

SCHOOL OF ACCOUNTING & COMMERCIAL LAW
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COML 303 LAW OF ORGANISATIONS

Trimester Two 2006

COURSE OUTLINE

Contact Details

<u>Academic:</u>	<i>Course Co-ordinator & Lecturer</i>	<i>Room</i>	<i>Phone</i>
	Trish Keeper E-mail address: Trish.Keeper@vuw.ac.nz	RH 721	463-5203
	<i>Lecturer</i> Christopher Cripps E-Mail address: Christopher.Cripps@vuw.ac.nz	RH 701	463-5757
<u>Administrative:</u>	Chloe Thompson E-mail address: Chloe.Thompson@vuw.ac.nz	RH 708	463-5383

Class Times and Room Numbers

COML 303 is taught in the second trimester in 2006.

Lecture times: Monday 11.30 – 12.20,
Tuesday and Wednesday 12.40 – 13.30
All Lectures in RHLT 1

Tutorials: All students are required to attend one tutorial per week. Tutorials will start in the **third** week of the semester, i.e. in the **WEEK COMMENCING 24 JULY 2006**. There will be eight tutorials in this course. Tutorial sign-up will be via **Blackboard** under **Course COML 303, Discussion Board** and should be done during the second week of term. The instructions for signings up are attached as page 7 of this Course Outline and will also be posted on the **Announcements** section of **Course COML 303** on Blackboard. The completed tutorial lists will be posted on the notice board on the Mezzanine Floor of Rutherford House and on Blackboard.

University examination period: 20 October to 11 November 2006

Course Objectives

Student passing this course should be able to:

- Understand the development and functions of the New Zealand company and partnership law and associated areas of law.
- Underlying the legal principles and policies that underlie the law of organisations.
- Identify and evaluate legal problems and issues that arise in selected areas within the law of organisations.
- Be able to analyse the law from a perspective of identifying defects and proposing reforms.

Course Content

The topics are listed below in the approximate order in which they are covered.

- Partnership Law
- Introduction to Company Law
- Incorporation
- Corporate Capacity
- Shareholders
- Directors Duties
- Accounting and disclosure requirements
- Corporate Insolvency
- Primary market regulation: Securities Act 1978
- Secondary market regulation: Securities Markets Act 1988 – disclosure requirements and insider trading provisions and Takeovers Act and Code.

Note that the course is flexible and that lectures may depart from this list.

Readings

A reading list will be provided by the lecturers who are responsible for each topic. Additional readings may be provided in class handouts.

Required Texts

Watson, Gunasekara, Gedye, Van Roy, Ross, Longdin, Sims and Brown *The Law of Business Organisations*, Palatine Press, 4ed (2003)

Butterworths Company Law Statutes, 7ed (2005) (or equivalent).

Recommended additional Text and Materials

John McDermott, *Understanding Company Law*, LexisNexis, Wellington, 20005. 3 copies of this text have been placed on Close Reserve in the Commerce Library.

G Walker, et al, *Commercial Applications of Company Law in New Zealand*, (2nd ed) CCH, Auckland 2005. 3 copies of this text have been placed on Closed Reserve in the Commerce Library.

If you do not use your student email address as your normal email, it is your responsibility to ensure email sent to your student address is forwarded to your usual account.

Your SCS email can be forwarded to any other email account. This is done within the SCS email system by choosing OPTIONS and the GENERAL. Put the new address in the “forward all mail to the following address” field.

Faculty of Commerce and Administration Offices

Railway West Wing (RWW) - FCA Student and Academic Services Office

The Faculty's Student and Academic Services Office is located on the ground and first floors of the Railway West Wing. The ground floor counter is the first point of contact for general enquiries and FCA forms. Student Administration Advisers are available to discuss course status and give further advice about FCA qualifications. To check for opening hours call the Student and Academic Services Office on (04) 463 5376.

Easterfield (EA) - FCA/Education/Law Kelburn Office

The Kelburn Campus Office for the Faculties of Commerce and Administration, Education and Law is situated in the Easterfield Building - it includes the ground floor reception desk (EA005) and offices 125a to 131 (Level 1). The office is available for the following:

- Duty tutors for student contact and advice.
- Information concerning administrative and academic matters.
- Forms for FCA Student and Academic Services (e.g. application for academic transcripts, requests for degree audit, COP requests).
- Examinations-related information during the examination period.

To check for opening hours call the Student and Academic Services Office on (04) 463 5376.

General University Policies and Statutes

Students should familiarise themselves with the University's policies and statutes, particularly the Assessment Statute, the Personal Courses of Study Statute, the Statute on Student Conduct and any statutes relating to the particular qualifications being studied; see the Victoria University Calendar available in hard copy or under 'About Victoria' on the VUW home page at www.vuw.ac.nz.

Student and Staff Conduct

The Statute on Student Conduct together with the Policy on Staff Conduct ensure that members of the University community are able to work, learn, study and participate in the academic and social aspects of the University's life in an atmosphere of safety and respect. The Statute on Student Conduct contains information on what conduct is prohibited and what steps are to be taken if there is a complaint. For information about complaint procedures under the Statute on Student Conduct, contact the Facilitator and Disputes Advisor or refer to the statute on the VUW policy website at www.vuw.ac.nz/policy/studentconduct. The Policy on Staff Conduct can be found on the VUW website at www.vuw.ac.nz/policy/staffconduct.

