



LAWS13009 Corporations Law

Term 3 - 2020

Profile information current as at 20/04/2024 09:30 pm

All details in this unit profile for LAWS13009 have been officially approved by CQU University and represent a learning partnership between the University and you (our student). The information will not be changed unless absolutely necessary and any change will be clearly indicated by an approved correction included in the profile.

General Information

Overview

LAWS13009 Corporations Law examines the various business structures available under Australian law, with a particular focus on companies. Topics include partnerships, corporate personality; the incorporation process; the corporate constitution; company contracts; administration of companies and management of the business of companies; duties and liabilities of directors and officers; share capital and membership; members' remedies; company credit and security arrangements; and winding up of companies. This unit meets the LPAB requirements for company law.

Details

Career Level: *Undergraduate*

Unit Level: *Level 3*

Credit Points: *6*

Student Contribution Band: *10*

Fraction of Full-Time Student Load: *0.125*

Pre-requisites or Co-requisites

Prerequisite: 48 credit points of law

Important note: Students enrolled in a subsequent unit who failed their pre-requisite unit, should drop the subsequent unit before the census date or within 10 working days of Fail grade notification. Students who do not drop the unit in this timeframe cannot later drop the unit without academic and financial liability. See details in the [Assessment Policy and Procedure \(Higher Education Coursework\)](#).

Offerings For Term 3 - 2020

- Online

Attendance Requirements

All on-campus students are expected to attend scheduled classes – in some units, these classes are identified as a mandatory (pass/fail) component and attendance is compulsory. International students, on a student visa, must maintain a full time study load and meet both attendance and academic progress requirements in each study period (satisfactory attendance for International students is defined as maintaining at least an 80% attendance record).

Website

[This unit has a website, within the Moodle system, which is available two weeks before the start of term. It is important that you visit your Moodle site throughout the term. Please visit Moodle for more information.](#)

Class and Assessment Overview

Recommended Student Time Commitment

Each 6-credit Undergraduate unit at CQUniversity requires an overall time commitment of an average of 12.5 hours of study per week, making a total of 150 hours for the unit.

Class Timetable

Regional Campuses

Bundaberg, Cairns, Emerald, Gladstone, Mackay, Rockhampton, Townsville

Metropolitan Campuses

Adelaide, Brisbane, Melbourne, Perth, Sydney

Assessment Overview

1. Group Discussion

Weighting: 10%

2. Written Assessment

Weighting: 30%

3. Take Home Exam

Weighting: 60%

Assessment Grading

This is a graded unit: your overall grade will be calculated from the marks or grades for each assessment task, based on the relative weightings shown in the table above. You must obtain an overall mark for the unit of at least 50%, or an overall grade of 'pass' in order to pass the unit. If any 'pass/fail' tasks are shown in the table above they must also be completed successfully ('pass' grade). You must also meet any minimum mark requirements specified for a particular assessment task, as detailed in the 'assessment task' section (note that in some instances, the minimum mark for a task may be greater than 50%). Consult the [University's Grades and Results Policy](#) for more details of interim results and final grades.

CQUniversity Policies

All University policies are available on the [CQUniversity Policy site](#).

You may wish to view these policies:

- Grades and Results Policy
- Assessment Policy and Procedure (Higher Education Coursework)
- Review of Grade Procedure
- Student Academic Integrity Policy and Procedure
- Monitoring Academic Progress (MAP) Policy and Procedure – Domestic Students
- Monitoring Academic Progress (MAP) Policy and Procedure – International Students
- Student Refund and Credit Balance Policy and Procedure
- Student Feedback – Compliments and Complaints Policy and Procedure
- Information and Communications Technology Acceptable Use Policy and Procedure

This list is not an exhaustive list of all University policies. The full list of University policies are available on the [CQUniversity Policy site](#).

Previous Student Feedback

Feedback, Recommendations and Responses

Every unit is reviewed for enhancement each year. At the most recent review, the following staff and student feedback items were identified and recommendations were made.

Feedback from Student evaluations, forum comments

Feedback

Some students praised the online text, and some found it daunting (It is a professional level text).

Recommendation

The Unit Coordinator should emphasise that students may wish to use the hard copy textbook and explain the pros and cons of the online text versus the hard copy text.

Feedback from Self-reflection

Feedback

The Covid-19 crisis has led to temporary laws being passed during Term 1 which changed the relevant law for this unit. These changes are currently only valid up to September 2020 but they could be extended. Even after they lapse, they will still be applicable to conduct between March 2020 and the lapse date.

