BUSN7057

Business Association Law

Course Description

This course introduces the legal principles relevant to business structures in Australia. Corporate law is emphasised, comprising issues such as: corporate governance (the structure and role of the board of directors, directors' duties, members' rights and shareholder meetings); corporate liability (corporate contracting, negligence issues faced by corporations); corporate finance (debt and equity financing, profit distribution and protection of creditors); and external administration (corporate insolvency, receivership, voluntary administration and winding up).

Semester and Year
Semester 1, 2016

Course URL
http://programsandcourses.anu.edu.au/2016/course/BUSN7057

Mode of Delivery
On campus

Prerequisites
BUSN7052 Commercial Law

Incompatible Courses
BUSN2101

Course Convener
Mr Kurt Stevens

Office Location
Room 2032, Hanna Neumann Building 21

Phone
6125 4726

Email
Kurt.Stevens@anu.edu.au

Consultation hours
TBA

Bio and research interests
Kurt is a part time lecturer with the Research School of Accounting and Business Information Systems at the Australian National University. He has taught Law of Business Associations, Commercial Law and Taxation Law. Kurt has many years’ experience in legal and policy roles in the public sector, in particular in competition and regulatory law. His academic background is in Law and Economics.

Tutor(s) (optional)
To be advised – will be published on Wattle

Student Administrators
HN 2037 Hanna Neumann Bld 21
enquiries.rsa@anu.edu.au
6125 0025 or 6125 7968
Office hours: Monday – Friday 9-5 pm
COURSE OVERVIEW

Course Learning Outcomes

Upon successful completion of the requirements for this course, students will be able to:

1. apply advanced knowledge of corporate law to analyse and address legal issues typically encountered by Australian companies and their advisers;
2. understand the way the law will view a set of circumstances and why the law exists, including policy considerations and settings, and also know how to apply this to influence and inform decision making;
3. identify legal issues amongst complex factual scenarios;
4. find current statements of case law and legislation regarding legal issues;
5. direct ongoing learning especially in the context of amendments to corporate law.
6. implement a professional communication style in providing strategic direction in commercial applications.

Research-Led Teaching

Corporate law is constantly evolving as businesses including companies are operating in an ever more complex and global economy. Through this course, students will be able to see how legislators, the judiciary and regulators have also had to respond to these changes. Specifically, this course will consider the recent creation of the Personal Property Securities Act, as well as recent amendments to the insider trading provisions and new provisions protecting shareholder rights. The course will also introduce some newer applications of corporate governance under both the Corporations Act and under the ASX Listing Rules.

Continuous Improvement

We use feedback from students, professional bodies and staff to make regular improvements to the course. In response to this feedback, design improvements from the previous version of the course include:

- More ongoing assessment/feedback - corporate law introduces students to many new and unfamiliar concepts. More solid grounding in fundamental concepts will assist students understanding of more complex areas of the law. Accordingly, this semester, the course will include additional (but smaller weighting) assessments which will assist students in being competent in fundamental concepts which are necessary to grasp the complex areas of the law. This will also ensure students are familiar with a broader range of corporate law topics.
- The course will include a greater focus on highlighting the relevance and application of corporate law to the disciplines of students undertaking this course. The relevance of the law is not always obvious. To assist, the lecturer will highlight these linkages. The additional assessments will also have an additional practical focus. This will provide a more tangible learning experience.

Staff Feedback

Students will be given feedback in various ways in this course, including verbal or written feedback on the return of assessment tasks, during class discussion, or during consultation with lecturers and tutors.
Student Feedback

All CBE courses are evaluated using Student Experience of Learning and Teaching (SELT) surveys, administered by Planning and Statistical Services at the ANU. These surveys are offered online, and students will be notified via email to their ANU address when surveys are available in each course. Feedback is used for course development so please take the time to respond thoughtfully. Course feedback is anonymous and provides the Colleges, University Education Committee and Academic Board with opportunities to recognise excellent teaching and to improve courses across the university. For more information on student surveys at ANU and reports on feedback provided on ANU courses, visit http://unistats.anu.edu.au/surveys/selt/students/ and http://unistats.anu.edu.au/surveys/selt/results/learning/

Examination material or equipment

Details regarding materials and equipment that is permitted in an examination room can be found on the ANU website:

http://www.anu.edu.au/students/program-administration/assessments-exams/examination-conduct

