

# Syllabus for Commercial Law

Students are required to demonstrate competence and achieve a pass in all three parts, except where they are eligible for exemption as may be approved by the Board.

## 1. Part A: Sale and Acquisition of Goods

Transfer of Title

- The rule *nemo dat quod non habet* and its exceptions
- Legal and Equitable Interest

Sale of Goods

- Duties of Sellers and Buyers
- Express and Implied Terms
- Passing of Property
- Remedies

Non-sale Acquisitions: *nemo dat* and Gifts

- Applicable *nemo dat* exceptions
- Gifts - Conditional Gifts - Gifts of Future Property

## 2. Part B: Personal Property

Personal Property and Interests in Personal Property

- Types of Personal Property - Chose in Possession - Chose in Action
- Ownership (especially mere equities) - Possession (finders' possessory interests) - Bailment;
- Legal and Equitable Assignment

Credit and Security

- Types of Security:
  - Pledges - Liens - Mortgages of personal property/movables (tangibles and intangibles) - Bills of Sale
  - Fixed and Floating Charges
- Retention of Title (Romalpa) Clauses
- Set-off
- Assignments of Choses in Action: Statutory, Legal and Equitable Assignments
- Rules of Priority
- Banking and Customer Relationship
- Negotiable Instruments: Bills of Exchange

### **3. Part C: Consumer Credit and Protection**

- Function and Power of Consumer Council, Funds for Litigation and Group Litigation
- Misrepresentation, Undue Influence, Duress and Unconscionability
- Control of Exemption Clauses
- Contracts for Services with particular reference to Supply of Services (Implied Terms) Ordinance
- Money Lenders
- Pawnbrokers
- Law of Guarantees and Powers and Responsibilities of Personal Guarantor
- Doctrine of relation back and unfair preference in bankruptcy

## Recommended Reading List for Commercial Law

### Texts

Judith Sihombing, *Commercial Law in Hong Kong*, 2<sup>nd</sup> edition, LexisNexis, 2017

Dr. Rob Stokes, *Commercial Law* 9<sup>th</sup> Edition, Sweet and Maxwell, 2017

Professor Louise Gullifer, *Goode on Legal Problems of Credit and Security*, 5<sup>th</sup> Edition, Sweet and Maxwell, 2013

Ewan McKendrick, *Goode on Commercial Law*, 5<sup>th</sup> Edition, Butterworths LexisNexis, 2016

The Hong Kong Institute of Bankers, *Banking Law and Practice*, December 2012

Annotated Ordinances and Halsbury's Laws of Hong Kong, LexisNexis, Hong Kong, in the relevant areas

Christian Twigg-Flesner, Rick Canavan & Hector MacQueen, *Atiyah and Adam's Sale of Goods*, 13<sup>th</sup> Edition, Pearson Education, 2016

M A Clarke et al, *Commercial Law: Text, Cases and Materials*, 5<sup>th</sup> Edition, OUP, 2017

R Calnan, *Taking Security: Law And Practice*, 3<sup>rd</sup> Edition, Jordans, 2013

Michael Bridge et al, *The Law of Personal Property Security*, 2<sup>nd</sup> edition, Sweet & Maxwell, 2018

### Ordinances

Bankruptcy Ordinance (Cap 6)

Bills of Exchange Ordinance (Cap.19)

Bills of Sale Ordinance (Cap.20)

Law Amendment and Reform (Consolidation) Ordinance (Cap.23)

Sale of Goods Ordinance (Cap. 26)

ss79, 265, 265A-265C, 267 and 267A, Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

Control of Exemption Clauses Ordinance (Cap.71)

Banking Ordinance (Cap. 155)

Money Lenders Ordinance (Cap.163)

Supply of Services (Implied Terms) Ordinance (Cap.457)

Unconscionable Contracts Ordinance (Cap.458)

Part 8, Companies Ordinance, Cap. 622