



ACCG614

Business and Corporation Law

S2 Day 2013

Accounting and Corporate Governance

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General Information

Unit convenor and teaching staff

Unit Convenor

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Credit points

4

Prerequisites

Admission to MAcc(CPA) or MAcc(Prof) or MCom or MEc or MAcc(Prof)MCom or MBioTechMCom

Corequisites

Co-badged status

Unit description

The aim of this unit is to introduce students to the Australian legal system, including relevant commercial legal principles and corporate law and regulation. After dealing with core aspects of rights and liabilities, and the characteristics of business organisations generally, the unit focuses on Australian company law. Students develop an understanding of the nature and function of a company, as well as the important issues concerning shareholder rights and the duties of directors. The unit also addresses issues relevant to companies and individuals in financial difficulty and the law as to insolvency. Seminars will include consideration of relevant legal issues, case law, and important sections of the Corporations Act 2001 (Cth) and other relevant legislation.

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:

teamwork, communication, problem-solving, cooperation and the ability to build and maintain professional relations

setting effective and attainable goals, gathering material, creative thinking and exploring new ideas and viewpoints

critical analysis, client interviews and peer meetings
lateral thinking, logical deduction, discretionary reasoning

Assessment Tasks

Name	Weighting	Due
<u>Assessment 1 (a)</u>	15%	Week 5 in class
<u>Assessment 1 (b)</u>	10%	Week 11 in class
<u>Assessment 1 (C)</u>	0%	Week 13
<u>Assessment 2</u>	5%	Allocated class
<u>Assessment 3</u>	20%	4 October 2013 6pm
<u>Final Exam</u>	50%	Exam Period

Assessment 1 (a)

Due: **Week 5 in class**

Weighting: **15%**

Held in week 5 of the unit – the quiz may cover content from weeks 1, 2, 3 and 4 inclusive. The quiz will be 45 minutes and consist of 5 written answer format questions.

On successful completion you will be able to:

- setting effective and attainable goals, gathering material, creative thinking and exploring new ideas and viewpoints
- lateral thinking, logical deduction, discretionary reasoning

Assessment 1 (b)

Due: **Week 11 in class**

Weighting: **10%**

Held in week 11 of the unit – the quiz may cover content from weeks 8-10 inclusive. The quiz will be held in your allocated seminar class. The quiz will consist of one problem style question in a format similar to what can be expected in the final exam. Feedback for the quiz will be given via ilearn in week 13. Papers will be returned to students in week 13.

On successful completion you will be able to:

- setting effective and attainable goals, gathering material, creative thinking and exploring new ideas and viewpoints

- lateral thinking, logical deduction, discretionary reasoning

Assessment 1 (C)

Due: **Week 13**

Weighting: **0%**

This assessment will be worth 10% and is **not** compulsory. Students who choose to complete this essay will have their best mark counted towards their final mark from quiz 2, and the essay. The essay topic will be given on the Monday of week 13 and will be due on the Friday of week 13. The essay will be related to a subject area where contract law and company law intersect.

On successful completion you will be able to:

- setting effective and attainable goals, gathering material, creative thinking and exploring new ideas and viewpoints
- critical analysis, client interviews and peer meetings
- lateral thinking, logical deduction, discretionary reasoning

Assessment 2

Due: **Allocated class**

Weighting: **5%**

In week 1 tutor's will seek volunteers to fill in the presentation slots for the first 4 weeks of classes. In week 5, students will be allocated a seminar in which to give a presentation. The presentation allocations will be posted on iLearn. The presentations should be no longer than **5 minutes**. If you leave your allocated tutorial and do not inform your tutor and arrange for your name to be removed from that seminar presentation list – you will receive zero for your presentation (even if you have done a presentation in another class).

Presentation topics will be posted on iLearn but students who choose their own relevant presentation topic have the opportunity to earn bonus marks. If you decide to choose your own topic, the topic must be something that is relevant to the topic area for that week's class. You cannot get 10 out of 10 if you rely on the given topics.

