



# LAWS8011

## Company Law

Session 2, Special circumstances 2021

*Macquarie Law School*

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### Disclaimer

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### Session 2 Learning and Teaching Update

The decision has been made to conduct study online for the remainder of Session 2 for all units WITHOUT mandatory on-campus learning activities. Exams for Session 2 will also be online where possible to do so.

This is due to the extension of the lockdown orders and to provide certainty around arrangements for the remainder of Session 2. We hope to return to campus beyond Session 2 as soon as it is safe and appropriate to do so.

Some classes/teaching activities cannot be moved online and must be taught on campus. You should already know if you are in one of these classes/teaching activities and your unit convenor will provide you with more information via iLearn. If you want to confirm, see the list of [units with mandatory on-campus classes/teaching activities](#).

Visit the [MQ COVID-19 information page](#) for more detail.

## General Information

Unit convenor and teaching staff

Convenor and Tutor

Rod Smith

[roderick.smith@mq.edu.au](mailto:roderick.smith@mq.edu.au)

Contact via Via the ilearn links for communication

Tutor

Peter Joy

[peter.joy@mq.edu.au](mailto:peter.joy@mq.edu.au)

Contact via via the ilearn links for communication

Credit points

10

Prerequisites

Admission to JD and (LAWS8030 or LAWS803)

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:

**ULO1:** Critically analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law

**ULO2:** Evaluate the effectiveness of corporate legislation and its impact on the corporation and corporate stakeholders

**ULO3:** Describe and critically analyse the complex interactions between corporate law, history and social context

**ULO4:** Describe and synthesise the contextual and doctrinal features of directors' duties.

**ULO5:** Apply relevant corporate and commercial law principles to resolve complex legal problems.

## General Assessment Information

A. There will be a 10% quiz in week four as per the schedule. This will cover all readings, tutorial material and lectures up to and including week 4.

There will be an online weekly ongoing task where you will be required to provide an answer to a tutorial question prior to midnight on the Sunday before the tutorial. For example if you are allocated Q1 from week four, your tutorial will be on the Thursday 19th August. You will be required to upload your response to your allocated question before midnight on the Sunday before the tutorial being 15th August. You will be allocated only one question for the semester. This will be worth 5%.

The balance of the 20% being 5% will be made up as a minimum of five informative entries in response to a formal response placed online by a student. Exemplars will be placed on ilearn for you to view.

B. 20% quiz in week 10 closing on 15th October 2021 at midnight.

C. 60% exam. An exemplar will be on ilearn from last year's online exam. You will have a window of 10 Hours to complete this exam paper. It should not take any longer than 3 hours to complete but allow more time for editing and improving your submission.

## Assessment Tasks

Name	Weighting	Hurdle	Due
<u>Participatory tasks</u>	20%	No	10% quiz closes 23.59 26/8/2021. Weekly online - 10%
<u>Quiz</u>	20%	No	Closes 23.59 on 15 October 2021
<u>Take-Home Exam</u>	60%	No	Wednesday 0900 to 1900 hours 10th November 2021

### Participatory tasks

Assessment Type <sup>1</sup>: Participatory task

Indicative Time on Task <sup>2</sup>: 20 hours

Due: **10% quiz closes 23.59 26/8/2021. Weekly online - 10%**

Weighting: **20%**

A series of activities including legal problem solving, discussions and debates that draw on students' understanding of the lectures and required readings.

On successful completion you will be able to:

- Critically analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law
- Evaluate the effectiveness of corporate legislation and its impact on the corporation and corporate stakeholders
- Describe and critically analyse the complex interactions between corporate law, history and social context
- Describe and synthesise the contextual and doctrinal features of directors' duties.
- Apply relevant corporate and commercial law principles to resolve complex legal problems.

## Quiz

Assessment Type <sup>1</sup>: Quiz/Test

Indicative Time on Task <sup>2</sup>: 1 hours

Due: **Closes 23.59 on 15 October 2021**

Weighting: **20%**

Quiz testing students' understanding of company law

On successful completion you will be able to:

- Critically analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law
- Describe and synthesise the contextual and doctrinal features of directors' duties.
- Apply relevant corporate and commercial law principles to resolve complex legal problems.

## Take-Home Exam

Assessment Type <sup>1</sup>: Quiz/Test

Indicative Time on Task <sup>2</sup>: 5 hours

Due: **Wednesday 0900 to 1900 hours 10th November 2021**

Weighting: **60%**

A time limited take home exam testing student's understanding of company law

On successful completion you will be able to:

- Critically 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 complex legal problems.

