

Diploma in Corporate Administration & Compliance

Drafting Contracts

Course Title	Drafting Contracts
Course Code	LAW270
Type of Course	Elective
Level of Course	Undergraduate
Year of Study	Second
Semester	Fourth
Credits (ECTS)	6
Prerequisites or co-requisites	None
Recommended optional program components	None
Language of Instruction	English
Mode of Delivery	Face to Face

General Information

Description

Contracts form the foundation of every professional and commercial relationship. Developing a thorough understanding of their principles and applications is essential for anyone working in the legal field. This course provides a structured and immersive pathway to mastering contract law, equipping you with the skills and knowledge necessary to confidently draft, analyze, and manage contracts effectively.

The course begins with the essential foundations of contract law, exploring the elements that render agreements legally binding. Through practical discussions and real-world examples, you will gain a deep understanding of core concepts such as offer, acceptance, consideration, and the intention to create legal relations. By examining how these elements interconnect to form the framework of enforceable agreements, you will develop the clarity needed to evaluate and interpret contracts with confidence.

As the course progresses, you will delve into the principles of contract drafting. Contracts are more than mere legal documents; they serve as tools to manage risks and protect the interests of all parties involved. You will learn to draft key clauses, starting with foundational elements such as payment terms and confidentiality agreements, and advancing to more complex provisions like termination clauses, indemnity clauses, and limitations of liability. Practical drafting exercises will hone your skills, ensuring that the agreements you create are precise, enforceable, and aligned with legal standards.

Equally important is understanding what can jeopardize a contract. In the next phase, you will explore factors that may undermine the validity of agreements, such as misrepresentation, duress, undue influence, and mistakes. This segment includes practical insights into identifying risks and mitigating them through carefully structured terms. You will also examine breaches of contract and their consequences, as well as remedies for disputes, gaining a comprehensive understanding of risk management in contract law.

Following this, the course delves into specialized contract types, focusing on tailoring agreements to meet specific needs. You will study the nuances of sales agreements, employment contracts, service agreements, and digital contracts, gaining insights into drafting contracts that meet both legal and practical requirements across diverse contexts.

In the later stages, the focus shifts to commercial transactions. You will explore how legal frameworks such as secured financing, agency agreements, and bailment are applied in business settings. Hands-on exercises will help you draft clauses that manage risks, protect interests, and ensure compliance with Cypriot and international legal standards. This section also addresses challenges posed by cross-border transactions, equipping you with the tools to navigate them confidently.

By the end of the course, you will have transformed your understanding of contract law into a practical and valuable skill set. Whether you are a paralegal, legal assistant, or legal professional, you will be prepared to handle contracts with precision and confidence in various professional contexts. You will leave the course with the expertise to draft, analyze, and enforce agreements effectively, positioning yourself as a trusted and capable professional in the legal field.

Course objectives

The course aims to provide a comprehensive and practical understanding of contract law, enabling participants to apply legal principles effectively in professional settings. It is designed to ensure that students not only understand the theoretical foundations of contracts but also develop the practical skills required to draft, analyse, and manage agreements with confidence and precision.

A primary objective is to ensure students gain a deep understanding of the essential elements of a valid and enforceable contract, including offer, acceptance, consideration, and legal intent. By the end of the course, participants will be able to identify and evaluate these components in any contractual context, ensuring clarity and enforceability in their application. The course also seeks to bridge the gap between theory and practice by guiding students through the process of applying these principles to real-world scenarios.

The course places significant emphasis on risk management. Students will learn to recognise and address factors that may undermine a contract, such as misrepresentation, undue influence, or frustration. By exploring legal remedies and practical solutions, the course equips participants with the tools to mitigate risks effectively and resolve disputes in a manner grounded in both legal knowledge and practical considerations.

A further objective is to prepare students to adapt contracts to specific contexts. By examining specialised agreements, such as sales contracts, employment contracts, and digital transactions, the course ensures that participants are ready to tackle diverse challenges in their professional roles. The focus is on crafting contracts that are not only legally sound but also tailored to meet the requirements of specific industries and situations.

The course also aims to build competence in navigating complex commercial transactions. Students will gain a thorough understanding of legal frameworks governing secured financing, agency agreements, and bailment, enabling them to draft clauses that protect interests, manage risks, and ensure compliance with Cypriot and international legal standards. This objective ensures that participants are prepared for the complexities of business-related contracts.