Students should regard the class presentation as an opportunity to develop an important workplace skill as well as an opportunity to prepare a particular area of the unit in more detail. Marks for class presentations will be determined by the lecturer based upon their perception of the presentation as having achieved its purpose (this purpose being to inform and interest the class, showing capability with the requisite area of the law and an ability to communicate and engage).

Examples of the type of matters that may be taken into account in grading this assessment include: structure, clarity, content covered at the appropriate level, evidence of research, use of resources or aids, showing and engendering interest in the area, timing (particularly as to the duration of the presentation), currency of the material used, originality/creativity.

Students **MUST** bring their presentation marking form on the day of their presentation. Failure to

do so will result in a deduction of 3 mark.

On successful completion you will be able to:

- teamwork, communication, problem-solving, cooperation and the ability to build and maintain professional relations
- critical analysis, client interviews and peer meetings
- lateral thinking, logical deduction, discretionary reasoning

Assessment 3

Due: **4 October 2013 6pm**

Weighting: **20%**

The midsemester exam will be on Friday 4 October (Week 8) at 6pm. The exam will be 20 multiple choice questions and will be 60 minutes in length. The exam will be drawn from topic areas 5-8. covered to that date – the exam will be marked electronically - your marks and feedback should be available when the quiz closes - if you do not perform as well as you would have liked (or merely want to improve your performance) you should:

- (a) ensure that you focus on your remaining classes, prepare prior to each class and test your understanding by participating in class discussion;
- (b) ensure your notes are clear and concise
- (c) test your understanding of an area by simulating exam conditions, that is try to do questions without looking at books or notes;
- (d) because the final exam also includes multiple-choice questions practice understanding the concept behind their preparation by drafting your own questions;
- (e) read all material prescribed for each topic Area;
- (f) consult your lecturer if, once you have completed the reading for an area, you have any questions.

On successful completion you will be able to:

- critical analysis, client interviews and peer meetings
- lateral thinking, logical deduction, discretionary reasoning

Final Exam

Due: **Exam Period**

Weighting: **50%**

You must pass the final exam to pass this course. This will be held at the conclusion of the unit in the formal examination period – the exam will be 5 problem-style questions to be attempted in 3 hours– to succeed in this exam you will need to have a good grasp of the relevant unit content (the law), be able to analyse and distinguish between alternatives issues and to be able to

identify, analyse and resolve issues arising in a problem-solving format.

On successful completion you will be able to:

- critical analysis, client interviews and peer meetings
- lateral thinking, logical deduction, discretionary reasoning

Delivery and Resources

There will be 13 seminars in this unit with each seminar of being 3 hours. The seminars progress through the various **Topic areas** referred to in this Unit Guide.

The timetable for classes can be found on the University web site at: <https://timetables.mq.edu.au/Scientia/Web/index.html>

REQUIRED AND RECOMMENDED TEXTS AND/OR MATERIALS

Required Text:

Michael Quilter, *Company Law Perspectives* (2012), Published by Thomson Reuters

Recommended extra reading/research texts:

Intermediate level:

Lipton and Herzberg, *Understanding Company Law* (16th ed, 2011) (Publisher: Thomson Reuters)

Advanced level:

Austin R P; Ramsay I M, *Ford's Principles of Corporations Law* (15th ed, 2012) (Publisher Lexisnexis Butterworths)

Please see iLearn for relevant web links.

(Please note the Anderson et al, *Focus Corporations Law* (2009), published by Lexis Nexis, is a good support resource text but it is now too out of date)

Unit Schedule

Please Note:

1. The seminar questions for each topic area that you must complete each week are posted on iLearn and will be discussed in the week **following** the topic area reading.

