



# LAWS2300

## Business Organisations

Session 1, Special circumstances 2021

*Macquarie Law School*

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#### **Disclaimer**

Macquarie University has taken all reasonable measures to ensure the information in this publication is accurate and up-to-date. However, the information may change or become out-dated as a result of change in University policies, procedures or rules. The University reserves the right to make changes to any information in this publication without notice. Users of this publication are advised to check the website version of this publication [or the relevant faculty or department] before acting on any information in this publication.

#### **Notice**

As part of [Phase 3 of our return to campus plan](#), most units will now run tutorials, seminars and other small group activities on campus, and most will keep an online version available to those students unable to return or those who choose to continue their studies online.

To check the availability of face-to-face activities for your unit, please go to [timetable viewer](#). To check detailed information on unit assessments visit your unit's iLearn space or consult your unit convenor.

## General Information

### Unit convenor and teaching staff

#### Convenor

Dr Hannah Harris

#### Lecturer

Dr Mirella Atherton

#### Tutor

Sara Golru

[sara.golru@mq.edu.au](mailto:sara.golru@mq.edu.au)

#### Tutor

Max Barnett

[max.barnett@mq.edu.au](mailto:max.barnett@mq.edu.au)

#### Tutor

Tony Antoniou

[tony.antoniou@mq.edu.au](mailto:tony.antoniou@mq.edu.au)

#### Tutor

Monica Rouvellas

[monica.rouvellas@mq.edu.au](mailto:monica.rouvellas@mq.edu.au)

Rod Smith

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

### Credit points

10

### Prerequisites

60cp including LAWS104 or LAWS1200

### Corequisites

### Co-badged status

### Unit description

This unit will introduce students to the field of corporate law and corporations. The corporation is examined in its legal, historical and cultural context with consideration of the various actors involved. Particular attention is given to the social and legal role of directors and shareholders. The topics covered in this unit include: Incorporation and the corporate personality and constitution; corporate decision-making and financing; directors' duties; shareholder rights and remedies; and winding up of companies This is a required unit for any student in the LLB and a requirement for admission as a legal practitioner.

## 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:** 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 corporate stakeholders.

**ULO3:** Describe the influence of history and social context on the development of corporations law including directors' duties and shareholders rights

**ULO4:** Apply relevant corporate and commercial law principles to resolve legal problems.

## General Assessment Information

### *Late Submission Penalty*

*Unless a Special Consideration request has been submitted and approved, (a) a penalty for lateness will apply – two (2) marks out of 100 will be deducted per day for assignments submitted after the due date – and (b) no assignment will be accepted more than seven (7) days (incl. weekends) after the original submission deadline. **No late submissions will be accepted for timed assessments – e.g. quizzes, online tests.***

### **Details:**

**Quiz #1** - this quiz will be worth 20% of your final grade and covers content from weeks 1 - 5 inclusive.

**Quiz #2** - this quiz will be worth 20% of your final grade and covers content from weeks 6 - 10 inclusive.

**Participation** - There are two components to participation. You will be allocated a tutorial

question for which you must write and post a response in the online forum 48hrs BEFORE the allocated tutorial. Your forum post will count for 5% of your participation grade. The remaining 5% of your participation grade will be judged based on your engagement in class throughout the semester. Engagement includes attendance AND participation in discussion and response to tutor questions. To maximise your chances of securing full participation marks you should always have your name clearly displayed in class and should consider attaching a photo to your iLearn profile to assist tutors with name familiarity.

**Final Take Home** - The final assessment for this course is worth 50% of your total grade and will be undertaken during the exam period. You will have 3 hours allocated to complete the assessment which will include a combination of problem questions, short answers, and essay style responses. The final assessment will be open book and must be submitted electronically in the format proscribed. Details will be provided in week 12.

## Assessment Tasks

Name	Weighting	Hurdle	Due
<a href="#"><u>Online quizzes</u></a>	40%	No	Quiz #1 due 1st April 10pm; Quiz #2 due 14th May 10pm
<a href="#"><u>Weekly and online participation tasks</u></a>	10%	No	Dates to be allocated in class in Week 1
<a href="#"><u>Take home time-limited assessment</u></a>	50%	No	8th June between 2pm and 10pm

### Online quizzes

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

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

Due: **Quiz #1 due 1st April 10pm; Quiz #2 due 14th May 10pm**

Weighting: **40%**

Two online multiple choice quizzes will test understanding of the substantive law of corporations

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.

### Weekly and online participation tasks

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

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

Due: **Dates to be allocated in class in Week 1**

Weighting: **10%**

A series of online and face to face activities including legal problem solving, discussion forums and debates that require an understanding of the lectures and required readings

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 the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Describe the influence of history and social context on the development of corporations law including directors' duties and shareholders rights
- Apply relevant corporate and commercial law principles to resolve legal problems.

## Take home time-limited assessment

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

Indicative Time on Task <sup>2</sup>: 3 hours

Due: **8th June between 2pm and 10pm**

Weighting: **50%**

A time limited assessment that may include problem and essay style responses examining materials from the whole course

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.

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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

This course requires the following text book:

Stephen Bottomley, Kath Hall, Peta Spender and Beth Nosworthy, *Contemporary Australian Corporate Law* (2nd Edition), 2020

**All students MUST have the most recent 2nd Edition of the textbook. The 2nd edition is also available in eBook format.**

Corporations law has experienced significant developments in Australia and globally over the past few years and it is essential that you have the most recent version of the text which reflects these developments.

The textbook can be ordered online from the following sources:

- **Directly from Cambridge University Press:** [Cambridge University Press - Bottomley Contemporary Australian Corporate Law 2ed](#). Use the code MACUNI20 for a 20% discount on the hard copy;
- Booktopia: <https://www.booktopia.com.au/contemporary-australian-corporate-law-stephen-bottomley/book/9781108796958.html>
- Zookal: <https://protect-au.mimecast.com/s/HV5TCK1DOrC3KKYYFGFxhy?domain=textbooks.zookal.com.au>
- Amazon: [https://www.amazon.com.au/Contemporary-Australian-Corporate-Stephen-Bottomley/dp/1108796958/ref=sr\\_1\\_2?dchild=1&keywords=bottomley+australian+corporate+law&qid=1609803591&s=books&sr=1-2](https://www.amazon.com.au/Contemporary-Australian-Corporate-Stephen-Bottomley/dp/1108796958/ref=sr_1_2?dchild=1&keywords=bottomley+australian+corporate+law&qid=1609803591&s=books&sr=1-2)

All other resources will be available through iLearn.

**Students MUST watch lectures and complete all reading IN ADVANCE of the relevant tutorial.**

## Unit Schedule

Below is the content to be covered over the 13 weeks of semester 1:

1. Business Organisations & the History of the Corporation
2. Corporate Personality & the Process of Incorporation
3. The Corporate Constitution & Internal Rules
4. Corporate Contracting
5. Corporate Decision-making, Meetings & Reporting
6. Corporate Finance
7. Corporate Fundraising
8. Directors' Duties Part 1

9. Directors' Duties Part 2
10. Members Rights & Remedies
11. Receivership, Schemes of Arrangement & Voluntary Administration
12. Corporate Takeovers
13. Revision Class (no recorded lecture content)

## Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central \(https://policies.mq.edu.au\)](https://policies.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)

## 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 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.

## Changes since First Published

Date	Description
12/03/2021	I have had to change the final assessment date due to several clashes on the original date. I have also added teaching staff who were not previously in the iTeach system when the unit guide was first published.