

LAW303

Corporations Law

School: School of Law and Society

2022 | Semester 2

UniSC Sunshine Coast

BLENDED
LEARNING

Most of your course is on campus but you may be able to do some components of this course online.

Please go to usc.edu.au for up to date information on the teaching sessions and campuses where this course is usually offered.

1. What is this course about?

1.1. Description

The main focus is on companies incorporated under the Corporations Act 2001 (Cth). The course is structured around the 'life-cycle' of registered companies from pre-incorporation to dissolution. It considers corporate governance with an emphasis on directors' duties and the rights and remedies of members; corporate finance and external administration. The course also considers the context in which companies operate, their role in society and the implications of the concept of corporate personality.

1.2. How will this course be delivered?

| ACTIVITY | HOURS | BEGINNING WEEK | FREQUENCY |
|---|-------|----------------|-----------|
| BLENDED LEARNING | | | |
| Lecture – On campus lecture - 2 hours in weeks 1-6 and 8-13. | 2hrs | Week 1 | 12 times |
| Tutorial/Workshop 1 – On campus and/or online tutorial - 1 hour in weeks 2-6 and 8-13. | 1hr | Week 2 | 11 times |

1.3. Course Topics

Structuring Business Activities

The Corporate Form: Theory, History and Regulatory Framework

Registration and its Effects

Internal Management and the Distribution of Corporate Power

Dealing with Third Parties: Corporate Liability, Company Contracts and Promoters Duties

Directors' Duties: Duty to Act for a Proper Purpose; Duty to Avoid a Conflict of Interest; Duty of Care, Skill and Diligence; Avoiding Insolvent Trading; and the Business Judgement Rule

Member's Rights and Remedies: Oppression, Personal Rights of Members and the Statutory Derivative Action Process

Corporate Finance: Operation of Credit, Raising Equity, Declaring Dividends, Securitisation

Winding Up Procedures, Insolvency and the Role of Liquidators

2. What level is this course?

300 Level (Graduate)

Demonstrating coherence and breadth or depth of knowledge and skills. Independent application of knowledge and skills in unfamiliar contexts. Meeting professional requirements and AQF descriptors for the degree. May require pre-requisites where discipline specific introductory or developing knowledge or skills is necessary. Normally undertaken in the third or fourth full-time study year of an undergraduate program.

3. What is the unit value of this course?

12 units

4. How does this course contribute to my learning?

| COURSE LEARNING OUTCOMES | GRADUATE QUALITIES |
|---|--|
| On successful completion of this course, you should be able to... | Completing these tasks successfully will contribute to you becoming... |
| 1 Demonstrate knowledge and critical understanding of fundamental principles and procedures of Australian Corporations Law | Knowledgeable Empowered |
| 2 Demonstrate knowledge of the ethical issues that may confront a corporate lawyer and explain appropriate professional responses to those issues | Ethical |
| 3 Access, use, interpret and apply complex statutory material to resolve corporate law problems and issues | Knowledgeable Empowered |
| 4 Evaluate theoretical perspectives of Australian Corporations Law and assess how theories may apply, influence, or critique corporate law issues | Knowledgeable Creative and critical thinker Engaged |
| 5 Exercise the communication skills that are required of lawyers including presenting and drafting | Empowered Engaged |

5. Am I eligible to enrol in this course?

Refer to the [UniSC Glossary of terms](#) for definitions of “pre-requisites, co-requisites and anti-requisites”.

5.1. Pre-requisites

Not applicable

5.2. Co-requisites

LAW204 and enrolled in any Law Program

5.3. Anti-requisites

Not applicable

5.4. Specific assumed prior knowledge and skills (where applicable)

Not applicable

6. How am I going to be assessed?

6.1. Grading Scale

Standard Grading (GRD)

High Distinction (HD), Distinction (DN), Credit (CR), Pass (PS), Fail (FL).

6.2. Details of early feedback on progress

Formative feedback will be provided during tutorials with the completion of tutorial exercises and discussing of correct answers and approaches in Weeks 1-4. In addition, a formative quiz is available in Week 4 for students to assess their understanding of the course materials.

