


## Unit Outline

### 312349 Fundamentals of Business and Corporations Law 565 Semester 2, 2014

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<b>Unit study package number:</b>	312349
<b>Mode of study:</b>	Internal
<b>Tuition pattern summary:</b>	Seminar: 1 x 3 Hours  This unit does not have a fieldwork component.
<b>Credit Value:</b>	25.0
<b>Pre-requisite units:</b>	Nil
<b>Co-requisite units:</b>	Nil
<b>Anti-requisite units:</b>	Nil
<b>Result type:</b>	Grade/Mark
<b>Approved incidental fees:</b>	Information about approved incidental fees can be obtained from our website. Visit <a href="http://fees.curtin.edu.au/incidental_fees.cfm">fees.curtin.edu.au/incidental_fees.cfm</a> for details.
<b>Unit coordinator:</b>	<div><div><b>Title:</b> Dr <b>Name:</b> Prafula Pearce <b>Phone:</b> +618 9266 7108 <b>Email:</b> Prafula.Pearce@curtin.edu.au <b>Building:</b> 407 <b>Room:</b> 326</div></div>
<b>Teaching Staff:</b>	

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<b>Administrative contact:</b>	<b>Name:</b> Prafula Pearce <b>Phone:</b> +618 9266 7108 <b>Email:</b> Prafula.Pearce@curtin.edu.au <b>Building:</b> 407 <b>Room:</b> 326
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## Acknowledgement of Country

We respectfully acknowledge the Indigenous Elders, custodians, their descendants and kin of this land past and present.

## Syllabus

This unit introduces the Australian Legal System and then focuses on fundamental legal rules and regulations relating to Contract Law and Corporations Law. The unit covers basic principles of Contract Law with particular reference to business entities including the nature and legal consequences of contract, formation of contract, terms of a contract and capacity of parties; misleading conduct in contracts; discharge of contract and remedies for breach of contract. The unit will also examine business structures and provide an overview of basic Corporations Law including the formation of companies under Australian law and consequences of incorporation; company internal rules; management and contracting; corporate governance including membership, meetings and directors duties, members remedies, accounts and financial reporting and audit; and external administration of companies.













## Introduction

In this unit students will be introduced to the Australian Legal System, the Law of Contract and Corporations Law. Students are required each week to: Read the chapters from the recommended text book and additional reading materials from the unit website; Attend a three hour seminar; and Attempt tutorial case studies and on-line multiple choice questions made available on the unit website. In addition to the final examination, students will be assessed by way of two tests. The learning resources for this unit include text books and on-line materials from the unit website. On successful completion of this unit, students should be able to recognise key elements of entering and discharging contracts and understand the consequences and operation of corporate structure in Australia.










## Unit Learning Outcomes

All graduates of Curtin University achieve a set of nine graduate attributes during their course of study. These tell an employer that, through your studies, you have acquired discipline knowledge and a range of other skills and attributes which employers say would be useful in a professional setting. Each unit in your course addresses the graduate attributes through a clearly identified set of learning outcomes. They form a vital part in the process referred to as assurance of learning. The learning outcomes tell you what you are expected to know, understand or be able to do in order to be successful in this unit. Each assessment for this unit is carefully designed to test your achievement of one or more of the unit learning outcomes. On successfully completing all of the assessments you will have achieved all of these learning outcomes.

Your course has been designed so that on graduating we can say you will have achieved all of Curtin's Graduate Attributes through the assurance of learning process in each unit.

On successful completion of this unit students can:		Graduate Attributes addressed
1	Recognise the fundamentals of the Australian Legal system and its similarities and differences with other systems in the world, including how laws are made in Australia and the hierarchy of the court system as a basis for learning the Law of Contract and Corporations law	  
2	Interpret and critique legislation and case law to determine how they apply to various contractual and corporate situations	  
3	Apply relevant legal principles to solve hypothetical contractual and corporate law problems to demonstrate critical thinking and problem solving skills	  
4	Formulate, evaluate and communicate solutions to problems in clear, concise and appropriate language skills	  

### Curtin's Graduate Attributes

	Apply discipline knowledge		Thinking skills (use analytical skills to solve problems)		Information skills (confidence to investigate new ideas)
	Communication skills		Technology skills		Learning how to learn (apply principles learnt to new situations) (confidence to tackle unfamiliar problems)
	International perspective (value the perspectives of others)		Cultural understanding (value the perspectives of others)		Professional Skills (work independently and as a team) (plan own work)
Find out more about Curtin's Graduate attributes at the Office of Teaching & Learning website: <a href="http://ctl.curtin.edu.au">ctl.curtin.edu.au</a>					

### Learning Activities

The tuition pattern comprises of three (3) hour weekly seminar, supported by specified readings from the text book and other materials posted on the unit website.

