



# LAWS19032 *Company & Association Law*

## Term 1 - 2021

Profile information current as at 19/08/2022 06:04 pm

All details in this unit profile for LAWS19032 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

A study of company and securities industry law. Topics include partnership, trusts and companies, and incorporated associations. There is reference to the formation of companies, effects of incorporation, the corporate constitution, corporate governance, prospectus and share issues, administration of companies, raising finance, directors and shareholders meetings, transfer of shares, reorganisation and winding up of companies.

### Details

Career Level: *Undergraduate*

Unit Level: *Level 2*

Credit Points: 6

Student Contribution Band: 10

Fraction of Full-Time Student Load: 0.125

### Pre-requisites or Co-requisites

LAWS11030 or LAWS19031 or LAWS11054

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 1 - 2021

- Brisbane
- Melbourne
- Online
- Sydney

### 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. **Written Assessment**

Weighting: 40%

#### 2. **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

##### Feedback

Workshops should be longer than 1 hour

##### Recommendation

The students seemed to benefit from a focused 1 hour workshop, but the suitability of workshops of 2 hours in duration will be reviewed.

#### Feedback from Student feedback

##### Feedback

Workshop time should suit distance students who work

##### Recommendation

Workshops must be accessible to students with a range of circumstances, including not only traditional 9am to 5pm work but also students who have carer responsibilities, students who work nights, etc. The daytime class should be retained and continue to be recorded for students who are unable to attend the class.

## Unit Learning Outcomes

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

1. Describe and explain the various business structures considered in the court
2. Locate, interpret and analyse various sections of legislation applicable to corporations and other business structures
3. Apply your knowledge of law to particular fact situations relevant to the unit so that the legal issues raised are discussed coherently and reasonable conclusions are reached.

## Alignment of Learning Outcomes, Assessment and Graduate Attributes



### Alignment of Assessment Tasks to Learning Outcomes

Assessment Tasks	Learning Outcomes		
	1	2	3
1 - Written Assessment - 40%	•	•	•
2 - Take Home Exam - 60%	•	•	•

### Alignment of Graduate Attributes to Learning Outcomes

Graduate Attributes	Learning Outcomes		
	1	2	3
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 - Written Assessment - 40%	•	•	•	•		•		•		
2 - Take Home Exam - 60%	•	•	•	•		•		•		

## Textbooks and Resources

### Textbooks

LAWS19032

#### Prescribed

#### Commercial Applications of Company Law 2020

Edition: 21st ed (2020)

Authors: Pamela Hanrahan, Ian Ramsay, and Geof Stapledon

Oxford University Press

Docklands , Victoria , Australia

ISBN: 9780190323929

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)
- Zoom Capacity (microphone required; webcam optional)

## Referencing Style

#### All submissions for this unit must use the referencing styles below:

- [American Psychological Association 7th Edition \(APA 7th edition\)](#)
- [Australian Guide to Legal Citation, 4th ed](#)

For further information, see the Assessment Tasks.

## Teaching Contacts

**Angelo Capuano** Unit Coordinator

[a.capuano@cqu.edu.au](mailto:a.capuano@cqu.edu.au)

## Schedule

### Week 1: Business organisations - 08 Mar 2021

Module/Topic	Chapter	Events and Submissions/Topic
Business organisations	Lexis Advance Pacific, Halsbury's Laws of Australia, Section 305	

### Week 2: Companies and incorporation - 15 Mar 2021

Module/Topic	Chapter	Events and Submissions/Topic
Companies and incorporation	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), ch 1 (sections 1-001 to 1-140), ch 2 (sections 2-100 to 2-120, 2-500 to 2-540), ch 3 (all), ch 4 (sections 4-300 to 4-540), ch 5 (sections 5-100 to 5-140).	

**Week 3: Corporate governance and company management - 22 Mar 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Corporate governance, company management, and reporting and disclosure requirements of companies	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), ch 6, ch 2 (sections 2-520, 2-540), ch 17	

**Week 4: Company constitution - 29 Mar 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Company constitution	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), ch 5, ch 9 (sections 9-200 to 9-260), ch 16.	

**Week 5: Companies, outsiders and corporate liability - 05 Apr 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Companies, outsiders and corporate liability	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), ch 23, ch 3 (sections [3-500] to [3-550]).	

**Vacation Week - 12 Apr 2021**

Module/Topic	Chapter	Events and Submissions/Topic

**Week 6: Directors' and officers' duties, Part A - 19 Apr 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Directors' and officers' duties, Part A	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), chs 11, 12.	<b>Individual assignment</b> Due: Week 6 Friday (23 Apr 2021) 11:55 pm AEST

**Week 7: Directors' and officers' duties, Part B - 26 Apr 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Directors' and officers' duties, Part B	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), chs 13, 14 and 15.	

