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).
<table>
<thead>
<tr>
<th>Email</th>
<th><a href="mailto:Keturah.whitford@anu.edu.au">Keturah.whitford@anu.edu.au</a></th>
</tr>
</thead>
<tbody>
<tr>
<td>Office</td>
<td>Hanna Neumann Building, Room 2031</td>
</tr>
<tr>
<td>Office hours for student consultation</td>
<td>To be advised on the Wattle course site</td>
</tr>
<tr>
<td>Research Interests</td>
<td>Keturah Whitford is Associate Professor and Reader in Business Law in the Research School of Accounting at the Australian National University. She is also Director of Students and Learning in the College of Business and Economics. Prior to joining ANU in 2004, Keturah was head of the School of Law at the University of Canberra. She has taught and published in areas of business law, company and insolvency law and banking law. She is a director on the boards of Australian Science Innovations Inc and St John Ambulance (ACT) Inc. Keturah has many years’ experience as a legal practitioner, initially in private practice in Adelaide and later working for The State Bank of South Australia, Street Thompson Holdings Ltd (a listed public company) and the Australian Association of Permanent Building Societies in Canberra. Keturah holds the degrees of Bachelor of Laws, Master of Laws and a Diploma of Education from the University of Adelaide. She is admitted as a barrister and solicitor in South Australia, The Australian Capital Territory and the High Court of Australia.</td>
</tr>
<tr>
<td>Tutors</td>
<td>To be advised on the Wattle course site</td>
</tr>
<tr>
<td>Student Administration</td>
<td>Room 2037 Hanna Neumann Building 21 <a href="mailto:enquiries.rsa@anu.edu.au">enquiries.rsa@anu.edu.au</a> +61 2 6125 0025 or 6125 7968 Office Hours: Monday-Friday 9-5 pm</td>
</tr>
</tbody>
</table>

**SEMESTER 1**

**2017**
COURSE OVERVIEW

Learning Outcomes

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

1. apply your 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 rather than only viewing a situation from a commercial viewpoint and also know how to apply this to influence and inform decision making;
3. identify legal issues amongst factual issues;
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.

Assessment Summary

<table>
<thead>
<tr>
<th>Assessment Task</th>
<th>Value</th>
<th>Due Date</th>
<th>Date for Return of Assessment</th>
<th>Linked learning outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. tutorial question</td>
<td>5%</td>
<td>9am 14 March</td>
<td>Week 6</td>
<td>1, 2, 3, 4, 5.</td>
</tr>
<tr>
<td>2. tutorial participation</td>
<td>5%</td>
<td>Not applicable</td>
<td>Week 12</td>
<td>1, 2, 3.</td>
</tr>
<tr>
<td>3. news report</td>
<td>10%</td>
<td>4pm 20 April</td>
<td>Week 9</td>
<td>1, 2, 3, 4, 5.</td>
</tr>
<tr>
<td>4. Assignment</td>
<td>20%</td>
<td>4pm 8 May</td>
<td>Week 12</td>
<td>1, 2, 3, 4, 5.</td>
</tr>
<tr>
<td>5. final examination</td>
<td>60%</td>
<td>Scheduled centrally in examination period</td>
<td>Results released centrally</td>
<td>1, 2, 3, 4, 5.</td>
</tr>
</tbody>
</table>

Research-Led Teaching

This course introduces students to the law applicable to companies. There is an emphasis on current events in corporate law and students will be referred to appropriate journal articles to enhance their understanding of the core topics and to enhance discussion of current corporate legal events.

Feedback

Staff Feedback

Students will be given feedback in the following forms in this course:

- verbal feedback in tutorials to tutorial discussion
- individual written feedback for the news report and assignment
- written feedback to the whole class on the news report and the assignment
- individual verbal feedback from tutors in consultation time.
Student Feedback

ANU is committed to the demonstration of educational excellence and regularly seeks feedback from students. One of the key formal ways students have to provide feedback is through Student Experience of Learning Support (SELS) surveys. The feedback given in these surveys is anonymous and provides the Colleges, University Education Committee and Academic Board with opportunities to recognise excellent teaching, and opportunities for improvement.

For more information on student surveys at ANU and reports on the feedback provided on ANU courses, go to:

http://unistats.anu.edu.au/surveys/selt/students/ and
http://unistats.anu.edu.au/surveys/selt/results/learning/

Policies

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 Rule before the commencement of their course.

Other key policies include:

- Student Assessment (Coursework) Policy
- Student Assessment (Coursework) Procedure
- Student Surveys and Evaluations
- Copyright (http://copyright.anu.edu.au/)

Required Resources

The prescribed text is set out below. It is suggested that students purchase a copy. A copy will be placed on short loan in the library.

