

Course Outline

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<b>COURSE:</b>	<b>LAWS 3201 A – Business Enterprise Frameworks</b>
<b>TERM:</b>	<b>Autumn 2021</b>
<b>PREREQUISITES:</b>	<b>LAWS 2201 and LAWS 2202</b>
<b>CLASS:</b>	<b>Day &amp; Time: Tuesday 6:05pm to 8:55pm – ON LINE EVERY WEEK</b>
	<b>Room: The courses during the Autumn 2021 semester will be delivered online for three hours, meaning delivered “live”, online every week during our regularly scheduled class time using the Zoom conferencing platform.</b>
	<b>In some courses, there will be an online portion of the lectures and the portion (two hours) will be asynchronous allowing students to ask questions regarding the content in subsequent classes.</b>
<b>INSTRUCTOR: (CONTRACT)</b>	<b>Gilles LeVasseur</b>
<b>CONTACT:</b>	<b>Office: B442 Loeb Building (Contract Instructor’s Office)</b>
	<b>Office Hrs.: Tuesday night 21h05 to 22h00</b>
	<b>Telephone: TBA</b>
	<b>Email: <a href="mailto:jliglles.levasseur@sympatico.ca">jliglles.levasseur@sympatico.ca</a>; <a href="mailto:gilles.levasseur@carleton.ca">gilles.levasseur@carleton.ca</a></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:** Please contact 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: [carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf](http://carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf)

**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: [carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf](http://carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf)

**Academic Accommodations for Students with Disabilities:** If you have a documented disability requiring academic accommodations in this course, please contact The Paul Menton Centre (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). After requesting accommodation from PMC, meet with me as soon as possible to ensure accommodation arrangements are made. Please consult the PMC Website for their deadline to request accommodations for the formally-scheduled exam (if applicable) [www.carleton.ca/pmc](http://www.carleton.ca/pmc)

**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/>

### **Survivors of Sexual Violence**

As a community, Carleton University is committed to maintaining a positive learning, working and living environment where sexual violence will not be tolerated, and survivors are supported through academic accommodations as per Carleton's Sexual Violence Policy. For more information about the services available at the university and to obtain information about sexual violence and/or support, visit: [carleton.ca/sexual-violence-support](http://carleton.ca/sexual-violence-support)

### **Accommodation for Student Activities**

Carleton University recognizes the substantial benefits, both to the individual student and for the university, that result from a student participating in activities beyond the classroom experience. Reasonable accommodation must be provided to students who compete or perform at the national or international level. Please contact your instructor 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. <https://carleton.c/senate/wp-content/uploads/Accommodation-for-Student-Activities-1.pdf>

For more information on academic accommodation, please contact the departmental administrator or visit: [students.carleton.ca/course-outline](http://students.carleton.ca/course-outline)

### **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**

Forms of carrying on business activity: proprietorships, partnerships, corporations and Crown entities. The rights and obligations of such business enterprises both internally and in relation with other persons. The relationship between legal form and economic function. The role of state intervention.

## **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.
- The goal is to situate business enterprises law within its general social setting, practically and theoretically, and to examine the interrelationship between the aspirations and practices of each. The class will also look in detail at the participants and parties in the business law system, and in particular examine the mechanisms of accountability and control for these actors and their relative effectiveness. Current examples and reforms will be discussed throughout the course to highlight the pertinent issues and problems within the business environment.
- Students will be able at the end of the course to create a corporation and understand the legal implications.

## **REQUIRED TEXTS**

- J. Anthony VanDuzer – The Law of Partnerships and Corporations, 3rd ed. Irwin Law, 2009 – ISBN 978-1-55221-17719. Available for purchase at the Bookstore or on-line.

## **EVALUATION**

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.

- 1. Mid-Term 30% October 19, 2021 (multiple choices via Brightspace)
- 2. Written assignment 30% November 23, 2021 (class paper submitted via Brightspace)
- 3. December Examination 40% TBA by the University (multiple choices via Brightspace)

The final exam will be held during the formal examination period; the exact date, time and location will be announced by the Scheduling Office during the term.

The details of the written assignment will be announced during term.

**The exams will be monitored by Zoom and recorded. The exams are close books and no usage of internet, technological tools or communications is permitted during the exams.**

### **LATE PENALTIES AND REQUESTS FOR EXTENSIONS**

We don't accept late papers or exams. The penalty for a late assignment is zero if past the due date.

### **DETAILS OF THE TERM PAPER**

The rubric of the term paper regarding a topic of business framework:

Introduction (objectives of the paper, methodology, ethics and stakeholders) - 3-4 pages

Business framework cases (the student is required to analyze 5 Canadian cases regarding a specific issue dealing with the framework of a partnership or a corporation and explain the application to the legal aspect (the problem or issue of the cases, facts and court decision) – 12- 15 pages

Recommendations and legal approach (what should we do follow the court decisions in the 5 cases)- 3-5 pages

Term paper - times roman 12 points, double spaced.

