

VICTORIA MANAGEMENT SCHOOL

MMBA 502 COMMERCIAL LAW

Trimester 1 2009

COURSE OUTLINE

Contact Details

COURSE COORDINATOR

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CLASS TIMES AND VENUE

Lecture: Monday 17.40 – 19.30
Rutherford House LT 3

Trimester Dates: Monday 2nd March to Wednesday 1st July 2009.

This course has a three-hour final examination. The examination period will be from 12 June - 1 July 2009.

Withdrawal dates: Information available via

<http://www.victoria.ac.nz/home/admisenrol/payments/withdrawalsrefunds.aspx>

Introduction

This course is aimed at professional managers who perform strategic roles within the private and government enterprises. Integral to the effective performance of such roles is an understanding of the legal principles that impact on business. Broadly, an understanding of civil legal obligations that arise in business is vital to every manager. Such legal obligations arise from business relationships as well as in corporate governance.

The course is divided into two main parts, and each part consists of topics important to managers. After an introduction to law and an explanation of some key concepts, Part One will concentrate on the incidence of civil legal obligations in business relationships. The emphasis in Part Two will be legal issues arising in corporate governance. The coverage of each of the topics will take a conceptual approach and therefore will be jurisdiction neutral in the introduction; however the broader discussion of the topics will draw mainly from New Zealand law to give participants an understanding of the New Zealand perspective on business compliance.

What we are setting out to do in this course is to introduce participants to the processes and rules governing business compliance in a common law jurisdiction. However, in discussing these concepts we will make comparisons with Civil Law systems practised in some European countries. As this is an introductory business law course for managers, we will be focussing more on the broader framework of the legal regime applicable to a topic, rather than to pinpoint the exact legal rules. However, the New Zealand law applicable to each topic will be specially emphasised.

As part of the MMBA 502, from 2009 the participants will also be provided with a six-hour workshop on Professional Ethics. This will be in addition to the course topics explained above. Details of this workshop including its learning objectives will be provided later in the course.

Programme and Course-related Learning Objectives

This course will provide participants the opportunity:

- to develop oral and written communication skills
 - through active participation in class discussion
 - through the development and presentation of written reports, in particular the two assignments that form the in-term assessment for the course
 - through formal and informal classroom debate
- to develop critical and creative thinking skills
 - through the assignments requiring analysis, evaluation, interpretation and synthesis
 - through debate and classroom discussion
- to develop problem solving skills
 - through preparation for the Final Exam questions which require the application of legal rules to hypothetical fact situations
 - through preparation for tutorial, project or group exercise
- to develop leadership skills
 - through structuring independent study
 - through fulfilling spokesperson duties, reporting on a group's activities or ideas to a class

Overall Course Objectives

By the end of this course, you should:

- have a clear understanding of the New Zealand legal system, its sources and its origins
- have an understanding of the judicial method, in particular how judges decide cases and interpret statutes
- have an appreciation of the nature of the civil legal obligations arising under statute, contract, tort and equity, and any defences available against them
- have an understanding of the different legal structures available for business and their comparative advantages
- have a good grasp of the legal obligations associated with corporate governance, including the legal separation of the corporate identity from the personnel in business, and other issues important in corporate governance

Expected Workload

Workload expectations for this course are 10 hours per week for the 12 teaching weeks and 30 hrs during the mid-trimester break.

Individual Work

While the Victoria MBA programme has a tradition of study group collaboration, there are important elements in the assessment process that are strictly individual. Collaboration on individual assignments is not allowed beyond general discussion as to how one might interpret the nature of the assignment question. Please do not work together to formulate a response and do not loan out your completed assignments.

Readings

The *required* textbook is: Louise Longdin et al, Law in Business and Government in New Zealand, Palatine Press, 4th Edition, 2006 (for Part 1 topics).

Other *readings*: Students will be provided with lecture summaries. These summaries will explain how each of the topics in the course will be covered. Where necessary other materials such as textbooks and practitioner or academic journals will be recommended.

Assessment Requirements

Assignment	Title	Weight	Date
1	First Assignment	25%	Issued 16 March and due back 9 April
2	Group Assignment Individual Summary	15% 10%	Issued 4 May and due back 25 May
3	Open-Book Final Examination	50%	12 June- 1 July 2009
	TOTAL	100%	

First Assignment (25%) – In the first part of the course a take-home assignment will be provided as an opportunity for students to research, analyse, and write on an application of business law. Typically this assignment would be of a length of between 1500 words and 2000 words (exclusive of footnotes or other references and bibliography). This assignment constitutes “individual work” in terms of MBA Programme requirements.

