SCHOOL OF LAW  
Year 2010/11 Term 2  

COURSE CODE LGST 201 COURSE TITLE COMPANY LAW

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Adjunct Professor

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COURSE DESCRIPTION

The corporate form, as a basic legal structure for the operation and conduct of businesses, pervades the commercial world. This is however no indication that the company is a simple structure. On the contrary, because it is effectively a web of different interests, rights and obligations, the company is a highly complex structure. As such, the corporate form is fittingly the most regulated of all business entities. This course will cover the main body of laws that regulate the operational aspects of companies embodied in the Companies Act. Where appropriate and relevant, these laws will be considered from the different perspectives of the various interest groups in a corporate structure. The course will also attempt to acquaint the student with the primary issues that are raised in the management of companies. Topics include current issues in corporate governance, the external regulation of corporate matters, the duties of corporate managers, directors and other officers, the law and practice of meetings and legal issues relating to corporate restructuring. The difficulties relating to transactions with other parties, which are peculiar to companies, will also be covered, including corporate contracting and insolvency.

PRE-REQUISITE

LGST 101 Business Law

RECOMMENDED TEXT AND READINGS

Main text and readings


Companies Act (Cap 50, 2006 Rev Ed) (“CA”)  
(This is available online at http://statutes.agc.gov.sg, but students are expected to have hard copies, as soft copies will not be allowed in the final examination)
Others

P L Davies, Gower and Davies’ Principles of Modern Company Law, 8th ed (Thomson Sweet & Maxwell, 2008) (“Gower and Davies”)
(There is no need to purchase this book, but it provides helpful background reading on English company law)

L Sealy & S Worthington, Cases and Materials on Company Law, 8th ed (Butterworths, 2007)
(Sealy and Worthington’s casebook is very useful but it is not necessary to purchase it. The Library has copies for reference)

Additional readings will be assigned. Students will be expected to read such cases or case summaries as are indicated for each week. Access to Singapore case reports is available at www.lawnet.com.sg.

ASSESSMENT METHOD

Class Participation: 15%
Group Assignment: 25% (15% for the written assignment (combined grade) and 10% for individual oral presentation)
Individual Assignment: 20%
Final Examination: 40%

Class Participation
Students will be assessed on their participation in class throughout the course.

Group Assignment
Students will be grouped into teams of 4 to 5 persons each for group assignments. A typical assignment will require students to study as well as present to the class the legal issues arising from a decided case and/or a hypothetical (a problem question) and/or an essay question; the arguments or possible arguments of the disputing parties; the basis of the court’s judgment (where applicable); as well as the personal views and analyses of the presenting group and individual students concerned. Presentations are required to be made both orally and in writing, and both forms of presentation will be graded in the proportion stated above: 15% for the written assignment and 10% for the actual oral presentation. The written assignment grade is a combined one in the sense that the same grade will be allotted to all members of the team. The grade for the oral presentation will be assessed on an individual basis.

Individual Assignment
The individual assignment allows the student to explore his/her understanding of certain key issues covered in the course in the form of a short written essay. This will be done in class.

Final Examination
The final examination is typically a 2 hour open-book paper comprising problem and/or essay questions

COURSE METHODS

The course will be conducted in seminar sessions of 3 hours each per week. There will be a short break after the first hour and a half, or as necessary. Notes, slides, assignment questions etc on will be posted WebVista.

Academic Integrity and Plagiarism
Academic integrity is about honesty – put simply it means no cheating. All members of the University community are responsible for upholding academic integrity, which means staff and students are expected to behave honestly, fairly and with respect for others at all times.

**IMPORTANT**: Plagiarism is a form of cheating which undermines academic integrity. Plagiarism is prohibited at SMU. Plagiarism is strictly forbidden and may result in a failed grade. All materials and ideas gleaned from other sources must therefore be appropriately attributed.

**CLASS SCHEDULE**

<table>
<thead>
<tr>
<th>Week No.</th>
<th>Topic</th>
<th>Readings (TBA)</th>
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<tbody>
<tr>
<td>1</td>
<td>Introduction: Incorporation and its Consequences</td>
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<tr>
<td>2</td>
<td>The Company Constitution and Shareholder Rights</td>
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<td>3</td>
<td>Corporate Management and Business Contracts</td>
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<td>4</td>
<td>Directors’ Duties</td>
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<td>5</td>
<td>Enforcement of Shareholder Rights</td>
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<tr>
<td>6</td>
<td>Enforcement of Shareholder Rights (cont’d)</td>
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<td>7</td>
<td>Group Assignment</td>
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<td>8</td>
<td>Mid-term Break</td>
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<tr>
<td>9</td>
<td>Loan Capital, Creditor Protection and Company Audit</td>
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<td>10</td>
<td>Loan Capital, Creditor Protection and Company Audit (cont’d)</td>
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<tr>
<td>11</td>
<td>Liquidation and its Alternatives</td>
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<tr>
<td>12</td>
<td>Liquidation and its Alternatives (cont’d)</td>
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<tr>
<td>13</td>
<td>Individual Assignment</td>
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<td>14</td>
<td>Revision Week</td>
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<td>15</td>
<td>Final Examination</td>
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(Whilst all effort will be made to adhere to the class schedule, some change may be necessary as the course progresses)
UW School of Law. Featured News. 1L Perspectives course reimagined, returns as national speaker series. UW Law students, faculty and staff reworked the course to knit tightly with the first-year curriculum while bringing in leading voices in service of diversifying the lens through which first-year students study law. Read More. Op-Ed: Black Lawyers Matter. School of Law. MyLaw. Faculty and Staff. Alumni. Search form. Search this site. Main menu. According to the US News and World Report 2021 Law School rankings, Oregon Law boasts 3 top-ranked programs: Legal Writing, Environmental Law, and Dispute Resolution. More. Degree Programs. Juris Doctor. Engage in a three-year, full-time, JD Program that is challenging, inspiring, and gratifying. Explore the School of Law at Quinnipiac University, including programs, faculty, admissions resources, student activities and more. School of Law. At the Quinnipiac School of Law, our focus is on educating the “whole lawyer.” That means that we empower you to retain your personal values and sense of self while teaching you to be skilled, unbiased and ethical practitioners of the law. Apply Info Visit. Welcome to the School of Law. By the Numbers. 90% Employment Rate.