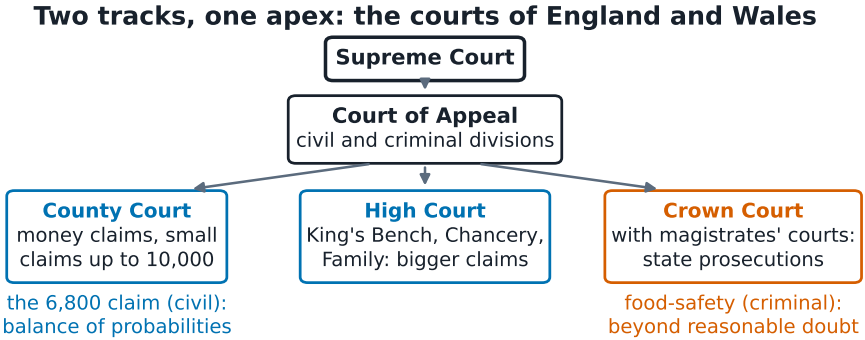
Business Law and Ethics

Curated undergraduate study track (not accredited, no external exam). Original explanations and practice only, following the reviewed course handout.

One legal file, every rule labelled

- The Nimbus Kitchen legal file: one bad bun, one late flour delivery, one handshake crew, one name to protect, one claim not to make, one public collapse.
- The habit - **label the jurisdiction, then apply the rule**: England and Wales throughout.

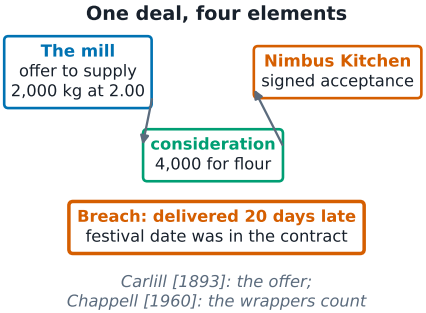
Legal systems and jurisdiction: which game, which court



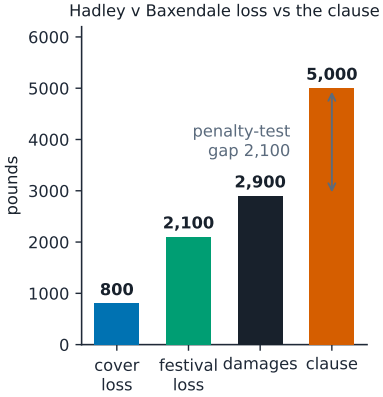
Citations: [2015] UKSC 67 = year, court, judgment number; [1893] 1 QB 256 = volume, report series, page

Civil on the balance of probabilities; criminal beyond reasonable doubt.

Contract formation and breach: the four boxes



Carlill [1893]: the offer;
Chappell [1960]: the wrappers count



Offer, **acceptance**, **consideration**, intention; breach damages 2,900.

Business forms and liability: the wall and its toll

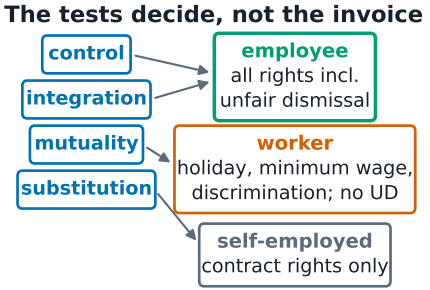
The form is a wall with a toll

	sole trader	partnership	LLP	Ltd
liability	**unlimited**	**joint, unlimited**	limited	limited
	the bad-bun claim →			Salomon [1897]
who pays tax	the trader	the partners	the members	the company
main filings	self-assessment	partnership return	accounts at CH	accounts + CS
capital rules	none	none	none	PLC 50,000

