

Course Outline

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<b>COURSE:</b>	<b>LAWS 3201B – Business Enterprise Frameworks</b>
<b>TERM:</b>	<b>WINTER 2020</b>
<b>PREREQUISITES:</b>	<b>LAWS 2201 and LAWS 2202</b>
<b>CLASS:</b>	<b>Day &amp; Time: Wednesday 6:05pm to 8:55pm</b> <b>Room: Please check with Carleton Central for current room location</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: Wednesday night 21h05 to 22h00</b> <b>Telephone: TBA</b> <b>Email: <a href="mailto:jlilles.levasseur@sympatico.ca">jlilles.levasseur@sympatico.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, 4th ed. Irwin Law, 2016 – ISBN 978-1-55221-17719. Available for purchase at the Bookstore.

### **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. Midterm 30% February 26, 2020 (development questions)
- 2. Written assignment 30% March 25, 2020 (class paper)
- 3. April Examination 40% TBA by the University (development questions)

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 midterm will be written on **Wednesday, February 25, at 18:05 – 20:05**. It will be a closed book exam. Complete details will be provided before the midterm.

**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):
  - Introduction – Chapter one, Relationship between Law and Business
  - Sole Proprietary – Chapter one
  - Partnerships – Chapter two
  - Partnership Agreement – Chapter two
  - History of Corporations – Chapter three
  - Shareholders – Chapter four
  - Management of the Corporation – Chapter five
  - Shares – Chapter six
  - Taxation and financial reporting – Income Tax Act
  - Directors liabilities – Chapters seven, eight and nine
  - Remedies – chapters ten and eleven
  - Social responsibility – Chapters twelve and thirteen
  - Conclusion

**TERM PAPER**

The term paper deals with a critical issue dealing with the governance of a corporation in Canada. The paper, between 22 to 25 pages, double spaced will outline approaches to deal with the issue raised in the paper and possible solutions. The table of contents of the paper is as following:

- . Executive summary
- . Introduction (ethics, methodology, stakeholders and objectives of the paper)
- . Legal situation under study and explanations
- . Legal legislation, jurisprudence and relevant legal content on the subject matter
- . Solutions or approaches to resolve the situation and the measures for execution
- . Recommendations and lessons learned.

The Term Paper: While the emphasis will be placed on the novelty of the argument and the critical analysis thereof, the paper will be graded on the basis of the following considerations:

1. Topic: free topic but must be related to the course topics, relevant.
2. Thesis: clear statement of argument at the outset (ideally in the introduction), novelty!
3. Research: breadth and depth of research focusing on argument.
4. Analysis: critical, interdisciplinary, depth, focus on argument, logic, balance
5. Originality: novelty, insight, thought-provoking.
6. Evidence: primarily scholarly references to support claims; avoid quotations, instead paraphrase authors' ideas using your own words and citing source.
7. Readings: a minimum of 7 readings from the library must be cited. References to course readings do not necessarily have to be central to the paper argument.
8. Organization: clear structure throughout paper i.e. introduction, development of argument by articulating the key claims with supportive references, conclusion
9. Style: clarity, flow, avoid long sentences and paragraphs, correct citation format (McGill format is preferred) and grammar.
10. Length: maximum 22-25 double-spaced pages. Please do not waste space and time describing the topic without developing your argument or discussing issues that are not central to the argument of your paper.
11. Deadline: March 26, 2020
12. Submission: students must hand in their final essays by the deadline and in class. Email submissions of final papers are not permitted. Late submissions will not be accepted and will receive the grade of zero.