During the first hour of the seminar, the tutor will ask you questions based on the on-line multiple choice questions followed by a discussion of the tutorial question based on the previous week's seminar topic made available on the unit website. You will have a chance to learn how to write the answer to the tutorial questions based on the 4 step process. The on-line multiple choice questions are located under "Assessments" on the unit website, however, no marks are allocated towards this assessment. The purpose of the multiple choice questions is to create an inquiry about the subject matter and for you to self-test whether you have grasped the basic principles relating to that topic. The purpose of the tutorial question is not only to ensure that you have understood the subject matter of the topic, but to focus on how to write answers to problem questions. It is important that you prepare answers to the multiple choice questions and the tutorial question before you come to class.

The next one to one and half hour of the seminar time is spent on an interactive lecture based on the seminar topic for that week.

The remaining time is devoted to a case study on that week's seminar topic, where you are required to work through the case study in class and also answer interactive questions based on the case study. This allows you to ask questions to ensure your understanding of the legal principles on the topic just lectured on and give you an opportunity to learn how to solve legal problems and write answers.

### Learning Resources

#### Essential texts

The required textbook(s) for this unit are:

- Fitzpatrick Jeff et al, Business and Corporations Law, 2nd Edition, LexisNexis Butterworths. The book is sufficient for this unit providing coverage of all unit topics to the depth of study required. However, if you do not wish to use the recommended textbook, see optional textbooks below for alternatives.

#### Recommended texts

You do not have to purchase the following textbooks but you may like to refer to them.

- Stephen Graw, An Introduction to the Law of Contract, (Latest Ed), Thomson Law Book Co; Ciro, T. and Symes, C. Corporations Law: In Principle, (Latest Ed), Thomson Law Book Co; Lipton, P. & Herzberg, A. Understanding Company Law, (Latest Ed), Thomson Lawbook Co; Hanrahan P, Ramsay I, Stapledon G, Commercial Applications of Company Law (Latest Ed), CCH; Australian Corporations & Securities Legislation, (Current Year), Volume 1; Khoury, D. & Yamouni Y., Understanding Contract Law, (Latest Ed), Butterworths; P Latimer, Australian Business Law, CCH; R B Vermeesch and K E Lindgren, Business Law of Australia, Butterworths.

#### Other resources

The unit resources available on the unit website includes: Lecture slides; iLectures; Tutorial and Seminar Case Study Questions; Multiple Choice Questions; Relevant sections of the Corporations Act and materials to prepare for the exam.

## Assessment

### Assessment schedule

	Task	Value %	Date Due	Unit Learning Outcome(s) Assessed
1	Test comprised of short problem questions on Contract Law	25 percent	<b>Week:</b> 6 (Week beginning 8 Sept) <b>Day:</b> In class <b>Time:</b> In class	1,2,3
2	Take home test comprised of one essay question on Corporations Law	25 percent	<b>Week:</b> 12 (17 to 24 Oct) <b>Day:</b> Friday to Friday <b>Time:</b> 9am WST	4
3	Final examination	50 percent	<b>Week:</b> 16-17 (17-28 Nov) <b>Day:</b> Exam Day - TBA <b>Time:</b> Exam Time - TBA	1,2,3,4

### Detailed information on assessment tasks

#### 1. Test 1: Short Problem Questions - Week 6.

You are required to undertake the Short Problem Questions Test in week 6 during the first hour of class time. The test carries 25% of the total unit marks. You will be permitted 5 minutes of reading time and 1 hour of writing time. The test requires you to write an answer to short problem questions dealing with materials from Lectures 1, 2 and 3 of semester program. You will **NOT** be permitted to take the text Fitzpatrick Jeff, Business and corporations Law into the test. However, you will be allowed to take one A4 size paper in the test. You can hand write anything on both sides of the A4 paper. You are not allowed to type or print.

