



BUSINESS SCHOOL

Course Outline 2017

COMLAW 304: BUSINESS STRUCTURES FOR ENTERPRISES (15 POINTS)

Semester 1 (1173)

Course Prescription

Business advisors need to be familiar with a wide variety of business structures other than companies. Emphasis is on the most common of these including franchises, joint ventures, trading trusts, partnerships, unincorporated societies and State Owned Enterprises in order to ensure that advisors are familiar with their merits and legal consequences of utilising these structures.

Programme and Course Advice

Prerequisite: COMLAW 203

Goals of the Course

This course is primarily concerned with understanding the law governing business organisations other than limited liability companies. The course examines a wide variety of structures available to investors in business – comparing and contrasting the advantages and disadvantages from a legal point of view.

The goal of a course at this level, however, is more than a simple exposition of the relevant rules. The theme adopted in this course is to contrast the law governing more traditional structures, such as partnerships, with that governing relatively new or developing ones such as joint ventures and franchising. The extent to which certain obligations, such as agency and fiduciary duties, cut across these structures will be examined. Special attention will also be given to the difficulties associated with the operation of State Owned Enterprises, against the special backdrop of the statutory framework covering them.

Learning Outcomes

By the end of this course it is expected that the student will be able to:

1. identify the business structures which are appropriate for the operation of particular businesses, and explain why those particular structures are appropriate;
2. explain the legal obligations and potential legal obligations resulting from the choice of structure;
3. explain how agency and/or fiduciary obligations underpin many of the different business structures that are examined in the course;
4. demonstrate that they have a sound understanding of the statutory and common law rules affecting partnerships and limited partnerships;
5. appreciate how franchising works and how it differs from other business relationships;
6. be able to identify what a franchise grant involves and how a franchisor protects its intellectual property
7. analyse and solve the problems associated with franchises and existing law;

8. explain the statutory framework that regulates State owned entities including the restrictions within which such entities operate;
9. explain the different types of joint ventures and the legal effect of the different types;
10. identify how an incorporated society can be created, governed and wound up as well as identify and predict how issues of membership can be solved in an incorporated society;
11. understand how trading trusts operate
12. understand the tax implications of adopting a certain business structure;
13. solve factual scenarios by applying the law that they have learnt in relation to each of the different topics covered in the course.

Content Outline

Week 1	Introduction, Distribution Alternatives and Agency
Week 2	Partnership
Week 3	Partnership
Week 4	Franchising
Week 5	Franchising
Week 6	Franchising
Week 7	Franchising
Week 8	Franchising, Joint Ventures
Week 9	Joint Ventures
Week 10	SOEs, Maori Enterprises
Week 11	Unincorporated Societies, Incorporated Societies
Week 12	Trading Trusts, Taxation

Learning and Teaching

Two blocks of lectures a week, one two hours long and the other one hour long. Expected class size is medium. Delivery is primarily through lectures with one workshop. There are no tutorials for this course.

Teaching Staff

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Learning Resources

Links to recommended readings will be available on Canvas for this course.

Assessment

Test: One in-class test	20%
One report	20%
Final Exam(2 hours)	<u>60%</u>
Total	100%

The topics for the in-class test and the report will be notified during the semester. The date for the test and the date the report is due are included in the course timetable. There is no plussage in this course. The final grade will be based on the aggregate of the course work and final exam.

Learning Outcome	Test (20%)	Report (20%)	Final Exam (60%)
1	X		X
2	X		X
3	X		X
4	X		X
5		X	X
6		X	X
7		X	X
8			X
9			X
10			X
11			X
12			X
13	X	X	X

Inclusive Learning

Students are urged to discuss privately any impairment-related requirements face-to-face and/or in written form with the lecturer.

Student Feedback

The course was well received by students in 2016. 82.1% of students surveyed agreed with the statement that “overall, I was satisfied with the quality of the course”.

We are constantly looking at ways to respond to student feedback to incrementally improve the course and welcome any feedback you may provide.