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/
READING LISTS

Prescribed Texts


(Note that this is an interactive e-text which comes with a hardcopy companion volume which you can take into the examination)

Strongly recommended Texts


(Note that the legislation can be accessed online but it is useful to have your own copy for the tutorials and the final examination)

Recommended Reading


Web sites


Useful legal databases which can be accessed via the ANU library site include:

- **LexisNexis AU** – for cases and journal articles – also provides access to the Encyclopaedic Australian legal Dictionary online.
- **FirstPoint** (Legal online) – for cases and journal articles
- **HeinOnline** – for journal articles (this service has a large number of Australian journals)
- **Westlaw AU** – for journal articles

### COURSE SCHEDULE

<table>
<thead>
<tr>
<th>Week</th>
<th>Theme / Topic / Module</th>
<th>Activity</th>
<th>Required student preparation</th>
<th>Deadlines</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>20, 23 Feb</td>
<td>Business Organisations Lecture, no tutorial</td>
<td>Text - Module 1</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>27 Feb</td>
<td>Companies and Incorporation Lecture Tutorial – questions will be posted to wattle</td>
<td>Text – Module 2</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2 March</td>
<td>Company constitution Promoters and Pre-registration contracts Lecture Tutorial – questions will be posted to wattle</td>
<td>Text – Modules 3 and 4</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>6, 9 March</td>
<td>Companies, outsiders and corporate liability Lecture Tutorial – questions will be posted to wattle</td>
<td>Text – Module 5</td>
<td>Tutorial question due 9am 14 March</td>
</tr>
<tr>
<td>4</td>
<td>13 March, (public holiday) 16 March</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>20, 23 March</td>
<td>Membership, members powers and dividends Lecture Tutorial – questions will be posted to wattle</td>
<td>Text – Module 6</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Corporate governance and company management Lecture</td>
<td>Text – Module 7</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Week</td>
<td>Theme / Topic / Module</td>
<td>Activity</td>
<td>Required student preparation</td>
<td>Deadlines</td>
</tr>
<tr>
<td>----------------------</td>
<td>------------------------------------------------------------</td>
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<td>-------------------------------</td>
<td>------------------------------------------------</td>
</tr>
<tr>
<td>27, 30 March</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td>News report due 4pm 20 April</td>
</tr>
<tr>
<td>3 – 18 April</td>
<td>Mid-semester break</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Directors' and officer duties A – duty of care and duty to prevent insolvent trading</td>
<td>Lecture</td>
<td>Text – Module 8</td>
<td></td>
</tr>
<tr>
<td>17 April</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 April</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Directors' and officer duties B: duties of good faith and conflicts of interest</td>
<td>Lecture</td>
<td>Text – Module 9</td>
<td></td>
</tr>
<tr>
<td>24, 27 April</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(25 April public holiday)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Financing a company via equity or debt</td>
<td>Lecture</td>
<td>Text – Module 10</td>
<td></td>
</tr>
<tr>
<td>1, 4 May</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>Members' remedies</td>
<td>Lecture</td>
<td>Text – Module 11</td>
<td>Assignment due 4pm 8 May</td>
</tr>
<tr>
<td>8, 11 May</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Receivership and administration</td>
<td>Lecture</td>
<td>Text – Module 12</td>
<td></td>
</tr>
<tr>
<td>15, 18 May</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Insolvency Revision</td>
<td>Lecture</td>
<td>Text – Module 13 and past exam papers posted to wattle</td>
<td></td>
</tr>
<tr>
<td>22, 25 May</td>
<td></td>
<td>Tutorial – questions will be posted to wattle</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Examination period</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**ASSESSMENT REQUIREMENTS**

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 the ANU Online website.

Students may choose not to submit assessment items through Turnitin. In this instance you will be required to submit, alongside the assessment item itself, copies of all references included in the assessment item.
## Assessment Tasks

### Assessment Task 1: Tutorial question

<table>
<thead>
<tr>
<th>Due Date</th>
<th>9am 14 March</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value or Weighting (%)</td>
<td>5%</td>
</tr>
<tr>
<td>Marks</td>
<td>100</td>
</tr>
<tr>
<td>Suggested length</td>
<td>500 words</td>
</tr>
<tr>
<td>Instructions</td>
<td>One of the week 4 tutorial questions will be nominated for you to submit a written answer.</td>
</tr>
<tr>
<td>Purpose</td>
<td>To develop and assess students’ ability to apply the law to a problem scenario in order to come to a resolution.</td>
</tr>
</tbody>
</table>
| Marking Criteria | 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)  
  - 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.  
  Communication and presentation  
  - Correct syntax, grammar and spelling  
  - Correct citation of cases and legislation in accordance with Australian Guide to Legal Citation – see link on wattle  
  - IRAC format – see notes on Wattle  
  - Clarity of thought and expression. |

### Assessment Task 2: Tutorial participation

<table>
<thead>
<tr>
<th>Due Date</th>
<th>Throughout semester</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value or Weighting (%)</td>
<td>5%</td>
</tr>
<tr>
<td>Marks</td>
<td>100</td>
</tr>
<tr>
<td>Suggested length</td>
<td>Not applicable</td>
</tr>
<tr>
<td>Instructions</td>
<td>You will also be assessed on your own tutorial participation – you will be assessed on your contributions to tutorial discussion. Tutorial participation will be assessed in 5 weeks (these weeks will not be nominated to you in advance) and your best 2 marks will count</td>
</tr>
</tbody>
</table>
**Purpose**
To give you an opportunity to develop problem solving and discussion skills in a group setting.

