

Course Outline

COURSE: LAWS 3201 A – Business Enterprise Frameworks**TERM:** Fall 2022**PREREQUISITES:** LAWS 2201 and LAWS 2202**CLASS:** Day & Time: Tuesday 6:05pm to 8:55pm

Room: Mackenzie Building 3269

INSTRUCTOR: Gilles LeVasseur
(CONTRACT)**CONTACT:** Office: B442 Loeb Building (Contract Instructor's Office)
Office Hrs: Tuesday night 21h05 to 22h00
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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, 4 ed. Irwin Law, 2019 – ISBN 978-1-55221-17719. Available for purchase 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. Paper proposal 10% October 4, 2022 (Two pages proposal on the essay – submitted in class)
- 2. Written assignment 40% November 8, 2022 (Written Essay submitted in Class)
- 2. December Examination 50% TBA by the University (multiple choices and a two cases - 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.

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 possible topics for the term paper are dealing deals with the business framework of corporations:

Inclusion and diversity on board of directors

Harassment policy and liability of directors and officers

Corporate veil and impact on investors

Application of securities laws to the public offering of shares

Insider trading and penalties to directors and officers

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

Business framework cases (the student is required to analyze 7 Canadian cases regarding one of topics proposed and explain the application to the legal aspect (the problem or issue of the cases, facts and court decision) and the legislation governing the issue – 12- 15 pages

Recommendations and legal approach (what should we do following the court decisions in the 7 cases) and the legislation- 3-5 pages

Term paper - times roman 12 points, double spaced. 3,000 words excluding the bibliography

Required to use the proper legal citation norms

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; pp. 1-6
- Class 2: Sole Proprietorship – Introduction; pp. 7-27
- Class 3: Partnerships – Chapter two; pp. 29-50
- Class 4: Partnership Agreement – Chapter two; pp. 51-95
- Class 5: History of Corporations – Chapter three; pp. 96 to 158
- Class 6: Incorporation – Chapter four; pp. 159-210
- Class 7: Corporation in Action – Chapter five; pp. 211-246

- Class 8: Shares – Chapter six – pp. 247-278
- Class 9: Management and Control – Chapter seven; pp. 279-353
- Class 10: Duties and Liabilities – Chapter 9; pp. 373-439
- Class 11: Shareholders Remedies – Chapter 10; pp. 440-511
- Class 12: Conclusion

Fall 2022 Sessional Dates and University Closures	
<i>Please find a full list of important academic dates on the calendar website: https://calendar.carleton.ca/academicyear/</i>	
September 7, 2022	Fall term begins.
September 20, 2022	Last day for registration and course changes (including auditing) in fall and fall/winter courses.
October 10, 2022	Statutory holiday. University closed.
October 24-28, 2022	Fall break, no classes.
November 25, 2022	Last day for summative tests or examinations, or formative tests or examinations totaling more than 15% of the final grade, in fall term or fall/winter undergraduate courses, before the official December final examination period (see examination regulations in the Academic Regulations of the University section of the Undergraduate Calendar/General Regulations of the Graduate Calendar).
December 9, 2022	Fall term ends.
	Last day of fall classes.
	Classes follow a Monday schedule (fall and fall/winter courses only).
	Last day for final take-home examinations to be assigned, with the exception of those conforming to the examination regulations in the Academic Regulations of the University section of the Undergraduate Calendar/General Regulations of the Graduate Calendar. Last day for handing in term work and the last day that can be specified by a course instructor as a due date for term work for full and late fall courses.
December 10-22, 2022	Final examinations in fall courses and mid-term examinations in fall/winter courses will be held.

University and Departmental Policies

DEPARTMENT POLICIES AND REGULATIONS

Please review the following webpage to ensure that your practices meet our Department's expectations, particularly regarding standard departmental protocols and academic integrity requirements: <https://carleton.ca/law/student-experience-resources/>.

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: <https://carleton.ca/registrar/academic-integrity/>.

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 accommodation regarding a formally-scheduled final exam, you must complete the [Pregnancy Accommodation Form](#).

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 [click here](#).

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).

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 where 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: <https://carleton.ca/equity/sexual-assault-support-services>

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. Read more here: <https://carleton.ca/senate/wp-content/uploads/Accommodation-for-Student-Activities-1.pdf>.

For more information on academic accommodation, please visit:

<https://students.carleton.ca/services/accommodation/>

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

Websites

Canada

General

Canadian Bar Association page on corporate law

http://www.cba.org/BC/Public_Media/dal/commercial.aspx

Canada Business

<http://www.cbasc.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

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

Alberta

Alberta Corporate Registry Forms

<http://governmentsservices.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/qs/cca/cr/pdf/#regofco>

Nova Scotia

Nova Scotia Registry of Joint Stock Companies - Forms

<http://www.gov.ns.ca/snsmr/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

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

International

International Tax and Business Guides

<http://www.deloittewebguides.com>