



# **LAWS13009 Corporations Law**

## **Term 3 - 2023**

Profile information current as at 09/05/2024 04:42 am

All details in this unit profile for LAWS13009 have been officially approved by CQUniversity 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 point 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 - 2023

- 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 feedback, emails, class interactions

##### **Feedback**

Third-year students have responded well to teaching and advice about legal practice issues.

##### **Recommendation**

Classes should routinely incorporate advice on legal practice issues. This can include not only advice on how legal actions themselves occur in practice, but also advice on client reactions to certain real life scenarios, like their business going broke, and issues of client management.

#### Feedback from Self-reflection on tutorial classes and students' answers to assessment questions.

##### **Feedback**

Although this is a third-year unit, students' adherence to the logical principles of IRAC reasoning seems to lapse at critical moments.

##### **Recommendation**

The logical principles of IRAC need to be emphasised not as a formatting method but as a logical, reasoning process. In particular, there needs to be a focus on clearly identifying real issues in a problem and working through all relevant conditions of legal rules.

#### Feedback from Review and reflection on students' answers to assessment questions.

##### **Feedback**

Students display a misguided reliance on randomly searched Internet sources to answer assessment questions.

##### **Recommendation**

The unit coordinator should emphasise in classes and assessment guidances that assessments are designed to assess the students' learning of the unit material, not their ability to look up the Internet, and over-reliance on the Internet is likely to lead to failure.

## 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 Corporate Law**

8th edition (2023)

Authors: Anil Hargovan, Michael Adams, Catherine Brown

LexisNexis

Chatswood , NSW , Australia

ISBN: 9780409356441

Binding: Paperback

[View textbooks at the CQUniversity Bookshop](#)

### IT Resources

**You will need access to the following IT resources:**

- CQUniversity Student Email
- Internet
- Unit Website (Moodle)
- Camera and microphone for attending Zoom tutorials

## 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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**Karena Viglianti** Unit Coordinator

[k.viglianti@cqu.edu.au](mailto:k.viglianti@cqu.edu.au)

## Schedule

### **Week 1 Business Structures, Corporate Personality and Regulation - 06 Nov 2023**

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

### **Week 2 Nature of a Company and its Promoters - 13 Nov 2023**

Module/Topic	Chapter	Events and Submissions/Topic
The Nature of the Company and its Promoters	Prescribed readings	

### **Week 3 Internal Governance and Management Structures - 20 Nov 2023**

Module/Topic	Chapter	Events and Submissions/Topic
Internal Governance and Management Structures	Prescribed readings	

### **Week 4 Company Liabilities - 27 Nov 2023**

Module/Topic	Chapter	Events and Submissions/Topic
Company Liabilities	Prescribed readings	
<b>Mid-Term Break - 04 Dec 2023</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Revision		
<b>Week 5 Directors' Role and Fiduciary Duties - 11 Dec 2023</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Directors' Role and Fiduciary Duties	Prescribed readings	<b>Group Discussion Forum</b> Due: Week 5 Monday (11 Dec 2023) 11:45 pm AEST
<b>Week 6 Directors' Duty of Care and Insolvent Trading - 18 Dec 2023</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Directors' Duty of Care and Insolvent Trading	Prescribed readings	
<b>Christmas Break - 25 Dec 2023</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Revision		
<b>Week 7 Members and their Remedies - 01 Jan 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Members and their Remedies	Prescribed readings	
<b>Week 8 Corporate Reporting, Record Keeping and Auditing - 08 Jan 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Corporate Reporting, Record Keeping and Auditing	Prescribed readings	<b>Assignment</b> Due: Week 8 Thursday (11 Jan 2024) 11:45 pm AEST
<b>Week 9 Corporate Financing - 15 Jan 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Corporate Financing	Prescribed readings	
<b>Week 10 External Administration: Schemes, Receivership, Restructure and Administration - 22 Jan 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic
External Administration: Schemes, Receivership, Restructure and Administration	Prescribed readings	
<b>Week 11 External Administration: Liquidation - 29 Jan 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic
External Administration: Liquidation	Prescribed readings	
<b>Week 12 Securities Trading and Takeovers - 05 Feb 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic
Securities Trading and Takeovers	Prescribed readings	
<b>Exam Week - 12 Feb 2024</b>		
Module/Topic	Chapter	Events and Submissions/Topic

