



# BUSL301

## Corporations Law

MQC2 Day 2014

*Dept of Accounting & Corporate Governance*

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#### **Disclaimer**

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## General Information

Unit convenor and teaching staff

Unit Convenor

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Please check Support Class timetable posted on iLearn

Credit points

3

Prerequisites

39cp including BUSL250

Corequisites

Co-badged status

Unit description

This unit introduces students to corporate regulation in Australia and aims to create an awareness of corporate issues. It builds on the material covered in a general business law unit. Areas covered include: company formation; the legal status of a company; duties of directors; rights of members; and approaches to corporate insolvency. Assessment comprises tutorial participation, a short test, a mid-semester examination and a final examination. In this unit students gain an understanding of, and an interest in, corporate regulation, the role of companies and current corporate issues. The outcomes achieved assist in the development of critical thinking, problem solving, effective communication and adept professional judgement. The contents of and the issues raised in the unit, are of benefit to all students and particularly to those intending to enter commercial practice in accountancy or similar professions.

## Important Academic Dates

Information about important academic dates including deadlines for withdrawing from units are available at <https://www.mq.edu.au/study/calendar-of-dates>

## Learning Outcomes

On successful completion of this unit, you will be able to:

Comprehend the characteristics of the various forms of business organisations and the Australian corporate legislative framework.

Ability to understand how companies are formed, different types of companies and the

relevance of the company constitution

Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.

Capability to understand how shareholders rights are protected and how the Corporations Act regulates acquisition and disposal of shares.

Critically assess corporate insolvency in the current regulatory environment.

Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Assessment Tasks

Name	Weighting	Due
<a href="#">Class participation</a>	20%	Ongoing
<a href="#">Quiz</a>	20%	Week 7
<a href="#">Final Examination</a>	60%	University Examination Period

### Class participation

Due: **Ongoing**

Weighting: **20%**

Participation involves preparation, attendance and contribution to the tutorial. See Assessment Guide on iLearn for more information.

On successful completion you will be able to:

- Comprehend the characteristics of the various forms of business organisations and the Australian corporate legislative framework.
- Ability to understand how companies are formed, different types of companies and the relevance of the company constitution
- Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.
- Capability to understand how shareholders rights are protected and how the Corporations Act regulates acquisition and disposal of shares.
- Critically assess corporate insolvency in the current regulatory environment.
- Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Quiz

Due: **Week 7**

Weighting: **20%**

The test will be administered online and be held in the week beginning 25 August 2014.

See **Assessment Guide** on iLearn for more information.

On successful completion you will be able to:

- Comprehend the characteristics of the various forms of business organisations and the Australian corporate legislative framework.
- Ability to understand how companies are formed, different types of companies and the relevance of the company constitution
- Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.
- Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Final Examination

Due: **University Examination Period**

Weighting: **60%**

**Examination Conditions:** Unless otherwise advised formal closed book exam. See Assessment Guide on iLearn for more information.

**Note:** there is a requirement that to be awarded a final grade of a Pass, or a higher grade, a student **must pass the final exam**.

### Supplementary Exam:

If a Supplementary Examination is granted as a result of the Special Consideration process the examination will be scheduled as per the Supplementary Examination timetable of the Faculty. Please note that the supplementary examination will be of a similar format to the final examination.

On successful completion you will be able to:

- Comprehend the characteristics of the various forms of business organisations and the Australian corporate legislative framework.
- Ability to understand how companies are formed, different types of companies and the relevance of the company constitution
- Effectively recognise and gain knowledge of corporate management issues, in particular

the role and obligations of directors.

- Capability to understand how shareholders rights are protected and how the Corporations Act regulates acquisition and disposal of shares.
- Critically assess corporate insolvency in the current regulatory environment.
- Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Delivery and Resources

### Classes

Students will attend one lecture (time allotted 2 hours) and one tutorial (time allotted 1 hour) each week. There may be some reorganisation, overlapping, and/or integration of areas to accommodate assessment and unit structure. Lectures begin in the first week – tutorials begin in week 2 (see iLearn for practice/tutorial questions) – the sequencing of the lecture program and the unit content will allow you to develop your understanding of company law as the unit progresses. Note that together with the designated practice/tutorial questions, the tutorials may cover other issues relevant to the unit.

