of credit.

The growth and use of electronic commerce: legal and practical commercial issues; contract formation online; information requirements for service providers; the existence and viability of remedies for breach of electronic commercial contracts.

### **Part 3: Teaching and learning methods**

**Teaching and learning methods:** Self-study preparation and research in order to acquire knowledge and understanding.

Team work preparation and presentation in order to consolidate and develop knowledge and understanding.

A mixture of individual and group work centred on problem-based learning, involving management of information, analysis of complex facts and application of knowledge.

Role play and oral presentations to demonstrate understanding and effective

communication of complex areas of law applied to detailed factual scenarios.

Preparation of written communications (primarily in the form of office memoranda and letters of advice to clients) to demonstrate understanding and effective communication of complex areas of law applied to detailed factual scenarios.

Drafting and amending of legal documents, often involving the use of precedents, to demonstrate synthesis and application of knowledge, and the ability to reach autonomous, competent decisions.

Reviews of topics in the form of small group sessions (where ideas can be pooled and debated) and critical self-evaluation.

The teaching and learning strategy pervading all modules on the Legal Practice Course is a student-centred approach through the provision of a stimulating educational environment.

Face to face teaching and learning in a workshop environment is at the heart of the Teaching and Learning strategy, for students to participate fully in challenging activities, undertaking a wide variety of exercises as individuals and in groups. Full participation is encouraged and expected. Students are encouraged to ask questions during the workshops and to take responsibility for their own learning. Feedback will be given on these exercises both by students and tutors.

Outside of the workshop students are required to take responsibility for their own learning undertaking a variety of preparatory tasks. These may be undertaken by students either as individuals or working in office groups, including include provision of information using tailored supplementary notes for each study unit;, reading from course manuals and from practitioner texts, reading and research from primary source material, completion of electronic tests, preparing documents or presentations and attending small group sessions.

The final component of each Study Unit will be a consolidation task or tasks designed to broaden and deepen students' understanding of an aspect or aspects of

work covered in the relevant Study Unit.

Contact hours:

Each Study Unit involves the student undertaking 11.5 Notional Learning Hours, of which (with the exception of the Self Study unit) 2.5 hours will be a Small Group Sessions.

Indicative Teaching Scheme

Study Unit 1 - Commercial Contracts and Standard Terms of Trading I

Study Unit 2 - Sale of Goods I

Study Unit 3 - Sale of Goods II

Study Unit 4 - Standard Terms of Trading II – key boilerplate clauses

Study Unit 5 – Introduction to International sale of goods and payment mechanisms”

Self-Study Unit – Agency and Distribution Agreements

Study Unit 6 – Introduction to Electronic Commerce

Study Unit 7 – “Review of the course and revision”

**Module Learning outcomes:** On successful completion of this module students will achieve the following learning outcomes.

**MO1** Have an understanding of commercial contracts: key aspects of formation and principal terms; covenants, exclusion and limitation clauses, events of default and key boilerplate clauses, breach of contract and remedies; the use of standard terms and conditions of trading both from the supplier and purchaser perspective and be able to draft effective contract terms (including exclusion clauses, boilerplate and law and jurisdiction clauses).

**MO2** Understand and be able to advise both seller and buyer upon sale of goods; the implied terms; express terms; title and the passing of property and risk; delivery and retention of title clauses; unfair contract terms; breach of contract remedies and manufacturer's liability.

**MO3** Have an understanding of key consumer rights affecting traders; the Consumer Rights Act 2015; the effect of the Consumer Protection from Unfair Trading Regulations 2008 (as amended) on commercial contracts and traders' behaviour; effect of breaches of the legislation particularly relating to remedies for aggressive or misleading practices in breach of the 2008 Regulations.

**MO4** Have an understanding of key consumer rights affecting traders including the Consumer Rights Act 2015; the effect of the Consumer Protection from Unfair Trading Regulations 2008 (as amended) on commercial contracts and traders' behaviour; effect of breaches of the legislation particularly relating to remedies for aggressive or misleading practices in breach of the 2008 Regulations.

**MO5** Demonstrate an appreciation of the legal and commercial differences between agency and distribution agreements and of the effect of competition law; and advise on the application of the Commercial Agents (Council Directive) Regulations 1993 to an agency agreement.

**MO6** Understand the structure of an international sale transaction and demonstrate an appreciation of the particular problems inherent in international sales.

**MO7** Review an international sales contract and be able to advise on remedies; the different payment mechanisms in commercial transactions and on the opening and stages of a letter of credit.

**MO8** Demonstrate an appreciation of the legal and practical issues surrounding e-commerce.

**MO9** Advise a client on the ramifications of selling goods online.

**Hours to be allocated:** 100

**Contact hours:**

Independent study/self-guided study = 76 hours

Face-to-face learning = 24 hours

Total = 100

**Reading list:** The reading list for this module can be accessed at [readinglists.uwe.ac.uk](https://uwe.rl.talis.com/modules/ujxts7-10-m.html) via the following link <https://uwe.rl.talis.com/modules/ujxts7-10-m.html>

## Part 4: Assessment

**Assessment strategy:** This module is assessed by a 3 hr examination comprising 25% MCQ/SAQ and 75% Long Form Questions with a pass mark of 50%.

The Assessment Strategy pervading all modules on the LPC is rigorous in its approach to ensure the credibility of the course to ensure that:

Assessment arrangements will be robust, consistent, fair and secure, to ensure that academic standards will meet the threshold set by the SRA.

Assessments will revolve around transactions of the type encountered in practice.

Assessments will address depth and realism as well as coverage.

Individual assessments cover a representative and robust selection of the relevant outcomes. Where an assessment does not include coverage of all of the outcomes for a particular subject, students will nevertheless be prepared to be assessed on all outcomes and will not be informed of what (or will not) be assessed in any particular assessment.

Student achievement will be measured appropriately in accordance with the LPC outcomes.

All diligent students have an opportunity to achieve and demonstrate the LPC learning outcomes.



The needs of disabled students will be taken into account ensuring equal accessibility of assessments to all students.

**Assessment components:****Examination (First Sit)**

Description: Examination

Weighting: 100 %

Final assessment: Yes

Group work: No

Learning outcomes tested: MO1, MO2, MO3, MO4, MO5, MO6, MO7, MO8, MO9

**Examination (Resit)**

Description: examination

Weighting: 100 %

Final assessment: Yes

Group work: No

Learning outcomes tested:

**Examination (Resit)**

Description: Examination

Weighting: 100 %

Final assessment: Yes

Group work: No

Learning outcomes tested:

**Part 5: Contributes towards**

This module contributes towards the following programmes of study:

Advanced Legal Practice [Sep][PT][Frenchay][3yrs] LLM 2022-23

Advanced Legal Practice [Frenchay] LLM 2022-23

