

School of Accounting and Commercial Law

## COML 204 LAW OF ORGANISATIONS

Trimester Two 2011

### COURSE OUTLINE

---

Names and Contact Details		Office	Telephone
<i>Course Coordinator &amp; Lecturer</i>	Chris Cripps <a href="mailto:Chris.Cripps@vuw.ac.nz">Chris.Cripps@vuw.ac.nz</a> Office Hours: 1.30-3.30pm on Tuesdays and Thursdays	RH 705	463 5757
<i>Lecturer</i>	Leslie Brown <a href="mailto:Leslie.Brown@vuw.ac.nz">Leslie.Brown@vuw.ac.nz</a> Office Hours: TBA	RH 714	463 6787
<i>Duty Tutor</i>	Finn Howie Weeks 2 to 12: Fridays at 11.30am to 1.30pm	RWW 124	
<i>Course Administrator</i>	Rebekah Sage <a href="mailto:Rebekah.Sage@vuw.ac.nz">Rebekah.Sage@vuw.ac.nz</a> Office hours: Monday-Friday, 8.30am-5pm (Note: Office closed 10.30am-10.45am and 3.30pm-3.45pm)	RH 708	463 7465

#### Trimester Dates

Teaching Period: Monday 11 July – Friday 14 October

Study Period: Monday 17 October – Thursday 20 October

Examination Period: Friday 21 October – Saturday 12 November (inclusive)

#### Withdrawal from Course

1. Your fees will be refunded if you withdraw from this course on or before 22 July 2011.
2. The standard last date for withdrawal from this course is Friday 23 September 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**

**Tuesday and Friday:** 9.30-10.20am

**Venue:** Rutherford House Lecture Theatre 1 (RHLT1)

## **Pre-requisites**

COML 203 Legal Environment of Business

## **Course Content**

Below is an outline of the content covered by this course and the order in which they will be presented.

- Introduction, nature of corporate entity compared to other commercial entities
- Nature of corporate entity, including limited liability, separate legal identity (including lifting the veil)
- Corporate Relationship, ultra vires.
- Internal governance: Division of Powers within a company, types of shareholder powers, role of constitution
- Shareholders rights and remedies: personal and derivative actions, injunctions and minority shareholder rights
- Role of directors (appointment, types, board, remuneration),
- Directors duties:
- Duties in relation to financial statements and auditing
- Raising Capital
- Overview of debt and equity
- Insolvency

## **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!

## **Tutorials**

**During the second week of trimester, you will be given the opportunity to sign up to a tutorial group electronically (via S-cubed) on a first-come-first-served basis.** The instructions for signing up are on page 6 of this course outline. The completed tutorial group lists with their group identification number will be posted on Blackboard as soon as practically possible after the closing date of the tutorial group sessions' signup. Subsequent changes to those tutorial group lists can only be made by the Course Administrator. Tutorials will start in week 4.

Tutorials are not compulsory but they are recommended and an attendance roll will be recorded. Tutorials are generally designed to clarify and reinforce material covered in lectures.

## **Duty Tutoring**

A Duty Tutor will be available for additional assistance outside of your assigned tutorial group sessions (see page 1 for availability). Please seek your tutor's help first (during tutorial group sessions) before approaching the Duty Tutor or your lecturer (during their contact hours). Any additional Duty Tutor sessions will be announced in class and posted on **Blackboard**.

## Course Learning Objectives

By the end of this course, students should be able to:

- Describe the development and functions of the New Zealand company and partnership law and associated areas of law;
- Explain 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

The course will be delivered by lectures and tutorials. Before lectures you should read the assigned material on the reading list and for tutorials, students need to read and consider the tutorial questions before each tutorial. Some tutorials will be problem solving. It is recommended that students attempt to answer such questions before the tutorial by identifying the key issues, analysing the applicable law and applying to the facts.

## Expected Workload

This is a 15 point course. As such it equates to 150 hours of work spread over its duration of: (i) 12 lecture weeks, (ii) 2 mid-trimester study break weeks, and (iii) 1 study week prior to the final examination period. That is on average a total of **10 hours of work per week** (150 hours of work ÷ 15 weeks).

## Group Work

Group work is limited to your participation in your Tutorial Group Sessions.

## Readings

*Required:*

COML 204 Course Materials (2011) purchased through student notes;  
Companies Act 1993 (and amendments).

*Recommended and Additional Textbooks that you may wish to consult:*

Watson et al; *The Law of business Organisations* Palatine 5ed 2009.

## Assessment Requirements

These assessment requirements cover the following three points below, namely:

- 1. Mid Trimester Test (50 minutes; open book): *date to be advised* (30%)**
- 2. Examination (2 hours; open book) (70%)**

## Quality Assurance 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.

**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 21 October – Saturday 12 November.

**Materials Permitted in the Mid Trimester Test and Final Examination**

The Mid Trimester Test and Final Exam are both open book and you may bring whatever materials you like into the exam room. Be aware that lecturers do not have spare copies of the course materials book available for loan and it is your responsibility to make sure that you have a copy of anything you may wish to refer to during the test and final exam.

**Mandatory Course Requirements**

None.

**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**.

**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](http://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](http://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](http://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](http://www.victoria.ac.nz/home/about_victoria/avcacademic/Publications.aspx)

**Faculty of Commerce and Administration Offices**

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

**Te Pūtahi Atawhai**

**Maori and Pacific Mentoring Programme**

[http://www.victoria.ac.nz/st\\_services/tpa/index.aspx](http://www.victoria.ac.nz/st_services/tpa/index.aspx)

## 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.