Through these objectives, the course aspires to develop capable and confident professionals who can apply contract law effectively and responsibly in their roles, contributing value to their organisations and clients.

Learning Outcomes

On successful completion of the course, students will be able to:

1. Understand and explain the essential elements of a valid contract.
2. Draft and evaluate enforceable contractual clauses.
3. Recognise vitiating factors and propose risk mitigation strategies.
4. Adapt principles to sales, employment, and digital contracts.
5. Analyse disputes and propose legal and practical remedies.
6. Draft and assess contracts for commercial and cross-border agreements.
7. Apply contract law to real-world problems and case studies.

Course Readings & Learning Activities

Required Readings

- Lecture notes, assignments, cases, and other useful information will be posted on the CLASSE.

Casebooks

- McKendrick, E., *Contract Law: Text, Cases and Materials*, Oxford Univ. Press, latest edition.
- Burrows A, *A Casebook on Contract*, Oxford, Hart Publishing, latest edition.
- Andrews N, *Contract Law*, Cambridge Univ. Press, latest edition
- Chen-Wishart M., *Contract Law*, Oxford Univ. Press, latest edition
- O'Sullivan J. & Hilliard J., *The Law of Contract* Oxford Univ. Press, latest edition
- Collins H., *The Law of Contract*, LexisNexis Butterworths, latest edition
- MA Clarke et al, *Commercial Law: Text, Cases and Materials*, Oxford Univ. Press, latest edition
- Michael Furmson & Jason Chuah, *Commercial Law*, Pearson, latest edition
- Eric Baskind, Greg Osborne & Lee Roach, *Commercial Law*, Oxford Univ. Press, latest edition
- Ιωάννης Π. Μάρκου, *Εγχειρίδιο Εμπορικού Δικαίου, τόμος 1-2 (Δίκαιο Αξιογράφων)*, Σάκκουλας, latest edition
- Γεώργιος Τριανταφυλλάκης, *Εισαγωγή στο Δίκαιο των Αξιογράφων*, Νομική Βιβλιοθήκη
- Jason Chuah, *Law of International Trade*, Sweet and Maxwell, latest edition
- Χαράλαμπος Παμπούκης, *Δίκαιο Διεθνών Συναλλαγών*, Νομική Βιβλιοθήκη
- Michael Bridge, *The Sale of Goods* Oxford Univ. Press, latest edition
- Michael Bridge, *Personal Property Law*, Sweet and Maxwell, latest edition
- Διονύσιος Φλάμπουρας, *Το δίκαιο της διεθνούς πώλησης κινητών*, Νομική Βιβλιοθήκη

Cyprus law

- Πολύβιος Πολυβίου, *Η Σύμβαση στο Κυπριακό Δίκαιο – Θεωρία και Πράξη*, Χρυσ αφίνης και Πολυβίου, latest edition
- Hatzimihail N., *Cyprus as a Mixed Legal System*, Journal of Civil Law Studies
- Hatzimihail N., *Reconstructing Mixity: Sources of Law and Method in Cyprus* in Palmer V. κ.ά, *Mixed Legal Systems East and West*, Ashgate, 75-99
- Κωνσταντινίδης. Ι., *Νόμος περί Συμβάσεων εις Πτυχές Κυπριακού δικαίου*, τ. Β'
- Πολύβιου Π., *Το Δίκαιο των Συμβάσεων, Τόμος Α' και Β'*, Εκδόσεις Χρυσ αφίνης και Πολυβίου
- Συνοδινού Τ. (επιμ.), *Κυπριακό Ιδιωτικό Δίκαιο*, Σάκκουλα, latest edition
- Jouglaux Ph: *Στοιχεία Κυπριακού Ενοχικού Δικαίου*, Σακκουλα, latest edition
- Ε. Χατζηνέστορος , Γ. Χαραλάμπους, *Κυπριακό Δίκαιο Πώλησης Αγαθών και Προστασία Καταναλωτή*, Νομική Βιβλιοθήκη.
- Many case studies can be found in the textbook.

