

GDLXXX CONTRACT LAW

Module Number: GDL 003

Module Title: Contract Law

Number of Aston Credits: 20

Total Number of ECTS Credits: 15
(European Credit Transfer)

Staff Member Responsible for the Module:

Professor Jill Poole

Aston Law
South Wing, Room 707b,
Extension 3223
Email: j.poole@aston.ac.uk

Availability: <http://wass.aston.ac.uk/wass> (online booking system)

Administrator, Basia Nowakowska, SW 707a, Extension 3185

Other Staff Contributing to the Module:

Dr David Salmons

Aston Law
South Wing, Room 711
Extension
Email: d.salmons@aston.ac.uk

Angela Stanhope

Aston Law
South Wing, Room 709
Extension: 3185
Email: a.stanhope@aston.ac.uk

Availability: <http://wass.aston.ac.uk/wass> (online booking system)

Administrator, Basia Nowakowska, ABS431, Extension 3185

Pre-Requisite(s) for the Module: None

Module Learning Outcomes:

This module provides a detailed evaluation and practical application of the legal principles governing the formation, enforceability and content of contracts, as well as privity and third party rights, breach, misrepresentation, remedies and an introduction to restitution in the contractual context. These principles and their application may underpin the Research Project (GDL 009) if a topic related to commercial, employment or corporate law is chosen.

This module encourages students to understand the different contexts in which contractual principles are applied and the applicable policy issues, although its primary focus is to deliver knowledge and encourage understanding of contract law principles and the ability to apply those principles to practical scenarios.

Upon successful completion of the module students will be able to:

- (a) Understand and explain the requirements necessary for a legally enforceable contract
- (b) Explain, analyse and appraise the principal legal rules governing contracts and contractual relations in order to present reasoned and well supported arguments
- (c) Understand the policy issues associated with the purpose and function of contract law and the justifications for enforcing contracts, including the question of who can enforce contractual obligations



Aston Business School

Birmingham

- (d) Explain and identify the principles determining contractual content and basic interpretation
- (e) Understand and explain the remedies available for breach of contract, the circumstances in which it is possible to terminate for a repudiatory breach and the policy and principles governing both the availability and calculation of quantum of damages for breach.
- (f) Explain the remedies available in instances of contractual impossibility – initial and subsequent (common mistake and frustration) and link remedies under the Law Reform (Frustrated Contracts) Act 1943 to restitutionary principles, as part of a broader analysis of restitution in contract.
- (g) Explain, analyse and appraise the nature of the remedies for misrepresentation, their availability – rescission and damages – and measure in the case of damages for misrepresentation.
- (h) Engage in doctrinal discourse; providing their own responses to unresolved legal problems and providing imaginative solutions to difficult issues.
- (i) Engage with primary and secondary legal materials, identifying relevant precedents and authorities, use correct form of legal citation (OSCOLA)
- (j) Identify and apply relevant legal rules to factual situations, offering advice that is reasoned, accurate and effectively communicated, and informed by independent research and analysis

Module content:

The organisation, content and teaching methods for this GDL module reflect QAA Benchmark standards for Law and are designed to meet the learning outcomes specified above. The module is designed to ensure that outcomes meet the professional standards (Joint Announcement) required for this foundation subject at the academic stage.



For further information on any of the opportunities that Aston Business School offers, please contact:

Aston Business School Aston University Aston Triangle Birmingham B4 7ET +44 (0)121 204 3000 www.abs.aston.ac.uk



- (a) Introduction
- (b) Agreement and agreement mistake
- (c) Enforceability : Intention to create legal relations
- (d) Enforceability : Consideration and promissory estoppel. Relationship with duress.
- (e) Enforceability by third parties : Privity of contract and third party rights
- (f) Content of the contract : Terms and representations; Express and Implied Terms, Introduction to principles of interpretation
- (g) Exemption clauses and unfair contract terms
- (h) The concept of breach of contract and identification of repudiatory breach. The remedial consequences of a repudiatory breach.
- (i) Aim of damages for breach of contract – expectation (difference in value and cost of cure) and reliance interest losses. Limitations on the ability to be fully compensated for loss in a claim for damages for breach of contract.
- (j) Agreed damages clauses : liquidated damages and penalty clauses. Identification and effect. Benefits of such clauses.
- (k) Other remedies for breach of contract : debt, specific performance and injunctions.
- (l) Introduction to restitutionary relief : circumstances in which this may be available and distinction between enrichment by subtraction (total failure of consideration, quantum meruit claims) and no subtraction (*Wrotham Park* and *AG v Blake* relationship). The *WWF* case. Relationship with contract.



