

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 fraudulent preference

Reading List for Commercial Law

Texts

Professor Paul Dobson; Rob Stokes, "Commercial Law", 8th Edition, Sweet and Maxwell, 2011

Professor Sir Roy Goode, QC; Louise Gullifer, "Goode on Legal Problems of Credit and Security", 4th Edition, Sweet and Maxwell, 2008

Ewan McKendrick, "Goode on Commercial Law", 4th Edition, Butterworths LexisNexis, 2009

Vanessa Stott, "Hong Kong Company Law", 13th Edition, Longman, 2011

Chan Bo-ching, Simon, "Hong Kong Banking Law and Practice", Volumes One and Two, The Hong Kong Institute of Bankers, 2000 – 2001.

P Smart, CD Booth, S Briscoe, "Hong Kong Corporate Insolvency Manual", Hong Kong Society of Accountants, 2002.

Annotated Ordinances, LexisNexis, Hong Kong (Relevant Ordinances)

PS Atiyah, John N Adams & Hector MacQueen, "The Sale of Goods", 11th Edition, Longman, 2005

LS Sealy & RJA Hooley, "Commercial Law: Text, Cases and Materials", 4th Edition, OUP, 2008

R Calnan, Taking Security: Law And Practice, Jordans, 2006.

H Beale, M Bridge, L Gullifer and E Lomnicka, The Law of Personal Property Security, OUP, 2007

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)