Optional Readings

- Duxbury R., *Contract Law*, Sweet and Maxwell, latest edition
- McKendrick E., *Contract Law*, Palgrave Macmillan, latest edition
- Smith S., Atiyah's *Introduction to the Law of Contract*, Clarendon, latest edition
- Beatson J. (ed.), Anson's *Law of Contracts*, Oxford Univ. Press, latest edition
- Peel E. (ed.), *Treitel on the Law of Contract*, Sweet and Maxwell, latest edition

Planned Learning Activities and Teaching Methods

- **Case Study Method:** Uses real-world accounting scenarios to teach you how to apply accounting principles and concepts.
- **Simulation and Role-Playing:** You will simulate real-world accounting situations or role-play as accountants, clients, or auditors.
- **Computer-Assisted Learning:** Utilizing accounting software and tools in teaching to simulate real-life accounting processes.
- **Collaborative Learning:** You will work in groups on accounting projects or case studies, encouraging peer-to-peer learning.
- **Problem-Based Learning (PBL):** You will be presented with an accounting problem to solve, requiring them to research and apply various accounting principles.
- **Flipped Classroom:** You will learn basic concepts and theories through pre-class assignments and videos. Class time is dedicated to practical application, problem-solving, and discussions.
- **Guest Lectures and Industry Interaction:** Inviting accounting professionals and experts to speak or interact with you.
- **Interactive Lectures with Real-Time Feedback:** Using technology such as clickers or educational apps to allow you to answer questions or solve problems during lectures and receive immediate feedback.

Course Notes

Copies of lecture slides and other class information will be available through your CLASSE365 account.

Course Detailed Syllabus

Students should read the assigned chapter(s) **BEFORE** the associated lecture date.

Topics	
Section I: Introduction to Contract Law	
<p>Learning Objectives:</p> <ol style="list-style-type: none"> 1. Define the scope, nature, and classifications of contract law. 2. Analyze the historical evolution and theories of contract law. 3. Identify sources and judicial influences shaping Cypriot contract law. 4. Evaluate the economic context and privity of contract in Cypriot and English law. 	
<p>Lecture 1</p>	<p>Overview of Contract Law</p> <ul style="list-style-type: none"> • Definition and scope of contract law <ul style="list-style-type: none"> ✓ Role of contract law in the law of obligations. ✓ Distinction between contract and tort law. • Classification of contracts <ul style="list-style-type: none"> ✓ Types: Unilateral, bilateral, consumer, commercial, standard form. ✓ The role of contracts in reducing uncertainty and enabling commercial stability. • Historical evolution of contract law <ul style="list-style-type: none"> ✓ Key milestones in Cypriot contract law. ✓ Influences from English common law and continental traditions. • Theories of contract law

	<ul style="list-style-type: none"> ✓ Classical (freedom of contract) and modern (fairness and efficiency) theories. ✓ Philosophical and economic dimensions. • Practical case studies ✓ Comparative analysis of Cypriot and English contracts.
Lecture 2	<p>Sources and Economic Context of Contracts</p> <ul style="list-style-type: none"> • Sources of contract law <ul style="list-style-type: none"> ✓ Statutory sources (e.g., Cap. 149, Sale of Goods Law N10(I)/94). ✓ International instruments: CISG and UNCITRAL. ✓ Judicial precedents and EU directives. • Judicial and legislative influences <ul style="list-style-type: none"> ✓ Influence of English common law on Cypriot legislation. ✓ Role of EU law: The Unfair Contract Terms Directive. • Economic context of contracts <ul style="list-style-type: none"> ✓ Role in mitigating risks and enabling transactions. ✓ Impact of globalization and digital commerce. • Relativity of contractual relationships (Privity) <ul style="list-style-type: none"> ✓ Doctrine of privity: Legal framework and exceptions (e.g., collateral contracts). • Comparative insights <ul style="list-style-type: none"> ✓ Differences between Cypriot and English contract laws.
Section II: Fundamentals of Contract Formation	
Learning Objectives:	

