



# **LAWS19032 Company & Association Law**

## **Term 2 - 2023**

Profile information current as at 08/05/2024 01:12 am

All details in this unit profile for LAWS19032 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.

### Corrections

#### Unit Profile Correction added on 13-07-23

The exam time limit is 120 minutes, not 15 minutes. This was recorded in error.

### 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 2 - 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. **Written Assessment**

Weighting: 40%

#### 2. **Examination**

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**

use of more real-world examples and applications to explain the topics and content covered

**Recommendation**

Feedback considered to further improve the learning content of the unit. This feedback will be considered and unit learning materials to be improved from T1 2024.

## 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.

The learning outcomes specified by external accreditation are:

LO2: Explain the laws and regulations applicable to the environment in which professional accountants operate

LO3: Explain the laws and regulations that govern the different forms of legal entities, including the significance of the concept of separate legal entity

LO5: Explain the principles of good governance, including the rights and responsibilities of owners, investors, and those charged with governance; and explain the role of stakeholders in governance, disclosure, and transparency requirements.

## Alignment of Learning Outcomes, Assessment and Graduate Attributes

|   |  |  |  |  |  |
|---|--|--|--|--|--|
|  N/A Level |  Introductory Level |  Intermediate Level |  Graduate Level |  Professional Level |  Advanced Level |
|---|--|--|--|--|--|

### Alignment of Assessment Tasks to Learning Outcomes

| Assessment Tasks                    | Learning Outcomes |   |   |
|-------------------------------------|-------------------|---|---|
|                                     | 1                 | 2 | 3 |
| <b>1 - Written Assessment - 40%</b> | •                 | • | • |
| <b>2 - Examination - 60%</b>        | •                 | • | • |

### Alignment of Graduate Attributes to Learning Outcomes

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

## Textbooks and Resources

### Textbooks

LAWS19032

#### Prescribed

##### **Business and Corporations Law**

4th edition (2020)

Authors: Fitzpatrick, J; Symes, C; Veljanovski, A; and Parker, D

Lexis Nexis Butterworths

Sydney , NSW , Australia

ISBN: 9780409351101

Binding: eBook

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#### Prescribed

##### **Understanding Company Law**

Edition: 21st (2021)

Authors: Phillip Lipton, Abe Herzberg and Michelle Welsh

Thomson Reuters

Sydney , NSW , Australia

ISBN: 9780455246277

Binding: eBook

### IT Resources

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

- CQUniversity Student Email
- Internet
- Unit Website (Moodle)
- Zoom (both microphone and webcam capability)

## Referencing Style

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

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

For further information, see the Assessment Tasks.

## Teaching Contacts

**Akanksha Jumde** Unit Coordinator

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## Schedule

### Week 1 - 10 Jul 2023

Module/Topic

Chapter

Events and Submissions/Topic

**BUSINESS STRUCTURES**  
Different types of business structures and organisations in Australia, including sole traders, partnerships, trusts, associations and corporations

Ch 7-Business Structures- Fitzpatrick, J; Symes, C; Veljanovski, A; and Parker, D, (2020) *Business and Corporations Law*, 4th Edition, Lexis Nexis, Australia.

Workshop Activities:  
Tutorial Questions appended at the end of the Chapter and additional pre-assigned questions.

#### Week 2 - 17 Jul 2023

| Module/Topic  | Chapter  | Events and Submissions/Topic  |
|---|--|---|
| <b>REGULATORY FRAMEWORK FOR COMPANIES IN AUSTRALIA</b><br>What is a company;<br>Overview of the Corporations Act 2001; ASIC: objectives, powers and functions; FRAA; ASX; Financial Reporting System: FRC, AASB, Auditing and Assurance Standards Board | Ch 1-Regulatory Framework- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | Workshop Activities:<br>Tutorial Questions from end of the Chapter and additional questions (replacing Q3 and Q4 from textbook) |

#### Week 3 - 24 Jul 2023

| Module/Topic   | Chapter  | Events and Submissions/Topic   |
|--|--|--|
| <b>COMPANY FORMATION AND REGISTRATION, LEGAL STRUCTURE OF A COMPANY</b><br>Legal Characteristics of a company; separate legal entity doctrine and its effects-case study: <i>Salomon v. Salomon</i> ; Concept of the corporate veil and 'lifting' of the corporate veil; Formation of a company-registration and its effects | Ch 2-Registration and its effects- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | Workshop Activities:<br>Tutorial Questions appended at the end of the Chapter. |