#### 2. Test 2: Take Home Test - Essay Question - Week 12 - From 17 Oct to 24 Oct.

You are required to attempt a take home Test 2 from 9am Friday 17 Oct to 9am Friday 24 Oct (WST). Test 2 requires you to write an answer to a problem question dealing with material from Lectures 7, 8, and 9 of the semester program and it will be posted on the unit website by 9am Friday 17 Oct (WST). The test must be submitted through Turnitin in Blackboard before 9am Friday 24 Oct (WST). Marks will be deducted for late submission.

Test 2 will be marked and returned to you and it carries 25% of the total unit marks. You will not be awarded marks for copying directly from any textbook or legislation. Test 2 will consist of a problem question, which requires you to use the 4 step process to answer the question. The 4 steps are:

1. Introduce the area of law;
2. Write the law;
3. Apply the law to the problem question; and
4. Come to a conclusion.

#### Guidelines for Submission:

Test 2 must be accompanied with the cover sheet provided with the test and must be received by 9am Friday 24 Oct (WST). It has a word limit of 2000 words and it must be typed/word processed unless prior agreement has been obtained from your tutor. Test 2 will not be assessed if it exceeds 2000 words. Please ensure that you have checked the document for spelling and grammar before submission.

Test 2 MUST be submitted electronically through Turnitin in Blackboard, complying with the following format requirements. If it does not conform to these requirements without prior agreement of the unit co-ordinator, it will be either returned back to the student unmarked or will have marks deducted:

Please observe the following requirements:

Font: - Times or similar font - no smaller than 12 point in size

Spacing: - 1.5 line spacing, and appropriate paragraph spacing

Margin: - at least 2.5cm on the top, left, right & bottom

Pages: - Numbered in top or bottom margin

Paper: - A4 size paper

Once you are satisfied that your take home test is ready for submission, you should save it with a filename asbelow:

Lastname\_Firstname\_Student ID.doc

For example: Smith\_John\_12345678.doc

It is important that you don't include characters other than your student number, underscores and your student name. This means do not include characters such as \* or / or ANY SPACES IN THE FILE NAME.

Failure to submit Test 2 by the due date may result in a zero mark for that part of the assessment.

You should also make sure that you save a copy for your records before submitting. You will find instructions on the submission process under students under assignment submission in Blackboard, please read these thoroughly before submitting your Test 2.

There are penalties for lateness, a loss of 10% of the marks per calendar day or part thereof. Please do not request submission extensions, other than for serious medical or compassionate reasons and applications must be received prior to the submission date.

### **3. Final Exam: Exam week from 17 Nov - 28 Nov**

The 2 hour final exam (plus 10 minutes reading time) will be held during the prescribed University final exam period. You have an obligation to organise your personal and work commitments to be available to sit the exam when it is scheduled. It is a mandatory requirement to sit the final exam. Exam timetables can be obtained from the University web-site. Policy does not permit it to be given over the telephone. It is the student's responsibility to check the date and time of the Final Exam on the Curtin website.

The final exam will require you to answer multiple choice, short answer questions and essay questions similar to the case studies 1 to 11. The essay questions will require you to identify the law (section of the *Corporations Act* or case law) and apply the law to solve the problem.

The exam is a closed book exam and you will not be permitted to take your text book into the exam room. However, you will be allowed to take two **(2) A4 size sheets of paper in the exam**. You can **hand write** anything **on both sides** of the two (2) A4 sheets of paper. You are not allowed to type or print. The exam will cover all topics. Extracts of the Corporations Act will be provided at the end of exam paper.

No final results are available prior to the Board of Examiners meeting held after the exam. Results are published on the University web-site. The University will also officially notify you in writing of your final result.