Information regarding permitted examination materials for the course will be available on the examination timetable website when the examination timetable is released:

http://timetable.anu.edu.au/

COURSE SCHEDULE

<table>
<thead>
<tr>
<th>Week commencing</th>
<th>Topic</th>
<th>Activity</th>
<th>Preparation - reading</th>
<th>Assessment</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 15 February</td>
<td>Companies and Company Law</td>
<td>Introduction lecture and lecture 1, no tutorial</td>
<td>Text chapters 1 and 2</td>
<td></td>
</tr>
<tr>
<td>2 22 February</td>
<td>Legal nature of companies and business planning</td>
<td>Lecture 2 Tutorial questions this week will be posted to Wattle.</td>
<td>Text chapters 3 and 4</td>
<td></td>
</tr>
<tr>
<td>3 29 February</td>
<td>Constituting companies and managing Companies</td>
<td>Lecture 3 Tutorial – Problem set 1. Problem sets are in ch 26 of your text.</td>
<td>Text chapters 5 and 6</td>
<td></td>
</tr>
<tr>
<td>4 7 March</td>
<td>Corporate governance and introduction to directors’ duties. Duty of care, duty to prevent insolvent trading.</td>
<td>Lecture 4 Tutorial – Problem set 2.</td>
<td>Text chapters 11 and 12</td>
<td></td>
</tr>
<tr>
<td>5 14 March (Note: Monday public holiday – check Wattle)</td>
<td>Directors’ duties – duty to act in good faith and for a proper purpose.</td>
<td>Lecture 5 Tutorial – Problem set 3.</td>
<td>Text chapter 13 and 16</td>
<td>Report 1 due Friday 18 March at 6pm</td>
</tr>
<tr>
<td>6 21 March (Note: Friday public holiday – check Wattle)</td>
<td>Duty to disclose conflicts of interest. Duties not to improperly use position or information.</td>
<td>Lecture 6 Tutorial – Problem set 6; Tutorial – Problem set 8: Question 1.</td>
<td>Text chapters 14 and 15</td>
<td></td>
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<tr>
<td>Week</td>
<td>Date</td>
<td>Topic</td>
<td>Lecture/ Tutorial Details</td>
<td>Text chapters</td>
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<tr>
<td>7</td>
<td>28 March</td>
<td>Restrictions on member-decision making and company directors. Member</td>
<td>Lecture 7: Tutorial – Problem set 7; Tutorial – Problem set 8: Questions 2, 3 and 4.</td>
<td>7 and 8</td>
</tr>
<tr>
<td></td>
<td>(Note: Monday public holiday – check Wattle)</td>
<td>decision making and member’s meetings</td>
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<tr>
<td></td>
<td>4 April</td>
<td>Mid-semester break</td>
<td></td>
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<tr>
<td>8</td>
<td>18 April</td>
<td>Consequences of breach and Members’ remedies</td>
<td>Lecture 8: Tutorial – Problem set 4; Problem set 8: Questions 5 and 6.</td>
<td>9 and 10</td>
</tr>
<tr>
<td>9</td>
<td>25 April</td>
<td>Reporting and disclosure and financing companies</td>
<td>Lecture 9: Tutorial – Problem set 5.</td>
<td>17 and 18</td>
</tr>
<tr>
<td></td>
<td>(Note: Monday public holiday – check Wattle)</td>
<td></td>
<td></td>
<td>Main assignment due Tuesday 26 April at 10am</td>
</tr>
<tr>
<td>10</td>
<td>2 May</td>
<td>Shares and shareholding, Securities</td>
<td>Lecture 10: Tutorial – Problem set 9 questions 3, 4 and 6; Problem set 10 questions 1, 2, 3, 4 and 5.</td>
<td>19 and 20</td>
</tr>
<tr>
<td></td>
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<td></td>
<td>Text chapters 21 (last part) and ch 23.</td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>9 May</td>
<td>Takeovers and transacting by companies</td>
<td>Lecture 11: Tutorial – Problem set 11 questions 1, 2, 3 and 4 and see wattle for additional questions..</td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>16 May</td>
<td>Receivership and voluntary administration Winding up</td>
<td>Lecture 12: Tutorial – Problem set 12.</td>
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<td></td>
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<td></td>
<td>Past exam papers will be posted to wattle and will be the basis of revision this week.</td>
<td></td>
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</tbody>
</table>