#### Week 4 - 31 Jul 2023

| Module/Topic | Chapter | Events and Submissions/Topic |
|--------------|---------|------------------------------|
|--------------|---------|------------------------------|

## TYPES OF COMPANIES

How are companies classified in Australia; Different Types of Companies including Proprietary and Public Companies-Companies limited by membership; Companies limited by shares; Companies Limited by guarantee; Unlimited Companies; No Liability Company; ASX Listed Companies; Foreign Companies; Holding and Subsidiary Companies; Trustee Companies

Ch 3-Types of Companies-*Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021)

Workshop Activities:  
Tutorial Questions appended at the end of the Chapter

### Week 5 - 07 Aug 2023

| Module/Topic   | Chapter  | Events and Submissions/Topic  |
|--|--|---|
| RULES GOVERNING INTERNAL MANAGEMENT OF A COMPANY   |  |   |
| Rules governing internal management of a company; Doctrine of ultra vires and current situation; Company Constitution; Replaceable Rules; Effect of the Constitution and Replaceable Rules; Alteration of Company Constitution and Replaceable Rules | Ch 4-Constitution and Replaceable Rules- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | Workshop Activities:<br>Tutorial Questions appended at the end of the Chapter |

### Week 6 - 21 Aug 2023

| Module/Topic | Chapter | Events and Submissions/Topic |
|--------------|---------|------------------------------|
|--------------|---------|------------------------------|

## COMPANIES RELATIONS WITH OUTSIDERS

Organic Theory of company;  
Legal effect of companies' contracts with outsiders;  
Effect of contracts made by company's agents: Apparent and ostensible authority; *Royal British v. Turquand* case rule; Doctrine of constructive notice; Exceptions to the rule in *Royal British Bank* case; Statutory assumptions under s 129 of the Corporations Act 2001; Limitations to statutory assumptions: s 128(4)

Ch 5- [5.05-5.80]-  
[5.110-5.375]-  
*Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021)

### Workshop Activities:

Tutorial questions appended at the end of the Chapter

## Week 7 - 28 Aug 2023

| Module/Topic   | Chapter   | Events and Submissions/Topic   |
|--|---|--|
| <b>DIRECTORS</b>   |   |  |
| Who is a director; Definitions of Director-s 9 definition; Types of Directors; Functions and Powers of the Board; Board Procedure; Appointment of Directors; Disqualification, termination and removal of Directors; Payment and Remuneration of Directors; Other company officers including company secretary | Ch 12-Directors-<br><i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | <b>Workshop Activities:</b><br>Pre-assigned questions to be released before the teaching week<br>Assignment Submission (40% weightage)<br><br><b>Assignment</b> Due: Week 7 Friday (1 Sept 2023) 11:59 pm AEST |

## Week 8 - 04 Sep 2023

| Module/Topic | Chapter | Events and Submissions/Topic |
|--------------|---------|------------------------------|
|--------------|---------|------------------------------|

## DIRECTORS' DUTIES

What are duties of the Directors and Why are they important; Statutory and fiduciary duties of the Directors: Good faith in the best interests of the company, Proper purpose, Conflicts of interest and disclosure, Duties of care, skill and diligence, Duty of prevent insolvent trading, Consequences of contravention

Ch 13-Overview and Summary of Directors' Duties-*Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021)

### Workshop Activities:

Tutorial questions appended at the end of the Chapter.

