LAWS811

Company Law

S2 Day 2017

Dept of Law

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Disclaimer

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General Information

Unit convenor and teaching staff Lecturer Rod Smith roderick.smith@mq.edu.au W3A341 3.30pm Wednesday
Credit points 4
Prerequisites (Admission to JD after 2014 and corequisite LAWS600) or (admission to JD in 2014)
Corequisites
Co-badged status
Unit description This unit studies the nature, formation and management of the modern corporation. It examines the consequences of the adoption of corporate form including the separation of legal personality between the company and its shareholders and the impact of limited liability. The extensive common law and statutory regulatory regime applicable to directors and other company officers in the management of the company is surveyed as is the important role of shareholders' rights in governing this entity. The examination of the corporation is undertaken in the context of globalisation where the proliferation of corporate governance codes is increasing.

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:

Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.

Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.

Reflect on the interaction between corporate law, history and social context.

Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.

Develop critical thought and engage with various perspectives on corporate law with a view on reform.

Apply relevant corporate and commercial law principles to resolve legal problems.

General Assessment Information

Research Essay

1. In the absence of an application for Disruption to Studies approved by the course convener, any student who does not submit the research essay by the due date will receive a mark of 0 for the research essay. Submission times are strictly enforced.
2. When considering approval of an application for Disruption to Studies the course convener may require the student to satisfactorily complete a different exercise to be completed at a time determined by the unit convener.
3. The essay must comply with the *Australian Guide to Legal Citation* (3rd ed). The Guide is available here: http://mulr.law.unimelb.edu.au/go/AGLC3.

Final Examination

1. In the absence of an application for Disruption to Studies approved by the course convener, any student who does not sit the final exam on the allocated date will receive a mark of 0 for the exam.
2. When considering approval of an application for Disruption to Studies the course convener may require the student to sit a supplementary exam at a time chosen by the unit convener. The supplementary exam may differ in format to the original exam.

Macquarie Law School Policy on Assessment:

In the absence of a successful application for special consideration due to a disruption to studies, any assessment task submitted after its published deadline will not be graded and will receive a mark of zero. Applications for a Disruption to Studies are made electronically via ask.mq.edu.au and should be accompanied by supporting documentation. Students should refer to the Disruption to Studies policy for complete details of the policy and a description of the supporting documentation required.

Word limits will be strictly applied and work above the word limit will not be marked.

All assessments in the unit are to be submitted electronically. Plagiarism detection software is used in this unit.

A detailed marking rubric will be released to students at the same time as the release of the essay question.

Assessment Tasks

Name	Weighting	Hurdle	Due
Online multiple choice quiz	0%	No	28/8/17 at 11.59pm
Short online quiz	20%	No	8/9/17 at 11.59pm
Research Essay	30%	No	2/10/17 at 11.59pm
Final Examination	50%	No	Examination Period

Online multiple choice quiz

Due: **28/8/17 at 11.59pm**
Weighting: **0%**

This quiz does not count towards your final grade. It is made available for students to do for the purpose of giving early feedback on progress.

This quiz will be available for three days finishing at 11.59 pm 28 August 2017. Students will have one hour to complete the quiz once they have commenced.

On successful completion you will be able to:

- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Short online quiz

Due: **8/9/17 at 11.59pm**
Weighting: **20%**

An online short answer quiz will be uploaded with a two hour window within which to provide answers through turnitin. The window will open at 7am on 8 September 2017 and close at 11.59 pm the same day. Once you commence the quiz you will have a two hour window to complete the task.

On successful completion you will be able to:

- Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Research Essay

Due: **2/10/17 at 11.59pm**

Weighting: **30%**

All students are required to complete a research essay. The research essay is to be submitted to Turnitin via iLearn.

The research essay question will be made available on iLearn. A marking rubric and administrative requirements for this assessment will be made available on iLearn.

On successful completion you will be able to:

- Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.

Final Examination

Due: **Examination Period**
Weighting: **50%**

All students are required to attend a final examination. Further details of the exam will be made available on iLearn closer to the examination period.

On successful completion you will be able to:

- Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.
- Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Delivery and Resources

Delivery

1. Lectures are recorded and will be released through iLearn. There will be no live lectures.
2. Attendance at the on campus sessions is compulsory. The on campus session will be held on the 20th and 21st of September in room to be announced based on enrolment

numbers.