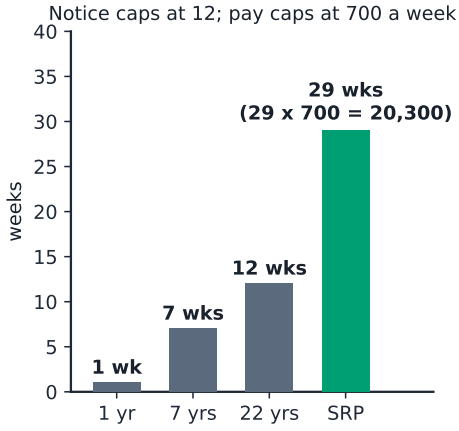
Ltd duties: CA 2006 s.172 promote success, s.174 care and skill; audit exemption while turnover stays at or under 10.2m

Sole traders and partners are liable without limit; LLP and Ltd are not.

Employment: the tests decide, then the arithmetic



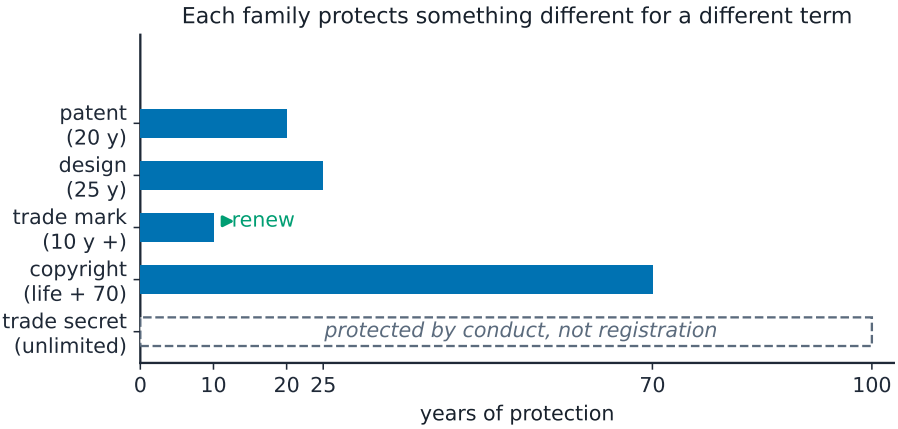
Autoclenz [2011] UKSC 41:
real terms beat written pretence



Real terms decide status; redundancy pay is 29 weeks at 700.

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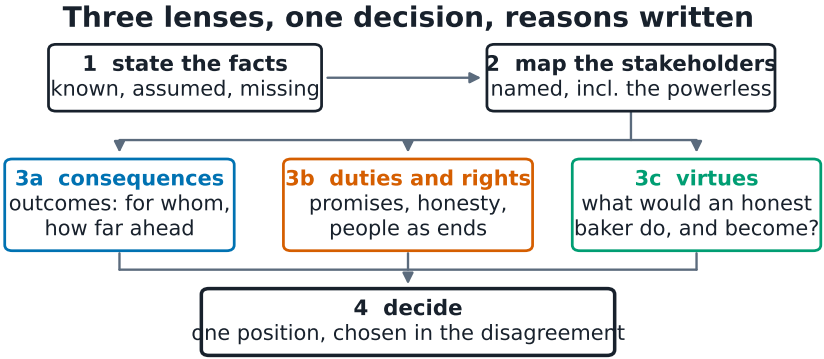
Intellectual property and data: the map, then the move



Patent 20 years, design 25, **trade mark** renewable, **copyright** life + 70.

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Ethical reasoning in business: three lenses, one decision

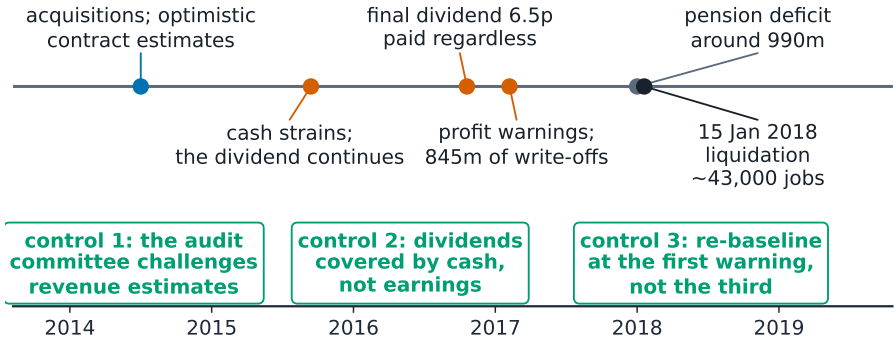


5 write the reasons - a number and a boundary where a claim is made | 6 set a review date