Week 1

(Week commencing Monday 29 July)

Topic Area 1 Readings:

An introduction to the Australian legal system

see iLearn

Seminar Activities:

Class discussion and introduction

Week 2

(Week commencing Monday 5 August)

Topic Area 2 Readings:

Contract Law I

see iLearn

Seminar Activities:

Seminar Questions Topic Area 1

Week 3

(Week commencing Monday 12 August)

Topic Area 3 Readings:

Contract Law II

see iLearn

Seminar Activities:

Seminar Questions Topic Area 2

Week 4

(Week commencing Monday 19 August)

Topic Area 4 Readings:

Contract Law III

see iLearn

Seminar Activities:

Seminar Questions Topic Area 3

Week 5

(Week commencing Monday 26 August)

PLEASE NOTE 'QUIZ A' TO BE HELD IN CLASS THIS WEEK

Topic Area 5 Readings:

**Forms of business ownership and their regulation; corporate regulation in Australia:
History and Framework**

Comparison of Business Organisations – Chapter 2

History and Legislative Framework of Company Law – Chapter 3

Seminar Activities:

Seminar Questions Topic Area 4

Week 6

(Week commencing Monday 2 September)

Topic Area 6 Readings:

The Company as a Separate Legal Person

Types of Companies – Chapter 4

Registration and its Effects – Chapter 5

Seminar Activities:

Seminar Questions Topic Area 5

Week 7

(Week commencing Monday 9 September)

Topic Area 7 Readings:

Individuals involved with a corporation: Who are they? What do they do? And how are they related to each other?

Constitution and Replaceable Rules - *Chapter 6*

Directors and Management – Chapter 15

Company Liability in Contract – *Chapter 7*

Seminar Activities:

Seminar Questions Topic Area 6

Midsemester Break 16 September – 27 September

Week 8

(Week commencing Monday 30 September)

(Mid Semester Exam Friday 4 October)

Topic Area 8 Readings:

Corporate governance: Internal audits and auditors liability

Financial and Reporting Obligations - *Chapter 19*

Auditors – Chapter 20

Seminar Activities:

Seminar Questions Topic Area 7

Week 9

(Week commencing Tuesday 8 October)

Topic Area 9 Readings:

Corporate governance: directors duties I

Directors Fiduciary Duties - *Chapter 16*

Directors Statutory Duties – *Chapter 17*

Remedies and Penalties for Directors Breaches – *Chapter 18*

Seminar Activities:

Seminar Questions Topic Area 8

Week 10

(Week commencing Monday 14 October)

Topic Area 10 Readings:

Corporate governance: directors duties II

Directors Fiduciary Duties - Chapter 16

Directors Statutory Duties – Chapter 17

Remedies and Penalties for Directors Breaches – Chapter 18

Seminar Activities:

Seminar Questions Topic Area 9

Week 11

(Week commencing Monday 21 October)

PLEASE NOTE 'QUIZ B' TO BE HELD IN CLASS THIS WEEK

Topic Area 11 Readings:

Shareholder Rights and Remedies

Members Rights – Chapter 22

Members Meetings – Chapter 23

Seminar Activities:

Seminar Questions Topic Area 10

Week 12

(Week commencing Monday 28 October)

Topic Area 12 Readings:

Corporate insolvency

Insolvency - *Chapter 26*

Voluntary Administration – *Chapter 28*

Receivership – Chapter 29

Liquidation – *Chapter 30*

Seminar Activities:

Seminar Questions Topic Area 11

Week 13

(Week commencing Monday 4 November)

Corporate insolvency

Insolvency - *Chapter 26*

Voluntary Administration – *Chapter 28*

Receivership – Chapter 29

Liquidation – *Chapter 30*

Revision

Seminar Activities:

Seminar Questions Topic Area 12

Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central](#). Students should be aware of the following policies in particular with regard to Learning and Teaching:

Academic Honesty Policy http://www.mq.edu.au/policy/docs/academic_honesty/policy.html

Assessment Policy <http://www.mq.edu.au/policy/docs/assessment/policy.html>

Grading Policy <http://www.mq.edu.au/policy/docs/grading/policy.html>

Grade Appeal Policy <http://www.mq.edu.au/policy/docs/gradeappeal/policy.html>

Grievance Management Policy http://mq.edu.au/policy/docs/grievance_management/policy.html

Special Consideration Policy http://www.mq.edu.au/policy/docs/special_consideration/policy.html

In addition, a number of other policies can be found in the [Learning and Teaching Category](#) of

Policy Central.

