

School of Accounting and Commercial Law

MMPA 505 CORPORATIONS AND BUSINESS ASSOCIATIONS LAW

Trimester One 2011

COURSE OUTLINE

Names and Contact Details

<i>Course Coordinator & Lecturer:</i>	Trish Keeper Trish.Keeper@vuw.ac.nz	RH 623	463 5203
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<i>Course Administrator</i>	Pinky Shah Pinky.Shah@vuw.ac.nz Office hours: Monday-Friday 8.30am-5pm Office is closed: 10.30-10.45am and 3.30-3.45pm	RH 708	463 5775
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Trimester Dates

Teaching Period: Monday 28 February – Friday 3rd June

Study Period: Monday 6 June – Thursday 9 June

Examination Period: Friday 10 June – Saturday 2 July (inclusive)

Withdrawal from Course

1. Your fees will be refunded if you withdraw from this course on or before 11 March 2011.
2. The standard last date for withdrawal from this course is 14 May 2011. After this date, students forced to withdraw by circumstances beyond their control must apply for permission on an '*Application for Associate Dean's Permission to Withdraw Late*' including supporting documentation

The application form is available from either of the Faculty's Student Customer Service Desks.

Class Times and Room Numbers

Lectures will be held on Tuesdays between 5.40pm and 8.30pm in RHLT3.

Course Content

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

Attendance at Lectures

A significant part of this course is lecture based. Therefore, you are strongly recommended to attend *all* lectures and tutorial group sessions. Much information, which is examinable, is conveyed by the *spoken word only* and is not posted on *Blackboard* or otherwise distributed!

Detailed Programme for Teaching Period

The Weekly Topic Timetable of this detailed programme is a guideline only and variations may occur.

Week	Dates	Topic Areas	Readings: All readings may be found in MMPA 505 Student Notes, unless indicated otherwise
1	1 March	Introduction, nature of corporate entity compared to other commercial entities	H Kraakman (et al) <i>The Anatomy of Corporate Law: A comparative and functional approach</i> , (2 nd ed, Oxford University Press, 2009) Gordon Walker (ed) <i>Commercial Applications of Company Law in New Zealand</i> (3 rd ed, CCH, Auckland, 2009) Partnership Act 1908 selected selections (handout)
2	8 March	Nature of corporate entity, including limited liability, separate legal identity (including lifting the veil) and incorporation process, including company name	D Tennent "Chapter 2: Company Formation" in John Farrar (ed) <i>Company and Securities Law in New Zealand</i> (Thomson Brookers, Wellington) J Farrar "Chapter 5: Corporate Personality" in John Farrar (ed) <i>Company and Securities Law in New Zealand</i> (Thomson Brookers, Wellington, 2008) <i>Lee v Lee's Air Farming Ltd</i> [1961] NZLR 325 Matthew Berkhan "Almost Identical' Company Names in New Zealand: 'Not yet Passe'" (2009) 2(1) JALTA 1 "Govt moves to tighten up new company rules" (New Zealand Herald, 9 September 2010).
3	15 March	Corporate Relationship: ultra vires, role of corporations and corporate law and ethics	Susan Watson "Capacity of the Company" in John Farrar (ed) <i>Companies and Securities Law in New Zealand</i> (Thomson Brookers, Wellington, 2008) Ian B Lee "Ethical Investing: Implications for Corporate Law and Corporate Social Responsibility" in GJ Rossouw and Alejo JS Sison (eds) <i>Global Perspectives on Ethics in Corporate Governance</i> (Palgrave MacMillan, New York, 2006)
4	22 March	Corporate Relationships: Internal governance: Division of Powers within a company, Shareholder powers, role and powers of directors, role of constitution, meetings	Lynne Taylor "Company Constitutions Under the Companies Act 1993" (2005) 11 NZBLQ. Gordon Walker (ed) <i>Commercial Applications of Company Law in New Zealand</i> (3 rd ed, CCH, Auckland, 2009) 443- 463.

5	29 March	Directors, definition appointment and removal General duties of directors	Susan Watson “Directors” in Susan Watson (ed) <i>The Law of Business Organisations</i> (5th ed, Palatine Press, Auckland, 2009)
6	5 April	General duties of directors Use of Coy information Analysis of to whom do directors owe duties and need for reform	Susan Watson “Duties of Directors” in Susan Watson (ed) <i>The Law of Business Organisations</i> (5th ed, Palatine Press, Auckland)
7	12 April	Specific consideration of duties in respect of accounts and financial statements, including Financial Reporting Act	M Berkahn & L Trotman “Chapter 17: Accounts and Disclosure” in John Farrar (ed) <i>Company and Securities Law in New Zealand</i> (Thomson Brookers, Wellington, 2008)
Mid Trimester Break (18 April – 1 May)			
8	3 May	Auditors rights and duties Shareholders rights and remedies: Personal and derivative actions, injunctions and minority shareholder rights	M Berkahn & L Trotman “Chapter 17: Accounts and Disclosure” in John Farrar (ed) <i>Company and Securities Law in New Zealand</i> (Thomson Brookers, Wellington, 2008) Susan Watson “Shareholders” in Susan Watson (ed) <i>The Law of Business Organisations</i> (5th ed, Palatine Press, Auckland, 2009) 294-323
9	10 May	Shareholders continued	Susan Watson “Shareholders” in Susan Watson (ed) <i>The Law of Business Organisations</i> (5th ed, Palatine Press, Auckland, 2009) 294-323.
10	17 May	Overview of rules regarding debt and equity	Gordon Walker (ed) <i>Commercial Applications of Company Law in New Zealand</i> (3 rd ed, CCH, Auckland, 2009) 401-425.
11	24 May	Analysis of options on corporate insolvency, including receiverships, VA and liquidation	Paul Heath and Michael Whale (eds) <i>Heath and Whale on Insolvency Law</i> (online, looseleaf ed, LexisNexis, Wellington) para [1.2]-[1.5]. Lynne Taylor “Chapter 26: Corporate Collapse” in John Farrar (ed) <i>Company and Securities Law in New Zealand</i> (Thomson Brookers, Wellington, 2008) 639-648. Gordon Walker (ed) <i>Commercial Applications of Company Law in New Zealand</i> (3 rd ed, CCH, Auckland, 2009) 465-477. Michael Berry “Wine company in receivership” (The Marlborough Express, 20 September 2010).
12	31 May	Corporate Insolvency, focusing on the liquidation process, power and role of liquidator, distribution and ranking.	Mike Gedye “Company Liquidations” in Susan Watson (ed) <i>The Law of Business Organisations</i> (5th ed, Palatine Press, Auckland, 2009) 472-506. Maria Slade “Proof of debt in the payment” (New Zealand Herald, 15 August 2010)

