

## BL1173 – CONTRACT LAW

<b>Module Number:</b>	BL1173
<b>Module Title:</b>	Contract Law
<b>Number of Aston Credits:</b>	30
<b>Total Number of ECTS Credits:</b> (European Credit Transfer)	15

### Staff Member Responsible for the Module:

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**Other Staff Contributing to the Module:** None

**Pre-Requisite(s) for the Module:** None

### Module Learning Outcomes:

This module provides a detailed evaluation and practice of 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 are studied further and underpin modules taught in the second and final years, including business law, company law and employment law. This module encourages students to understand the different contexts in which contractual principles are applied and the applicable policy issues. It therefore provides an essential foundation for students' subsequent study.

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

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- (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 subsequent impossibility 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 with primary and secondary legal materials, identifying relevant precedents and authorities, use correct form of legal citation (OSCOLA)
- (i) 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 [Topics]:**

The organisation, content and teaching methods for this foundation LLB 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.

- (a) Introduction: what is a contract and identification and purpose of contract law
- (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.

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- (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. Introduction to restitutionary relief.
- (l) Legal treatment of subsequent impossibility (frustration) and link of the remedial response to restitutionary relief.
- (m) 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.

### Module Content [Schedule]

Week 1: Module Information (Handbook), Introduction to Contract Law (including European developments and the Optional Instrument) and Introduction to Formation – Agreement.

Weeks 2, 3 and 4 : Agreement

Weeks 5 : Enforceability : ICLR and Consideration (formation and alteration)

Week 6 : Reading Week

Week 7 : Enforceability : Consideration (alterations), promissory estoppel. Economic duress and the enforceability of promises

Week 8 : Enforceability by third parties : Privity of contract and third party rights

Week 9 : Content : Terms and representations, express terms (collateral warranties and entire agreement clauses), and implied terms (common law and statutory). Contractual Interpretation.

Week 10 : Exemption Clauses : Incorporation, Construction and introduction to legislative regulation.

Week 11 : Exemption Clauses and Unfair Contract Terms : UCTA 1977 and UTCCR 1999. The future of regulation of unfair terms.

[Weeks 12 and 13 : Evaluation of progress with workshop assessments and with use of OSCOLA in the context of writing about contract law via self-test exercise]

Week 14 : Breach of contract, standards of performance and identification of repudiatory breach. The remedial consequences of a repudiatory breach.

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Week 15 : Anticipatory repudiatory breach and the election. Introduction to remedies for breach of contract : damages, debt, specific performance and injunctions, restitutionary relief. Aim of damages for breach of contract – expectation (difference in value and cost of cure) and reliance interest losses.

Week 16 : Limitations on the ability to be fully compensated for loss in a claim for damages for breach of contract.

Week 17 : Agreed damages clauses : liquidated damages and penalty clauses. Identification and effect. Benefits of such clauses.

Week 18 : Reading Week

Week 19 : and 19 : Legal treatment of subsequent impossibility (frustration) and link of the remedial response to restitutionary relief.

Week 20 : Misrepresentation : Actionable Misrepresentation and types of misrepresentations

Weeks 21 and 22 : Remedies for misrepresentation : rescission (nature of), availability and measure of damages for misrepresentation and the Misrepresentation Act 1967.

Weeks 23 – 25 : Revision

### **International Dimensions:**

This module is concerned with English law, but comparisons with other legal jurisdictions are made. Students are introduced to UNIDROIT, the DCFR and European Optional Instrument, the study of which is also integral to Professor Poole's comparative research. The influence of European law is considered throughout this module, particularly with regard to legislation and the rules governing unfair contract terms and consumer protection.

### **Corporate Connections:**

Professor Jill Poole is a barrister of Lincoln's Inn and a Fellow of the Chartered Institute of Arbitrators. She is also an experienced examiner in this subject and has delivered invited lectures to international audiences.

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 directed self-learning of principle.

### **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

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articles have informed the reform agenda, particularly in the areas of contractual remedies.

### Learning and Teaching Rationale and Methods:

*Method of teaching* – Lectures, workshops and seminars, discussion boards on the VLE, 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.

**Discussion Boards on the VLE** are also employed to supplement work for seminars.

**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).

### Contact and directed learning:

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Lectures (including revision and mid-point review)	44 hours
Workshops	20 hours
Seminars	10 hours
Examination	3 hours

#### Directed learning

Private study : workshop tasks	92 hours
Workshop assessments writing up	15 hours
Private study : seminar preparation, discussion board activities and examination revision	116 hours

**Total** -----  
**300 hours**

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### **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 two summative assessments (30%, i.e. 15% each) – one in each TP which will evaluate problem-solving and research skills. Each assessment will have a maximum word limit of 1500 words (and so 3000 words in total). Common errors identified in generic feedback on each piece of summative work are posted on the VLE.

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 total of 6 questions: 4 hypothetical problems and 2 essay questions. Students are required to answer a total of 3 examination questions, of which at least one must be an answer to a problem question.

The workshop activities involve a variety of set tasks, including analysis of case law, set research tasks involving new case law or statutory material, brief legal advice on a set of facts, mooting/debating or preparing a presentation. Individual or group feedback is provided for any oral workshop tasks, e.g. mooting and oral presentation, and also for any written workshop tasks submitted. Workshops will also integrate training in key legal skills, such as answering problem questions in preparation for the summative work.

Feedback is also provided orally in workshops and seminars as responses to student answers to tasks set for these classes and any questions raised.

There is also a mid-point review of learning and teaching with the opportunity for individual follow-up student interviews to analyse skill and knowledge development.

Generic examination feedback is posted on the VLE once results have been issued.