Student Support

Macquarie University provides a range of Academic Student Support Services. Details of these services can be accessed at: <http://students.mq.edu.au/support/>

UniWISE provides:

- Online learning resources and academic skills workshops http://www.students.mq.edu.au/support/learning_skills/
- Personal assistance with your learning & study related questions.
- The Learning Help Desk is located in the Library foyer (level 2).
- Online and on-campus orientation events run by Mentors@Macquarie.

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

Details of these services can be accessed at <http://www.student.mq.edu.au/ses/>.

IT Help

If you wish to receive IT help, we would be glad to assist you at <http://informatics.mq.edu.au/help/>.

When using the university's IT, you must adhere to the [Acceptable Use Policy](#). The policy applies to all who connect to the MQ network including students and it outlines what can be done.

Grades

Grade descriptors and other information concerning grading are contained in the Macquarie University Grading Policy which is available at:

<http://www.mq.edu.au/policy/docs/grading/policy.html>

Macquarie University uses the following grades in coursework units of study:

HD – High Distinction

D – Distinction

CR – Credit

P – Pass

F – Fail

All final grades in the Department of Accounting and Corporate Governance are determined by a grading committee and are not the sole responsibility of the Unit Coordinator.

Macquarie University's Academic Senate has a set of guidelines on the distribution of grades across the range from fail to high distinction. Your final result will include one of these grades plus a Standardised Numerical Grade (SNG). The SNG is not a summation of the individual assessment components.

To be awarded a specific grade students are required to perform at an equivalent standard in the final examination and the overall assessment mark in the unit.

Knowledge of the law, the ability to apply this knowledge and the ability to analyse the relevant issues are key determinates of your performance.

Research

Students should go beyond the prescribed text and seek to find, read and understand a broad range of research materials. From news articles to peer reviewed professional journals, students should seek out and engage with a variety of materials in this field. Some of these materials can be accessed at:

Journals:

Macquarie Journal of Business Law –

http://www.accg.mq.edu.au/accounting_finance_research/current_publications/MqJBL

Australian Journal of Corporate Law –

(Access full journal through Macquarie University Library databases)

<http://www.lexisnexis.com.au/en-au/products/australian-journal-of-corporate-law.page>

Company and Securities Law Journal –

(Access full journal through Macquarie University Library databases)

<http://www.thomsonreuters.com.au/catalogue/ProductDetails.asp?ID=829>

News:

Australia:

Business Review Week – <http://www.brw.com.au/>

Financial Review – <http://afr.com/>

Sydney Morning Herald Business – <http://www.smh.com.au/business>

International:

Financial Times – <http://www.ft.com/home/uk>

Wall Street Journal – <http://asia.wsj.com/home-page>

Teaching and Learning Activities

This unit is taught by way of seminars. Two main types of questions are discussed in seminars – knowledge questions and problem questions. Knowledge questions are not designed to be

analytical but are used, rather, to test your knowledge of a particular topic area. Problem questions are longer and more involved. They require several skills including reading and comprehension, problem identification and problem solving. The second class test and the main parts of the final exam will be in the format of problem questions.

What is expected of students – criteria for success

Students should take responsibility for their own learning and this will incorporate reading as required, attendance at seminars and reflection on their abilities. The capacity of each student to digest material will vary and accordingly self-assessment is necessary. The amount of focussed and effective effort a student puts in to preparation and study will generally be reflected in their performance. There are 2 main components of successful law (particularly company law) study: one is that students must have some knowledge of the core issues of the relevant topics [take short clear notes in seminars, think about your task, involve yourself in classes], the second is that students will only be successful if they can apply what they have learned, that is, in your exam you have to be able to use the law to solve problems [either multiple-choice or written answer style].

Classes should be used by students to test their understanding of the unit in an environment where immediate feedback is available from the lecturer – students should be prepared to respond to, and ask, questions – being active is an important aspect of both study and professional practice and classes will be of more benefit to all students if they are willing to participate.

Students are expected to attend classes. Where any issue arises as to a student's performance it may be necessary to consider whether the issue of their attendance is relevant. In a simple economic sense students pay for instruction and should attend classes to get the benefit and help of their lecturer.