# 1 Group Discussion Forum

## Assessment Type

Group Discussion

## Task Description

This assessment is a team project using a Group Discussion Forum as the medium by which students collaborate on each other's research tasks. (A full description of the assessment task will be provided on the Moodle site).

## Assessment Due Date

Week 5 Monday (11 Dec 2023) 11:45 pm AEST

The forum will close at the due time and no further contributions will be possible.

## Return Date to Students

Week 6 Monday (18 Dec 2023)

## Weighting

10%

## Assessment Criteria

Your contributions will be assessed on the basis of the following criteria:

- demonstrated accuracy of content, based on proper referencing
- interesting comparison of foreign and Australian law
- intelligent consideration of the practical ramifications of laws
- thoughtfulness and insight of comments and arguments

## Referencing Style

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

## Submission

Online

## 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 involves providing a legal opinion based on evidence contained in a series of witness statements. Details of what is required for the assessment will be provided on the Moodle site at the start of term.

## Assessment Due Date

Week 8 Thursday (11 Jan 2024) 11:45 pm AEST

## Return Date to Students

Week 10 Friday (26 Jan 2024)

## Weighting

30%

## Assessment Criteria

The following criteria are indicative of what will be addressed in the marking:

- Knowledge of law, especially core concepts
- Where research is required, effectiveness of research in acquiring such knowledge
- Analysis and critical thinking, including application of law to facts

- Logical and coherent presentation of facts, arguments and/or analysis with appropriate logical structure
- Relating cases to the facts of the problem
- Attention to the requirements of the question, avoiding irrelevant diversions or regurgitation of law without any connection with the question or the analysis
- Correctness of referencing

### 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 Examination

### Assessment Type

Take Home Exam

### Task Description

The take-home examination will be set to take place in or around the standard examination week at the end of term. You will be advised of the exact date and time once the timetable for all law exams is published, which will be towards the end of the teaching weeks. The paper will be available during a specific time period of 2.5 hours duration and must be submitted (online via Moodle as an MS Word document) before the end of that time period. Like normal examinations, no extensions of time are allowed for a take-home examination.

The examination will be invigilated, which will require that students have a valid student ID and an operational camera and microphone.

Please be sure to note the following:

- Submissions after the deadline has passed will not be accepted.
- Failure to submit by the deadline will result in a mark of zero for this assessment as the paper will not be marked.
- Extensions of time are not available for this take-home paper.
- Exam conditions apply to all take-home papers.

The examination will be designed to assess your learning of the unit as a whole. You will be given a little more information about the format of the examination on the Moodle site during the term.

### Assessment Due Date

Date and time to be advised.

### Return Date to Students

Marks for the exam will not be released until certification of grades by the university.

### Weighting

60%

### Assessment Criteria

The following criteria will be relevant to the take-home examination:

- Knowledge of law, especially core concepts



- Where research is required, effectiveness of research in acquiring such knowledge
- Correctness of referencing to the standard required by the assessment (This will be specified in the guidance for the exam)
- Analysis and critical thinking, including application of law to facts and/or projecting possible fact scenarios arising from the law
- Logical and coherent presentation of arguments/analysis with appropriate structure
- Effective use of cases and/or hypothetical fact scenarios to illustrate legal reasoning
- Attention to the requirements of the question, including addressing the questions as specified and avoiding irrelevant diversions or regurgitation of law without any connection with the question or the analysis.

### **Referencing Style**

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

### **Submission**

Online

### **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