<ul style="list-style-type: none"> • Explain the requirements for offer, acceptance, and consideration in contract formation. • Analyze the intention to create legal relations and capacity to contract. • Evaluate pre-contractual obligations, including good faith and NDAs. • Draft enforceable clauses for offers, acceptance, and pre-contractual agreements. 	
Lecture 3	Basic Elements of a Contract – Part I <ul style="list-style-type: none"> • Offer <ul style="list-style-type: none"> ✓ Legal requirements for an offer: Communication, revocation, and lapse. ✓ Practical considerations in drafting clear and enforceable offers. • Acceptance <ul style="list-style-type: none"> ✓ Rules for valid acceptance: Methods, timing, and counteroffers. ✓ Case law examples highlighting challenges in acceptance. • Consideration <ul style="list-style-type: none"> ✓ Definition and enforceability of consideration. ✓ Limitations, including past consideration and sufficiency of consideration. • Practical Exercises <ul style="list-style-type: none"> ✓ Drafting clauses for offer, acceptance, and consideration.
Lecture 4	Basic Elements of a Contract – Part II <ul style="list-style-type: none"> • Intention to create legal relations <ul style="list-style-type: none"> ✓ Differentiating between social and legal agreements. ✓ Practical tips for drafting intent clauses. • Certainty and Legal Certainty <ul style="list-style-type: none"> ✓ Importance of avoiding vagueness and ensuring enforceability. ✓ Practical tips for achieving certainty in contract drafting.

	<ul style="list-style-type: none"> • Capacity to contract <ul style="list-style-type: none"> ✓ Legal capacity of various parties: Minors, corporations, and incapacitated individuals. ✓ Implications of incapacity in contract enforceability. • Pre-contractual requirements <ul style="list-style-type: none"> ✓ Ensuring compliance with formal prerequisites. ✓ Avoiding disputes by addressing pre-contractual ambiguities. • Case study analysis <ul style="list-style-type: none"> ✓ Examples of ambiguity and enforceability challenges in real contracts.
<p>Lecture 5</p>	<p>Pre-Contractual Obligations</p> <ul style="list-style-type: none"> • Good faith negotiations <ul style="list-style-type: none"> ✓ Legal and ethical obligations during pre-contractual discussions. • Confidentiality and non-disclosure agreements (NDAs) <ul style="list-style-type: none"> ✓ Key clauses, enforceability, and common pitfalls. • Unjust enrichment <ul style="list-style-type: none"> ✓ European roots, Cypriot application, and restitution claims. • Remedies for pre-contractual disputes <ul style="list-style-type: none"> ✓ Legal and equitable remedies for failed negotiations. • Drafting exercises <ul style="list-style-type: none"> ✓ Creating enforceable NDAs and pre-contractual clauses.
<p>Section III: Pathogeny of Contracts</p>	
<p>Learning Objectives:</p>	

- Identify types of misrepresentation and their remedies using Cypriot case law.
- Analyze common, mutual, and unilateral mistakes in contracts.
- Draft enforceable force majeure clauses and apply frustration doctrine.
- Evaluate duress, undue influence, and unconscionability in invalidating contracts.

Lecture 6	<p>Vitiating Factors – Part I</p> <ul style="list-style-type: none"> • Misrepresentation <ul style="list-style-type: none"> ✓ Types: Fraudulent, negligent, and innocent. ✓ Drafting disclaimers and warranties to minimize risks. ✓ Legal remedies and Cypriot case law examples. • Mistake <ul style="list-style-type: none"> ✓ Common, mutual, and unilateral mistakes in contract law. ✓ Case studies highlighting the impact of mistakes on enforceability. • Duress <ul style="list-style-type: none"> ✓ Economic duress: Definition, legal framework, and effects on contracts. ✓ Examples of situations where contracts may be invalidated due to duress. • Undue influence and unconscionability <ul style="list-style-type: none"> ✓ Exploitation of vulnerability: Recognizing and addressing undue influence. ✓ Practical examples of unconscionable contracts. • Case Studies and Practical Analysis <ul style="list-style-type: none"> ✓ Examples of misrepresentation and undue influence in real contracts.
Lecture 7	<p>Vitiating Factors – Part II</p> <ul style="list-style-type: none"> • Breaching of contract