**COURSE ASSESSMENT**

**Assessment Summary**

<table>
<thead>
<tr>
<th>Item</th>
<th>Title</th>
<th>Value</th>
<th>Due Date</th>
<th>Linked Learning Outcomes (optional)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Report 1</td>
<td>Report</td>
<td>10</td>
<td>Friday 18 March at 6pm</td>
<td>LO1, LO2, LO6</td>
</tr>
<tr>
<td>Assignment</td>
<td>Problem question assignment</td>
<td>20</td>
<td>Tuesday 26 April at 10am</td>
<td>LO2, LO3, LO4, LO5, LO6</td>
</tr>
<tr>
<td>Report 2</td>
<td>Report</td>
<td>10</td>
<td>Friday 20 May at 6pm</td>
<td>LO1, LO2, LO6</td>
</tr>
<tr>
<td>Examination</td>
<td>Final examination – all topics examinable</td>
<td>60</td>
<td>Centrally timetabled during University examination period</td>
<td>LO1, LO2, LO3, LO4</td>
</tr>
</tbody>
</table>
### Assessment Tasks

**Report 1 and Report 2**

<table>
<thead>
<tr>
<th>Due Date</th>
<th>Report 1 is due Friday 18 March at 6pm; Report 2 is due Friday 20 May at 6pm</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Value or Weighting (%)</strong></td>
<td>10% for each report (20% in total)</td>
</tr>
<tr>
<td><strong>Marks</strong></td>
<td>10 marks for each report (20 marks in total)</td>
</tr>
<tr>
<td><strong>Suggested Length</strong></td>
<td>800 words (10% tolerance either way acceptable)</td>
</tr>
<tr>
<td><strong>Instructions</strong></td>
<td>Write a report / advice identifying and advising on the legal issues that arise in the question supporting your advice by reference to the law.</td>
</tr>
<tr>
<td><strong>Purpose</strong></td>
<td>The aim of this assignment is to bring a practical application to your legal knowledge. It will further develop your legal reasoning and analysis skills through considering a set of facts and identifying and advising regarding the legal issues that arise.</td>
</tr>
</tbody>
</table>
| **Marking Criteria** | **Communication**  
Correct syntax, grammar and spelling  
Clarity of thought and expression  
**Demonstrated knowledge of the law**  
Answer reflects a good knowledge of the relevant legislation and relevant case law - an understanding of their scope and operation  
**Analytical skills**  
(legal problem solving technique)  
Ability to determine the legally relevant or "material" facts and the applicable legal rules:  
- ability to identify the legal issues raised by the relevant facts, ie the questions in dispute;  
- applying the law to the relevant facts (do the facts fit the legal rules?);  
- reaching a conclusion and expressing it ("In my view...."  "I consider, on the basis of the facts provided, that...."). If the legislation is open to more than one interpretation your task is to say so and to decide which one should be considered of greater weight and to state "why".  
**Presentation**  
Correct citation of cases and legislation in accordance with the Australian Guide to Legal Citation  
Layout/setting out (use of appropriate headings - clarity, ease of reading)  
Complies with requirements detailed below |
| **Submission / Presentation Details** | Reports are to be word-processed in minimum 12 point font with margins. The use of strict, professional expression is expected. |

### Main assignment

<table>
<thead>
<tr>
<th>Due Date</th>
<th>Tuesday 26 April at 10am</th>
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<tr>
<td><strong>Value or Weighting (%)</strong></td>
<td>20</td>
</tr>
<tr>
<td><strong>Marks</strong></td>
<td>20</td>
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<tr>
<td><strong>Suggested Length</strong></td>
<td>1,800 words (10% tolerance either way acceptable)</td>
</tr>
</tbody>
</table>
| **Instructions** | Write a paper identifying and advising on the legal issues that arise in the problem question supporting your advice by reference to the law.  
Questions should be answered in IRAC style. You should remember to support your propositions by reference to cases and statutes where appropriate. Notes on IRAC will be posted to Wattle.  
I – Issue (briefly identify the legal issue(s) in the problem). |
R – Rule (briefly signal the rule or relevant law which will help to resolve the issue.)
A – Application - the most important part (apply the law to the facts, look at both sides to the argument, support your argument.)
C – Conclusion (remember to draw your advice to a conclusion, although that advice might be that there is more than one possible answer but the most likely conclusion is x. It is also acceptable to say that you need to know some further facts and if it is x then y would follow but if it is a then b would follow.)

