



# LAWS8011

## Company Law

Session 2, In person-scheduled-weekday, North Ryde 2023

*Macquarie Law School*

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### Disclaimer

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## General Information

Unit convenor and teaching staff

Tony Antoniou

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Credit points

10

Prerequisites

Admission to JD and (LAWS8030 or LAWS803)

Corequisites

Co-badged status

LAWS8011 - Company Law Session 2, Online-scheduled-weekday

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.

- Class participation is based on engagement in tutorials and involves evidence of preparation for, participation in, and contribution to the tutorial. This is achieved by asking relevant questions and responding to tutor and student questions intelligently during tutorials to demonstrate understanding of relevant content each week.
- To achieve full marks you should prepare answers to the tutorial questions in advance.
- Tutors may also implement an "on call" model where students are required to present their tutorial question answer/s. This will form part of the participation grade, but the full grade will only be secured by consistent engagement across the whole semester.
- Attendance DOES NOT EQUAL participation.
- Students are expected to have completed all the assigned readings and all lecture materials in advance of tutorial attendance.
- Please note that students are required to attend their registered tutorial only.

### Written Client Advice (Total-40%)

This assessment task requires students to apply knowledge of company law to provide two draft written client advice as follows:

- Written Client Advice No. 1 (20%) - opens 21/8/23 at 7am and due 3/9/23 at 11.55pm
- Written Client Advice No. 2 (20%) - opens 25/9/23 and due 8/10/23 at 11.55pm

### Take-Home Exam (40%) - opens 24/11/23 at 10am and due 24/11/23 at 1pm (3hrs)

This assessment task involves a time limited take-home exam (3hrs) testing student's understanding of company law.

### General Assessment Information

- Turnitin plagiarism detection software is used to check all written assessments.
- Students should carefully check that they submit the correct file for an assessment.
- Marking of all assessments is moderated through the use of detailed marking rubrics.
- All fail papers will be double marked.

### 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	Client Advice No 1-3/9/23. Client Advice No. 2-8/10/23
<u>Take-Home Exam</u>	40%	No	24/11/23 (10am-1pm)

### 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: **Client Advice No 1-3/9/23. Client Advice No. 2-8/10/23**

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: **24/11/23 (10am-1pm)**

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

For students that are attending on campus, there will be a weekly one-hour tutorial on Thursdays 1-2pm beginning in Week 1 and finishing in Week 12

For students that are enrolled online, there will be six two-hour tutorials on Thursdays 7-9pm held every two weeks as follows:

### Group A (CO1)

- Week 2 - Thursday 3 August (7-9pm) (Content covered-Week 1 & 2)
- Week 4 - Thursday 17 August (7-9pm) (Content covered-Week 3 & 4)
- Week 6 - Thursday 31 August (7-9pm) (Content covered-Week 5 & 6)
- Week 8 - Thursday 28 September (7-9pm) (Content covered-Week 7 & 8)
- Week 10 - Thursday 12 October (7-9pm) (Content covered-Week 9 & 10)
- Week 12 - Thursday 26 October (7-9pm) (Content covered-Week 11 & 12)

### Group B (CO2)

- Week 3 - Thursday 10 August (7-9pm) (Content covered-Week 1 & 2)
- Week 5 - Thursday 24 August (7-9pm) (Content covered-Week 3 & 4)
- Week 7 - Thursday 7 September (7-9pm) (Content covered-Week 5 & 6)
- Week 9 - Thursday 5 October (7-9pm) (Content covered-Week 7 & 8)
- Week 11 - Thursday 19 October (7-9pm) (Content covered-Week 9 & 10)
- Week 13 - Thursday 2 November (7-9pm) (Content covered-Week 11 & 12)

### 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.

## Unit Schedule

Week 1 - Context, History & Regulation, Corporate Law Theories & Debates and Business Organisations (Textbook Chapters 1 & 2)

Week 2 - The Company as a Separate Legal Entity and Formation and Types of Companies (Chapters 3 & 4)

Week 3 - The Internal Rules of a Company (Chapter 5)

Week 4 - Corporate Contracting (Chapter 6)

Week 5 - Decision-Making, Meetings & Reporting (Chapter 7)

Week 6 - Corporate Finance (Chapter 8)

Week 7 - Corporate Fundraising (Chapter 9)

Week 8 - Directors' Duties Part 1 (Overview of Directors' Duties and the Duty of Care, Skill and Diligence) (Chapters 10 & 11)

Week 9 - Directors' Duties Part 2 (Duties of Good Faith and Conflicts of Interests) (Chapters 12 & 13)

Week 10 - Members Rights & Remedies (Chapter 14)

Week 11 - Receivership, Schemes of Arrangement, Voluntary Administration and Winding Up (Chapters 15 & 16)

Week 12 - Takeovers (Chapter 18)

## Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central](https://policies.smq.edu.au) (<https://policies.smq.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.smq.edu.au/support/study/policies) (<https://students.smq.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.smq.edu.au) (<https://policies.smq.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](http://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 Advocacy](#) provides independent advice on MQ policies, procedures, and processes

## 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.

## Changes since First Published

Date	Description
21/07/2023	final exam is 3hrs

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Unit information based on version 2023.02 of the [Handbook](#)