**Referenrece Books****Canadian**

- o Aird & Berlis, Shareholders Agreements: A tax and legal guide, 3rd ed. (CCH Canadian, 2009)
- o Aird & Berlis, Shareholders Agreements: An Annotated Guide, 2nd ed. (Aurora: Canada Law Book, 2009)
- o Allard et al., British Columbia Business Disputes (Vancouver: Continuing Legal Education Society of British Columbia, 2011)
- o \* Archibald et al., Regulatory and Corporate Liability: From Due Diligence to Risk Management (Aurora: Canada Law Book, looseleaf)
- o Baker, A., Extra-provincial corporate registrations in Canada (Markham: LexisNexis, 2012)
- o Bollefer & Malach, Business in Transition: Making the Succession Plan Work (Markham: LexisNexis, 2008)
- o Brillinger et al., Canadian business law (Toronto: Emond Montgomery Publications, 2007)
- o Buckley et al., Corporations: Principles and Policies, 3rd ed. (Toronto: E. Montgomery, 1995)
- o \* Burke-Robertson & Drache, Non-share Capital Corporations (Toronto: Carswell, looseleaf)
- o Campbell, R., The legal framework of business enterprises, 4th ed. (Concord: Captus Press, 2007)
- o \* Canada Corporation Manual (Toronto: Carswell, looseleaf) (3 volumes)
- o \* Canada corporations law reporter (Don Mills, Ont.: CCH Canadian, looseleaf) (3 volumes)
- o Cody, M., The Corporation is a Social Institution (Vancouver: University of British Columbia, 2007)
- o Ewasiuk, R., Drafting Shareholder Agreements, 2nd ed. (Toronto: Carswell, 2012)
- o Fraser, W., Fraser's Handbook on Company Law, 8th ed. (Scarborough: Carswell, 1994)
- o Kerr, Janda & Pitts, Corporate Social Responsibility: A Legal Analysis (Markham: LexisNexis, 2009)
- o Halsbury's laws of Canada, Business corporations (Toronto: LexisNexis, 2006)
- o \* Halpern, R., Advising the Family Owned Business (Aurora: Canada Law Book, looseleaf)
- o Mahaffy, A., Business Succession Guide, 2<sup>nd</sup> ed. (Toronto: Carswell, 2011)
- o Mahaffy, A., Business Transactions Guide (Toronto: Carswell, 2010)
- o Mahaffy, A., Private Company Shareholder Guide (Toronto: Carswell, 2009)
- o Manson, A., BVR's guide to fair value in shareholder dissent, oppression, and marital dissolution, 2008 ed. (Business Valuation Resources, 2008)
- o \* Martel, P., Business corporations in Canada: legal and practical aspects (Toronto: Carswell, looseleaf)
- o \* McGuinness, K., Canadian Business Corporations Law, 2nd ed. (Markham: LexisNexis Canada, 2007)
- o \* Moore, K., The corporate commercial practice manual (Vancouver: Moore Publishing, looseleaf)
- o Nicholls, C., Corporate Law (Toronto: Emond Montgomery Publications, 2005)
- o Nicholls, C., Mergers, acquisitions and other changes of corporate control, 2nd ed. (Toronto: Irwin Law, 2012)
- o Rossiter, Business Legal Adviser (Toronto: Carswell, looseleaf)
- o Sider, V., Understanding section 55 and butterfly reorganizations, 3rd ed. (Toronto: CCH Canadian, 2010)
- o Succession Planning for the Family Business (Vancouver: Pacific Business & Law Institute, 2007)
- o \* Sutherland et al., Fraser & Stewart Company Law of Canada, 6th ed. (Toronto: Carswell, 1993)
- o Swais, N., Incorporation Guide for Canada (North Vancouver: Self Counsel Press, 2002)
- o Swais, N., Canadian Legal Guide for Small Business, 2nd ed. (North Vancouver: Self-Counsel Press, 2008)
- o \* Thorburn & Fairburn, Law of Confidential Business Information (Aurora: Canada Law Book, looseleaf)
- o Tingle, Start-up and growth companies in Canada: a guide to legal and business practice (Markham: LexisNexis Butterworths, 2005)
- o VanDuzer, J., Law of Partnerships and Corporations, 3rd ed. (Toronto: Irwin Law, 2009)
- o Welling, B., Corporate law in Canada: the governing principles, 3rd ed. (Australia, Scribblers Publishing, 2006)
- o Welling, Smith, & Rotman, Canadian corporate law: cases, notes & materials, 3rd ed. (Toronto: LexisNexis Butterworths, 2006)
- o Willes & Willes, Fundamentals of Canadian Business Law, 2nd ed. (Toronto: McGraw-Hill Ryerson, 2008)
- o Yalden et al., Business organizations: principles, policies, and practice (Toronto: Emond Montgomery, 2008)
- o Yates, Legal fundamentals for Canadian business (Toronto: Pearson Prentice Hall, 2006)

**Precedents**

- o Abraham & Babe, Canadian forms and precedents. Commercial transactions. Sale & operation of a business, 2nd ed. (Markham: Butterworths, looseleaf)
- o Davies, Ward & Beck, Canadian Corporation Precedents, 3rd ed. (Toronto: Carswell, looseleaf) (5 volumes)
- o \* McGuinness, K., Canadian forms & precedents. Commercial transactions. Corporations, 2nd ed. (Markham: LexisNexis Canada, looseleaf)
- o O'Brien's encyclopaedia of forms, 11th ed.: Corporations (Aurora: Canada Law Book, looseleaf)
- o Thibault & Trottier, Carswell's form and precedent collection: corporate precedents (Toronto: Carswell, looseleaf)