**Week 8: Membership, members' powers and dividends - 03 May 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Membership, members' powers and dividends	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), chs 7, 8.	

**Week 9: Members' remedies - 10 May 2021**

Module/Topic	Chapter	Events and Submissions/Topic
Members' remedies	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), ch 16.	

**Week 10: Financing a company, shares and shareholding - 17 May 2021**

Module/Topic	Chapter	Events and Submissions/Topic

Financing a company, shares and shareholding  
Pamela Hanrahan, Ian Ramsay and Geof Stapledon, *Commercial Applications of Company Law* (Oxford University Press, 21<sup>st</sup> ed, 2020), chs 18, 19, ch 20 (section 20-220).

#### Week 11: External administration - 24 May 2021

Module/Topic	Chapter	Events and Submissions/Topic
External administration	Pamela Hanrahan, Ian Ramsay and Geof Stapledon, <i>Commercial Applications of Company Law</i> (Oxford University Press, 21 <sup>st</sup> ed, 2020), chs 24, 25.	

#### Week 12: Revision - 31 May 2021

Module/Topic	Chapter	Events and Submissions/Topic
Revision		

#### Review/Exam Week - 07 Jun 2021

Module/Topic	Chapter	Events and Submissions/Topic
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#### Exam Week - 14 Jun 2021

Module/Topic	Chapter	Events and Submissions/Topic
		Take-home exam will be due at a date to be set

## Assessment Tasks

### 1 Individual assignment

#### Assessment Type

Written Assessment

#### Task Description

In this assignment students will be required to conduct an interview about an Australian business in a particular industry, and write a report for a fictitious professional services firm which explains business structures to advise whether the business is using the most appropriate business structure. Assignment details will be posted on the Moodle site.

#### Assessment Due Date

Week 6 Friday (23 Apr 2021) 11:55 pm AEST

#### Return Date to Students

Week 8 Friday (7 May 2021)

Results and feedback will be available on Moodle

#### Weighting

40%

#### Assessment Criteria

- Written expression and structure;
- Use of headings and, where appropriate, sub-headings;
- Research;
- Knowledge of business structures and the law;
- Use of most appropriate authority, such as legislation and case law;
- Critical thinking;
- Ability to evaluate different options, and recommend one option from different alternatives.

The description of the assignment on the Moodle site will contain a detailed rubric.

#### Referencing Style

- [American Psychological Association 7th Edition \(APA 7th edition\)](#)
- [Australian Guide to Legal Citation, 4th ed](#)

**Submission**

Online

**Submission Instructions**

Submission will be online via Moodle

**Learning Outcomes Assessed**

- Describe and explain the various business structures considered in the court
- Locate, interpret and analyse various sections of legislation applicable to corporations and other business structures
- Apply your knowledge of law to particular fact situations relevant to the unit so that the legal issues raised are discussed coherently and reasonable conclusions are reached.

**Graduate Attributes**

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

## 2 Take-Home Exam

**Assessment Type**

Take Home Exam

**Task Description**

Students will be required to solve legal problems and answer questions concerning business structures. Students will be required to have knowledge of relevant law, and apply that law to answer questions and solve problems. A detailed rubric will be provided on the unit's Moodle page.

**Assessment Due Date**

Take-home exam will be due at a date to be set

**Return Date to Students**

Results of the take-home exam will only be made available after certification of grades.

**Weighting**

60%

**Assessment Criteria**

The take-home exam will assess a number of skills, such as:

- written expression;
- referencing;
- the ability to use legislation and case law;
- the ability to identify legal issues;
- the ability to identify applicable law;
- the ability to accurately explain the law;
- the ability to apply law to solve problems, and/or to answer questions;
- the ability to reach a conclusion and/or provide advice based on legal analysis.

**Referencing Style**

- [American Psychological Association 7th Edition \(APA 7th edition\)](#)
- [Australian Guide to Legal Citation, 4th ed](#)

**Submission**

Online

**Submission Instructions**

Submission will be online via Moodle.

**Learning Outcomes Assessed**

- Describe and explain the various business structures considered in the court
- Locate, interpret and analyse various sections of legislation applicable to corporations and other business



structures

- Apply your knowledge of law to particular fact situations relevant to the unit so that the legal issues raised are discussed coherently and reasonable conclusions are reached.

### **Graduate Attributes**

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