### Week 9 - 11 Sep 2023

| Module/Topic   | Chapter  | Events and Submissions/Topic  |
|--|--|---|
| DUTIES OF DIRECTORS DURING INSOLVENCY  | Ch 18-[18.05-18.240]- <i>Understanding Company Law</i> , Directors of Insolvent Companies-Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | Workshop Activities:<br>Tutorial questions appended at the end of the Chapter |
| Position of Directors during insolvency, Duty not to prejudice creditors' interests; Duty to prevent insolvent trading-s 588G, defences, contravention |  |   |

### Week 10 - 18 Sep 2023

| Module/Topic  | Chapter   | Events and Submissions/Topic  |
|---|---|---|
| CORPORATE GOVERNANCE  | Ch 14-Corporate Governance- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | Workshop Activities:<br>Tutorial questions appended at the end of the Chapter |
| What is corporate governance; Importance of corporate governance for businesses and companies; Regulation of corporate governance; Corporate governance for listed companies-ASX Listing Regulations; Corporate Governance Principles and Recommendations |   |   |

### Week 11 - 25 Sep 2023

| Module/Topic | Chapter | Events and Submissions/Topic |
|--------------|---------|------------------------------|
|--------------|---------|------------------------------|

## LEGAL REGULATION OF FINANCIAL REPORTING AND DISCLOSURE

What is financial reporting and its purpose; Financial Records; Annual Financial Reports; Australian Financial Reporting System: FRC, AASB, Australian Accounting standards

- Directors Reports
- ASX listing rules and periodic disclosure
- Lodgement of reports with ASIC
- ASIC exemptions and modifications

- Consequences of contravention

Ch 22- Financial Reporting and Disclosure- *Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021)

### Workshop Activities:

Pre-assigned questions to be released before the teaching week

## Week 12 - 02 Oct 2023

| Module/Topic   | Chapter  | Events and Submissions/Topic  |
|--|--|---|
| STATUTORY RULES REGARDING AUDITORS<br>Functions of Auditors;<br>Appointment of Auditors;<br>Who can be an auditors;<br>Auditors Independence;<br>Auditing Standards;<br>Auditors' duties to companies<br>· Accounting Professional and Ethical Standards Board | Ch 23- Auditors- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 21st ed, December 2021) | <b>Workshop Activities:</b><br><br>Pre-assigned questions to be released before the teaching week |
| · Liabilities of Auditors to shareholders and outsiders  |  |   |

## Assessment Tasks

### 1 Assignment

#### Assessment Type

Written Assessment

#### Task Description

Assessment 1 is a written assignment consisting of factual, problem, case-study based questions designed to test students' understanding, knowledge and research skills of the content covered in topics from Weeks 1 to 6.

The assignment consists of two case studies based on certain important topics related to corporate law, as covered during Weeks 1-6 teaching. The first case study covers topics including business structures, Legal structure of a company, its formation and registration. Based on the case study, there are a set of questions-to which students are expected to provide their responses. Each question within this list of questions carries marks individually, hence, students are required to answer the questions based on the allotted marks for each individual question. The second case study covers the topic: types of companies. Similar to the treatment required for the first case study, students are

required to answer a set of questions based on the marks allotted for each question within this list of questions.

**Assessment Due Date**

Week 7 Friday (1 Sept 2023) 11:59 pm AEST

Assignment submission is due by 1 September 2023 (Friday) by 11.59 PM

**Return Date to Students**

Week 9 Friday (15 Sept 2023)

Students to receive their marks and feedback via Moodle

**Weighting**

40%

**Minimum mark or grade**

50%

**Assessment Criteria****ASSESSMENT CRITERIA**

The assignment will be assessed according to the following criteria:

1. **Problem solving:** students must demonstrate problem solving skills by identifying and applying relevant legal rules and principles.
2. **Critical thinking:** students must demonstrate critical thinking by analysing, applying and evaluating facts and law in a problem solving context.
3. **Information literacy:** students must demonstrate information literacy by identifying, understanding and applying legal rules and principles.
4. **Writing and presentation:** students must submit answers with a clear writing style that uses appropriate grammar and expression. Ideas and arguments must be presented using a logical structure and order.
5. **Referencing:** students must appropriately cite legislation and other secondary materials for the test

**Referencing Style**

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

**Submission**

Online

**Submission Instructions**

Students must submit the assignment as a Word file ('.doc' or '.docx') via the assignment submission link in the 'Assessment' tile in Moodle for the unit

**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.

**Examination****Outline**

Complete an invigilated examination.

**Date**

During the examination period at a CQUniversity examination centre.

**Weighting**

60%

**Length**

120 minutes

**Exam Conditions**

Open Book.

**Materials**

Dictionary - non-electronic, concise, direct translation only (dictionary must not contain any notes or comments).

## 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