



SCHOOL OF ACCOUNTING & COMMERCIAL LAW

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COML 303 LAW OF ORGANISATIONS

Trimester Two 2007

COURSE OUTLINE

Contact Details

Academic:

Course Co-ordinator & Lecturer

Trish Keeper

E-mail address: Trish.Keeper@vuw.ac.nz

Room

RH 721

Phone

463-5203

Lecturers

Christopher Cripps

E-Mail address: Chris.Cripps@vuw.ac.nz

RH 705

463-5757

Yvonne van Roy

E-mail address: Yvonne.VanRoy@vuw.ac.nz

RH 605

463-6762

Administrative:

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 2007.

Lecture times:

Tuesday, Thursday and Friday

9:30am – 10:20am

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 23 JULY 2007**. There will be eight tutorials in this course.

University examination period: 15 October to 11 November 2007

Tutorial Sign-up

Tutorial sign-up will be via <https://signups.vuw.ac.nz> and should be done during the first week of trimester. The instructions for signing 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 Commercial Law noticeboard on the Mezzanine Floor of Rutherford House and on Blackboard.

An attendance register will be kept. If you find it necessary to miss a tutorial please try to notify the tutor or administrative coordinator Chloe in advance, so arrangements can be made for you to attend another tutorial stream. You are required to attend a minimum of 5 out of the 8 tutorials as a terms requirement.

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.

Provisional Lecture Programme 2007	Date	Lecturer	Topic	Assessment Due
Week 1 (Week beginning 9 July) No Tutorial		Chris Cripps	Introduction to the law of business organisations Overview of different business structures	
Week 2 (Week beginning 16 July) No Tutorial		Yvonne van Roy	Partnership Law	
Week 3 (Week beginning 23 July) Tutorial 1 (Partnership)		Yvonne van Roy	Partnership Law	Hand In Answer for Tutorial 2 due noon Monday 30 July

Week 4 (Week beginning 30 July) Tutorial 2 (Partnership)		Chris Cripps	Incorporation of Company Separate legal identity and capacity	
Week 5 (Week beginning 6 August) Tutorial 3 (company law)		Chris Cripps	Constitutions and Names	
Week 6 (Week beginning 13 August) Tutorial 4 (company law)		Chris Cripps	Shareholder remedies	

MID TRIMESTER BREAK

Week 7 (Week beginning 3 Sep) No Tutorial Terms Test		Trish Keeper	Test Directors Duties Directors Duties	Terms Test
Week 8 (Week beginning 10 Sep) Tutorial 5 (Directors Duties)		Trish Keeper	Directors Duties Accounts Audit/ Financial Reporting Act	Hand In Answer for Tutorial 6 due noon Friday 14 September
Week 9 (Week beginning 17 Sep) Tutorial 6 (Directors duties)		Trish Keeper	Insolvency	
Week 10 (Week beginning 24 Sep) No Tutorial		Trish Keeper	Securities Act	Hand in Answer for tutorial 7 due noon Friday 28 September
Week 11 (Week beginning 1 Oct) Tutorial 7 (Liquidations)		Trish Keeper	Insider Trading	
Week 12 (Week beginning 8 Oct) Tutorial 8 (Insider Trading / Securities)		Trish Keeper	Takeovers	

Readings

Reading lists will be provided by the lecturers who are responsible for each topic.

Required Texts

- Coml 303 *Course Materials* (2007) purchased through Student Notes. This will be required for weeks 7-12 only).
- Butterworths Company Law Statutes (8th edition) or equivalent

Recommended Text

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

Additional Texts 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.

The Bibliography section on Blackboard has more detail on other useful sources.

Materials and Equipment

Spare copies of this Course Outline and any course handout can be obtained from the shelves outside the lifts on level 7 of Rutherford House.

Materials permitted in test and examination: *Butterworths Company Law Statues*, (or equivalent). Legislation may be highlighted or underlined, but no other writing is permitted. Legislation is No tabs or Indexes added by students is permitted in legislation.

Assessment Requirements

Terms Test: **25% of the final mark.**
 Date to be confirmed

Tutorials: During the Trimester, students are required to submit written answers to two of three tutorial questions. Students may complete all three tutorials questions, but only the top 2 marks count towards **15% of final grade**.

The first of these questions will be handed out in week 3. **Details of the timing and deadlines for these tutorials are shown in course content table.**

Exam: **60 % of the final mark.**
 Date to be confirmed

Only the relevant legislation, or copies thereof, may be taken into the test and final exam. Copies of legislation may contain underlying or highlighting, but no other writing is allowed.

No tabs or indexes are permitted on legislation.