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<sup>1</sup> If you need help with your assignment, please contact:

- the academic teaching staff in your unit for guidance in understanding or completing this type of assessment
- the [Writing Centre](#) for academic skills support.

<sup>2</sup> Indicative time-on-task is an estimate of the time required for completion of the assessment task and is subject to individual variation

## Delivery and Resources

Every week and every topic there are a series of bite sized lectures you are expected to listen to prior to the tutorial.

Students are expected to complete reading the assigned textbook chapters and all recorded lecture materials for the week, *in advance of tutorial attendance*.

Students should also read through the tutorial questions and attempt their own answers in advance of the tutorials.

The purpose of tutorials is to actively engage with your tutor and fellow students to SOLIDIFY your understanding of the topic. In order to do this, you must already have explored the topic and covered the assigned materials.

There is a significant online component to this course. *All questions related to the course are to be posted to the appropriate iLearn forum.*

Students are expected to monitor the forums and to respond to questions posted by other students.

Materials for each module can be found in the tabs below, along with tutorial questions for discussion each week.

**This course is based on the text: Bottomley et al, *Contemporary Australian Corporate Law* (2nd Ed, 2020)**

The required reading from the textbook will be noted in the relevant module tab.

Recorded content for each module is available by following the ECHO link on the right of the ilearn page. Recorded content will be made available a week in advance.

## Unit Schedule

### STRUCTURE

This course is made up of 12 weeks of online content (approximately 2 hours of content each week) and 13 tutorials of one hour each.

The 12 weekly modules and accompanying tutorials cover the following topics:

1. 1. Business Organisations & the History of the Corporation (Textbook Chapters 1 & 2)
2. Corporate Personality & the Process of Incorporation (Chapters 3 & 4)
3. The Corporate Constitution & Internal Rules (Chapter 5)
4. Corporate Contracting (Chapter 6)
5. Corporate Decision-making, Meetings & Reporting (Chapter 7)
6. Corporate Finance (Chapter 8)
7. Corporate Fundraising (Chapter 9)
8. Directors' Duties Part 1 (Chapters 10 & 11)
9. Directors' Duties Part 2 (Chapters 12 & 13)
10. Members Rights & Remedies (Chapter 14)
11. Receivership, Schemes of Arrangement & Voluntary Administration (Chapters 15 & 16)
12. Corporate Takeovers (Chapter 18)
13. Revision Class (no recorded lecture)

## Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central \(https://policies.s.mq.edu.au\)](https://policies.s.mq.edu.au). Students should be aware of the following policies in particular with regard to Learning and Teaching:

- [Academic Appeals Policy](#)

- [Academic Integrity Policy](#)
- [Academic Progression Policy](#)
- [Assessment Policy](#)
- [Fitness to Practice Procedure](#)
- [Grade Appeal Policy](#)
- [Complaint Management Procedure for Students and Members of the Public](#)
- [Special Consideration Policy](#)

Students seeking more policy resources can visit [Student Policies](https://students.mq.edu.au/support/study/policies) (<https://students.mq.edu.au/support/study/policies>). It is your one-stop-shop for the key policies you need to know about throughout your undergraduate student journey.

To find other policies relating to Teaching and Learning, visit [Policy Central](https://policies.mq.edu.au) (<https://policies.mq.edu.au>) and use the [search tool](#).

## Student Code of Conduct

Macquarie University students have a responsibility to be familiar with the Student Code of Conduct: <https://students.mq.edu.au/admin/other-resources/student-conduct>

## Results

Results published on platform other than [eStudent](#), (eg. iLearn, Coursera etc.) 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](https://ask.mq.edu.au) or if you are a Global MBA student contact [globalmba.support@mq.edu.au](mailto:globalmba.support@mq.edu.au)

## Extensions and Late Submissions

Unless a Special Consideration request has been submitted and approved,

(a) a penalty for lateness will apply – 10 marks out of 100 credit will be deducted per day for assignments submitted after the due date – and

(b) no assignment will be accepted seven days (incl. weekends) after the original submission deadline.

NB This replaces the late penalty regime from previous semesters.

## 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](https://mq.edu.au/learningskills)) provides academic writing resources and study strategies to help you improve your marks and take control of your study.

- [Getting help with your assignment](#)

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

The Library provides online and face to face support to help you find and use relevant information resources.

- [Subject and Research Guides](#)
- [Ask a Librarian](#)

## 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)

If you are a Global MBA student contact [globalmba.support@mq.edu.au](mailto:globalmba.support@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/](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.