Official results for this unit are published on Oasis on the Curtin website. <https://prodweb3.curtin.edu.au/exrprd/results.search>

### **Fair assessment through moderation**

Moderation describes a quality assurance process to ensure that assessments are appropriate to the learning outcomes, and that student work is evaluated consistently by assessors. Minimum standards for the moderation of assessment are described in the Assessment Manual, available from [policies.curtin.edu.au/policies/teachingandlearning.cfm](https://policies.curtin.edu.au/policies/teachingandlearning.cfm)

### **Late assessment policy**

This ensures that the requirements for submission of assignments and other work to be assessed are fair, transparent, equitable, and that penalties are consistently applied.

1. All assessments which students are required to submit will have a due date and time specified on the Unit Outline.
2. Accepting late submission of assignments or other work will be determined by the unit coordinator or Head of School and will be specified on the Unit Outline.
3. If late submission of assignments or other work is not accepted, students will receive a penalty of 100% after the due date and time ie a zero mark for the late assessment.
4. If late submission of assignments or other work is accepted, students will be penalised by ten percent per calendar day for a late assessment submission (eg a mark equivalent to 10% of the total allocated for the assessment will be deducted from the marked value for every day that the assessment is late). This means that an assignment worth 20 will have two marks deducted per calendar day late. Hence if it was handed in three calendar days late and marked as 12/20, the student would receive 6/20. An assessment **more than seven calendar days overdue will not be marked**. Work submitted after this time (due date plus seven days) may result in a Fail - Incomplete (F-IN) grade being awarded for the unit.

### **Assessment extension**

A student wishing to delay the completion or submission of an assessment task after the original published date/time (eg examinations, tests) or due date/time (eg assignments) must apply for an assessment extension using the Assessment Extension form (available from the Forms page at <http://students.curtin.edu.au/administration/>) as prescribed by the Academic Registrar. It is the responsibility of the student to demonstrate and provide evidence for exceptional circumstances beyond the student's control that prevented them from completing/submitting the assessment task.

The student will be expected to lodge the form and supporting documentation with the unit coordinator before the assessment date/time or due date/time. An application may be accepted up to five working days after the date or due date of the assessment task where the student is able to provide an acceptable explanation as to why he or she was not able to submit the application prior to the assessment date. An application for an assessment extension will not be accepted after the date of the Board of Examiners' meeting.

### **Additional assessment information**

#### **Pass requirements**

Students need to achieve an overall grade of 50% and above to pass this unit

#### **Referencing style**

The referencing style for this unit is footnote - Australian Guide to Legal Citation.

More information on this referencing style can be obtained at <http://www.law.unimelb.edu.au/mulr/aglc>

#### **Plagiarism**

Plagiarism occurs when work or property of another person is presented as one's own, without appropriate acknowledgement or referencing. Plagiarism is a serious offence. Student guidelines for avoiding plagiarism can be found at:

<http://academicintegrity.curtin.edu.au/local/docs/StudentPlagiarismGuide.pdf>. For more information refer to [academicintegrity.curtin.edu.au](http://academicintegrity.curtin.edu.au).

#### **Plagiarism monitoring**

Work submitted may be subjected to a plagiarism detection process, which may include the use of systems such as 'Turnitin'. For further information, see [academicintegrity.curtin.edu.au/students/turnitin.cfm](http://academicintegrity.curtin.edu.au/students/turnitin.cfm).

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## **Additional information**

### **Student Rights and Responsibilities**

It is the responsibility of every student to be aware of all relevant legislation, policies and procedures relating to their rights and responsibilities as a student. These include:

- the Student Charter
- the University's Guiding Ethical Principles
- the University's policy and statements on plagiarism and academic integrity
- copyright principles and responsibilities
- the University's policies on appropriate use of software and computer facilities

Information on all these things is available through the University's "Student Rights and Responsibilities website at:

[students.curtin.edu.au/rights](http://students.curtin.edu.au/rights).

### **Enrolment**

It is your responsibility to ensure that your enrolment is correct - you can check your enrolment through the eStudent option on OASIS, where you can also print an Enrolment Advice.

### **Supplementary and Deferred Exams**

Deferred examinations will be held at a date to be advised (see next section). Supplementary examinations, where applicable and when granted by the Board of Examiners, will be held at a date to be advised (see next section). Notification to students will be made after the Board of Examiners meeting via the Official Communications Channel (OCC) in OASIS.