The timetable for classes can be found on the University web site at:

<http://www.timetables.mq.edu.au/>

Students must remain in their allocated tutorials.

### Prizes

• There is a prize for the most successful student in this unit.

[http://www.businessandeconomics.mq.edu.au/undergraduate\\_degrees/prizes\\_scholarships](http://www.businessandeconomics.mq.edu.au/undergraduate_degrees/prizes_scholarships)

### Required and Recommended Texts and/or Materials

Quilter, Company Law Perspectives, Thomson Reuters (Lawbook Co.) 2nd ed. 2014.

Lipton, Herzberg and Welsh, Understanding Company Law, Thomson Reuters (Lawbook Co.) 17th ed. 2014.

Both above texts can be purchased from the Macquarie University Co-op Bookshop, and are available in the Macquarie University library.

After considering the law of partnership the unit will focus on corporate issues and the relevance and effect of the Corporations Act. Note that certain relevant sections of the Corporations Act are set out in Company Law Perspectives 2nd ed 2014. Both statutes (the Partnership Act and the Corporations Act) may be viewed in full at [www.austlii.edu.au](http://www.austlii.edu.au)

Also note that the law is constantly changing and evolving, and you will be alerted to any substantial changes that are relevant to the unit or the texts.

Useful websites

- [www.asic.gov.au](http://www.asic.gov.au)
- [www.asx.com.au](http://www.asx.com.au)
- [www.takeovers.gov.au](http://www.takeovers.gov.au)
- [www.camac.gov.au](http://www.camac.gov.au)

By using www resources students are able to gain a perspective on their studies and be aware of real world situations where company law is relevant. Newspaper coverage of company law gives depth and realism to the formal explanations of the law in texts.

## Technology Used and Required

Lectures and tutorials may make use of PowerPoint; overhead projectors; visualisers.

### Unit Web Page

- Unit material is available on the learning management system (iLearn)
- There is a web page for this unit.

## Learning and Teaching Activities

This unit is taught by way of lectures and tutorials. Practice questions are discussed to enable application of content.

### What is expected of students – criteria for success

Students should take responsibility for their own learning and this will incorporate reading as required, attendance at lectures and tutorials, developing effective study strategies, reflection on their abilities, and a task oriented approach to assessment – that is, do not think solely about gathering information - think about what will be required - what makes for successful performance in tests and exams - how you will use the law you have studied. There are 2 main components of successful company law study: one is that students must have some knowledge of the core issues of the relevant topics [take short clear notes in lectures, think about your task, involve yourself in classes], the second is that students will only be successful if they can apply what they have learned, that is, in your test or exam you have to be able to use the law to solve problems [either multiple-choice or written answer style].

### Changes to Unit from last Session

The mid-session 20% test, which was previously administered in class has been changed - the test will now be administered online.