Recommendation

The Unit Coordinator will need to accommodate these temporary laws in the future delivery of the unit until the pandemic measures are fully withdrawn and historical (while recognising that students still require a long-term outlook as well). This may require changes to the unit content on the run as emergency measures are implemented on short notice.

Unit Learning Outcomes

On successful completion of this unit, you will be able to:

1. Advise on different forms of business organisation in Australia
2. Research business structures in foreign jurisdictions and compare them to Australian business structures
3. Understand and explain the rules and ethics of internal governance of companies, directors' duties and members' rights, and apply these principles to problem scenarios
4. Advise on the civil and criminal responsibility of a company for the actions of individuals purporting to act on its behalf
5. Understand and explain the different forms of financing for companies and the regulation of securities markets
6. Advise on various forms of external administration of companies.

Alignment of Learning Outcomes, Assessment and Graduate Attributes



Alignment of Assessment Tasks to Learning Outcomes

Assessment Tasks	Learning Outcomes					
	1	2	3	4	5	6
1 - Group Discussion - 10%		•				
2 - Written Assessment - 30%	•		•	•		
3 - Take Home Exam - 60%			•	•	•	•

Alignment of Graduate Attributes to Learning Outcomes

Graduate Attributes	Learning Outcomes					
	1	2	3	4	5	6
1 - Communication	•	•	•	•	•	•
2 - Problem Solving	•		•	•	•	•
3 - Critical Thinking	•	•	•	•	•	•
4 - Information Literacy	•	•	•	•	•	•
5 - Team Work		•				
6 - Information Technology Competence		•				
7 - Cross Cultural Competence		•				
8 - Ethical practice			•			
9 - Social Innovation						
10 - Aboriginal and Torres Strait Islander Cultures						

Alignment of Assessment Tasks to Graduate Attributes

Assessment Tasks	Graduate Attributes									
	1	2	3	4	5	6	7	8	9	10
1 - Group Discussion - 10%	•		•	•		•	•			
2 - Written Assessment - 30%	•	•	•	•		•		•		
3 - Take Home Exam - 60%	•	•	•	•				•		

Textbooks and Resources

Textbooks

LAWS13009

Prescribed

Australian Company Law Commentary Premium

(2020)

Authors: Peter A. Tillman and CCH Editors

CCH Australia (Intelliconnect)

Sydney , NSW , Australia

Binding: Website Link

LAWS13009

Prescribed

Halsbury's Laws of Australia

(2018)

Authors: Stephen Graw

LexisNexis Australia (Lexis Advance)

Sydney , NSW , Australia

Binding: Website Link

Additional Textbook Information

The textbooks are online texts available for free via the CQU library databases. If you want a hard copy textbook we recommend Pamela Hanrahan, Ian Ramsay & Geof S. Stapledon, *Commercial Applications of Company Law* (Oxford University Press 20th Edition, 2019 or a later edition), for which Reference Readings will be provided. Hanrahan et al. is a suitable replacement for the Australian Company Law Commentary, but it is not a replacement for Halsbury, which is used for partnership law in module 1.. Copies of the Hanrahan text are available for purchase at the CQUni Bookshop here: <http://bookshop.cqu.edu.au> (search on the Unit code).

IT Resources

You will need access to the following IT resources:

- CQUniversity Student Email
- Internet
- Unit Website (Moodle)

Referencing Style

All submissions for this unit must use the referencing style: [Australian Guide to Legal Citation, 4th ed](#)

For further information, see the Assessment Tasks.

Teaching Contacts

Peter Robinson Unit Coordinator

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Schedule

Week 1 - 09 Nov 2020

Module/Topic	Chapter	Events and Submissions/Topic
Corporations and Other Business Organisations	Prescribed readings	

