

School of Accounting and Commercial Law

## COML 204 LAW OF ORGANISATIONS

Trimester 1, 2015

### COURSE OUTLINE

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<b>Names and Contact Details</b>	<b>Office</b>	<b>Telephone</b>
<i>Course Coordinator &amp; Lecturer</i>	Trish Keeper <a href="mailto:Trish.Keeper@vuw.ac.nz">Trish.Keeper@vuw.ac.nz</a> Office Hours: Wednesday 3.00 pm -5.00 pm	RH 617 463 5203
<i>Course Administrator</i>	Lee Vassiliadis <a href="mailto:Lee.Vassiliadis@vuw.ac.nz">Lee.Vassiliadis@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 5383

#### **Trimester Dates**

Teaching Period: Monday 2nd March – Friday 5<sup>th</sup> June  
Study Period: Monday 8<sup>th</sup> June – Thursday 11<sup>th</sup> June  
Examination Period: Friday 12<sup>th</sup> June – Wednesday 1st July (inclusive)

#### **Withdrawal from Course**

1. Your fees will be refunded if you withdraw from this course on or before Friday 13<sup>th</sup> March 2015.
2. The standard last date for withdrawal from this course is Friday 15<sup>th</sup> May. 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 or [online](#).

#### **Class Times and Room Numbers**

**Monday and Thursday:** 4.40pm to 5.30pm

**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.

### Topic One: Introduction to Business Entities and nature of companies and company law

Including Partnerships, sole trader, limited partnerships

### Topic Two: A company as a corporate entity

Incorporation and its consequences, including the consequences of the separate legal entity doctrine, lifting the veil and groups of companies

### Topic Three: The Laws of Corporate Governance

3.1 Internal governance

3.2 Directors: definition, appointment, removal & general duties of directors

### Topic Four: Financial Reporting and Audit

Specific consideration of duties in respect of accounts and financial statements and role and duties of Auditors

### Topic Five: Remedies

### Topic Six: Corporate Liability

6.1 Corporate Capacity, authority to act for a company

6.2 Company's liability for civil and criminal wrongs

### Topic Seven: The Funding Decision

### Topic Eight: Corporate Insolvency

8.1 Analysis of options on corporate insolvency, including receivership, Voluntary Administration and liquidation.

8.2 Corporate insolvency, focusing on the liquidation process, power and role of the liquidator, voidable transactions and distributions.

Course Content 2015 (NB. Provisional only)	Lecture Topic	Tutorials/ Test Dates
Week 1 beginning 2 March	Topic One	No tutorial
Week 2 beginning 9 March	Topics One and Two	No tutorial
Week 3 beginning 16 March	Topic Two	Tutorial One: Topic One
Week 4 beginning 23 March	Topic 3.1	Tutorial Two: Topic Two
Week 5 beginning 30 March	Topic 3.2	Test One No Tutorial
<b>3 -19<sup>th</sup> April</b>	<b>Easter break</b>	
Week 6 beginning 20 April	Topic 3.2	Tutorial Three: Topic 3.1
Week 7 beginning 27 April (no class Monday)	Topic 4	Tutorial Four: Topic 3.2

Week 8 beginning 4 May	Topic 5	Tutorial Five: Topic 4
Week 9 beginning 11 May	Topic 6	Test Two 14 May 2015 No tutorial
Week 10 beginning 18 May	Topic 7	Tutorial Six: Topic 5
Week 11 beginning 25 May	Topic 8	Tutorial Seven: Topics 6 and 8
Week 12 beginning 1 June (no class 1 June)	Topic 8	Tutorial Eight: Topic 8

### 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!

### Course Delivery

The formal instruction in this course consists of 22 lectures of 50 minutes each, plus eight tutorials of 50 minutes each. Before attending the lectures, you should read the assigned chapter and any readings associated with the topic in your Course Materials book. Before each tutorial, students need to read and work through the tutorial questions. The Tests 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!

### 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.

**Please note tutors are instructed not to make available to students the tutorial notes provided to the tutors by the lecturers.**

### Duty Tutoring

A Duty Tutor will be available for additional assistance outside of your assigned tutorial group sessions. 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**.

### Group Work

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

### 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).

### Prescription

An examination of the law of business organisations.

## Course Learning Objectives

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

1. Describe the development and functions of the New Zealand company and partnership law and associated areas of law;
2. Explain the legal principles and policies that underlie the law of organisations;
3. Identify and evaluate legal problems and issues that arise in selected areas within the law of organisations;
4. Analyse the law from a perspective of identifying defects and proposing reforms.

## Readings

*Required:*

COML 204 Course Materials (2015) purchased through student notes.

*Recommended:*

COML 204 legislation book purchased through student notes.

## Assessment

The Assessment Handbook will apply to all VUW courses: see

<http://www.victoria.ac.nz/documents/policy/staff-policy/assessment-handbook.pdf>.

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

<i>Assessment item</i>	<i>% of final grade</i>	<i>Learning Objectives Assessed</i>	<i>Expected Length</i>	<i>Due Date</i>
Test	15%	Assessment assesses learning objectives 1 and 2	60 minutes (closed book)	31 March 2015 6 pm to 7 pm
Test	25%	Assessment assesses learning objectives 2, 3 and 4	90 minutes (closed book)	14 May 2015 6.00 pm to 7.30 pm
Exam	60%	Assessment assesses learning objectives 1, 2, 3 and 4	120 minutes (closed book)	TBA

## First Test

This test (15% of the overall grade) is scheduled to take place on Tuesday 31 March 2015, 6 pm to 7 pm in GBLT1 & GBLT2. The test will cover material covered in Topics One and Two. 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 your legislation book.

## Second Test

This test (25% of the overall grade) is scheduled to take place on Thursday 14 May 201, 6.00 to 7.30 pm in GBLT1 & GBLT2. The test will cover material from Topics 3.1, 3.2 and Topic 4. 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 your legislation book.

## 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. 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 your legislation book. The final examination for this course will be scheduled at some time during the following period: Friday 12<sup>th</sup> June – Wednesday 1st July (inclusive).

## **Penalties**

Unjustifiable absence from either of the tests will result in a mark of 'zero' for that test and may result in a student not meeting mandatory course requirements.

## **Mandatory Course Requirements**

In addition to obtaining an overall course mark of 50% or more, students must:

- Attend at least **6 out of 8** tutorials.

An attendance register will be kept for tutorials. If you find it necessary to miss a tutorial please notify the Course Administrator *in advance*, so arrangements can be made for you to attend an alternative tutorial stream if possible. As emergencies and unexpected occurrences can occur, you are only required to attend 6 of the 8 tutorials as a mandatory course requirement, but you are strongly recommended to attend all 8 as the work covered in tutorials is highly relevant to course assessments.

## **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**.

## **Student feedback**

Student feedback on University courses may be found at:

[www.cad.vuw.ac.nz/feedback/feedback\\_display.php](http://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.

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## 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.