



# LAWS8011

## Company Law

Session 2, Online-scheduled-weekday 2022

*Macquarie Law School*

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### Disclaimer

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## General Information

Unit convenor and teaching staff

Tony Antoniou

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

Craig Cameron

[craig.cameron@mq.edu.au](mailto:craig.cameron@mq.edu.au)

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

### Participatory Tasks (20%) - weekly and ongoing

These assessment tasks involve a series of activities including legal problem solving, discussions and debates that draw on students' understanding of the lectures and required readings.

The participatory tasks involve two separate tasks as follows:

1. Individual class presentation on allocated question (10%) and
2. Class participation (10%)

### Written Client Advice (40%) - due 29/09/22

This assessment task requires students to apply knowledge of company law to provide draft written client advice.

### Take-Home Exam (40%) - due 18/11/22

This assessment task involves a time limited take-home exam testing student's understanding of company law.

### Late Assessment Submission Penalty

Unless a Special Consideration request has been submitted and approved, a 5% penalty (of the total possible mark) will be applied each day a written assessment is not submitted, up until the 7th day (including weekends). After the 7th day, a mark of '0' (zero) will be awarded even if the assessment is submitted. Submission time for all written assessments is set at 11.55pm. A 1-hour grace period is provided to students who experience a technical issue.

This late penalty will apply to non-timed sensitive assessment (incl essays, reports, posters, portfolios, journals, recordings etc). Late submission of time sensitive tasks (such as tests/exams, performance assessments/presentations, scheduled practical assessments/labs etc) will only be addressed by the unit convenor in a Special consideration application. Special Consideration outcome may result in a new question or topic.

## Assessment Tasks

Name	Weighting	Hurdle	Due
<u>Participatory tasks</u>	20%	No	weekly and ongoing
<u>Written client advice</u>	40%	No	29/09/22

Name	Weighting	Hurdle	Due
<u>Take-Home Exam</u>	40%	No	18/11/22

## Participatory tasks

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

Indicative Time on Task <sup>2</sup>: 15 hours

Due: **weekly and ongoing**

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.

## Written client advice

Assessment Type <sup>1</sup>: Professional writing

Indicative Time on Task <sup>2</sup>: 10 hours

Due: **29/09/22**

Weighting: **40%**

This task requires students to apply knowledge of corporations law to provide draft written client advice

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: **18/11/22**

Weighting: **40%**

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

### Delivery and Resources

Lectures are pre-recorded and will be uploaded on the iLearn page each week in conjunction with the accompanying PowerPoint slides. Lectures will be available in weeks 1-12. The schedule of topics to be covered in the lectures, required readings, supplementary resources and tutorial questions will be available on iLearn.

**For students that are attending on campus, there will be weekly one-hour tutorials beginning in Week 1 and finishing in Week 13 (total-13 hrs tutorials)**

**For students that are enrolled online, there will be six two-hour tutorials (total-12hrs tutorials) held every two weeks as follows:**

### Group A

Week 2 - Wednesday 3 August (7-9pm)

Week 4 - Wednesday 17 August (7-9pm)

Week 6 - Wednesday 31 August (7-9pm)

Week 8 - Wednesday 28 September (7-9pm)

Week 10 - Wednesday 12 October (7-9pm)

Week 12 - Wednesday 26 October (7-9pm)

### **Group B**

Week 3 - Wednesday 10 August (7-9pm)

Week 5 - Wednesday 24 August (7-9pm)

Week 7 - Wednesday 7 September (7-9pm)

Week 9 - Wednesday 5 October (7-9pm)

Week 11 - Wednesday 19 October (7-9pm)

Week 13 - Wednesday 2 November (7-9pm)

### **Prescribed Textbook**

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.

## **Unit Schedule**

Week 1 - Context, History & Regulation, Corporate Law Theories & Debates and Business Organisations

Week 2 - The Company as a Separate Legal Entity and Formation and Types of Companies

Week 3 - The Internal Rules of a Company

Week 4 - Corporate Contracting

Week 5 - Decision-Making, Meetings & Reporting

Week 6 - Corporate Finance

Week 7 - Corporate Fundraising

Week 8 - Directors' Duties Part 1 (Overview of Directors' Duties and the Duty of Care, Skill and Diligence)

Week 9 - Directors' Duties Part 2 (Duties of Good Faith and Conflicts of Interests)

Week 10 - Members Rights & Remedies

Week 11 - Receivership, Schemes of Arrangement, Voluntary Administration and Winding Up

Week 12 - Takeovers

Week 13 - No lectures this week

## 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](#)
- [Assessment Procedure](#)
- [Complaints Resolution 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)

## Academic Integrity

At Macquarie, we believe [academic integrity](#) – honesty, respect, trust, responsibility, fairness and courage – is at the core of learning, teaching and research. We recognise that meeting the expectations required to complete your assessments can be challenging. So, we offer you a range of resources and services to help you reach your potential, including free [online writing and maths support](#), [academic skills development](#) and [wellbeing consultations](#).

## Student Support

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

## The Writing Centre

[The Writing Centre](#) provides resources to develop your English language proficiency, academic writing, and communication skills.

- [Workshops](#)
- [Chat with a WriteWISE peer writing leader](#)
- [Access StudyWISE](#)
- [Upload an assignment to Studiosity](#)
- [Complete the 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

Macquarie University offers a range of [Student Support Services](#) including:

- [IT Support](#)
- [Accessibility and disability support](#) with study
- Mental health [support](#)
- [Safety support](#) to respond to bullying, harassment, sexual harassment and sexual assault
- [Social support including information about finances, tenancy and legal issues](#)

## Student Enquiries

Got a question? Ask us via [AskMQ](#), or contact [Service Connect](#).



## 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.