Week 2 - 16 Nov 2020		
Module/Topic	Chapter	Events and Submissions/Topic
The Nature of the Company and its Promoters	Prescribed readings	
Week 3 - 23 Nov 2020		
Module/Topic	Chapter	Events and Submissions/Topic
Internal Governance and Management Structures	Prescribed readings	
Week 4 - 30 Nov 2020		
Module/Topic	Chapter	Events and Submissions/Topic
Company Liabilities	Prescribed readings	
Vacation Week - 07 Dec 2020		
Module/Topic	Chapter	Events and Submissions/Topic
Revision	Revision	
Week 5 - 14 Dec 2020		
Module/Topic	Chapter	Events and Submissions/Topic
Directors' Role and Fiduciary Duties	Prescribed readings	Group Discussion Due: Week 5 Friday (18 Dec 2020) 11:55 pm AEST
Week 6 - 21 Dec 2020		
Module/Topic	Chapter	Events and Submissions/Topic
Directors' Duty of Care and Insolvent Trading	Prescribed readings	
Vacation Week - 28 Dec 2020		
Module/Topic	Chapter	Events and Submissions/Topic
Revision	Revision	
Week 7 - 04 Jan 2021		
Module/Topic	Chapter	Events and Submissions/Topic
Members and their Remedies	Prescribed readings	
Week 8 - 11 Jan 2021		
Module/Topic	Chapter	Events and Submissions/Topic
Corporate Reporting, Record Keeping and Auditing	Prescribed readings	Assignment Due: Week 8 Thursday (14 Jan 2021) 11:45 pm AEST
Week 9 - 18 Jan 2021		
Module/Topic	Chapter	Events and Submissions/Topic
Corporate Financing	Prescribed readings	
Week 10 - 25 Jan 2021		
Module/Topic	Chapter	Events and Submissions/Topic
External Administration: Schemes, Receivership and Voluntary Administration	Prescribed readings	
Week 11 - 01 Feb 2021		
Module/Topic	Chapter	Events and Submissions/Topic
External Administration: Liquidation	Prescribed readings	
Week 12 - 08 Feb 2021		
Module/Topic	Chapter	Events and Submissions/Topic
Securities Trading and Takeovers	Prescribed readings	

Final assessment week - 15 Feb 2021

Module/Topic	Chapter	Events and Submissions/Topic
Take-home paper		

Assessment Tasks

1 Group Discussion

Assessment Type

Group Discussion

Task Description

This assessment involves you in conducting research on some law relating to business structures in a foreign jurisdiction and comparing it to the corresponding law in Australia. You will have considerable discretion about what law you choose to research. You will present your research as an original contribution (no more than 500 words) in an online discussion forum and also take part in subsequent discussion about it and about other students' contributions. The task involves not simply regurgitation of law but also critical thinking about the practical application of the law (which is a regular theme of the unit). It will introduce you to the basic principles of business structures which are elaborated throughout the unit and it also will provide you with an opportunity to interact with colleagues and present arguments (a fundamental skill of lawyers).

Assessment Due Date

Week 5 Friday (18 Dec 2020) 11:55 pm AEST

The online discussion forum will close at the stated time and no longer be accessible. Since it is a group discussion forum, no extensions of time are permissible after the forum has closed.

Return Date to Students

Week 7 Monday (4 Jan 2021)

Weighting

10%

Assessment Criteria

Although the nature of the discussion forum will be somewhat informal, contributions will be assessed on their merits as a piece of professional work, based on:

1. Accuracy and depth of research;
2. Critical thinking and insight into the practical implications of the laws in both countries (the foreign jurisdiction and Australia);
3. The scope and depth of the comparison;
4. Succinctness in presenting research, comments and arguments (focusing on important points and not wasting time regurgitating trivial technical regulations).

While the content and presentation must be of a professional standard, it is nevertheless a discussion forum so the tone of the presentation can be somewhat informal (but courteous).

Referencing Style

- [Australian Guide to Legal Citation, 4th ed](#)

Submission

Online

Submission Instructions

The link to the Discussion Forum will be posted on Moodle.

Learning Outcomes Assessed

- Research business structures in foreign jurisdictions and compare them to Australian business structures

Graduate Attributes

- Communication
- Critical Thinking

- Information Literacy
- Information Technology Competence
- Cross Cultural Competence

2 Assignment

Assessment Type

Written Assessment

Task Description

This assignment will be a research and presentation exercise relating to the temporary legislative measures introduced into the *Corporations Law 2001* by the Federal Government to respond to the Covid-19 crisis. It will involve not only research but also critical thinking about the practical ramifications of those measures. At the time of writing, the legislative situation is still fluid and may change as the term progresses, but the general form of the assessment will be published on the Moodle site in Week 1 of the term. It will require both written and oral (Youtube) components.

Assessment Due Date

Week 8 Thursday (14 Jan 2021) 11:45 pm AEST

You will upload a single MS Word file via the Moodle assignment link. The file will include the link to your Youtube video.

Return Date to Students

Week 11 Monday (1 Feb 2021)

Weighting

30%

Assessment Criteria

Your assignment will be assessed on:

1. The accuracy and depth of research;
2. Critical thinking and insight into the practical implications of the laws, which will involve comparing the prior legislative position with the position after the law is/was changed;
3. The scope and depth of the comparison;
4. Succinctness in presenting research, comments and arguments (focusing on important points and not wasting time regurgitating trivial technical regulations).
5. Your formal presentation of the written work and less formal (but still professional) presentation of the oral report.