Academic Grievances

If you have any academic problems with your course you should talk to the tutor or lecturer concerned; class representatives may be able to help you in this. If you are not satisfied with the result of that meeting, see the Head of School or the relevant Associate Dean; VUWSA Education Coordinators are available to assist in this process. If, after trying the above channels, you are still unsatisfied, formal grievance procedures can be invoked. These are set

out in the Academic Grievances Policy which is published on the VUW website at www.vuw.ac.nz/policy/academicgrievances.

Academic Integrity and Plagiarism

Academic integrity is about honesty – put simply it means **no cheating**. All members of the University community are responsible for upholding academic integrity, which means staff and students are expected to behave honestly, fairly and with respect for others at all times.

Plagiarism is a form of cheating which undermines academic integrity. The University defines plagiarism as follows:

The presentation of the work of another person or other persons as if it were one's own, whether intended or not. This includes published or unpublished work, material on the Internet and the work of other student or staff.

It is still plagiarism even if you re-structure the material or present it in your own style or words.

Note: It is however, perfectly acceptable to include the work of others as long as that is acknowledged by appropriate referencing.

Plagiarism is prohibited at Victoria and is not worth the risk. Any enrolled student found guilty of plagiarism will be subject to disciplinary procedures under the Statute on Student Conduct and may be penalised severely. Consequences of being found guilty of plagiarism can include:

- an oral or written warning
- cancellation of your mark for an assessment or a fail grade for the course
- suspension from the course or the University.

Find out more about plagiarism, and how to avoid it, on the University's website at www.vuw.ac.nz/home/studying/plagiarism.html.

Students with Impairments

The University has a policy of reasonable accommodation of the needs of students with disabilities. The policy aims to give students with disabilities the same opportunity as other students to demonstrate their abilities. If you have a disability, impairment or chronic medical condition (temporary, permanent or recurring) that may impact on your ability to participate, learn and/or achieve in lectures and tutorials or in meeting the course requirements, please contact the Course Coordinator as early in the course as possible. Alternatively you may wish to approach a Student Adviser from Disability Support Services (DSS) to discuss your individual needs and the available options and support on a confidential basis. DSS are located on Level 1, Robert Stout Building, telephone (04) 463 6070, email disability@vuw.ac.nz. The name of your School's Disability Liaison Person is in the relevant prospectus or can be obtained from the School Office or DSS.

Student Support

Staff at Victoria want students to have positive learning experiences at the University. Each

Faculty has a designated staff member who can either help you directly if your academic progress is causing you concern, or quickly put you in contact with someone who can. Assistance for specific groups is also available from the Kaiwawao Māori, Manaaki Pihipihinga or Victoria International.

In addition, the Student Services Group (email student-services@vuw.ac.nz) is available to provide a variety of support and services. Find out more at www.vuw.ac.nz/st_services/.

VUWSA employs Education Coordinators who deal with academic problems and provide support, advice and advocacy services, as well as organising class representatives and Faculty delegates. The Education Office (tel. 04 463 6983 or 04 463 6984, email education@vuwsa.org.nz) is located on the ground floor, Student Union Building.

Manaaki Pihipihinga - Maori and Pacific Mentoring Programme (Faculty of Commerce and Administration)

This is a mentoring service for Maori and Pacific students studying at all levels. Weekly one hour sessions are held at the Kelburn and Pipitea Campuses in the Mentoring Rooms, 14 Kelburn Parade, and Room 210 and 211, Level 2, Railway West Wing. Sessions cover drafting and discussing assignments, essay writing, and any questions that may arise from tutorials and/or lectures. A computer suite networked to Cyber Commons is available for student use.

To register with Manaaki Pihipihinga, please contact one of the following:

Puawai Wereta
Room 210, Level 2
Railway West Wing
Tel. (04) 463 8997
Email: Puawai.Wereta@vuw.ac.nz

Fa'afai Seiuli
Room 109 B
14 Kelburn Parade
Tel. (04) 463 5842
Email: Faafoi.Seiuli@vuw.ac.nz

Tutorial Sign-up

To sign up for COML 303 tutorials you need to follow the instructions below. Please note that the [Blackboard](#) login procedure has changed. To login to [Blackboard](#) you must use your Victoria University student domain (SCS) user name and password.

1. To sign up select the '**Discussion Board**' button on the left hand side of the screen.
2. Click on '**Tutorial Sign-up**', which will open a list of tutorial times. Click on the tutorial time of your choice. To register your name for this tutorial you must then click on the '**Reply**' button at the bottom of the page.
3. Place an 'x' in the **message** box which is below **subject** and click on '**submit**' at the bottom of the page. You have now registered for this tutorial. Your name should appear under the tutorial of your choice. **Please remember only 15 students per tutorial are accepted.** Count the number of names under the tutorial to ensure that there are no more than **15** names.
4. If you need to change your tutorial group, please **remove** your name from the first tutorial you signed up for. To do this, follow steps 1-3. Select '**Tutorial Sign-up**' and double click on the tutorial time beside your name. Click the '**remove**' button, followed by **OK**. You can now choose a different tutorial time by following steps 3 and 4.
5. Any student who signs up more than **once** may either be placed into their last requested tutorial or they may have their name deleted from all multiple sign ups.
6. Any student who has signed up **after** a tutorial group has been filled will be placed into the next available tutorial group according to availability.