6.3. Assessment tasks

| DELIVERY MODE | TASK NO. | ASSESSMENT PRODUCT | INDIVIDUAL OR GROUP | WEIGHTING % | WHAT IS THE DURATION / LENGTH? | WHEN SHOULD I SUBMIT? | WHERE SHOULD I SUBMIT IT? |
|---------------|----------|-----------------------------------|---------------------|-------------|--------------------------------|--|--|
| All | 1 | Quiz/zes | Individual | 0% | 15 questions | Week 4 | Online Test (Quiz) |
| All | 2 | Essay | Individual | 25% | 1500 words | Week 8 | Online Assignment Submission with plagiarism check |
| All | 3 | Oral | Individual | 25% | 10 minutes | Throughout teaching period (refer to Format) | In Class |
| All | 4 | Examination - Centrally Scheduled | Individual | 50% | 4 Hours | Exam Period | Online Assignment Submission with plagiarism check |

All - Assessment Task 1: Optional Quiz

| | | | | | |
|-----------------|---|------------------------------------|--|--|---------------------------|
| GOAL: | To test your understanding of key concepts and principles covered in weeks 1-3 of the course. | | | | |
| PRODUCT: | Quiz/zes | | | | |
| FORMAT: | Short answer questions (Optional). | | | | |
| CRITERIA: | No. | | | | Learning Outcome assessed |
| | 1 | Correct answers to quiz questions. | | | 1 3 |
| GENERIC SKILLS: | Problem solving, Organisation, Applying technologies | | | | |

All - Assessment Task 2: Critical Essay

| | | | |
|------------------------|--|--|----------------------------------|
| GOAL: | To demonstrate theoretical and critical understanding of corporate law by analysing an area of doctrine in light of theories of the corporation. Students are expected to focus on analysis, justification and critique of doctrinal elements of corporate law through comparing and contrasting different theories and critiques of the corporation. | | |
| PRODUCT: | Essay | | |
| FORMAT: | This is a 1500-word individual written assignment. The assignment requires students to select and respond to one (1) essay question. You will be required to focus on analysis, justification and critique of doctrinal elements of corporate law through comparing and contrasting different theories and critiques of the corporation. Essays should be formatted with a clear introduction (including a strong thesis which responds to the question), a number of well-supported arguments that establish the thesis and a conclusion. | | |
| CRITERIA: | No. | | Learning Outcome assessed |
| | 1 | Demonstration of critical understanding of theories of the corporation and corporate law doctrine, as evidenced by accurate articulation and analysis of the issues examined | 1 4 |
| | 2 | Demonstration of ability to engage in critical analysis and think creatively | 3 4 |
| | 3 | Constructing persuasive arguments | 4 |
| | 4 | Development of a strong thesis, clear development of arguments in support of that thesis, and persuasive presentation of the materials engaged | 1 3 4 |
| | 5 | Demonstration of requisite academic communication skills, use of appropriate and persuasive expression | 5 |
| | 6 | Accuracy of citations and academic referencing and use of accurate | 5 |
| GENERIC SKILLS: | Communication, Problem solving, Organisation, Information literacy | | |

All - Assessment Task 3: Oral Moot Presentation

| | | | |
|------------------------|---|---|----------------------------------|
| GOAL: | To assess your detailed knowledge of particular area of corporations law and your ability to present formal arguments that apply the law to a particular fact scenario. It will also assess your problem-solving and oral communication skills. | | |
| PRODUCT: | Oral | | |
| FORMAT: | You will form teams of two to present moot arguments in one of the tutorials between week 5 and week 12, responding to a hypothetical fact scenario dealing with a particular area of corporations law. You will be required to prepare and present a 10 minute oral moot submission (including responding to questions from the moot judge) which adheres to the formality of a moot presentation. | | |
| | Materials on mooting and moot presentations will be provided on Canvas and worked through in the tutorials in Weeks 2-4. | | |
| CRITERIA: | No. | | Learning Outcome assessed |
| | 1 | Quality of Argument (including identification of issues and understanding and application of the relevant laws) | 3 |
| | 2 | Coherence and logic to the presentation and ability to present as a team | 1 3 |
| | 3 | Presentation | 5 |
| | 4 | Handling of Questions | 5 |
| GENERIC SKILLS: | Communication, Collaboration, Problem solving, Organisation | | |