Referencing Style

- [Australian Guide to Legal Citation, 4th ed](#)

Submission

Online

Learning Outcomes Assessed

- Advise on different forms of business organisation in Australia
- Understand and explain the rules and ethics of internal governance of companies, directors' duties and members' rights, and apply these principles to problem scenarios
- Advise on the civil and criminal responsibility of a company for the actions of individuals purporting to act on its behalf

Graduate Attributes

- Communication
- Problem Solving
- Critical Thinking
- Information Literacy
- Information Technology Competence
- Ethical practice

3 Take-home paper

Assessment Type

Take Home Exam

Task Description

This is a take-home paper which will assess your knowledge and understanding of the entire unit (and the learning outcomes mandated for the unit).

You will receive a guidance about it in week 10. The paper will include:

1. Problem questions in which you are presented with established facts or proposed actions where you must advise on potential liabilities (these can be thought of as potential litigation advices);
2. Prospective advice questions in which you explain the law and how it might impact future actions (these can be thought of as commercial advices);
3. Possibly an essay question in which you think critically about an academic problem relating to the law of business structures (essay-type question).

Although the paper will be made available on the Moodle site 24 hours before the submission deadline, it will be designed to be capable of being completed in about 2-3 hours (if the student has actually studied the law). The purpose of the 24-hour window is to allow you to complete the paper at a time that suits you during that 24-hour window. Submission will be by upload to an assessment link on Moodle. Extensions of time do not apply to take-home papers, so once the deadline expires the link will be disabled. A student who cannot complete the take-home paper at the scheduled time would need to satisfy the strict requirements for a deferred assessment, in which case a different paper would be set.

Assessment Due Date

The take-home paper will be listed for the examination week but the precise date will be set by management to minimise clashes with other units. (Similar to examinations).

Return Date to Students

Results will be available upon certification of grades.

Weighting

60%

Assessment Criteria

1. Correct analysis of issues.
2. Accuracy and depth of knowledge of the law.
3. Correct application of law to facts, either past or prospective.
4. Critical analysis.
5. Quality of argument.

Referencing Style

- [Australian Guide to Legal Citation, 4th ed](#)

Submission

Online

Submission Instructions

Your paper will be submitted as a single MS Word file via Moodle.

Learning Outcomes Assessed

- Understand and explain the rules and ethics of internal governance of companies, directors' duties and members' rights, and apply these principles to problem scenarios
- Advise on the civil and criminal responsibility of a company for the actions of individuals purporting to act on its behalf
- Understand and explain the different forms of financing for companies and the regulation of securities markets
- Advise on various forms of external administration of companies.

Graduate Attributes

- Communication
- Problem Solving
- Critical Thinking
- Information Literacy
- Ethical practice

Academic Integrity Statement

As a CQUniversity student you are expected to act honestly in all aspects of your academic work.

Any assessable work undertaken or submitted for review or assessment must be your own work. Assessable work is any type of work you do to meet the assessment requirements in the unit, including draft work submitted for review and feedback and final work to be assessed.

When you use the ideas, words or data of others in your assessment, you must thoroughly and clearly acknowledge the source of this information by using the correct referencing style for your unit. Using others' work without proper acknowledgement may be considered a form of intellectual dishonesty.

Participating honestly, respectfully, responsibly, and fairly in your university study ensures the CQUniversity qualification you earn will be valued as a true indication of your individual academic achievement and will continue to receive the respect and recognition it deserves.

As a student, you are responsible for reading and following CQUniversity's policies, including the [Student Academic Integrity Policy and Procedure](#). This policy sets out CQUniversity's expectations of you to act with integrity, examples of academic integrity breaches to avoid, the processes used to address alleged breaches of academic integrity, and potential penalties.

What is a breach of academic integrity?

A breach of academic integrity includes but is not limited to plagiarism, self-plagiarism, collusion, cheating, contract cheating, and academic misconduct. The Student Academic Integrity Policy and Procedure defines what these terms mean and gives examples.

Why is academic integrity important?

A breach of academic integrity may result in one or more penalties, including suspension or even expulsion from the University. It can also have negative implications for student visas and future enrolment at CQUniversity or elsewhere. Students who engage in contract cheating also risk being blackmailed by contract cheating services.

Where can I get assistance?

For academic advice and guidance, the [Academic Learning Centre \(ALC\)](#) can support you in becoming confident in completing assessments with integrity and of high standard.

What can you do to act with integrity?



Be Honest

If your assessment task is done by someone else, it would be dishonest of you to claim it as your own



Seek Help

If you are not sure about how to cite or reference in essays, reports etc, then seek help from your lecturer, the library or the Academic Learning Centre (ALC)



Produce Original Work

Originality comes from your ability to read widely, think critically, and apply your gained knowledge to address a question or problem