

THE INSTITUTE OF COMMERCIAL MANAGEMENT

SUBJECT SYLLABUS



BUSINESS LAW

## **PART A**

### **Formation of Contract:**

- What is a Contract?
- The Intention to Create Legal Relations
- Offer
- Termination of an Offer
- Acceptance
- Agreement without Offer & Acceptance
- The Nature of Consideration
- Executory, Executed & Past Consideration
- Sufficiency of Consideration
- Privity of Contract

### **Terms of Contract:**

- The Terms of Contract
- Incomplete Contracts Conditions & Warranties
- Oral Evidence Relating to Contracts in Writing
- Representations & Contract Terms
- Implied Terms
- The Required Form of Contracts
- Exclusion Clauses
- The Unfair Contract Terms Act 1977
- The Unfair Terms in Consumer Contracts Regulations 1994

### **Vitiating Factors:**

- Contractual Capacity
- Mistake
- Misrepresentation
- Duress
- Undue Influence
- Void & Illegal Contracts

### **Discharge of Contract:**

- How a Contract Comes to an End
- Performance
- Agreement
- Breach of Contract
- Frustration
- Remedies Available for Breach of Contract
- Damages
- Action for the Price
- Equitable
- Remedies
- Limitation to Actions for Breach
- Quasi-Contract

**PART B****Agency:**

- The Creation of Agency
- The Duties of an Agent
- The Rights of an Agent
- The Authority of an Agent
- Liability of the Parties
- Agents Acting for Undisclosed Principals
- Termination of Agency
- Special Types of Agent

**PART C****Definition of a Contract for the 'Sale of Goods':**

- Types of Goods
- The Price
- Terms Implied by the Sale of Goods Act 1979 & Changes made by the Sales & Supply of Goods Act 1994 (S.14)
- Time of Performance
- Seller's Title
- Description of the Goods
- Sale by Sample
- Satisfactory Quality & Fitness for Purpose
- Passing of Property & Risk
- Nemo Dat Quod Non Habet
- Delivery
- Acceptance & Rejection
- Remedies of the Parties, Romalpa Clauses
- The Supply of Goods & Services Act 1982

**PART D****Consumer Credit:**

- Forms of Consumer Credit
- What is a Regulated Agreement?
- The Classification of Regulated Agreements
- The Protection of Debtors
- Lenders Liability
- Termination of Credit Agreements
- Extortionate Credit Bargains
- Consumer Credit Licensing, Advertising & Canvassing
- Credit Cards

**Consumer Protection:**

- Consumer Protection
- Trade Descriptions
- Consumer Safety
- Product Liability

## **PART E**

### **Tort:**

- Tort & Other Wrongs
- Wrong & Damage Distinguished
- Remoteness of Damage
- Vicarious Liability
- Strict Liability
- Defences to an Action in Tort
- Contributory Negligence
- Remedies in Tort
- Conversion
- Nuisance
- Defamation
- Definition
- Libel and slander
- Action and defences

### **Negligence:**

- Negligence
- Duty of Care
- Breach of Duty of Care
- Res Ipsa Loquitur
- Consequential Harm
- Negligent Mis-statement

## **PART F**

### **The Nature of a Company:**

- The Company as a Legal Entity
- The Veil of Incorporation
- Companies & Partnerships
- A Company's Liability in Tort & Crime
- Public & Private Companies
- Holding & Subsidiary Companies

### **Formation of a Company:**

- Promoters & Pre-Incorporation Contracts
- Registration Procedures
- Commencement of Business
- Company Contracts

### **Memorandum & Articles:**

- Purpose & Contents of the Memorandum
- The Company Name
- Registered Office Objects
- Articles of Association
- Alteration of the Articles
- The Memorandum & Articles as Contracts

**Meetings:**

- Types of Meeting
- Convening a Meeting
- Proxies
- Types of Resolution
- The Assent Principle

**Liquidations & Other Insolvency Procedures:**

- Methods of Dissolution
- Liquidations
- Compulsory Liquidation
- Voluntary Liquidation
- Liquidation Committee
- Contributories
- Powers of Liquidators
- Duties of Liquidators
- Alternatives to Liquidation
- Administration Orders
- Voluntary Arrangements

**Directors:**

- Appointment
- Shareholdings
- Termination of office
- Disqualification
- Powers and dealings

**PART G****Partnerships:**

- Definition

**PART H****Employing Labour**

- Employer - employee - vicarious liability
- Independent contractors
- Contracts of service and contracts for services
- Continuous employment
- Rights and duties of the parties to a contract of employment
- Equal pay
- Fair and unfair dismissal
- Obligations of employers and employees
- Grievance procedures

**Reading List**

- Business Law, Keenan and Riches 8<sup>th</sup> Edition, Longmans.