It is the responsibility of students to be available to attend a supplementary or deferred examination on the date advised and to check their OASIS account on a weekly basis for official Curtin correspondence. If your results show that you have been granted a supplementary or deferred examination you should immediately check your OASIS email for details.

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## **Student Equity**

There are a number of factors that might disadvantage some students from participating in their studies or assessments to the best of their ability, under standard conditions. These factors may include a disability or medical condition (e.g. mental illness, chronic illness, physical or sensory disability, learning disability), significant family responsibilities, pregnancy, religious practices, living in a remote location or another reason. If you believe you may be unfairly disadvantaged on these or other grounds please contact Student Equity at [eesj@curtin.edu.au](mailto:eesj@curtin.edu.au) or go to [http://eesj.curtin.edu.au/student\\_equity/index.cfm](http://eesj.curtin.edu.au/student_equity/index.cfm) for more information

You can also contact Counselling and Disability services: <http://www.disability.curtin.edu.au> or the Multi-faith services: [http://unilife.curtin.edu.au/diversity\\_and\\_faith/faith\\_services.htm](http://unilife.curtin.edu.au/diversity_and_faith/faith_services.htm) for further information.

It is important to note that the staff of the university may not be able to meet your needs if they are not informed of your individual circumstances so please get in touch with the appropriate service if you require assistance. For general wellbeing concerns or advice please contact Curtin's Student Wellbeing Advisory Service at:

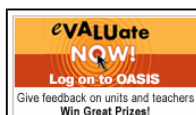
[http://life.curtin.edu.au/health-and-wellbeing/student\\_wellbeing\\_service.htm](http://life.curtin.edu.au/health-and-wellbeing/student_wellbeing_service.htm)

## Recent unit changes

We welcome feedback as one way to keep improving this unit. Students are encouraged to provide unit feedback through **eVALUate**, Curtin's online student feedback system (see [evaluate.curtin.edu.au/info/](http://evaluate.curtin.edu.au/info/)). Recent changes to this unit include:

Additional materials have been added to the unit website that include:

1. A comprehensive list of important new words, cases and sections for each topic to inform students of the important aspects of each topic and it allows students to ensure that they have acquired the basic knowledge and grasped the basic principles.
2. Links to recent changes on Australian consumer law.
3. Link to videos of recent Corporations Law cases on breach of directors duties.



See [evaluate.curtin.edu.au](http://evaluate.curtin.edu.au) to find out when you can **eVALUate** this unit.



## Program calendar

Week	Begin Date	Lecture/ Seminar	Pre- readings	Tutorial Case Study	Assessment Due
1.	<b>4 Aug</b>	Lecture 1: An introduction to the Australian Legal System	1		
2.	<b>11 Aug</b>	Lecture 2: Introduction to Contract Law	2	1	
3.	<b>18 Aug</b>	Lecture 3: The Offer to Contract	3	2	
4.	<b>25 Aug</b>	Lecture 4: Terms of Contract and Capacity to Parties	4	3	
5.	<b>1 Sept</b>	Tuition Free Week			
6.	<b>8 Sept</b>	Lecture 5: Misleading Conduct in Contract Law	5	4	Test 1
7.	<b>15 Sept</b>	Lecture 6: Discharge of Contract and Remedies for Breach of Contract	6	5	
8.	<b>22 Sept</b>	Lecture 7: Business Structures	7	6	
9.	<b>29 Sept</b>	Tuition Free Week			
10.	<b>6 Oct</b>	Lecture 8: Company Incorporation and Its Consequences	8	7	
11.	<b>13 Oct</b>	Lecture 9: Company Internal Rules, Management and Contracting	9	8	
12.	<b>20 Oct</b>	Lecture 10: Corporate Governance: Membership, Meetings and Directors Duties	10	9	Test 2
13.	<b>27 Oct</b>	Lecture 11: Corporate Governance: Members' Remedies, Accounts and Financial Reporting and Audit	11	10	
14.	<b>3 Nov</b>	Revision		11	
15.	<b>10 Nov</b>	Study Week			
16.	<b>17 Nov</b>	Examinations			
17.	<b>24 Nov</b>	Examinations			

\* *Business and Corporations Law*, Fitzpatrick Jeff, 2nd Edition, LexisNexis Butterworths.