Course Learning Objectives

Students who are successful in the course will be able to:

- Understand the development and functions of the New Zealand company and partnership law and associated areas of law;
- Evaluate 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;
- analyse the law from a perspective of identifying defects and proposing reforms.

Course Delivery

Lectures will comprise the delivery of the course material.

Expected Workload

Students will be expected to spend 13 hours each week on this course. There will be two hours of lectures each week.

Readings

Required Material

Students must purchase a copy of the MMPA 505 Students Notes (available from the University Book Shop).

Students are recommended to acquire a copy of the Companies Act 1993. This may be purchased from the University Book Shop.

Additional Texts and Materials

Watson, Gunasekara, Gedy, Van Roy, Ross, Longdin, Sims and Brown, *The Law of Business Organisations*, (5th ed, Palatine Press, Auckland, 2009).

John Farrar (ed) *Company and Securities Law in New Zealand* (Thomson Brookers, Wellington, 2008).

G Walker, et al, *Commercial Applications of Company Law in New Zealand*, (3rd ed, CCH, Auckland 2009). 3 copies of this text have been placed on Closed Reserve in the Commerce Library.

Materials and Equipment

The Mid-Trimester Test and Final Exam are both open book and you may bring whatever materials you like into the exam room.

Assessment Requirements

Class Exercise 1	5%	Date due: Friday 18 March 2011, 12 noon
Mid-Trimester Test	20%	Date: Week 6, date and time to be confirmed
Class Exercise 2	5%	Date due: Friday 6 May 2011, 12 noon
Legal Essay	20%	Date due: Thursday 19 May 2011, 12 noon
Examination (3 hours)	50%	See below for more information

Note: Your assessed work may also be used for quality assurance purposes, such as to assess the level of achievement of learning objectives as required for accreditation and audit purposes. The findings may be used to inform changes aimed at improving the quality of FCA programmes. All material used for such processes will be treated as confidential, and the outcome will not affect your grade for the course.

Mid Trimester Test

Material covered in weeks 1-4 (other than material on company names).

Class Exercises and Legal Essay

Additional instructions will be provided separately for each item of assessment. You should carefully read and follow these instructions.

Examinations

Students who enrol in courses with examinations are obliged to attend an examination at the University at any time during the formal examination period. The final examination for this course will be scheduled at some time during the period from Friday 10 June – Saturday 2 July (inclusive).

Penalties

Any assignment 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 including Saturday and Sunday) unless prior permission has been granted or unless proof of exceptional circumstances can be produced.

Mandatory Course Requirements

All items of assessment must be completed.

Course Pass Requirements

In order to pass this course, a student must: (a) meet the *mandatory course requirements*, and (b) achieve a weighted average mark of 50% or more, utilising the indicated weightings, over: (i) Mid Trimester Test (weighting 20%) plus, (ii) Legal Essay (weighting 20%), plus (iii) Two Class exercises (combined weighting 10%) and (iv) Final Examination (weighting 50%).

Class Representative

A class representative will be elected in the first class, and that person's name and contact details made available to VUWSA, the Course Coordinator and the class. The class representative provides a communication channel to liaise with the Course Coordinator on behalf of students.

Communication of Additional Information

Additional information concerning this course will be provided in lectures and posted on **Blackboard** at <http://blackboard.vuw.ac.nz>.

Use of Turnitin

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 compares submitted work with a very large database of existing material. At the discretion of the Head of School, handwritten work may be copy-typed by the School and subject to checking by Turnitin. 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.

For the following important information follow the links provided:

Academic Integrity and Plagiarism

<http://www.victoria.ac.nz/home/study/plagiarism.aspx>

General University Policies and Statutes

Find key dates, explanations of grades and other useful information at www.victoria.ac.nz/home/study

Find out about academic progress and restricted enrolment at <http://www.victoria.ac.nz/home/study/academic-progress.aspx>

The University's statutes and policies are available at www.victoria.ac.nz/home/about/policy, except qualification statutes, which are available via the Calendar webpage at <http://www.victoria.ac.nz/home/study/calendar.aspx> (See Section C).

Further information about the University's academic processes can be found on the website of the Assistant Vice-Chancellor (Academic) at www.victoria.ac.nz/home/about_victoria/avcacademic/default.aspx

AVC (Academic) Website: information including: Conduct, Academic Grievances, Students with Impairments, Student Support

http://www.victoria.ac.nz/home/about_victoria/avcacademic/Publications.aspx

Faculty of Commerce and Administration Offices

<http://www.victoria.ac.nz/fca/studenthelp/>

Manaaki Pihipihinga Programme

http://www.victoria.ac.nz/st_services/mentoring/