All - Assessment Task 4: Final Exam

| GOAL: | To assess your understanding of Corporations Law principles and your capacity to apply that understanding to new fact scenarios. | | | | | | | | | | | | | | | | |
|------------------------|--|---------------------------|--|---------------------------|---|--|---|---|---|---|---|------------------------------------|-----|---|---|---|--|
| PRODUCT: | Examination - Centrally Scheduled | | | | | | | | | | | | | | | | |
| FORMAT: | Online examination held during the exam period. Examination answers must be completed and submitted within the allotted time to the online submission point. The exam may contain a mix of legal problem and/or essay questions. | | | | | | | | | | | | | | | | |
| CRITERIA: | <table> <tr> <th>No.</th><th></th><th>Learning Outcome assessed</th></tr> <tr> <td>1</td><td>Identifies legal issues and applicable law correctly</td><td>1</td></tr> <tr> <td>2</td><td>Applies legal rules to a problem in an analytical and logical way</td><td>3</td></tr> <tr> <td>3</td><td>Formulates appropriate conclusions</td><td>3 5</td></tr> <tr> <td>4</td><td>Demonstrates awareness of corporate governance and ethics</td><td>2</td></tr> </table> | No. | | Learning Outcome assessed | 1 | Identifies legal issues and applicable law correctly | 1 | 2 | Applies legal rules to a problem in an analytical and logical way | 3 | 3 | Formulates appropriate conclusions | 3 5 | 4 | Demonstrates awareness of corporate governance and ethics | 2 | |
| No. | | Learning Outcome assessed | | | | | | | | | | | | | | | |
| 1 | Identifies legal issues and applicable law correctly | 1 | | | | | | | | | | | | | | | |
| 2 | Applies legal rules to a problem in an analytical and logical way | 3 | | | | | | | | | | | | | | | |
| 3 | Formulates appropriate conclusions | 3 5 | | | | | | | | | | | | | | | |
| 4 | Demonstrates awareness of corporate governance and ethics | 2 | | | | | | | | | | | | | | | |
| GENERIC SKILLS: | Communication, Problem solving, Information literacy | | | | | | | | | | | | | | | | |

7. Directed study hours

A 12-unit course will have total of 150 learning hours which will include directed study hours (including online if required), self-directed learning and completion of assessable tasks. Student workload is calculated at 12.5 learning hours per one unit.

8. What resources do I need to undertake this course?

Please note: Course information, including specific information of recommended readings, learning activities, resources, weekly readings, etc. are available on the course Canvas site– Please log in as soon as possible.

8.1. Prescribed text(s) or course reader

Please note that you need to have regular access to the resource(s) listed below. Resources may be required or recommended.

| REQUIRED? | AUTHOR | YEAR | TITLE | EDITION | PUBLISHER |
|-----------|-------------------------|------|---|---------|-------------|
| Required | Hargovan, Brown & Adams | 2020 | Australian Corporate Law (7th Edition) | n/a | Lexis Nexis |
| Required | n/a | 0 | Australians Corporations Law 2001 Cth Legislation [Available at: www.legislation.gov.au] | n/a | n/a |

8.2. Specific requirements

Not applicable

9. How are risks managed in this course?

Health and safety risks for this course have been assessed as low. It is your responsibility to review course material, search online, discuss with lecturers and peers and understand the health and safety risks associated with your specific course of study and to familiarise yourself with the University's general health and safety principles by reviewing the [online induction training for students](#), and following the instructions of the University staff.

10. What administrative information is relevant to this course?

10.1. Assessment: Academic Integrity

Academic integrity is the ethical standard of university participation. It ensures that students graduate as a result of proving they are competent in their discipline. This is integral in maintaining the value of academic qualifications. Each industry has expectations and standards of the skills and knowledge within that discipline and these are reflected in assessment.

Academic integrity means that you do not engage in any activity that is considered to be academic fraud; including plagiarism, collusion or outsourcing any part of any assessment item to any other person. You are expected to be honest and ethical by completing all work yourself and indicating in your work which ideas and information were developed by you and which were taken from others. You cannot provide your assessment work to others. You are also expected to provide evidence of wide and critical reading, usually by using appropriate academic references.

In order to minimise incidents of academic fraud, this course may require that some of its assessment tasks, when submitted to Canvas, are electronically checked through Turnitin. This software allows for text comparisons to be made between your submitted assessment item and all other work to which Turnitin has access.

