

Course Outline

COURSE:	LAWS 3201A
TERM:	Winter 2013
PREREQUISITES:	1.0 credit from LAWS 2003 [1.0] (no longer offered), LAWS 2201, LAWS 2202.
CLASS:	Day & Time: Tuesday – 6:05 pm to 8:55 pm Room: Please check with Carleton Central for current room location.
INSTRUCTOR:	Anna Keller
CONTACT:	Office: B442 LA Office Hrs: By Appointment Only Email: Anna_Keller@carleton.ca

You may need special arrangements to meet your academic obligations during the term. For an accommodation request the processes are as follows:

Pregnancy obligation: written requests for academic accommodation are to be submitted during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. For more details visit the Equity Services website: <http://www2.carleton.ca/equity/>

Religious obligation: written requests for academic accommodation are to be submitted during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. For more details visit the Equity Services website: <http://www2.carleton.ca/equity/>

Academic Accommodations for Students with Disabilities: The **Paul Menton Centre** for Students with Disabilities (PMC) provides services to students with Learning Disabilities (LD), psychiatric/mental health disabilities, Attention Deficit Hyperactivity Disorder (ADHD), Autism Spectrum Disorders (ASD), chronic medical conditions, and impairments in mobility, hearing, and vision. If you have a disability requiring academic accommodations in this course, please contact PMC at 613-520-6608 or pmc@carleton.ca for a formal evaluation. If you are already registered with the PMC, contact your PMC coordinator to send me your **Letter of Accommodation** at the beginning of the term, and no later than two weeks before the first in-class scheduled test or exam requiring accommodation (*if applicable*). After requesting accommodation from PMC, meet with me to ensure accommodation arrangements are made. Please consult the PMC website for the deadline to request accommodations for the formally-scheduled exam (*if applicable*) at <http://www2.carleton.ca/pmc/new-and-current-students/dates-and-deadlines/>

You can visit the Equity Services website to view the policies and to obtain more detailed information on academic accommodation at <http://www2.carleton.ca/equity/>

COURSE DESCRIPTION

LAWS 3201 is a course studying the forms of business organization, including proprietorships, partnerships and corporations.

Business identity and consequences resulting from form will be emphasized, including the risks of adopting each form, both from a legal, practical and policy perspective. Using material from the text, lectures, legal cases and case studies students will learn the basic forms of business organization and the advantages and disadvantages of each.

CLASS FORMAT

Classes will consist mainly of lectures, although questions and class discussion are welcome and encouraged. Students are expected to attend class regularly, answer questions and participate in class discussions. Students must read the materials assigned before the relevant class. Certain classes may include guest speakers.

REQUIRED TEXTS

J. Anthony VanDuzer – The Law of Partnerships and Corporations, 3rd ed. Irwin Law, 2009 – ISBN 978-1-55221-17719

Additional readings as assigned by the Instructor, including those on reserve and those posted on cuLearn.

SUPPLEMENTARY TEXTS

R.L. Campbell – The Legal Framework of Business Enterprises, 4th ed. Captus Press, 2007 – ISBN 978-1-55322-167-8

EVALUATION (All components must be completed in order to receive a passing grade)**35% - Midterm Evaluation (in class)**

This is a “closed book”, in class evaluation. Complete details will be provided in class.

65% - Final Examination

April 2013

3 hours

To be eligible for a passing grade, students must complete all components of the evaluation scheme.

Final examination deferrals are possible only as indicated in the Calendar and where no more than three classes have been missed in the course as a whole.

SCHEDULE

Please note: Guest speakers may attend certain lectures and as such the schedule may change to accommodate these speakers.

- 1. January 8 – Introduction to the Course and Logistics**
- 2. January 15 – The Relationship Between Law and Business**
 - a. Chapter 1 – Introduction
 - b. Case Study: The Making of Facebook
- 3. January 22 – Introduction to Partnerships**
 - a. Chapter 2 – Partnerships
 - b. *cuLearn – Hofer v. Hofer et al.*, [1970] S.C.R. 958
 - c. *cuLearn – Ross v. Canadian Bank of Commerce* (1923), 3. D.L.R. 339
- 4. January 29 – Partnerships – continued**
 - a. Chapter 2 – Partnerships
- 5. February 5 – Introduction to Corporations and the History of Incorporations in Canada**
 - a. Chapter 3 – Introduction to Corporate Law
 - b. *On reserve* – “The facebook effect: the inside story of the company that is connecting the world” by David Kirkpatrick.
- 6. February 12 – The Relationship between the Corporation, the Shareholders and the Law**
 - a. Chapter 3 – Introduction to Corporate Law
 - b. Chapter 4 – Incorporation: Considerations and Process (pages 146 to 169)
- February 19 – No class**
- 7. February 26 – Midterm Evaluation (in class exam)**
- 8. March 5 – Shares and Shareholder’s Rights**
 - a. Chapter 6 – Shares
 - b. Case Study: The Facebook IPO
- 9. March 12 – Shareholders Remedies and the Corporation in Action**
 - a. Chapter 5 – The Corporation in Action
 - b. Chapter 10 – Shareholders Remedies
- 10. March 19 – Who is really in charge? Duties and Liabilities of Directors and Officers**
 - a. Chapter 9 – Duties and Liabilities of Directors and Officers
- 11. March 26 – The Corporation in Action and Corporate Social Responsibility**
 - a. Chapter 13 – Corporate Social Responsibility
 - b. *cuLearn* – Welford, Richard, “Corporate Social Responsibility in Europe, North America and Asia” JCC 17 Spring 2005
- 12. April 2 – Review Class**