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<tr>
<td>The aim of this assignment is to develop your legal reasoning and analysis skills through considering a set of facts and identifying and advising regarding the legal issues that arise. It will assist you to develop confidence and insight with legal problem solving. It will also allow you to practise your skills in writing a persuasive legal argument and synthesising your learning in a few areas of corporate law.</td>
</tr>
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<td>Assignments are to be word-processed in minimum 12 point font with margins. The use of strict, professional expression is expected.</td>
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</table>

**Assignment Submission**

The ANU is using Turnitin to enhance student citation and referencing techniques, and to assess assignment submissions as a component of the University's approach to managing Academic Integrity. For additional information regarding Turnitin please visit ANU Online.

Online submission: Assignments are submitted using Turnitin in the course Wattle site. You will be required to electronically sign a declaration as part of the submission of your assignment. Please keep a copy of the assignment for your records.

**Extensions and Penalties**

Extensions and late submission of assessment pieces are covered by the Student Assessment (Coursework) Policy and Procedure.

The Course Convener may grant extensions for assessment pieces that are not examinations or take-home examinations. If you need an extension, you must request it in writing on or before the due date. If you have documented and appropriate medical evidence that demonstrates you were
not able to request an extension on or before the due date, you may be able to request it after the due date.

Late submission of assessment tasks without an extension are penalised at the rate of 5% of the possible marks available per working day or part thereof. Late submission of assessment tasks is not accepted after 10 working days after the due date, or on or after the date specified in the course outline for the return of the assessment item.

Returning Assignments

All assignments will be returned to students via Turnitin. For additional information regarding Turnitin please visit ANU Online.

Examinations

The final examination timetable is published on the following ANU website: http://timetable.anu.edu.au/. Students will be advised of the format of the final examination closer to the time. It is an open book exam. You may take anything into the examination except electronic materials. Regarding permitted materials for the final examination please note electronic dictionaries are not allowed.

Scaling

Your final mark for the course will be based on the raw marks allocated for each assignment or examination. However, your final mark may not be the same number as produced by that formula, as marks may be scaled. Any scaling applied will preserve the rank order of raw marks (i.e. if your raw mark exceeds that of another student, then your scaled mark will exceed or equal the scaled mark of that student), and may be either up or down.

Referencing Requirements

Referencing is required in accordance with the Australian Guide to Legal Citation. A link will be provided on Wattle and a shorter guide to the most common references will also be provided.

READING LISTS

Prescribed text


Recommended reading


**TUTORIAL AND/OR SEMINAR REGISTRATION**

Tutorial and /or Seminar signup for this course will be done via the Wattle website. Detailed information about signup times will be provided on Wattle or during your first lecture. When tutorials are available for enrolment, follow these steps:

1. Log on to [Wattle](#), and go to the course site.

2. Click on the link “Tutorial signup here”

3. On the right of the screen, click on the tab “Become Member of ……” for the tutorial class you wish to enter.

4. Confirm your choice

If you need to change your enrolment, you will be able to do so by clicking on the tab “Leave group…” and then re-enrol in another group. You will not be able to enrol in groups that have reached their maximum number. Please note that enrolment in ISIS must be finalised for you to have access to Wattle.
COMMUNICATION

Email

If necessary, the lecturers and tutors for this course will contact students on their official ANU student email address. Information about your enrolment and fees from the Registrar and Student Services' office will also be sent to this email address.

Announcements

Students are expected to check the Wattle site for announcements about this course, e.g. changes to timetables or notifications of cancellations. Notifications of emergency cancellations of lectures or tutorials will be posted on the door of the relevant room.

Course URLs

More information about this course may be found on:

• Programs and Courses (http://programsandcourses.anu.edu.au/2016/course/BUSN7057)

• the College of Business and Economics website (https://www.cbe.anu.edu.au/students/student-information/college-courses/) and

• Wattle (https://wattle.anu.edu.au), the University's online learning environment. Log on to Wattle using your student number and your ISIS password.

POLICIES

The University offers a number of support services for students. Information on these is available online from http://www.anu.edu.au/students/get-involved

ANU has educational policies, procedures and guidelines, which are designed to ensure that staff and students are aware of the University’s academic standards, and implement them. You can find the University’s education policies and an explanatory glossary at: http://policies.anu.edu.au/

Students are expected to have read the Academic Misconduct Rules 2014 before the commencement of their course.

Other key policies include:

• Student Assessment (Coursework) Policy (https://policies.anu.edu.au/ppl/document/ANUP_004603)
• Student Assessment (Coursework) Procedure (https://policies.anu.edu.au/ppl/document/ANUP_004604)
• Student Surveys and Evaluations (https://policies.anu.edu.au/ppl/document/ANUP_004601)
• Copyright (http://copyright.anu.edu.au)