10.2. Assessment: Additional Requirements

Eligibility for Supplementary Assessment

Your eligibility for supplementary assessment in a course is dependent of the following conditions applying:

The final mark is in the percentage range 47% to 49.4%

The course is graded using the Standard Grading scale

You have not failed an assessment task in the course due to academic misconduct

10.3. Assessment: Submission penalties

Late submission of assessment tasks may be penalised at the following maximum rate:

- 5% (of the assessment task's identified value) per day for the first two days from the date identified as the due date for the assessment task.

- 10% (of the assessment task's identified value) for the third day - 20% (of the assessment task's identified value) for the fourth day and subsequent days up to and including seven days from the date identified as the due date for the assessment task.

- A result of zero is awarded for an assessment task submitted after seven days from the date identified as the due date for the assessment task. Weekdays and weekends are included in the calculation of days late. To request an extension you must contact your course coordinator to negotiate an outcome.

10.4. SafeUniSC

UniSC is committed to a culture of respect and providing a safe and supportive environment for all members of our community. For immediate assistance on campus contact SafeUniSC by phone: [07 5430 1168](tel:0754301168) or using the [SafeZone](#) app. For general enquires contact the SafeUniSC team by phone [07 5456 3864](tel:0754563864) or email safe@usc.edu.au.

The SafeUniSC Specialist Service is a Student Wellbeing service that provides free and confidential support to students who may have experienced or observed behaviour that could cause fear, offence or trauma. To contact the service call [07 5430 1226](tel:0754301226) or email studentwellbeing@usc.edu.au.

10.5. Study help

For help with course-specific advice, for example what information to include in your assessment, you should first contact your tutor, then your course coordinator, if needed.

If you require additional assistance, the Learning Advisers are trained professionals who are ready to help you develop a wide range of academic skills. Visit the [Learning Advisers](#) web page for more information, or contact Student Central for further assistance: +61 7 5430 2890 or studentcentral@usc.edu.au.

10.6. Wellbeing Services

Student Wellbeing provide free and confidential counselling on a wide range of personal, academic, social and psychological matters, to foster positive mental health and wellbeing for your academic success.

To book a confidential appointment go to [Student Hub](#), email studentwellbeing@usc.edu.au or call 07 5430 1226.

10.7. AccessAbility Services

Ability Advisers ensure equal access to all aspects of university life. If your studies are affected by a disability, learning disorder mental health issue, injury or illness, or you are a primary carer for someone with a disability or who is considered frail and aged, [AccessAbility Services](#) can provide access to appropriate reasonable adjustments and practical advice about the support and facilities available to you throughout the University.

To book a confidential appointment go to [Student Hub](#), email AccessAbility@usc.edu.au or call 07 5430 2890.

10.8. Links to relevant University policy and procedures

For more information on Academic Learning & Teaching categories including:

- Assessment: Courses and Coursework Programs
- Review of Assessment and Final Grades
- Supplementary Assessment
- Central Examinations
- Deferred Examinations
- Student Conduct
- Students with a Disability

For more information, visit <https://www.usc.edu.au/explore/policies-and-procedures#academic-learning-and-teaching>

10.9. Student Charter

UniSC is committed to excellence in teaching, research and engagement in an environment that is inclusive, inspiring, safe and respectful. The [Student Charter](#) sets out what students can expect from the University, and what in turn is expected of students, to achieve these outcomes.

10.10. General Enquiries

In person:

- **UniSC Sunshine Coast** - Student Central, Ground Floor, Building C, 90 Sippy Downs Drive, Sippy Downs
- **UniSC Moreton Bay** - Service Centre, Ground Floor, Foundation Building, Gympie Road, Petrie
- **UniSC SouthBank** - Student Central, Building A4 (SW1), 52 Merivale Street, South Brisbane
- **UniSC Gympie** - Student Central, 71 Cartwright Road, Gympie
- **UniSC Fraser Coast** - Student Central, Student Central, Building A, 161 Old Maryborough Rd, Hervey Bay
- **UniSC Caboolture** - Student Central, Level 1 Building J, Cnr Manley and Tallon Street, Caboolture

Tel: +61 7 5430 2890

Email: studentcentral@usc.edu.au