## Unit Schedule

Week	Lecture Areas
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<p>1</p>	<p><b><u>COMPARISON OF BUSINESS ORGANISATIONS</u></b></p> <p>Agency; Associations; Sole Traders; Partnerships</p> <p>Quilter, <b>Company Law Perspectives</b>, Thomson Reuters (Lawbook Co.) 2012 [referred to herein as "Q"] Chs.1 and 2</p> <p>Lipton, Herzberg and Welsh, <b>Understanding Company Law</b>, Thomson Reuters (Lawbook Co.) 17th ed. 2014 [referred to herein as "L&amp;H"] Ch.2</p> <p>Partnership Act: <a href="http://www.austlii.edu.au/au/legis/nsw/consol_act/pa1892154/">www.austlii.edu.au/au/legis/nsw/consol_act/pa1892154/</a></p> <p><b><u>Tutorial Activities:</u></b></p> <p>Introduction, unit guide and class discussion.</p>
<p>2</p>	<p><b><u>HISTORY AND LEGISLATIVE FRAMEWORK, REGISTRATION AND TYPES OF COMPANIES</u></b></p> <p>Evolution of modern company and Australian developments: Q Ch. 3 L &amp; H Ch.1;</p> <p>Applying for registration and the consequences of incorporation: Q Ch. 5 L &amp; H Ch.2</p> <p>Types of Companies: Q Ch. 4 L &amp; H Ch.3</p> <p>Corporations Act: <a href="http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/">www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/</a></p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 1 - Lecture Area 1</p>
<p>3</p>	<p><b><u>THE COMPANY CONSTITUTION AND THE RELATIONSHIP BETWEEN THE COMPANY AND OUTSIDERS</u></b></p> <p>The company constitution and the replaceable rules: Q Ch. 6 L&amp;H Ch 4</p> <p>Company liability in contract, tort and crime: Q Chs. 7 and 8 L&amp;H Ch 5</p> <p>Promoters and pre-registration contracts: Q Ch. 9 L&amp;H Ch 6</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 2 - Lecture Area 2</p>
<p>4</p>	<p><b><u>CORPORATE FINANCING and DIVIDENDS</u></b></p> <p>Disclosure to Investors – fundraising: Q Ch. 11 L&amp;H Ch 7</p> <p>Share capital: Q Ch. 12 L&amp;H Ch 8</p> <p>Membership: Q Ch. 10 L&amp;H Ch 9</p> <p>Debentures and Loan Capital: Q Ch. 14 L&amp;H Ch 11</p> <p>Dividends: Q Ch. 13 L&amp;H Ch 10</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 3 - Lecture Area 3</p>
<p>5</p>	<p><b><u>DIRECTORS and MANAGEMENT</u></b></p> <p>Q Ch. 15 L&amp;H Ch 12</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 4 - Lecture Area 4</p>

6	<p><b><u>CORPORATE GOVERNANCE &amp; DIRECTOR DUTIES I</u></b></p> <p>Q Chs. 16, 17 and 18 L&amp;H Ch 13</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 5 - Lecture Area 5</p>
7	<p><b>THERE WILL BE A TEST HELD IN THIS WEEK. FURTHER DETAILS WILL BE ADVISED IN LECTURES AND BE AVAILABLE ON iLEARN.</b></p>
7	<p><b><u>CORPORATE GOVERNANCE &amp; DIRECTOR DUTIES II</u></b></p> <p>Q Chs. 16, 17 and 18 L&amp;H Ch 13</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 6 - Lecture Area 6</p>
8	<p><b><u>CORPORATE GOVERNANCE; FINANCIAL and REPORTING OBLIGATIONS; AUDIT</u></b></p> <p>Financial and Reporting Obligations of Directors: Q Ch. 19 L&amp;H Ch. 15</p> <p>The Role of Auditors and Issues of Audit Liability: Q Ch. 20 L&amp;H Ch. 16</p> <p>ASIC Investigation: Q Ch. 21 L&amp;H Ch 21</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 7 - Lecture Area 7 (Director Duties I)</p>
9	<p><b><u>MEETINGS AND MEMBERS RIGHTS</u></b></p> <p>Members Meetings: Q Ch. 23 L&amp;H Ch.14</p> <p>Members Rights and the position of the Minority: Q Ch. 22 L&amp;H Ch. 17</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 7 - Lecture Area 8 (Director Duties II, Financial Reporting &amp; Audit)</p>
10	<p><b><u>TAKEOVERS; FINANCIAL SERVICES AND MARKETS</u></b></p> <p>Takeovers: Q Ch. 24 L&amp;H Ch. 18</p> <p>Financial Services and Markets: Q Ch. 25 L&amp;H Ch. 19</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 8 - Lecture Area 9 (Meetings and Members Rights)</p>
11	<p><b><u>RESTRUCTURING &amp; LIQUIDATION (PART 1)</u></b></p> <p>Insolvency Arrangements and Reconstructions; Receivership; Voluntary Administration Q Chs. 26, 27, 28 and 29 L&amp;H Chs. 22, 23, and 24</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 9 - Lecture Area 10 (Takeovers &amp; Financial Services and Markets)</p>