**Marking Criteria**
- Preparation – demonstrates good preparation - has read applicable cases and legislation and applied them to the problem.
- Offering of interpretation and analysis to discussion
- Contribution to discussion, responding to other student’s points, questions others in a constructive way
- Demonstrated consideration and respect for others

**Assessment Task 3: News Report Details**

<table>
<thead>
<tr>
<th><strong>Due Date</strong></th>
<th>4pm 20 April</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Value or Weighting (%)</strong></td>
<td>10</td>
</tr>
<tr>
<td><strong>Marks</strong></td>
<td>100</td>
</tr>
<tr>
<td><strong>Suggested Length</strong></td>
<td>700 words</td>
</tr>
</tbody>
</table>

**Instructions**
Select an Australian news item of current interest from an Australian newspaper or news site bearing a 2017 date relevant to corporate law (not just commercial law). An example will be posted to wattle.

Write a paper:
- Briefly summarising the article and
- Discussing its significance or relevance for corporate law. Ensure that you put your discussion in a legal context

Include a link to the news item or include a scanned copy of the article.

**Purpose**
The aim is for you to engage with current affairs and understand the corporate law surrounding a current event. This will assist you to develop the skills necessary for identifying corporate law issues in a professional context through learning from a recent corporate experience with the law.

**Marking Criteria**

**Communication**
- Correct syntax, grammar and spelling
- Clarity of thought and expression
- Coherent and logical structure

**Demonstrated understanding of the law, analysis & discussion**
- The paper identifies the aspect/s of corporate law relevant to the news item
- The paper shows an understanding of how the corporate law operates in practice
- Discusses and analyses relevant arguments
- Does not wander
- Comes to some kind of conclusion

**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)
Assessment Task 4: Assignment Details

Due Date | 4pm 8 May
---|---
Value or Weighting (%) | 20
Marks | 100
Suggested Length | 1500 words
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.

Purpose | 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.

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)

Assignment submission

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.

Please keep a copy of tasks completed 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

During teaching periods assignments will be available online and/or handed back in tutorials or will be available for collection from the RSA office. Please note that after the exam viewing sessions the assignments will be securely destroyed by the school office.

RESUBMISSION OF ASSIGNMENTS

Assessment task may not be resubmitted.

REFERENCING REQUIREMENTS

Australian Guide to Legal Citation

A shorter guide will be posted to the Wattle course site.

EXAMINATIONS

In order to pass the course you must achieve a minimum 45% in the final examination.

The final examination timetable is published on the following 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 – electronic dictionaries are not allowed and any books or papers which infringe copyright are not allowed.

If Multiple Choice Answer Sheets are to be used you will require a lead pencil (preferably 2B). An eraser and sharpener are also useful when using these sheets.

Please note that the examination is worth 60%. In order to receive accounting body accreditation this course is required to have a minimum 50% examination.

Scaling

Your final mark for the course will be based on the raw marks allocated for each of your assessment items. 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 the scaled mark of that student), and may be either up or down.
**Privacy Notice**

The ANU has made a number of third party, online, databases available for students to use. Use of each online database is conditional on student end users first agreeing to the database licensor’s terms of service and/or privacy policy. Students should read these carefully.

In some cases student end users will be required to register an account with the database licensor and submit personal information, including their: first name; last name; ANU email address; and other information.

In cases where student end users are asked to submit ‘content’ to a database, such as an assignment or short answers, the database licensor may only use the student’s ‘content’ in accordance with the terms of service – including any (copyright) licence the student grants to the database licensor.

Any personal information or content a student submits may be stored by the licensor, potentially offshore, and will be used to process the database service in accordance with the licensors terms of service and/or privacy policy.

If any student chooses not to agree to the database licensor’s terms of service or privacy policy, the student will not be able to access and use the database. In these circumstances students should contact their lecturer to enquire about alternative arrangements that are available.

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**TUTORIAL / SEMINAR REGISTRATION**

Tutorial signup for this course will be done via the Wattle website. Detailed information about signup times will be provided on Wattle and 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.

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**SUPPORT FOR STUDENTS**

The University offers a number of support services for students. Information on these is available online from [http://students.anu.edu.au/studentlife/](http://students.anu.edu.au/studentlife/)