

School of Accounting and Commercial Law

COML 321 Securities Markets and Advanced Corporate Law

Trimester Two 2014

COURSE OUTLINE

Names and Contact Details	Office	Telephone
<i>Course Coordinator & Lecturer</i> Trish Keeper Trish.Keeper@vuw.ac.nz Office Hours: TBC	RH 617	463 5203
<i>Course Lecturer</i> Hamish Dempster Hamish.Dempster@vuw.ac.nz Office Hours: Monday 3.00 pm – 5.00 pm	RH 623	463 6706
<i>Course Administrator</i> Lee Vassiliadis Lee.Vassiliadis@vuw.ac.nz Office hours: Monday-Friday, 8.30am-5pm (Note: Office closed 10.30am-10.45am and 3.30pm-3.45pm)	RH 708	463 5383

Trimester Dates

Teaching Period: Monday 14 July – Friday 17 October

Study Period: Monday 20 October – Thursday 23 October

Examination Period: Friday 24 October – Saturday 15 November (inclusive)

Withdrawal from Course

1. Your fees will be refunded if you withdraw from this course on or before Friday 25 July 2014.
2. The standard last date for withdrawal from this course is Friday 26 September 2014. 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: 8.30am – 9.20 am

Venue: Government Buildings Lecture Theatre GBLT4

Thursday: 11.30am – 12.20pm

Venue: Government Buildings Lecture Theatre GBLT3

Pre-requisites

COML 204 or 35 LAWS pts; X LAWS 361, 363

Course Content

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

Topic One: Introduction and Overview of securities markets regulation

Topic Two: NZX Rules and Regulation

Topic Three: Primary Markets regulation

Topic Four: Secondary Markets

Topic Five: Takeovers

Topic Six: Companies Act 1993: distributions and changes to capital

Attendance at Lectures

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

Course Learning Objectives

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

- 1 Demonstrate a thorough understanding of the legal rules regulating capital changes and distributions in the Companies Act 1993;
- 2 Demonstrate an in-depth knowledge of the Securities Act 1978 (to be replaced by the Financial Markets Conduct Act) in its application to raising capital from the public;
- 3 Evaluate the regulation of the secondary market and in particular the Securities Markets Act 1988 (and any replacement regime) and the rules governing continuous disclosure, disclosures by directors, insider trading and market manipulation in light of policy considerations which underpin such regulation;
- 4 Evaluate the regulatory framework of the New Zealand Stock Exchange and the rules governing issuers;
- 5 Communicate the principles underlying regulation of the primary securities market.

Course Delivery

The formal instruction in this course consists of 24 lectures of 50 minutes each, plus four tutorials of 50 minutes each. Before attending the lectures, you should read the assigned readings for that lecture. Before each tutorial, students need to read and work through the tutorial questions. The Test and Final Exam will be set assuming students have attended all lectures and tutorials. Much information, which is examinable, is *conveyed only by the spoken word* and is not posted on *Blackboard* or otherwise distributed

Course Content 2014 (NB. Provisional only.	Lecturer*	Lecture Topic	Tutorials/ Test Dates
Week 1: beginning 14 July	TK	Topic One	No tutorial
Week 2: beginning 21 July	TK	Topic Two	No tutorial
Week 3: beginning 28 July	TK	Topic Two and overview of the Financial Markets Conduct Act ('FMC Act')	No Tutorial
Week 4: beginning 4 August	HD	Topic 3: overview of Securities Act rules	Tutorial One
Week 5: beginning 11 August	HD	Topic 3: FMC Act: Part 3 and Schedule 1	No Tutorial
Week 6: beginning 18 August	HD	Topic 3: FMC Act continued	Tutorial Two
		Mid-trimester break 25 August – 7 Sept	
Week 7: beginning 8 September	TK	Topic 4: Insider Trading	No Tutorial
Week 8: beginning 15 September	TK	Topic 4: Continuous Disclosure	No Tutorial
Week 9: beginning 22 September	TK	Topic 4: Other Disclosure and civil remedies	Tutorial Three
Week 10: beginning 29 September	HD	Topic 5: Takeovers	No Tutorial
Week 11: beginning 6 October	HD	Topic 6: Companies Act 1993	No Tutorial
Week 12: beginning 13 October	HD	Topic 6: Companies Act 1993	Tutorial Four

* **TK: Trish Keeper, HD: Hamish Dempster**

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).

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.

Prescription

An introduction to the regulation of New Zealand's capital markets and legal issues relating to fund-raising, changes in capital and distributions, market abuse and recent regulatory changes.

Readings

There is no set text or course readings book. A list of selected readings or links to relevant websites will be provided by the lecturer at the beginning of each topic. Readings will be posted to blackboard. It is recommended that students obtain a copy of the Financial Markets Conduct Act 2013. This can be downloaded from www.legislation.govt.nz.

Assessment Requirements

Test	20%	Topics 2 and 3	90 minutes on Tuesday 9 September 2014
Essay	25%	Selected issues from Topics 2, 3 and 4.	Thursday 25 th September 2014
Final Exam	55%	October-November	TBC

Test

This test (20% of the overall grade) is scheduled to take place on Tuesday 9 September at 5.40 pm. The test will be 90 minutes long and will cover material covered in Topics Two and Three.

Essay

Students will be able to select an essay topic from a range of topics provided. The topics are designed to encourage students to research and write in depth on a selected topic of interest to the student.

Completed essays should be placed in the COML 321 Assignment Box (on the Mezzanine Floor, Rutherford House) by 2 pm on the date specified. More details will be provided for the essay assessment.

From Trimester 1, 2014, a revised Assessment Handbook will apply to all VUW courses: see <http://www.victoria.ac.nz/documents/policy/staff-policy/assessment-handbook.pdf>.

In particular, there will be a new grade scheme, in which the A+ range will be 90-100% and 50-54% will be a C-.

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 following period:

Friday 24 October – Saturday 15 November (inclusive)

Materials Permitted in the Test and Final Examination

You are permitted to take one page of notes (A4 sized, written on one side only, handwritten or typed) with you into the test and the examination. You are also allowed to take a copy of the Financial Markets Conduct Act 2013 into the test and examination. This must not be written on in any way. This means no tabs and no hand-writing. Any copies found with any writing may not be used in these assessments.

Mandatory Course Requirements

To pass the course it will be necessary to complete all items of assessment and to obtain an overall course mark of at least 50%.

If you cannot complete an assignment or sit a test or examination, refer to www.victoria.ac.nz/home/study/exams-and-assessments/aegrotat

Penalties

Any assignment handed in after the deadline for that assessment will be subject to an automatic 5 mark minimum penalty (and an additional 3 mark penalty per day including Saturday and Sunday) unless prior permission has been granted by the course administrator. Medical certificates or equivalent document will normally be required to support an application for an extension, and as a rule, medical or accident or bereavement reasons are the only grounds for the granting of an extension.

In addition, students should adhere to the word limit stated on the case study and essay assessments. Excessive wordage may result in excess words not being marked.

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**.

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 submitted to Turnitin. A copy of submitted materials will be retained 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.

Student feedback

Student feedback on University courses may be found at www.cad.vuw.ac.nz/feedback/feedback_display.php

Link to general information

For general information about course-related matters, go to <http://www.victoria.ac.nz/vbs/studenthelp/general-course-information>

Note to Students

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 academic audit. The findings may be used to inform changes aimed at improving the quality of VBS programmes. All material used for such processes will be treated as confidential, and the outcome will not affect your grade for the course.
