

School of Accounting and Commercial Law

COML 204 LAW OF ORGANISATIONS

Trimester 1, 2016

COURSE OUTLINE

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.

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 2016 (NB. Provisional only)	Lecture Topic	Tutorials/ Test Dates
Week 1 beginning 29 February	Topic One	No tutorial
Week 2 beginning 7 March	Topics One and Two	No tutorial
Week 3 beginning 14 March	Topic Two	Tutorial One: Topic One
Week 4 beginning 21 March	Topic 3.1	Tutorial Two: Topic Two
Easter Break (24-30 March)		
Week 6 beginning 4 April	Topic 3.2	Tutorial Three: Topic 3.1
Week 7 beginning 11 April	Topic 3.2	No Tutorial
Week 8 beginning 18 April	Topic Four	Tutorial Four: Topic 3.2
Mid Trimester Break (25-29 April)		
Week 9 beginning 2 May	Topic Five	No Tutorial
Week 10 beginning 9 May	Topic 6.1 Topic 6.2	Tutorial Five: Topic Four
Week 11 beginning 16 May	Topic Seven	Tutorial Six: Topic Five
Week 12 beginning 23 May	Topic 8.1 Topic 8.2	Tutorial Seven: Topic Six
Week 13 beginning 30 May	Topic 8.2 Course recap	Tutorial Eight: Topic Eight

Trimester Dates

Teaching Period: Monday 29th February – Friday 3rd June

Study Period: Monday 6th June – Thursday 9th June

Examination Period: Friday 10th June – Wednesday 29th June (inclusive)

Withdrawal from Course

1. Your fees will be refunded if you withdraw from this course on or before Friday 11th March 2016.
2. The standard last date for withdrawal from this course is Friday 13th 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](#).

Names and Contact Details

<i>Course Coordinator & Lecturer</i>	Jonathan Barrett jonathan.barrett@vuw.ac.nz Office Hours: email for an appointment	RH 701	463 5724
<i>Course Administrator</i>	Rachel Qi rachel.qi@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 7465

Class Times and Room Numbers

Mondays and Wednesdays: 2.40pm to 3.30pm

Venue: Rutherford House Lecture Theatre 1 (RHLT1)

Course Delivery

The formal instruction in this course consists of 24 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!

Readings

Required:

COML 204 Course Materials (2016) purchased through student notes.

COML 204 legislation book purchased through student notes.

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.

Any student who is concerned that they have been (or might be) unable to meet any of the MCRs because of exceptional personal circumstances, should contact the course coordinator as soon as possible.

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

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).

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	20%	Assessment assesses learning objectives 1 and 2	60 minutes (closed book)	Friday 8 April 2016 at 6 pm
Test	20%	Assessment assesses learning objectives 3.1 and 3.2	60 minutes (closed book)	Thursday 12 May 2016 at 6pm
Exam	60%	Assessment assesses learning objectives 1, 2, 3 and 4	120 minutes (closed book)	TBA

Test One

This test (20% of the overall grade) is scheduled to take place on Friday 8 April 2016 at 6pm. 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.

Test Two

This test (20% of the overall grade) is scheduled to take place on Thursday 12 May 2016 at 6pm. The test will cover material from Topics 3.1 and 3.2. 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 examination and your legislation book. The final examination for this course will be scheduled at some time during the following period:

Friday 10th June – Wednesday 29th June (inclusive).

Penalties

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

Student Feedback

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

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**. Once you have registered for this course you should be able to connect to Blackboard at <http://blackboard.vuw.ac.nz>. If you are not registered, please contact the FCA office on the ground floor of Rutherford House. If you cannot access Blackboard after 48 hours please come to the SACL Enquiries Counter, Level 7 Rutherford House where we can enrol you on Blackboard.

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.