	<ul style="list-style-type: none">✓ Definition✓ Explanation of what constitutes a breach of contract.• Types of breaches<ul style="list-style-type: none">✓ Minor breach✓ Material breach✓ Anticipatory breach✓ Actual breach• Legal consequences<ul style="list-style-type: none">✓ Damages (Compensatory, Consequential, Liquidated)✓ Specific Performance✓ Rescission✓ Injunction• Illegality and public policy<ul style="list-style-type: none">✓ Contracts that violate statutory provisions or public policy principles.✓ Examples of contracts deemed illegal or unenforceable.• Frustration of contracts<ul style="list-style-type: none">✓ Doctrine of frustration: Legal basis and application in Cypriot law.✓ How frustration differs from breach of contract.• Force majeure clauses<ul style="list-style-type: none">✓ Importance of including force majeure clauses for unforeseen events.✓ Drafting considerations for natural disasters, pandemics, and economic crises.• Remedies for invalid contracts<ul style="list-style-type: none">✓ Overview of legal and equitable remedies.
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	<ul style="list-style-type: none"> ✓ Examples of restitution and rescission in Cypriot case law. • Practical drafting <ul style="list-style-type: none"> ✓ Creating enforceable force majeure clauses to address potential risks.
MIDTERM EXAMINATION	
Section IV: Drafting Key Contractual Clauses	
<p>Learning Objectives:</p> <ul style="list-style-type: none"> • Draft clear foundational clauses, including definitions, recitals, and payment terms. • Evaluate and structure advanced clauses, such as indemnity and termination provisions. • Analyze and draft dispute resolution and limitation of liability clauses. • Apply drafting skills to create enforceable clauses for commercial agreements. 	
Lecture 9	<p>Foundational Clauses</p> <ul style="list-style-type: none"> • Definitions and recitals <ul style="list-style-type: none"> ✓ Importance of precise definitions to set clear contract parameters. ✓ Drafting recitals to establish the background and purpose of the contract. • Operative clauses <ul style="list-style-type: none"> ✓ Structuring obligations and timelines to ensure enforceability. ✓ Key elements of operative clauses in commercial agreements. • Payment terms <ul style="list-style-type: none"> ✓ Drafting milestones, penalties, and payment timelines. ✓ Examples of practical payment term provisions. • Confidentiality clauses

	<ul style="list-style-type: none"> ✓ Protecting sensitive information in business relationships. ✓ Common pitfalls in confidentiality clause drafting. • Drafting exercises <ul style="list-style-type: none"> ✓ Writing foundational clauses for a sample commercial agreement.
Lecture 10	Advanced Clauses <ul style="list-style-type: none"> • Indemnity clauses <ul style="list-style-type: none"> ✓ Balancing liability and risk: Cypriot legal precedents. ✓ Drafting fair and enforceable indemnity clauses. • Termination clauses <ul style="list-style-type: none"> ✓ Grounds for termination: Breach, frustration, and mutual consent. ✓ Key considerations in structuring termination provisions. • Dispute resolution mechanisms <ul style="list-style-type: none"> ✓ Arbitration, mediation, and jurisdictional considerations. ✓ Drafting dispute resolution clauses for cross-border agreements. • Limitation of liability clauses <ul style="list-style-type: none"> ✓ Ensuring fair and enforceable limitations of liability. ✓ Practical examples of liability cap drafting. • Practical applications <ul style="list-style-type: none"> ✓ Drafting advanced clauses for complex agreements, with templates and exercises.
Section V: Specialized Contract Types	
Learning Objectives:	

- Draft sales and employment contracts, including delivery terms, risk, and termination clauses.
- Evaluate rights, obligations, and GDPR compliance in digital and e-commerce contracts.
- Design hybrid contracts combining traditional and digital elements.

Lecture 11**Sales and Employment Contracts**

- Sales contracts
 - ✓ Overview of the Sale of Goods Law N10(I)/94.
 - ✓ Key elements: Delivery terms, risk transfer, and title.
- Employment contracts
 - ✓ Drafting probationary periods and non-compete clauses.
 - ✓ Legal frameworks for employment termination.
- Termination clauses
 - ✓ Addressing grounds for termination in employment and sales contracts.
- Rights and obligations
 - ✓ Responsibilities of buyers and sellers in sales contracts.
 - ✓ Legal rights of employees and employers under Cypriot law.

Service and Digital Contracts

- Service agreements
 - ✓ Scope of services, deliverables, and liability clauses.
- Digital contracts
 - ✓ Key considerations for online platforms and e-commerce agreements.

