



LAWS811

Company Law

S2 External 2018

Dept of Law

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General Information

Unit convenor and teaching staff

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Credit points

4

Prerequisites

((Admission to GradCertLaw or GradDipLaw or LLM or admission to JD after 2014) and corequisite LAWS600)) or (admission to JD in 2014)

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:

Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.

Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.

Reflect on the interaction between corporate law, history and social context.

Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.

Develop critical thought and engage with various perspectives on corporate law with a view on reform.

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

General Assessment Information

Late Submission

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.

Moderation

Detailed marking rubrics will be made available on iLearn.

Turnitin

All written assessments are to be submitted via iLearn through Turnitin.

Referencing

All referencing is to be in accordance with AGLC3.

Assessment Tasks

Name	Weighting	Hurdle	Due
<u>Online Quiz</u>	10%	No	25/8/2018
<u>Class Participation at OCS</u>	10%	No	21/9/2018
<u>Research Essay</u>	30%	No	28/9/2018
<u>Online Quiz</u>	10%	No	6/10/2018
<u>Final Examination</u>	40%	No	15 November 2018

Online Quiz

Due: **25/8/2018**

Weighting: **10%**

Students will be required to complete an online quiz. The online quiz will be open from 6pm Friday 24th August through to 6pm Saturday 25th August 2018. The duration of the quiz is 60 minutes. Once the student commences an attempt the quiz will stay open for 60 minutes for

completion. There will be 20 questions worth half a mark each.

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 and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Class Participation at OCS

Due: **21/9/2018**

Weighting: **10%**

Students will be required to attend the OCS classes on 19, 20 and 21 September 2018 and will be graded based on the participation of the student during the OCS classes.

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 and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Research Essay

Due: **28/9/2018**

Weighting: **30%**

All students are required to complete a research essay.

The essay will be 2,000 words in length.

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 and critically analyse the effectiveness of corporate legislation and its impact on

corporate stakeholders.

- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.

Online Quiz

Due: **6/10/2018**

Weighting: **10%**

Students will be required to complete an online quiz. The online quiz will be open from 6pm Friday 5th October through to 6pm Saturday 6th October 2018. The duration of the quiz is 60 minutes. Once the student commences an attempt the quiz will stay open for 60 minutes for completion. There will be 20 questions worth half a mark each.

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 and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Final Examination

Due: **15 November 2018**

Weighting: **40%**

All students are required to complete a final examination. Further details of the exam will be made available on iLearn closer to the end of the semester and will be posted on ilearn.

This is a timed assessment and no late submissions will be accepted.

This will be done on 15 November 2018. The exam paper will be released at 10 am on 15 November, on ilearn. The students are required to submit a worked solution by 5pm 15 November 2018 through a Turnitin link on ilearn. No AGLC3 compliance is required.

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 and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Delivery and Resources

Delivery

1. Lectures will be available via iLearn.
2. A mark of 50% or above is required to complete the course successfully.
3. Online lectures will commence in week 1.
4. Tutorials will commence in week 1.

Resources

Students are required to have access to the following texts:

1. Paul Redmond, *Corporations and Financial Markets Law* (LBC, 7th edition, 2017).

Other materials will be made available online via Leganto.

During tutorials and the on campus session, students are required to have access to a number of statutes relevant to the course. These statutes are contained in *CCH Australian Corporations Legislation, 2017*. It is recommended that students have access to this text. Legislation can also be accessed online

Technology Use

1. Online units can be accessed at: <http://ilearn.mq.edu.au/>.
2. A computer with internet access is required. Students must possess basic computer skills including internet browsing and word processing.
3. Students are advised that a mobile device will not be sufficient to complete the coursework for this unit.
4. Please consult teaching staff for any further, more specific requirements.

Unit Schedule

Week	Lecture Topic
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1	Corporate personality and the history of the corporation
2	Central problems in corporate governance and the role of the lawyer
3	The incorporation process
4	The company constitution
5	Company contracts
6	Administration of companies and management of the business of companies
7	Duties and liabilities of directors and officers
8	Duties and liabilities of directors and officers part 2
9	Share capital and membership
10	Members remedies
11	Company credit and security arrangements
12	Winding up companies
13	No lecture this week

Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central \(https://staff.mq.edu.au/work/strategy-planning-and-governance/university-policies-and-procedures/policy-central\)](https://staff.mq.edu.au/work/strategy-planning-and-governance/university-policies-and-procedures/policy-central). 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](#) (**Note:** *The Special Consideration Policy is effective from 4 December 2017 and replaces the Disruption to Studies Policy.*)

Undergraduate students seeking more policy resources can visit the [Student Policy Gateway](https://students.mq.edu.au/support/study/student-policy-gateway) (<https://students.mq.edu.au/support/study/student-policy-gateway>). It is your one-stop-shop for the key policies you need to know about throughout your undergraduate student journey.

