



Federation of
Law Societies
of Canada

NCA

National Committee
on Accreditation

Syllabus **Contracts**

Revised September 2026

Candidates are advised that the syllabus may be updated from time to time without prior notice.

Candidates are responsible for obtaining the most current syllabus available.



Contracts Course Syllabus

SCOPE OF THE COURSE

This is a course in the Canadian common law of contract. Contract law is a foundational course in Canadian law school programs. An understanding of the issues surrounding contract formation, breach, and performance is essential to understanding much of commercial law, labour and employment law, real estate law, business law, and many other legal subjects. This syllabus is designed to give candidates a sufficient foundation to understand and apply the principal doctrines of contract law.

The function of the Contracts examination is to determine whether candidates have acquired proficiency in the main doctrines of contract law that apply in Canada. Proficiency entails not only knowledge of the legal rules, but also an ability to apply the law to resolve practical problems. This requires an ability to identify issues, to generalize from the assigned cases and materials, and to explain why the outcome being advanced is correct. In other words, candidates are expected to do more than spot issues and regurgitate legal rules. Candidates are expected to solve legal problems.

The examination in this course includes problem-based questions that require candidates to analyze fact patterns, to apply the relevant law to the facts, and to reason to a conclusion. The examination may also contain multiple-choice or short-answer questions.

LEARNING OUTCOMES

After completing the prescribed readings, candidates should be able to:

- explain the principal doctrines governing the formation, enforceability, interpretation, performance and discharge of contracts in Canadian common law;
- identify contractual issues raised by a factual situation and determine which legal principles and authorities apply;
- analyze whether the parties formed an enforceable agreement, including questions concerning offer and acceptance, certainty and the enforcement of promises;
- explain how Indigenous legal orders and the common law may intersect in contractual relationships involving Indigenous peoples;
- determine the effect of privity, contingent agreements, representations, contractual terms and exclusion clauses;
- apply the doctrines governing mistake, frustration, illegality and the protection of weaker parties;
- identify the remedies potentially available following breach and apply the principles governing their availability and measurement;
- reason by analogy from the assigned cases, evaluate competing arguments and support a conclusion with relevant authority; and
- distinguish sound contractual arguments from arguments that are inconsistent with the governing principles or assigned authorities.



MATERIALS

Casebook (Required):

- S. Ben-Ishai and D. Percy, *Contracts: Cases and Commentaries*, 12th ed., (Toronto: Thomson Reuters, 2026). (For purchasing instructions see below.)

Textbook (Recommended):

- J.D. McCamus, *The Law of Contracts*, 3rd ed., (Toronto: UTP, 2020).

Other good textbooks on Canadian contract law:

- A. Swan, J. Adamski, and A. Na, *Canadian Contract Law*, 4th ed., (Toronto: LexisNexis, 2018)
- S. Waddams, *The Law of Contracts*, 8th ed., (Toronto: Canada Law Book, 2022)

ASSIGNED READINGS

Casebook (Prescribed)

The prescribed readings for the course are found in the assigned casebook, *Contracts: Cases and Commentaries*, 12th ed., edited by S. Ben-Ishai and D. Percy. Most of the casebook is required reading, but some parts have been excluded. The prescribed chapters and sections are identified in the table below. (Candidates should read both the cases and the commentary in the assigned chapters and sections of the casebook.)

The principal function of the casebook is to provide edited versions of the cases that comprise the foundations of the common law of contracts in Canada. The casebook includes text and some notes and questions, but it is primarily designed to supply you with the judgments, which are the raw material of the common law. A casebook is not designed to provide an explanation or overview of the relevant area of law. For that you should consult a textbook.

Textbook (Recommended)

It is strongly recommended that you consult a treatise or textbook in conjunction with your study of the cases. A textbook abstracts from the cases and explains the doctrines and principles that are established by and applied in those cases. Some students find it helpful to read the relevant sections of the textbook before reading the cases that correspond to those sections.

The text by J.D. McCamus, *The Law of Contracts*, 3rd ed. (Toronto: UTP 2020) is recommended, and in the table below *cross-references are supplied from each topic to the relevant sections of the McCamus text*.



Basis of the Examination

Knowledge of the prescribed readings is essential to passing the examination in this course. The examination is based exclusively on the prescribed casebook readings identified below. The recommended textbook readings provide explanation and context but are not independently examinable. Candidates who have acquired their knowledge of the law of contract from a course based on different materials are unlikely to be equipped to pass the examination in this course.

Acquiring the Books

The prescribed casebook in its current (12th) edition can be borrowed from most law libraries, or through interlibrary loan. If you wish to purchase a copy from the publisher, please contact Sara Rydell, Educational Sales Representative at Thomson Reuters. Advise Sara that you are an NCA candidate studying for the Contracts exam. She will arrange your order.

Sara's email address is: Sara.Rydell@thomsonreuters.com

The textbook can be borrowed from most law libraries, or ordered online:

<https://utppublishing.com/doi/book/10.3138/9781552215531>



CB = Casebook: S. Ben-Ishai & D. Percy, *Contracts: Cases and Commentaries*, 12th edition
Textbook: J.D. McCamus, *The Law of Contracts*, 3rd edition

Topic	Cases & Commentary *	Textbook **
Introduction	CB: Chapter 1	Chapter 1
Indigenous Peoples and Contracts	CB: Chapter 2	-----
Offer and Acceptance	CB: §3.1 - §3.19 CB: §3.26 - §3.37 CB: §3.40 - §3.47	Chapter 2
Certainty of Terms	CB: §4.1 - §4.9 CB: §4.19 - §4.20	Chapter 3
Enforcement of Promises	CB: Chapter 5	Chapter 6(B), Chapters 4, 7, 8
Privity of Contract	CB: Chapter 6	Chapter 9
Contingent Agreements	CB: §7.1 - §7.10	Chapter 17
Representations & Terms	CB: Chapter 8	Chapter 6(D), Chapter 10, 15, 16, 18
Interpretation	CB: §9.1 - §9.10	Chapter 19
Exclusion Clauses	CB: Chapter 10	Chapter 6(C), Chapter 20
Mistake	CB: §11.1 - §11.12 CB: §11.16 - §11.25 CB: §11.29 - §11.37	Chapter 13
Frustration	CB: §12.13 - §12.22 CB: §12.31 - §12.32 CB: §12.35 - §12.37	Chapter 14
Protecting Weaker Parties	CB: §13.1 - §13.15	Chapter 11
Illegality and Public Policy	CB: Chapter 14	Chapter 12
Remedies	CB: Chapter 15	Chapters 22, 23, 24
§ = "Section" (e.g. § 3.1 = Section 3.1). * <i>Prescribed reading.</i> ** <i>Recommended.</i>		



Canadian Publishers

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Online Resources

The majority of case law and legislative resources needed by NCA students are available on CanLII, the free legal information resource funded by the Federation of Law Societies of Canada (www.canlii.org). That includes all decisions of the Supreme Court of Canada, and all federal, provincial, territorial and appellate courts.

Your exam registration fee also includes free access to the Advance Quicklaw resources of LexisNexis. Your ID and password will be arranged and emailed to your email address on file a few weeks after the end of the registration session.

Sign in to Advance Quicklaw via <http://www.lexisnexis.com/ca/legal>. The first time you sign in you will be asked to change or personalize your password. Remember your User ID and password are personal, and should not be shared with anyone.

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