Facts, stakeholders, three lenses, decide, write reasons, review.

Governance cases: read the controls, not the villain

Carillion: the timeline reads as missing controls, not bad luck



Carillion fell in January 2018: three controls that were missing.

Jurisdiction in action: the parallel proceedings

1. **Civil** $340 + 160 + 6{,}300 = 6{,}800$ - under 10,000, small claims track.
2. **Criminal** A falsified temperature log: the authority prosecutes, beyond reasonable doubt.
3. **Discipline** Never let one defence contradict another admission - the statement "our fridge failed" is prosecution evidence.

Contract in action: the clause that had to prove itself

1. **Loss** 800 cover difference + 2,100 contemplated festival weekend = 2,900.
2. **Clause** 20 days x 250 = 5,000 - enforceable only if it protects a legitimate interest proportionately.
3. **Draft** A clause that states the daily cost it protects survives; a round number for pain does not.

Forms in action: the signature and the side-deal

1. **Authority** Not a director - but the title and the history hold her out: **apparent authority** binds.
2. **Fix** An authority schedule, published and honoured: who may sign what, up to how much.
3. **Duty** The no-profit rule takes the 5% whatever the NPV; declared and board-approved, the same deal is governance.

Employment in action: the handshake and the app

1. **Status** Cannot refuse shifts, brand apron, no substitute - **employee**, whatever the invoices said.
2. **Sums** Last 20 years only: 18 x 1.5 + 2 x 1.0 = 29 weeks at the capped 700 = 20,300; notice 12 weeks.
3. **Data** Allergy data is special category: consent, purpose limitation, a processor contract - or the 17.5m/4% tier.

Intellectual property in action: the Blummer

1. **Claim** Identical mark on identical goods - infringement without a confusion argument.
2. **Price** About 170 to register against a five-figure passing-off bill with an uncapped outcome.
3. **Draft** A licence: festival sites only, two seasons, quality control kept, Nimbus owns any registration.

Ethics in action: the wage clause

1. **Stakeholders** The harvest crew: affected, powerless - they still count.
2. **Lenses** Consequences say take the saving; duties say no; virtue audits its own chain.
3. **Decide** The clause, at 8.3% of the saving - the price of a claim Nimbus can make truthfully.

Governance in action: the mini-Carillion checklist

1. **Cash** Dividends wait until 3 x 8,000 = 24,000 sits behind them - cash cover, not earnings cover.
2. **Re-base** The first miss triggers a written re-baseline, not a hopeful one.
3. **Interests** Every related-party deal to the minutes, the interest declared.

The project sheet, reproducible

1. **File** 6,800 small-claims; damages 800 + 2,100 = 2,900; clause 5,000.
2. **Sums** 20,300 redundancy; 170 registration; fines 8.7m/2% and 17.5m/4%.
3. **Controls** Carillion: 43,000 jobs, 990m deficit - challenge estimates, cash-cover dividends, re-baseline early.

Check yourself

- The two standards and the small-claims line? (Balance of probabilities; beyond reasonable doubt; 10,000.)
- The four boxes and the damages? (**Offer**, **acceptance**, **consideration**, intention; 800 + 2,100 = 2,900.)
- The redundancy arithmetic? (last 20 years: 29 weeks at the capped 700 = 20,300.)
- The three governance controls? (Challenge estimates; cash-cover dividends; re-baseline at the first warning.)