If you would like to see all the policies relevant to Learning and Teaching visit [Policy Central](http://staff.mq.edu.au/work/strategy-planning-and-governance/university-policies-and-procedures/policy-central) (<http://staff.mq.edu.au/work/strategy-planning-and-governance/university-policies-and-procedures/policy-central>).

Student Code of Conduct

Macquarie University students have a responsibility to be familiar with the Student Code of Conduct: <https://students.mq.edu.au/study/getting-started/student-conduct>

Results

Results shown in *iLearn*, 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.

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) provides academic writing resources and study strategies to improve your marks and take control of your study.

- [Workshops](#)
- [StudyWise](#)
- [Academic Integrity Module for Students](#)
- [Ask a Learning Adviser](#)

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

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.

Graduate Capabilities

PG - Capable of Professional and Personal Judgment and Initiative

Our postgraduates will demonstrate a high standard of discernment and common sense in their professional and personal judgment. They will have the ability to make informed choices and decisions that reflect both the nature of their professional work and their personal perspectives.

This graduate capability is supported by:

Assessment tasks

- Online Quiz
- Online Quiz

PG - Discipline Knowledge and Skills

Our postgraduates will be able to demonstrate a significantly enhanced depth and breadth of knowledge, scholarly understanding, and specific subject content knowledge in their chosen fields.

This graduate capability is supported by:

Learning outcomes

- Analyse and articulate (orally and in writing) the substantive corporate law rules in legislation and case law.
- Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Assessment tasks

- Online Quiz
- Class Participation at OCS
- Research Essay
- Online Quiz
- Final Examination

PG - Critical, Analytical and Integrative Thinking

Our postgraduates will be capable of utilising and reflecting on prior knowledge and experience, of applying higher level critical thinking skills, and of integrating and synthesising learning and knowledge from a range of sources and environments. A characteristic of this form of thinking is the generation of new, professionally oriented knowledge through personal or group-based critique of practice and theory.

This graduate capability is supported by:

Learning outcomes

- Evaluate and critically analyse the effectiveness of corporate legislation and its impact on corporate stakeholders.
- Reflect on the interaction between corporate law, history and social context.
- Identify, reflect and critically analyse the contextual and doctrinal features of directors' duties.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.

Assessment tasks

- Class Participation at OCS
- Research Essay
- Online Quiz
- Final Examination

PG - Research and Problem Solving Capability

Our postgraduates will be capable of systematic enquiry; able to use research skills to create new knowledge that can be applied to real world issues, or contribute to a field of study or practice to enhance society. They will be capable of creative questioning, problem finding and problem solving.

This graduate capability is supported by:

Learning outcomes

- Reflect on the interaction between corporate law, history and social context.
- Develop critical thought and engage with various perspectives on corporate law with a view on reform.
- Apply relevant corporate and commercial law principles to resolve legal problems.

Assessment tasks

- Class Participation at OCS

- Research Essay
- Online Quiz
- Final Examination

PG - Effective Communication

Our postgraduates will be able to communicate effectively and convey their views to different social, cultural, and professional audiences. They will be able to use a variety of technologically supported media to communicate with empathy using a range of written, spoken or visual formats.

This graduate capability is supported by:

Learning outcomes

- 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.

Assessment tasks

- Online Quiz
- Class Participation at OCS
- Research Essay
- Final Examination

PG - Engaged and Responsible, Active and Ethical Citizens

Our postgraduates will be ethically aware and capable of confident transformative action in relation to their professional responsibilities and the wider community. They will have a sense of connectedness with others and country and have a sense of mutual obligation. They will be able to appreciate the impact of their professional roles for social justice and inclusion related to national and global issues

This graduate capability is supported by:

Assessment tasks

- Online Quiz
- Class Participation at OCS

Changes since First Published

Date	Description
11/08/2018	Changed the exam from being an exam in the formal exam period to a take home exam with a seven hour window for completion, on the 15 November 2018