Aston Business School

Birmingham

- (m) Legal treatment of contractual impossibility – initial (common mistake) and subsequent (frustration) and link of the remedial response to restitutionary relief.
- (n) Remedies for misrepresentation : rescission (nature of), availability and measure of damages for misrepresentation and the Misrepresentation Act 1967. Introduction to the concept of undue influence.

International Dimensions:

This module is concerned with English law, but comparisons with other legal jurisdictions are made. Students are introduced to UNIDROIT, PECL and DCFR. The influence of European law is considered throughout the contract law module, particularly with regard to legislation and the rules governing unfair contract terms and consumer protection.

Corporate Connections:

Actual case examples and practical illustrations are used throughout. Questions are based on hypothetical evidential documents and statements. Workshops rely heavily on the case law technique to ensure understanding of legal principle through a process of self-learning of principle

Professor Jill Poole is a barrister of Lincoln's Inn and a Fellow of the Chartered Institute of Arbitrators.

Links to Research :

Professor Jill Poole is a well-known author in the field of contract law and has written extensively about all aspects of the material covered by this module. Her books and articles have informed the reform agenda, particularly in the areas of contractual remedies. Professor Poole is an experienced examiner in the subject and has delivered invited lectures to international audiences.



For further information on any of the opportunities that Aston Business School offers, please contact:

Aston Business School Aston University Aston Triangle Birmingham B4 7ET +44 (0)121 204 3000 www.abs.aston.ac.uk



Learning and Teaching Rationale and Methods:

Method of teaching – Lectures, workshops and seminars, practical research exercises and independent study.

Lectures are used to introduce the legal principles, primary and secondary sources of relevant law, and to explain their practical operation whilst highlighting areas of difficulty and reform. Their aim is to provide a framework for students' independent study and research.

Workshops have two aims: (i) To direct students to their own identification of the applicable legal principles through analysis of primary source materials and (ii) To develop understanding of the application and operation of legal principles in particular contexts. Workshops can take a variety of forms with a range of both individual and group tasks being undertaken.

Seminars are designed to focus on application and analysis of specific legal principles already identified in lectures and workshops. The focus is on student contributions and on detailed, tight, analysis and discussion in order to prepare students for the examination assessment and the development of skills required for workshop assessments. Students will be required to apply their knowledge to practical case studies, identify relevant issues, sources and legal principles and present the results of their research and study either independently or in groups. In addition, seminars will assist students to develop skills of critical evaluation of a selection of secondary sources of contract law and to consider comparative solutions to particular legal problems.

Self-test questions and **multiple choice questions** for each topic are made available on the VLE, together with guidance on answering problem questions in Contract law and some worked answers (with reasoning processes).

Online/Class Discussion Activities At various points in the course, students will be introduced to areas where further reading and independent research will be necessary. The VLE will provide students with the opportunity to raise questions, discuss subject areas and approaches to set questions. This area of study is challenging, dynamic and diverse, and students will be encouraged and supported to take responsibility for their own learning experience.





Contact and directed learning:

Contact

| | |
|---------------------|----------|
| Lectures | 30 hours |
| Workshops, Seminars | 18 hours |
| Examination | 3 hours |

Directed learning

Private study : workshop tasks 125 hours

Workshop assessments writing up 24 hours

Total 200 hours

Ethical Approval:

This module does not require any primary research and no ethical approval will be necessary.

Assessment and Feedback Rationale and Methods:

The module is assessed by means of an examination (70%) and a summative coursework exercise (30%).

The examination is closed book (except for the ability of students to use their own copy of an **unannotated** approved statute book). The examination is of three hours' duration and will comprise a selection of hypothetical problems and essay questions. Students are required to answer at least one problem question but may choose to answer up to three from the available selection.





The summative coursework exercise (30%) involves a case study and application tasks which will require evidence of fact analysis, identification of legal principle, research and analysis of legal principle, and application of accurate principles to factual scenarios. It will also evaluate the correct use of citation and legal writing style.

Feedback will be provided orally in workshops and seminars as responses to student answers to tasks set for these classes and any questions raised. Individual, detailed, written feedback for summative assessment is provided with follow-up online or face-to-face appointments to discuss progression and performance. Common errors identified in generic feedback on each exercise are posted on the VLE.