Group Assignment (15%) - In the second part of the course there will be a Group Assignment. In this Assignment groups will work on a task and present the results to the whole class both in written form and in an oral presentation. The mark obtained by members of the group will be the mark awarded to the group.

Individual Exercise (10%) – This will run in parallel with the Group Assignment. The Individual Exercise constitutes "individual work" in terms of MBA programme requirements.

Final Examination (60%) - A final examination will be held during which students will be expected to apply their knowledge of business law both in problem situations (including small case vignettes) and short opinion or essay type answers. In accordance with Victoria MBA programme policy, students must obtain a minimum of forty percent (40%) of the marks available on the final examination in order to pass the course. The final examination will be scheduled during the University Mid-Year Examination Period – 12 June to 1 July 2009 (inclusive). Students who enrol in courses with examinations are obliged to attend an examination at the University at any time during the formal examination period. MMBA 502 students need to be available during this period.

Handing in assignments:

Assignments should be dropped in (see the instructions in the Assignment)

Mandatory Course Requirements

To meet Mandatory Course Requirements, students are required to:

- a. Attend lectures and actively participate in class discussions;
- b. Submit the two assignments;
- c. Obtain at least 40 per cent of the marks in the Final Examination; and
- d. Attend and satisfactorily participate at the full-day Ethics Workshop to be held on Saturday 2 May.

Penalties

In fairness to other students, work submitted after the deadline will be subject to a penalty of 5% of the total marks available per day of lateness. Assignments more than one week late will not be accepted. A "zero" mark will be applied. In the event of unusual, unforeseen circumstances (e.g., serious illness, family bereavement), students should discuss waiver of the penalty with the course controller prior to the deadline date.

Victoria MBA Grading Standards are as follows:

Excellent Category

A- (75 – 79%) to A (80 – 84%) to A+ (85% and above): The learning is demonstrated to a very high level of proficiency, i.e. it is at a standard that makes it exceptional at Master's level.

Very Good Category

B+ (70 – 74%): The learning is demonstrated at a high standard. Students have reached a level that clearly exceeds "competency".

Good Category

B (65 – 69%): The learning is clearly demonstrated without being exceptional in any way. Students can be thought of as fully competent.

Satisfactory Category

B- (60 – 64%): The learning is demonstrated without being exceptional in any way. Students can be thought of as competent.

Marginal Category

C (50 – 54%) to C+ (55 – 59%): The learning is demonstrated to a minimally acceptable level. There may be flaws but these are not serious enough to "fail" the student.

Unsatisfactory / Failure Category

E (0 – 39%) to D (40 – 49%): The learning is absent or performed to a very low level, or the performance is seriously flawed.

Referencing

There are many different styles of referencing and the Faculty of Commerce & Administration at VUW has decided to make APA (American Psychological Association) referencing style the common standard across the Faculty. The Commerce and Central Libraries hold the APA Style Guide. You can also access the information from the online VUW library site (<http://www.vuw.ac.nz/library/research/reference/referencingguides.aspx>).

Communication

Information on course-related matters will be announced at class and posted on the **Blackboard** website at <http://blackboard.vuw.ac.nz/>. It will be crucial for you to regularly check Blackboard for messages, announcements and materials.

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 or go to www.victoria.ac.nz/home/about/policy/students.aspx

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

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

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 students or staff.

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

Note: including the work of others will not be considered plagiarism as long as the work 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:

www.victoria.ac.nz/home/studying/plagiarism.html

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 6015. To contact the Pacific Support Coordinator, email pacific-support-coord@vuw.ac.nz or phone (04) 463 5842.

Lecture Schedule – MMBA 502

Part 1: Session Legal Obligations in Commercial Relations

1	2 March	- Introduction: Part 1 Topics - Function, Development and Classification of law
2	9 March	- Legal Reasoning: Judge Made Law; Statutory Interpretation
3	16 March	- Civil Legal Obligations - Contract Law: Phenomena of Agreement
4	23 March	- Torts: Negligence
5	30 March	- Torts: Economic Torts
6	6 April	- Obligations under Statute; Fiduciary Obligations

Part 2: Session Legal Obligations in Corporate Governance & Market Regulation

7	27 April	- Introduction: Part 2 Topics - Governing Markets
8	4 May	- Legal Personality - Choice of Business Structure
9	11 May	- The Constitution and Conduct of Companies
10	18 May	- Market Regulation
11	25 May	- Presentations
12	1 June	- Queen's B'Day Holiday
	8 June	- Optional Revision Time