

Course Outline

COURSE:	LAWS 3201A – Business Enterprise Frameworks
TERM:	FALL 2016
PREREQUISITES:	LAWS 2201 and LAWS 2202
CLASS:	Day & Time: Monday – 6:05 pm to 8:55 pm Room: (Please check with Carleton Central for current room location)
INSTRUCTOR:	Carey Thomson
CONTACT:	Office: B442 LA Office Hrs: By Appointment Only Email: Carey_Thomson@carleton.ca

Academic Accommodations:

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

Pregnancy obligation: write to me with any requests for academic accommodation 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://carleton.ca/equity/>

Religious obligation: write to me with any requests for academic accommodation 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://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://carleton.ca/pmc/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://carleton.ca/equity/>

Plagiarism

Plagiarism is presenting, whether intentional or not, the ideas, expression of ideas or work of others as one's own. Plagiarism includes reproducing or paraphrasing portions of someone else's published or unpublished material, regardless of the source, and presenting these as one's own without proper citation or reference to the original source. Examples of sources from which the ideas, expressions of ideas or works of others may be drawn from include but are not limited to: books, articles, papers, literary compositions and phrases, performance compositions, chemical compounds, art works, laboratory reports, research results, calculations and the results of calculations, diagrams, constructions, computer reports, computer code/software, and material on the Internet.

Plagiarism is a serious offence.

More information on the University's **Academic Integrity Policy** can be found at:
<http://carleton.ca/studentaffairs/academic-integrity/>

Department Policy

The Department of Law and Legal Studies operates in association with certain policies and procedures. Please review these documents to ensure that your practices meet our Department's expectations.

<http://carleton.ca/law/current-students/>

COURSE DESCRIPTION

LAWS 3201 is a course that studies the different 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 and the schedule is subject to change based on the availability of guest speakers.

REQUIRED TEXTS

J. Anthony VanDuzer – The Law of Partnerships and Corporations, 3rd ed. Irwin Law, 2009 – ISBN 978-1-55221-177-9. Available for purchase at the Bookstore.

There may be additional readings as assigned by the Instructor, including those on reserve and those posted on cuLearn.

EVALUATION (All components must be completed in order to receive a passing grade)

Standing in a course is determined by the course instructor subject to the approval of the Department and of the Faculty Dean. This means that grades submitted by the instructor may be subject to revision. No grades are final until they have been approved by the Department and the Dean.

35% - Midterm Evaluation (in class)

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

2.5 hours

65% - Final Examination

December 10 to 21, 2016

3 hours

All material from the course will be covered on the exam

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 with the permission of the Instructor.

SCHEDULE

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

- 1. September 12 – Introduction to the Course & Logistics & The Relationship Between Law and Business**
 - a. Chapter 1 – Introduction
- 2. September 19 – 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
- 3. September 26 – Introduction to Corporations and the History of Incorporations in Canada**
 - a. Chapter 3 – Introduction to Corporate Law
- 4. October 3 – The Relationship between the Corporation, Shareholders and the Law**
 - a. Chapter 3 – Introduction to Corporate Law
 - b. Midterm Review

******October 10 – No class – Statutory holiday. University closed.**

- 5. October 17 – Midterm Evaluation (in class exam)**

******October 24 – No class – Reading Week**

- 6. October 31 – The Relationship between the Corporation, Shareholders and the Law - continued**
 - c. Chapter 4 – Incorporation: Considerations and Process (pages 146 to 169)
- 7. November 7 – Shares and Shareholder's Rights**
 - a. Chapter 6 – Shares
 - b. Case Study: The Facebook IPO
- 8. November 14 – The Corporation in Action**
 - a. Chapter 5 – The Corporation in Action
- 9. November 21 – Shareholder Remedies**
 - a. Chapter 10 – Shareholders Remedies

10. November 28 – Who is really in charge? Duties and Liabilities of Directors and Officers

- b. Chapter 9 – Duties and Liabilities of Directors and Officers

11. December 5 – 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. December 9 – Conclusion and Review