

# 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*
- Exceptions to *nemo dat*
- Legal and Equitable Interest

Sale of Goods

- Duties of Sellers and Buyers, Express and Implied Terms
- Implied Terms
- Passing of Property
- Applicable *nemo dat* exceptions
- 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 (other than of land) - 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**

#### Regulatory Framework

- Money Lenders Ordinance and Pawn Brokers Ordinance
- Function and Power of Consumer Council, Funds for Litigation and Group Litigation

#### Consumer Credit

- Law of Guarantees

#### Consumer Protection

- Unconscionable Contracts Ordinance
- Control of Exemption Clauses Ordinance
- Supply of Services (Implied Terms) Ordinance
- Money Lenders Ordinance
- Protection of Vulnerable Consumers: Misrepresentation, Undue Influence, Duress
- Powers and Responsibilities of Personal Guarantor

#### Doctrine of relation back and unfair preference

## Recommended Reading List for Commercial Law

### Texts

Judith Sihombing, *Commercial Law in Hong Kong*, LexisNexis, 2014

Professor Paul Dobson; Rob Stokes, *Commercial Law*, 9<sup>th</sup> Edition, Sweet and Maxwell, 2012

Professor Sir Roy Goode, QC; 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

Vanessa Stott, *Hong Kong Company Law*, 14<sup>th</sup> Edition, Longman, 2015

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

Charles D. Booth, Stephen Briscoe, ELG Tyler, *Hong Kong Corporate Insolvency Manual*, 3<sup>rd</sup> Edition (Published in association with the Hong Kong Institute of Certified Public Accountants), September 2015

Annotated Ordinances, LexisNexis, Hong Kong (Relevant Ordinances)

PS Atiyah, John N Adams & Hector MacQueen, *The Sale of Goods*, 13<sup>th</sup> Edition, Longman, 2016

LS Sealy & RJA Hooley, *Commercial Law: Text, Cases and Materials*, 5<sup>th</sup> Edition, OUP, 2012

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

Michael Bridge et al, *The Law of Personal Property Security*, OUP, 2013

### Sources

Bills of Exchange Ordinance (Cap.19)

Sale of Goods Ordinance (Cap. 26)

Unconscionable Contracts Ordinance (Cap.458)

Control of Exemption Clauses Ordinance (Cap.71)

Banking Ordinance (Cap. 155)

Money Lenders Ordinance (Cap.163)

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

Bills of Sale Ordinance (Cap.20)

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