

School of Accounting and Commercial Law

## COML 204 LAW OF ORGANISATIONS

Trimester One 2012

### COURSE OUTLINE

---

Names and Contact Details	Office	Telephone
<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 3.30 pm -5.30 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
<i>Duty Tutor</i>	Alex Sinclair Duty Tutor Hours: Monday 1.30-3.30 pm	RWW 124

#### Trimester Dates

Teaching Period: Monday 5 March – Friday 8 June

Study Period: Monday 11 June – Thursday 14 June

Examination Period: Friday 15 June – Wednesday 4 July (inclusive)

#### Withdrawal from Course

1. Your fees will be refunded if you withdraw from this course on or before 16 March 2012.
2. The standard last date for withdrawal from this course is Friday 18 May 2012. 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

**Monday and Friday:** 3.40-4.30pm

**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.

- Introduction and overview of business structures, company law, sources of corporate law and terminology
- Nature of corporate entity including limited liability, separate legal entity (including lifting the veil) and incorporation process, role of corporations, role of constitution
- Corporate relationship: Internal governance, Division of power, Shareholder powers, role and powers of directors, meetings.
- Director: definition, appointment and removal & duties of directors
- Specific consideration of duties in respect of accounts and financial statements including Financial Reporting Act, Auditors rights and duties
- Shareholder rights and remedies: Personal and derivative actions, injunctions and minority shareholder rights
- Overview of rules regarding debt and equity
- Corporate 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' sign up. Subsequent changes to those tutorial group lists can only be made by the Course Administrator. There are nine tutorial sessions as follows:

*Week 3, Tutorial 1*

*Week 4, Tutorial 2*

*Week 6, Tutorial 3 - Review of test and overview of legal writing*

*Week 7, Tutorial 4*

*Week 8, Tutorial 5*

*Week 9, Tutorial 6*

*Week 10, Tutorial 7*

*Week 11, Tutorial 8*

*Week 12, Tutorial 9*

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:*

See list on blackboard

## **Assessment Requirements**

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

- 1. Mid Trimester Test: Tuesday 3 April (20%); and**
- 2. Legal Essay (20%); and**
- 3. Examination (60%)**

### **Mid Trimester Test**

- This test (20% of the overall grade) is scheduled to take place on Tuesday 3 April starting at 5.40 pm.
- The test will cover material covered in weeks 1-4 of lectures, tutorials and assigned readings (up to and including page 132 of CMB).

### **Legal Essay**

This essay will be available on Blackboard from the start of the course and has a word limit of 1500 words. Tutorials will provide guidance to the legal writing process. The essay is due 3 pm on Monday 7 May 2012 and should be placed in the COML 204 Assignment Box on the Mezzanine Floor, Rutherford House. In addition, an electronic version must be uploaded to Blackboard on or before this date and time.

You must submit both a printed and electronic version of your essay and they must be identical. Please note the COML 204 Assignment box will be closed after the date and time stated above. Hard copies of late assignments are to be handed in at the School office at RH 708.

### **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 15 June – Wednesday 4 July (inclusive).

### *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.

### **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**

All items of assessment must be completed.

## **Penalties**

Any assignment handed in after the deadline for that assessment will be subject to an automatic 3 percent minimum penalty (and an additional 3 percent 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.

## **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 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](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/tpa/>

## 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.