Generic examination feedback is posted on the VLE.

Programme Outcomes:

The table below shows how this module contributes towards the achievement of the overall programme outcomes

| Module Code | Module Name | A1 | A2 | A3 | A4 | B1 | B2 | B3 | C1 | C2 | C3 | D1 | D2 | D3 | D4 | D6 |
|-------------|---------------------------|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|
| GDL003 | CONTRACT LAW [foundation] | √ | | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |

Indicative Reading

This reading list relates to texts to support this module. References to relevant journal articles will be included in the topic materials and are too numerous to be listed here.





1. Essential Reading

- Poole J., *Textbook on Contract Law*, 10th edition, OUP, Oxford, 2010.
- Poole J., *Casebook on Contract Law*, 10th edition, OUP, Oxford, 2010.

For this module frequent reference will also be made to

- Adams J. and Brownsword, R., *Understanding Contract Law*, Sweet and Maxwell, London, 2007.

Statute book permitted for the examination

You may take your own clean (unannotated) copy of the following statute book into the examination in this module:

- *Blackstone's Contract, Tort and Restitution Statutes, 2011-12*, ed. Rose, OUP, 2011.

2. Background Reading/other texts to which you may be required or prefer to make reference

*Indications those you are likely to find most useful

- Beale, H. et al., *Contract: Cases and Materials*, 5th edition, OUP, Oxford, 2008.
- Burrows, A. and Peel, E., *Contract Terms*, OUP, Oxford, 2007.
- Burrows, A., *A Casebook on Contract*, 2nd edition, Hart Publishing, Oxford, 2009.
- Burrows, A., *Remedies for Torts and Breach of Contract*, 3rd edition, Oxford, 2004.
- Chen-Wishart, M., *Contract Law*, 3rd edition, OUP, Oxford, 2010.



Aston Business School

Birmingham

- Furmston, M., *Cheshire, Fifoot and Furmston's Law of Contract*, OUP, Oxford, 2006.
- Koffman, L. and Macdonald, E., *The Law of Contract*, 7th edition, OUP, Oxford, 2010.
- *McKendrick, E, *Contract Law*, 9th edition, Palgrave Macmillan, 2011.
- Peel, E., *Treitel on the Law of Contract*, 12th edition, Sweet and Maxwell, London, 2007.
- Smith, S., *Atiyah's Introduction to the Law of Contract*, 6th edition, OUP, Oxford, 2005.
- Taylor, R. and Taylor, D., *Contract Law Directions*, 3rd edition, OUP, Oxford, 2011.

Journals

The generalist law and commercial journals contain articles concerned with contract law. See, e.g., *The Modern Law Review*, *The Cambridge Law Journal*, *The Oxford Journal of Legal Studies*, *Legal Studies*, *The Law Quarterly Review* and *The Journal of Business Law*. Specialist journals will also discuss contract issues, e.g., *Journal of Contract Law*. Students will be referred to a range of journal articles in these, and other, legal journals.

3. Useful Online Sources:

- Westlaw UK [contains electronic access to practitioner work on Contract Law, *Chitty on Contracts*, 30th edn, Sweet & Maxwell, 2008]
- LexisNexis
- Lawtel
- Hein Online [Law Journals]
- The British and Irish Legal Information Institute: <http://www.bailii.org/>
- Cardiff Index of Legal Abbreviations: <http://www.legalabbrevs.cardiff.ac.uk/>



For further information on any of the opportunities that Aston Business School offers, please contact:

Aston Business School Aston University Aston Triangle Birmingham B4 7ET +44 (0)121 204 3000 www.abs.aston.ac.uk



Aston Business School

Birmingham

- Statute Law Database: <http://www.statutelaw.gov.uk>
- Office of Public Sector Information: <http://www.opsi.gov.uk>
- Online resources for Jill Poole's OUP contract law texts: <http://www.oup.com/uk/orc/law/contract/>
- The European Union, contract law project: http://ec.europa.eu/consumers/cons_int/safe_shop/fair_bus_pract/cont_law/index_en.htm



For further information on any of the opportunities that Aston Business School offers, please contact:

Aston Business School Aston University Aston Triangle Birmingham B4 7ET +44 (0)121 204 3000 www.abs.aston.ac.uk