12	<p><b><u>RESTRUCTURING AND LIQUIDATION (PART 2)</u></b></p> <p>Insolvency: Q Ch.26 &amp; L&amp;H Ch 13.5</p> <p>Insolvent trading Q Ch. 30 L&amp;H Ch. 13.5</p> <p>Liquidation: Q Ch. 30 L&amp;H Ch 22&amp;25</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 10 - Lecture Area 11 (Restructuring &amp; Liquidation - Part I)</p>
13	<p><b><u>OVERVIEW AND REVISION</u></b></p> <p>Practice questions 11 - Case: "Albert Side"</p> <p><b><u>Tutorial Activities:</u></b></p> <p>Practice questions 11 - Lecture Area 12 (Restructuring &amp; Liquidation - Part II)</p>

## Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central](#). Students should be aware of the following policies in particular with regard to Learning and Teaching:

Academic Honesty Policy [http://mq.edu.au/policy/docs/academic\\_honesty/policy.html](http://mq.edu.au/policy/docs/academic_honesty/policy.html)

Assessment Policy <http://mq.edu.au/policy/docs/assessment/policy.html>

Grading Policy <http://mq.edu.au/policy/docs/grading/policy.html>

Grade Appeal Policy <http://mq.edu.au/policy/docs/gradeappeal/policy.html>

Grievance Management Policy [http://mq.edu.au/policy/docs/grievance\\_management/policy.html](http://mq.edu.au/policy/docs/grievance_management/policy.html)

Disruption to Studies Policy [http://www.mq.edu.au/policy/docs/disruption\\_studies/policy.html](http://www.mq.edu.au/policy/docs/disruption_studies/policy.html) *The Disruption to Studies Policy is effective from March 3 2014 and replaces the Special Consideration Policy.*

In addition, a number of other policies can be found in the [Learning and Teaching Category](#) of Policy Central.

## Student Code of Conduct

Macquarie University students have a responsibility to be familiar with the Student Code of Conduct: [https://students.mq.edu.au/support/student\\_conduct/](https://students.mq.edu.au/support/student_conduct/)

## Academic Honesty

The nature of scholarly endeavour, dependent as it is on the work of others, binds all members of the University community to abide by the principles of academic honesty. Its fundamental principle is that all staff and students act with integrity in the creation, development, application

and use of ideas and information. This means that:

- all academic work claimed as original is the work of the author making the claim
- all academic collaborations are acknowledged
- academic work is not falsified in any way
- when the ideas of others are used, these ideas are acknowledged appropriately.

Further information on the academic honesty can be found in the Macquarie University Academic Honesty Policy at [http://www.mq.edu.au/policy/docs/academic\\_honesty/policy.html](http://www.mq.edu.au/policy/docs/academic_honesty/policy.html)

## Grades

Macquarie University uses the following grades in coursework units of study:

- HD - High Distinction
- D - Distinction
- CR - Credit
- P - Pass
- F - Fail

Grade descriptors and other information concerning grading are contained in the Macquarie University Grading Policy which is available at:

<http://www.mq.edu.au/policy/docs/grading/policy.html>

## Grading Appeals and Final Examination Script Viewing

If, at the conclusion of the unit, you have performed below expectations, and are considering lodging an appeal of grade and/or viewing your final exam script please refer to the following website which provides information about these processes and the cut off dates in the first instance. Please read the instructions provided concerning what constitutes a valid grounds for appeal before appealing your grade.

[http://www.businessandeconomics.mq.edu.au/new\\_and\\_current\\_students/undergraduate\\_current\\_students/how\\_do\\_i/grade\\_appeals](http://www.businessandeconomics.mq.edu.au/new_and_current_students/undergraduate_current_students/how_do_i/grade_appeals)

## Student Support

Macquarie University provides a range of support services for students. For details, visit <http://students.mq.edu.au/support/>

## Learning Skills

Learning Skills ([mq.edu.au/learningskills](http://mq.edu.au/learningskills)) provides academic writing resources and study strategies to improve your marks and take control of your study.

