

Course Outline

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<b>COURSE:</b>	<b>LAWS 3201A - Business Enterprise Frameworks</b>
<b>TERM:</b>	<b>Fall 2017</b>
<b>PREREQUISITES:</b>	<b>LAWS 2201 and LAWS 2202</b>
<b>CLASS:</b>	<b>Day &amp; Time: Monday – 6:05 pm to 8:55 pm</b> <b>Room: (Please check with Carleton Central for current room location)</b>
<b>INSTRUCTOR:</b> <b>(CONTRACT)</b>	<b>Carey Thomson</b>
<b>CONTACT:</b>	<b>Office: B442 LA</b> <b>Office Hrs: By Appointment Only</b>  <b>Email: Carey.Thomson@carleton.ca</b>

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**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](mailto: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*). **Requests made within two weeks will be reviewed on a case-by-case basis.** After requesting accommodation from PMC, meet with me to ensure accommodation arrangements are made. Please consult the PMC website ([www.carleton.ca/pmc](http://www.carleton.ca/pmc)) for the deadline to request accommodations for the formally-scheduled exam (*if applicable*).

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/>

**Student Services:** The Centre for Student Academic Support (CSAS) is a centralized collection of learning support services designed to help students achieve their goals and improve their learning both inside and outside the classroom. CSAS offers academic assistance with course content, academic writing and skills development. Visit CSAS on the 4<sup>th</sup> floor of MacOdrum Library or online at [carleton.ca/csas](http://carleton.ca/csas)

### **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/>

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## **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 risk 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 organizations and the advantages and disadvantages.

## **CLASS FORMAT**

Classes will consist mainly of lectures, although questions and class discussion are welcomed and encouraged. Students are expected to attend class regularly, answer questions and participate in class discussions. Students must read the material 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*, 3<sup>rd</sup> 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 in length

### **65% - Final Examination**

During the formal exam period December 10 to 22, 2017

3 hours in length

All materials from the course will be covered on the exam. Complete details will be provided in class.

**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**

- 1. September 11 – Introduction to the Course & Logistics and The Relationship between Law and Business**
  - a. Chapter 1 – Introduction
- 2. September 18 – The Law of Partnerships**
  - a. Chapter 2 – Partnerships
  - b. *Partnership Act* (Ontario) available from Province of Ontario’s E-Laws website
  - c. *Limited Partnership Act* (Ontario) available from E-Laws website
- 3. September 25 – Introduction to Corporations and the History of Incorporations in Canada**
  - a. Chapter 3 – Introduction to Corporate Law
- 4. October 2 – The Relationship between the Corporation, Shareholders and the Law**
  - a. Chapter 4 – Incorporation: Considerations and Process
  - b. Midterm Review

**\*\*\*\*October 9 – No Class – Statutory Holiday – University closed.**

**5. October 16 – Midterm Evaluation (in class exam)****\*\*\*\*October 23 – No class – Reading Week****6. October 30 – The Corporation in Action**

- a. Viewing in class of the movie *“Executive Suite”* and post viewing discussion.
- b. Globe and Mail article on Palliser Furniture on reserve with the library and/or cuLearn

**7. November 6 – The Corporation in Action continued**

- a. Chapter 7 – Management and Control of the Corporation: The Basic Legal Framework
- b. Chapter 5 – The Corporation in Action continued

**8. November 13 – Shares and Shareholder’s Rights**

- a. Chapter 6 – Shares

**9. November 20 – Who is really in charge? Duties and Liabilities of Directors and Officers**

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

**10. November 27 – Shareholder Remedies**

- a. Chapter 10 – Shareholder Remedies

**11. December 4 – Corporate Social Responsibility**

- a. Chapter 13 – Corporate Social Responsibility

**12. December 8 – Conclusion and Review**