Penalties

Any tutorial handed in after the deadline for that assessment will be subject to an automatic 5 percent minimum penalty (and an additional 5 percent per day) unless prior permission has been granted or unless proof of exceptional circumstances can be produced.

Mandatory Course Requirements

Students must attend 5 out of 8 tutorials.

Communication of Additional Information

Additional information concerning this course will be via Blackboard to which all students have access. Urgent notices will be circulated by email.

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.

Notice of Turnitin Use

Student work provided for assessment in this course may be checked for academic integrity by the electronic search engine <<http://www.turnitin.com>>. Turnitin is an on-line plagiarism prevention tool which identifies material that may have been copied from other sources including the Internet, books, journals, periodicals or the work of other students. Turnitin is used to assist academic staff in detecting misreferencing, misquotation, and the inclusion of unattributed material, which may be forms of cheating or plagiarism. At the discretion of the Head of School, handwritten work may be copy typed by the School and subject to checking

by Turnitin. You are strongly advised to check with your tutor or the course coordinator if you are uncertain about how to use and cite material from other sources. Turnitin will retain a copy of submitted materials on behalf of the University for detection of future plagiarism, but access to the full text of submissions will not be made available to any other party.

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 or go to www.vuw.ac.nz/policy.

For information on the following topics, go to the Faculty's website www.vuw.ac.nz/fca under Important Information for Students:

- Academic Grievances
- Academic Integrity and Plagiarism
- Student and Staff Conduct
- Meeting the Needs of Students with Impairments
- Student Support

Manaaki Pihipihinga Programme

Manaaki Pihipihinga is an academic mentoring programme for undergraduate Māori and Pacific students in the Faculties of Commerce and Administration, and Humanities and Social Sciences. Sessions are held at the Kelburn and Pipitea Campuses in the Mentoring Rooms, 14 Kelburn Parade (back courtyard), Room 109D, and Room 210, Level 2, Railway West Wing. There is also a Pacific Support Coordinator who assists Pacific students by linking them to the services and support they need while studying at Victoria. Another feature of the programme is a support network for Postgraduate students with links to Postgraduate workshops and activities around Campus.

For further information, or to register with the programme, email manaaki-pihipihinga-programme@vuw.ac.nz or phone (04) 463 5233 ext. 8977. To contact the Pacific Support Coordinator, email pacific-support-coord@vuw.ac.nz or phone (04) 463 5842.

Detailed Tutorial Signup Instructions

1. Go to the signup website at: <https://signups.vuw.ac.nz>
2. Enter your SCS username and password to login the system.
3. The “Signup Home” page opens. It displays all courses you are enrolled for and that use the S-Cubed Tutorial & Workshop Signup system. Click on the course you wish to sign up for.
4. The selected course page opens. It will show the course contact and brief details of the signup instructions. A “key” is provided at the bottom that explains all buttons and what they do.
5. The schedule of tutorials includes the day/time, location, maximum group size, and spaces left in the tutorial sessions.
6. If there are spaces left in a particular session, you will see the “ENROL” button next to it. You can click this button to enrol yourself into that tutorial session.
7. If there are NO more spaces left in a particular session, you will see the “JOIN WAITLIST” button, if available. You can click this button to join the waitlist for that tutorial session. Please note that you will be removed from any other waitlist you may have joined earlier. If somebody withdraws from this session, you will automatically be moved up the waitlist or enrolled into the session. In this case you are enrolled in the session; an email will be sent to you if you are enrolled into the session from a waitlist.
8. You can only “JOIN WAITLIST” if you have already enrolled in one of the other available sessions. In other words, “ENROL” in one session and then you can choose to join the waitlist for another preferred session.
9. You can choose to “WITHDRAW” from a session you have already enrolled for. You can also choose to “CANCEL WAITLIST” to remove yourself from a particular waitlist.
10. A “FULL” button indicates all seats and waitlist are full for that tutorial session. You must choose another session.
11. More details on the various buttons are available in the “Key” section at the bottom of the signup page.
12. You should “ENROL” in only ONE tutorial session and may “JOIN WAITLIST” for only ONE other tutorial session.
13. You can login and signup (or change your signup) anytime before the **closing date of the tutorial signup. You will NOT be able to sign up or change your choice after the tutorial signups have closed.**
14. You can view/confirm details of the sessions you are enrolled and waitlisted for, such as day/time and location by clicking on “My Signups” on the left hand menu.
15. Click on “Support” on the left hand menu if you are having problems.

This online signup system is available around the clock over the internet. Any requests after this date will need to be manually handled by the course administrator. You will need to submit a written application stating the reason why you were not able to sign up on time using the online system, along with other relevant documentation such as medical certificate etc.

Finally, **you must always attend the tutorial sessions that you have signed up for.** If you attend a different session, your attendance may not be recorded.