3. A mark of 50% or above is required to complete the course successfully.
4. Online lectures will commence in week 1.

Resources

Students are required to have access to the following texts:

1. Paul Redmond, *Corporations and Financial Markers Law* (LBC, 7th edition, 2017).

It is recommended that you have access to the following text as well to support and compliment Redmond

1. Phillip Lipton et al, *Understanding Company Law* (LBC, 18th Edition, 2016)

During tutorials and the on campus session, students are required to have access to a number of statutes relevant to the course. These statutes are contained in *CCH Australian Corporations Legislation*, *2017*. It is recommended that students have access to this text. Legislation can also be accessed online

Technology Use

1. Online units can be accessed at: http://ilearn.mq.edu.au/.
2. A computer with internet access is required. Students must possess basic computer skills including internet browsing and word processing.
3. Students are advised that a mobile device will not be sufficient to complete the coursework for this unit.
4. Please consult teaching staff for any further, more specific requirements.

Unit Schedule

Week	Lecture Topic
1	Corporate personality and the history of the corporation
2	Central problems in corporate governance and the role of the lawyer
3	The incorporation process
4	The company constitution
5	Company contracts
6	Administration of companies and management of the business of companies
7	Duties and liabilities of directors and officers

8	Duties and liabilities of directors and officers part 2
9	Share capital and membership
10	Members remedies
11	Company credit and security arrangements
12	Winding up companies
13	No lecture this week

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

Assessment Policy http://mq.edu.au/policy/docs/assessment/policy_2016.html

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

Complaint Management Procedure for Students and Members of the Public http://www.mq.edu.au/policy/docs/complaint_management/procedure.html

Disruption to Studies Policy (in effect until Dec 4th, 2017): http://www.mq.edu.au/policy/docs/disruption_studies/policy.html

Special Consideration Policy (in effect from Dec 4th, 2017): https://staff.mq.edu.au/work/strategy-planning-and-governance/university-policies-and-procedures/policies/special-consideration

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/

Results

Results shown in *iLearn*, or released directly by your Unit Convenor, are not confirmed as they are subject to final approval by the University. Once approved, final results will be sent to your student email address and will be made available in eStudent. For more information visit ask.mq.edu.au.

Student Support

Macquarie University provides a range of support services for students. For details, visit http://stu

dents.mq.edu.au/support/

Learning Skills

Learning Skills (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

IT Help

For help with University computer systems and technology, visit http://www.mq.edu.au/about_us/offices_and_units/information_technology/help/.

When using the University's IT, you must adhere to the Acceptable Use of IT Resources Policy. The policy applies to all who connect to the MQ network including students.

Graduate Capabilities

PG - Discipline Knowledge and Skills

Our postgraduates will be able to demonstrate a significantly enhanced depth and breadth of knowledge, scholarly understanding, and specific subject content knowledge in their chosen fields.

This graduate capability is supported by:

Learning outcomes

- Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.
- Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a

view on reform.

- Apply relevant corporate and commercial law principles to resolve legal problems.

Assessment tasks

- Online multiple choice quiz
- Short online quiz
- Research Essay
- Final Examination

PG - Critical, Analytical and Integrative Thinking

Our postgraduates will be capable of utilising and reflecting on prior knowledge and experience, of applying higher level critical thinking skills, and of integrating and synthesising learning and knowledge from a range of sources and environments. A characteristic of this form of thinking is the generation of new, professionally oriented knowledge through personal or group-based critique of practice and theory.

This graduate capability is supported by:

Learning outcomes

- Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.

Assessment tasks

- Online multiple choice quiz
- Short online quiz
- Research Essay
- Final Examination

PG - Research and Problem Solving Capability

Our postgraduates will be capable of systematic enquiry; able to use research skills to create new knowledge that can be applied to real world issues, or contribute to a field of study or practice to enhance society. They will be capable of creative questioning, problem finding and problem solving.

This graduate capability is supported by:

Learning outcomes

- Reflect on the interaction between corporate law, history and social context.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Assessment tasks

- Research Essay
- Final Examination

PG - Effective Communication

Our postgraduates will be able to communicate effectively and convey their views to different social, cultural, and professional audiences. They will be able to use a variety of technologically supported media to communicate with empathy using a range of written, spoken or visual formats.

This graduate capability is supported by:

Learning outcomes

- Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Assessment tasks

- Short online quiz
- Research Essay
- Final Examination

PG - Engaged and Responsible, Active and Ethical Citizens

Our postgraduates will be ethically aware and capable of confident transformative action in relation to their professional responsibilities and the wider community. They will have a sense of connectedness with others and country and have a sense of mutual obligation. They will be able to appreciate the impact of their professional roles for social justice and inclusion related to national and global issues

This graduate capability is supported by:

Assessment task

- Short online quiz

Changes since First Published

Date	Description
24/07/2017	As per Lise Barry's guidance
26/02/2017	updated assessment info