



LAWS8011

Company Law

Session 2, In person-scheduled-weekday, North Ryde 2024

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.

General Information

Unit convenor and teaching staff Convenor/Lecturer/Tutor Tony Antoniou Contact via iLearn By appointment
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 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.

ULO6: Communicate professionally, effectively and in a timely manner, and participate in verbal and non-verbal exchanges with diverse audiences and in diverse contexts.

ULO7: Learn and work independently, meet deadlines, and reflect on performance using feedback to support personal and professional development.

General Assessment Information

All written assessments submitted electronically must be submitted through the link provided in iLearn. This unit will utilise Turnitin plagiarism detection software. Students should carefully check that they submit the correct file for an assessment, as re-submissions will not be accepted after the due date and time, including instances where students upload an incorrect file in error.

The design, moderation and feedback of all assessments is in accordance with the Macquarie University Assessment Procedure (link provided under 'Policies and Procedures' below).

Late Submission Policy

A maximum penalty of five (5) percentage points of the total possible marks will be applied per day to late submissions, for up to a maximum of seven calendar days. Tasks that have not been submitted within the maximum number of additional late days will receive a mark of zero. This provision does not apply to online exams or other assessment with a time limit of less than 24 hours.

Penalties for late submission will be applied consistently and equitably to all students enrolled in the unit. Where short-term, serious and unavoidable circumstances have affected their ability to submit an assessment task, a student must submit a formal application for Special Consideration as per the Special Consideration Policy. Students should not request an informal arrangement from their tutor, lecturer or Unit Convenor.

Where an application for Special Consideration is approved, and the outcome is an extension to the due date of a task, submissions that are received after the new due date will be subject to late penalties that are calculated from the new due date. This only applies where the outcome is an extension to the due date – see the Special Consideration Policy for a schedule of all possible outcomes.

Special Consideration

Students should submit applications for Special Consideration electronically via ask.mq.edu.au, along with the supporting documentation. Before submitting their applications, students should refer to the Special Consideration Policy (link provided under 'Policies and Procedures' below).

Assessment Tasks

Name	Weighting	Hurdle	Due
<u>Class Participation</u>	20%	No	Weekly and ongoing
<u>Practice-Based Task</u>	40%	No	15/09/24 by 11.55pm
<u>Exam</u>	40%	No	In the formal examination period

Class Participation

Assessment Type ¹: Participatory task

Indicative Time on Task ²: 15 hours

Due: **Weekly and ongoing**

Weighting: **20%**

An assessment of students' participation in tutorials which may include participation in tutorial discussions and debates, problem-solving, role plays, critical engagement with the unit materials, and other activities. This may require preparation before the tutorial including completing the required readings and considering or preparing responses to the tutorial materials.

On successful completion you will be able to:

- Critically analyse and articulate 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.
- Communicate professionally, effectively and in a timely manner, and participate in verbal and non-verbal exchanges with diverse audiences and in diverse contexts.
- Learn and work independently, meet deadlines, and reflect on performance using feedback to support personal and professional development.

Practice-Based Task

Assessment Type ¹: Practice-based task

Indicative Time on Task ²: 10 hours

Due: **15/09/24 by 11.55pm**

Weighting: **40%**

An assessment on professional skills and knowledge relevant to the unit. This could be a legal or policy brief, a report, an essay, a law reform proposal, legal pleadings or other related professional task. This assessment may require students to prepare a response through research and adhere to discipline-specific scholarly conventions.

On successful completion you will be able to:

- Critically analyse and articulate 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.
- Communicate professionally, effectively and in a timely manner, and participate in verbal and non-verbal exchanges with diverse audiences and in diverse contexts.
- Learn and work independently, meet deadlines, and reflect on performance using feedback to support personal and professional development.

Exam

Assessment Type ¹: Examination

Indicative Time on Task ²: 5 hours

Due: **In the formal examination period**

Weighting: **40%**

An invigilated examination. The exam may cover any or all topics and materials covered in the unit.

On successful completion you will be able to:

- Critically analyse and articulate the substantive corporate law rules in legislation and case law.

- Apply relevant corporate and commercial law principles to resolve complex legal problems.
 - Communicate professionally, effectively and in a timely manner, and participate in verbal and non-verbal exchanges with diverse audiences and in diverse contexts.
 - Learn and work independently, meet deadlines, and reflect on performance using feedback to support personal and professional development.
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¹ 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.

² 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

Lectures

All pre-recorded lectures are available under each weekly tab in iLearn

Tutorials

- For students that are attending on campus, there will be a weekly one-hour tutorial on Thursdays 10-11am (17WW G30) beginning in Week 1 and finishing in Week 12
- For students that are enrolled online, there will be six two-hour tutorials on Wednesdays 7-9pm held every two weeks as follows:

Group 1 (CO1)

Week 2 - Wednesday 31 July (7-9pm) (Content covered-Week 1 & 2)

Week 4 - Wednesday 14 August (7-9pm) (Content covered-Week 3 & 4)

Week 6 - Wednesday 28 August (7-9pm) (Content covered-Week 5 & 6)

Week 8 - Wednesday 11 September (7-9pm) (Content covered-Week 7 & 8)

Week 10 - Wednesday 9 October (7-9pm) (Content covered-Week 9 & 10)

Week 12 - Wednesday 23 October (7-9pm) (Content covered-Week 11 & 12)

Group 2 (CO2)

Week 3 - Wednesday 7 August (7-9pm) (Content covered-Week 1 & 2)

Week 5 - Wednesday 21 August (7-9pm) (Content covered-Week 3 & 4)

Week 7 - Wednesday 4 September (7-9pm) (Content covered-Week 5 & 6)

Week 9 - Wednesday 2 October (7-9pm) (Content covered-Week 7 & 8)

Week 11 - Wednesday 16 October (7-9pm) (Content covered-Week 9 & 10)

Week 13 - Wednesday 30 October (7-9pm) (Content covered-Week 11 & 12)

This unit is worth 10 credit points, which equates to 150 hours of work. Therefore, students should expect to commit an average of 10 hours per week to this unit, including all scheduled and unscheduled activities and preparing and executing the assessment tasks.

Resources

The required textbook is:

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

Students can purchase these textbooks online from online resellers such as [Booktopia](#), [Amazon](#) and [Zookal](#).

Additional readings will be accessible through iLearn.

Students require access to a computer, internet with decent speed and a secure/reliable server. The iLearn page contains all Unit requirements and a weekly schedule for teaching, readings and tutorials. Information about all assessment tasks is also available on iLearn.

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 \(https://policies.mq.edu.au\)](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 or if you are a Global MBA student contact 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/.

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 from Previous Offering

This unit now includes an invigilated exam that will be run centrally by the university and held in the University Exam Period

Unit information based on version 2024.04 of the [Handbook](#)