

BUL 5832: Commercial Law

Professor Larry A. DiMatteo
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Dates: T/R.
Periods: (7-8)

Module 2; Fall 2017
Room: Gerson 0122

Office Hours: TBA or by appointment

Course Materials

TEXT: Richard Mann & Barry Roberts, *Business Law & the Legal Regulation of Business (11th Edition 2013)*, ISBN # 13: 978-1-133-58757-6, South-Western (Cengage Learning). Any more recent editions will also work (although the page numbering will be off).

It is a good idea to bring the text to class. There likely will be supplemental materials that will be distributed in class. Please read assigned material before the class it is scheduled for discussion. I reserve the right to alter and add reading assignments as the term progresses.

Reference Resource: Legal Information Institute: <http://www.law.cornell.edu/statutes.html>.

NOTE: WORKSHEETS & other MATERIALS will be e-mailed using the class listserv; it is the student's responsibility to regularly check e-mail for materials.

It is the STUDENT'S RESPONSIBILITY TO RETRIEVE THESE MATERIALS WHEN NECESSARY (for Class)

Course Description & Scope

The course aims at exposing the accounting student to the legal ramifications of business transactions. A thorough knowledge of the liabilities associated with business transactions is imperative to the professional accountant in reporting, reviewing, and consulting on the financial status of a business entity. The basic areas to be studied include contracts, sales, agency, employment law, corporate governance, and securities regulation. Time permitting a brief review of bankruptcy law will be undertaken. The course begins with a review of accountants' (professional) legal liability.

Classroom Protocol & Laptop Policy

Be sure that your cell phone is turned off before the start of class. Unexpected rings and tones disturb class flow and are extraordinarily inconsiderate. Experience has taught me that students who use their laptops during class to multitask (e-mail, work on projects, and less desirable pursuits) get less out of the class, are more dissatisfied with it, and perform less well than students who devote their full attention to the classroom experience. Therefore, in the interest of the greater good, **please do not use your laptops or other electronic devices during class.**

What to Expect

The final grade will be based entirely on the examinations and classroom participation. No make-up exams will be given unless there is a verifiable medical (or personal) emergency. **Do not schedule interviews for the days of the exams!** Each exam is worth 45% of grade (Total: 90%)

A. Examinations: There will be a mid-term and final exam. The **exams** will be given in class on **January 25 & February 22**. **Exams:** There will be Mid-Term and Final Exams. The exams consist of True/False, Multiple Choice, and “Matching” (connect items from left column to items of right column) types of questions. The exams are non-cumulative but there might also be some slight cumulative aspects to it, too. This is due to the fact that some concepts may be discussed more than once in the course (in this sense, they are not really cumulative in nature). Most of the exam (but not all) questions will be taken from the lectures and worksheets. There will be at least some questions taken from the book and required supplements that I have may have not talked about in class. This is to make sure you read the required materials. In order to excel in the course you should take copious notes, using the worksheets provided. The bulk of the quizzes will be taken from this coverage. I try to have a relatively equal amount of questions directed at the major areas covered in the course.

Policy related to make-up exams: Essentially, there are no make-ups. However, if a car hits you, or you develop spinal meningitis or the equivalent, we can discuss alternatives.

B. Classroom Participation (10%)

Voluntary student participation is encouraged.

Grades: Grade standards are as follows:

A = 4.0	92 or above
A- = 3.67	89-91.9
B+ = 3.33	86-88.9
B = 3.0	82-85.9
B- = 2.67	79-81.9
C+ = 2.33	76-78.9
C = 2.0	72-75.9
C- = 1.67	69-71.9
D+ = 1.33	66-68.9
D = 1.0	62-65.9
D- = 0.67	59-61.9
E = 0.0	58.9 or below

Grades of C+, C and below can and will be given when student performance warrants.

CLASS CANCELED: Tuesday, February 20th

Schedule of Assignments:

Introduction to Law

Assignment: Chapters 1 & 3

Objectives: Classification & Sources of Law; Litigation System

Business Ethics

Assignment: Chapters 2 & REQUIRED READING: ETHICS TOOLBOX

Objectives: Ethical Schools of Thought; Corporate Social Responsibility; Applied Business Ethics

Accountants' Legal Liability

Assignment: Chapter 43

Objectives: Types of causes of action that may be pursued against accountants; Breach of contract; Negligence (malpractice); negligent misrepresentation; Third-party liability; Securities laws violations.

Contract & Sales Law

Assignment: Chapters 9, 10, 11, 12, 17, 18 & 19

Objectives: Understand the general principles of common law contracts; recognize the requirements needed to form and perform a contract; Illegality of contract; Discharge of contracts.

Mid-Term Exam: January 25th

Agency & Employment Relationships

Assignment: Chapters 28, 29 & 41

Objectives: Agency Relationship, Employment Agreement; Regulation of the Employment Relationship; Employment Discrimination

Business Organizations & Securities Law

(General & Limited Partnerships; Limited Liability Companies, Corporations, Corporate Governance & Securities Regulations)

Assignment: Chapters 30, 32, 33, 35 & 39

Final Exam: (material from mid-term to end of class): February 22nd

A Note on the Instructor

Dr. DiMatteo is the Huber Hurst Professor of Contract Law & Legal Studies, past Chair of the Management Department, and former Editor-in-Chief of the *American Business Law Journal*. He teaches courses in the legal environment of business, commercial law, law for entrepreneurs, international business law, and Legal Aspects of Technology Management. Dr. DiMatteo is a graduate of the Cornell and Harvard Law Schools. He also has a PhD in Business & Commercial Law from Monash University (Australia). Dr. DiMatteo is the author or editor of 10 books and has over 100 publications. His most recent books include *Chinese Contract Law: Civil & Common Law Perspectives* (Cambridge University Press 2018); *International Sales Law: Contracts, Principles & Practice* (C.H. Beck, Nomos & Hart Publishing 2016); *Comparative Contract Law: British & American Perspectives* (Oxford University Press 2016); and *International Sales Law: A Global Challenge* (Cambridge University Press 2014). He was named the 2011-2012 University of Florida Teacher-Scholar of the Year. In 2011 and 2014, he was named the Hough Graduate School Teacher of the Year and is a former Fulbright Scholar.