- [Workshops](#)
- [StudyWise](#)
- [Academic Integrity Module for Students](#)

- [Ask a Learning Adviser](#)

## Student Services and Support

Students with a disability are encouraged to contact the [Disability Service](#) who can provide appropriate help with any issues that arise during their studies.

## Student Enquiries

For all student enquiries, visit Student Connect at [ask.mq.edu.au](http://ask.mq.edu.au)

## IT Help

For help with University computer systems and technology, visit <http://informatics.mq.edu.au/help/>.

When using the University's IT, you must adhere to the [Acceptable Use Policy](#). The policy applies to all who connect to the MQ network including students.

## Graduate Capabilities

### Discipline Specific Knowledge and Skills

Our graduates will take with them the intellectual development, depth and breadth of knowledge, scholarly understanding, and specific subject content in their chosen fields to make them competent and confident in their subject or profession. They will be able to demonstrate, where relevant, professional technical competence and meet professional standards. They will be able to articulate the structure of knowledge of their discipline, be able to adapt discipline-specific knowledge to novel situations, and be able to contribute from their discipline to inter-disciplinary solutions to problems.

This graduate capability is supported by:

### Learning outcomes

- Comprehend the characteristics of the various forms of business organisations and the Australian corporate legislative framework.
- Ability to understand how companies are formed, different types of companies and the relevance of the company constitution
- Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.
- Capability to understand how shareholders rights are protected and how the Corporations Act regulates acquisition and disposal of shares.
- Critically assess corporate insolvency in the current regulatory environment.
- Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Assessment tasks

- Class participation
- Quiz
- Final Examination

## Critical, Analytical and Integrative Thinking

We want our graduates to be capable of reasoning, questioning and analysing, and to integrate and synthesise learning and knowledge from a range of sources and environments; to be able to critique constraints, assumptions and limitations; to be able to think independently and systemically in relation to scholarly activity, in the workplace, and in the world. We want them to have a level of scientific and information technology literacy.

This graduate capability is supported by:

### Learning outcomes

- Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.
- Capability to understand how shareholders rights are protected and how the Corporations Act regulates acquisition and disposal of shares.
- Critically assess corporate insolvency in the current regulatory environment.
- Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Assessment tasks

- Class participation
- Quiz
- Final Examination

## Problem Solving and Research Capability

Our graduates should be capable of researching; of analysing, and interpreting and assessing data and information in various forms; of drawing connections across fields of knowledge; and they should be able to relate their knowledge to complex situations at work or in the world, in order to diagnose and solve problems. We want them to have the confidence to take the initiative in doing so, within an awareness of their own limitations.

This graduate capability is supported by:

### Learning outcomes

- Comprehend the characteristics of the various forms of business organisations and the Australian corporate legislative framework.
- Ability to understand how companies are formed, different types of companies and the

relevance of the company constitution

- Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.
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## Assessment tasks

- Class participation
- Quiz
- Final Examination

## Effective Communication

We want to develop in our students the ability to communicate and convey their views in forms effective with different audiences. We want our graduates to take with them the capability to read, listen, question, gather and evaluate information resources in a variety of formats, assess, write clearly, speak effectively, and to use visual communication and communication technologies as appropriate.

This graduate capability is supported by:

## Learning outcomes

- Effectively recognise and gain knowledge of corporate management issues, in particular the role and obligations of directors.
- Capability to understand how shareholders rights are protected and how the Corporations Act regulates acquisition and disposal of shares.
- Critically assess corporate insolvency in the current regulatory environment.
- Analyse the legal aspects of particular sets of facts or case studies relevant to corporations law and identify and solve the legal problems associated with these.

## Assessment tasks

- Class participation
- Quiz
- Final Examination

## Research and Practice

Both texts for this unit ([Company Law Perspectives](#) and [Understanding Company Law](#)) are the result of research in relation to the area of company law. The material in these texts provides you

with a thorough coverage of the relevant issues. Interested students can pursue further research (not a compulsory requirement of this unit) into any of the areas of this unit via the various scholarly journals focussing on company law. Examples of journals that can be consulted to follow up matters of interest are: Australian Journal of Corporate Law; Company and Securities Law Journal.