### **SCHEDULE**

- The course syllabus will generally follow the topics as presented in the "Table of Contents" in the text. The general topics and the order in which they are presented are as follows (subject to some variations as required by time constraints):
- Class 1: Introduction – Chapter one, Relationship between Law and Business  
Sept 7
- Class 2: Sole Proprietorship – Chapter one  
Sept 14
- Class 3: Partnerships – Chapter two  
Sept 21
- Class 4: Partnership Agreement – Chapter two  
Sept 28
- Class 5: History of Corporations – Chapter three  
October 5

- Class 6: Shareholders – Chapter four  
October 26
- Class 7: Management of the Corporation – Chapter five  
November 2
- Class 8: Shares – Chapter six  
November 9
- Class 9: Directors liabilities – Chapters seven, eight and nine  
November 16
- Class 10: Remedies – chapters ten and eleven  
November 23
- Class 11: Social responsibility – Chapters twelve and thirteen  
November 30
- Class 12: Conclusion  
December 7

**Reference Books:** For a list of relevant resources see: <https://www.legaltree.ca/node/227>

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### **Websites**

#### **Canada**

##### **General**

Canadian Bar Association page on corporate law

[http://www.cba.org/BC/Public\\_Media/dal/commercial.aspx](http://www.cba.org/BC/Public_Media/dal/commercial.aspx)

Canada Business

<http://www.cbsc.org/>

Canadian Corporate Counsel Association

<http://www.cancorpccounsel.org/>

General Counsel - Business Law Solutions

<http://www.generalcounsel.ca/>

Government of Canada page on Legal Issues in Starting a Business

<http://canadabusiness.gc.ca/gol/cbec/site.nsf/en/index.html>

Canadian Trade Index

<http://www.ctidirectory.com/index.cfm>

SEDAR (System for Electronic Document Analysis and Retrieval)

[http://www.sedar.com/homepage\\_en.htm](http://www.sedar.com/homepage_en.htm)

#### **Federally incorporated companies**

Corporations Canada

<http://strategis.ic.gc.ca/epic/internet/incd-dgc.nsf/fr/home?OpenDocument>

Guide to Federal Incorporation to Help Small Businesses Incorporate Federally (Ottawa: Corporations Canada, 2007)

[http://www.corporationscanada.ic.gc.ca/epic/site/cd-dgc.nsf/en/h\\_cs01914e.html](http://www.corporationscanada.ic.gc.ca/epic/site/cd-dgc.nsf/en/h_cs01914e.html)

#### **Alberta**

Alberta Corporate Registry Forms

<http://governmentservices.gov.ab.ca/>

Alberta Ministry of Government Services -Business and Corporations

<http://www.servicealberta.gov.ab.ca/>

#### **British Columbia**

British Columbia Business Registry

<http://www.bcbusinessregistry.ca/>

British Columbia - Doing Business in BC

<http://www.bcbusinessregistry.ca/>

British Columbia Business Services Society

<http://www.smallbusinessbc.ca/>

British Columbia Corporate Registry Forms

<http://www.bcregistryservices.gov.bc.ca/bcreg/corppg/forms.page>

Corporate Online

<https://www.corporateonline.gov.bc.ca>

#### **Manitoba**

Manitoba Companies Office

<http://www.companiesoffice.gov.mb.ca>

**New Brunswick**

Service New Brunswick

<http://www.snb.ca/e/0001e.asp>

**Newfoundland and Labrador**

Newfoundland and Labrador - Registry of Companies

<http://www.gov.nf.ca/gs/cca/cr/pdf/#regofco>

**Nova Scotia**

Nova Scotia Registry of Joint Stock Companies - Forms

<http://www.gov.ns.ca/snsmt/access/business/registry-joint-stock-companies/forms-information.asp>

**Ontario**

Regulatory information for Ontario businesses

<http://www.ontariocanada.com/registry/>

Ontario Central Forms Site

<http://www.forms.ssb.gov.on.ca/>

**Québec**

CIDREQ - Searchable registry of Québec companies

[http://www.registreentreprises.gouv.qc.ca/en/consulter/rechercher/instructions\\_recherche.aspx](http://www.registreentreprises.gouv.qc.ca/en/consulter/rechercher/instructions_recherche.aspx)

Ministère du Revenu du Québec - Enterprise Register

<http://www.revenuquebec.ca/en/entreprise/demarrage/inscription/default.aspx>

Québec - Registraire des entreprises - Forms

[http://www.registreentreprises.gouv.qc.ca/en/formulaires/instructions\\_formulaires.aspx](http://www.registreentreprises.gouv.qc.ca/en/formulaires/instructions_formulaires.aspx)

**International**

International Tax and Business Guides

<http://www.deloittewebguides.com>

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