	<p>Drafting Exercises</p> <ul style="list-style-type: none"> • Writing clauses for: <ul style="list-style-type: none"> ✓ Sales agreements with clear risk and title transfer terms. ✓ Employment contracts that comply with Cypriot law. ✓ Service agreements emphasizing scope and deliverables. ✓ GDPR-compliant digital contracts for e-commerce platforms.
<p>Section VI: Commercial Law and Transactions</p>	
<p>Learning Objectives:</p> <ul style="list-style-type: none"> • Analyze and draft key clauses in bailment and agency agreements. • Understand and apply legal principles for structuring secured financing transactions. • Navigate the legal and practical considerations of commercial contracts under Cypriot law. • Identify and mitigate risks in both domestic and cross-border transactions. • Gain insights into contemporary challenges, such as e-commerce and insolvency in commercial law. 	
<p>Lecture 12</p>	<p>Bailment and Agency Agreements</p> <ul style="list-style-type: none"> • Understanding bailment: <ul style="list-style-type: none"> ✓ Definition and key features of bailment. ✓ Duties and liabilities of the bailor and bailee under Cypriot law. • Drafting bailment clauses for secured transactions: <ul style="list-style-type: none"> ✓ Key considerations for ensuring enforceability. ✓ Addressing liability, ownership, and termination conditions. ✓ Special clauses for goods held as collateral.

	<ul style="list-style-type: none"> • Agency agreements in commercial transactions: <ul style="list-style-type: none"> ✓ Formation and key principles of agency relationships. ✓ Rights, duties, and liabilities of agents and principals. ✓ Agency in the context of trade and commerce, including international transactions. ✓ Termination of agency and its legal implications. <p>Secured Financing</p> <ul style="list-style-type: none"> • Overview of Secured Transactions: <ul style="list-style-type: none"> ✓ Definition and importance of secured financing in commerce. ✓ Legal principles underpinning security interests. • Structuring guarantees, mortgages, and security interests under Cypriot Law: <ul style="list-style-type: none"> ✓ Drafting guarantees, mortgages, and security interests under Cypriot law. ✓ Creating and perfecting security interests in movable and immovable assets. ✓ Priority rules among creditors and managing competing claims. • The role of the registrar of companies <ul style="list-style-type: none"> ✓ Registration of charges and mortgages under Cypriot law. ✓ Consequences of non-registration. • Cross-border secured financing <ul style="list-style-type: none"> ✓ Challenges and considerations in international transactions. ✓ Recognition and enforcement of foreign security interests in Cyprus.
<p>Lecture 13</p>	<p>Other Transactions</p> <ul style="list-style-type: none"> • Commercial contracts in transactions

	<ul style="list-style-type: none">✓ Key clauses: Payment terms, dispute resolution, force majeure.✓ Common pitfalls in commercial transactions.• Sale of goods and supply agreements<ul style="list-style-type: none">✓ Legal principles governing the sale of goods.✓ Drafting terms for warranties, indemnities, and liability limitations.• Leases and hire purchase agreements<ul style="list-style-type: none">✓ Distinctions between leases and hire purchase.✓ Drafting terms to protect lessors and lessees.• Banking and financial instruments<ul style="list-style-type: none">✓ Overview of letters of credit, bills of exchange, and promissory notes.✓ Their role in facilitating commercial transactions.• Insolvency and commercial transactions<ul style="list-style-type: none">✓ Implications of insolvency on secured and unsecured creditors.✓ Drafting clauses to mitigate insolvency risks.• E-Commerce and digital transactions<ul style="list-style-type: none">✓ Legal issues in online transactions: Electronic signatures, digital contracts.✓ Consumer protection in e-commerce under Cypriot law.• Dispute resolution in commercial transactions<ul style="list-style-type: none">✓ Mediation, arbitration, and litigation.• Dispute resolution in commercial transactions<ul style="list-style-type: none">✓ Mediation, arbitration, and litigation.✓ Drafting effective dispute resolution clauses.
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Revision	
Lecture 14	Course Revision & Practical Application <ul style="list-style-type: none">• Case study scenarios• Applying knowledge to real life scenarios
FINAL EXAMINATION	

Assessment Method and Criteria

Type of Assessment	Weight
Final Examination	60%
Mid Term Examination	30%
Class Attendance and Participation	10%

Assessment Criteria

Numerical Grade	Grade	Meaning
90-100%	A	Excellent
85-90%	B+	Very Good
80-84%	B	Good
75-79%	C+	Above Average
70-74%	C	Average
65-69%	D+	Below Average
60-64%	D	Poor

Below 60

F

Failure