**Federal legislation guides**

- o Consolidated Canada Business Corporations Act and Regulations (Toronto: Carswell, annual)
- o Fasken Martineau DuMoulin LLP, Canada Business Corporations Act and commentary (Markham: LexisNexis Butterworths, 2009)
- o \* Gray, W., The Annotated Canada Business Corporations Act, 2nd. ed. (Toronto: Carswell, looseleaf)
- o Gray & Halladay, Guide to CBCA reform: analysis and precedents (Toronto: Carswell, 2002)

### **British Columbia**

- o \* Advising British Columbia Businesses (British Columbia: CLE, looseleaf) (2 volumes)
- o \* Annotated British Columbia Business Corporations Act (Aurora: Canada Law Book, looseleaf)
- o \* British Columbia Company Law Practice Manual (British Columbia: CLE, looseleaf) (2 volumes)
- o Owen, R., British Columbia Corporation Manual (Toronto: Carswell, looseleaf)
- o \* British Columbia Corporations Law Guide (North York: CCH, looseleaf) (2 volumes)
- o \* Juch, Fruin, & Martin, Company Law Deskbook (British Columbia: CLE, looseleaf)
- o Cumberland, D., The Annotated British Columbia Business Corporations Act, 3rd ed. (Toronto: Carswell, looseleaf)
- o \* Mangan et al., Annotated British Columbia Society Act (Aurora: Canada Law Book, looseleaf)
- o McLeod & MacIntosh, British Columbia Business Corporations Act and Commentary (Markham: LexisNexis Butterworths, 2010)
- o Mucalov, J., Incorporation Guide for British Columbia, 22nd ed. (North Vancouver: Self Counsel Press, 2007)
- o \* Rainaldi et al., Due Diligence Deskbook (British Columbia: CLE, looseleaf)

### **Ontario**

- o Georgas, M., Incorporation and Business Guide for Ontario: How to Form your Own Corporation, 16th ed. (Self Counsel Press: Toronto)
- o \* Gray, W., The Annotated Ontario Business Corporations Act (Toronto: Carswell, annual)
- o Grover, Ontario Corporation Manual (Toronto: Carswell, looseleaf)
- o \* Ontario Corporations Law Guide (North York, Ontario: CCH, looseleaf) (2 volumes)

### **Quebec**

- o Corporate law in Québec (Markham: LexisNexis Butterworths, looseleaf)
- o Quebec Corporation Manual (Toronto: Carswell, looseleaf)

### **English**

#### **General**

- o Dignam & Lowry, Company law, 4th ed. (Oxford: Oxford University Press, 2006)
- o Gough, Company Charges, 2nd ed. (London: Butterworths, 1996)
- o Davies, P., Gower & Davies' Principles of Modern Company Law, 8th ed. (London: Sweet & Maxwell, 2008)
- o \* Morse, Palmer's Company Law, 25th ed. (London, Sweet & Maxwell, looseleaf)
- o McBarnet, Voiculescu & Campbell, The New Corporate Accountability: Corporate Social Responsibility and the Law (Cambridge: Cambridge University Press, 2007)
- o Rammeloo, S., Corporations in Private International Law: A European Perspective (Oxford, Oxford University Press, 2001)
- o \* Weinberg & Rabinowitz, Weinberg and Blank on take-overs and mergers, 5th ed. (London: Sweet & Maxwell, looseleaf)
- o van Gerven & Storm, The European company (Cambridge: Cambridge University Press, looseleaf)
- o Zerk, J., Multinationals and corporate social responsibility: limitations and opportunities in international law (Cambridge: Cambridge University Press, 2006)

### **Precedents**

- o Encyclopaedia of Forms and Precedents (London: Butterworths, looseleaf)

### **American**

#### **General**

- o Cox & Hazen, Corporations, 2nd ed. (New York: Aspen Publishers, 2003)
- o Delaware Corporation Laws Annotated (LexisNexis, 2006)
- o Ginsburg & Levin, Mergers, Acquisitions, and Buyouts (Frederick, MD.: Aspen Law & Business, 2008)
- o Laufer, W., Corporate bodies and guilty minds: the failure of corporate criminal liability (Chicago: University of Chicago Press, 2006)

### **Precedents**

- o American Jurisprudence Legal Forms, 2nd ed. (Rochester, NY: The Lawyers' Cooperative Publishing, looseleaf)

### **Other Countries**

- o Bartman, S., European company law in accelerated progress (Alphen aan den Rijn: Kluwer Law International, 2006)

- o Corkery & Welling, Principles of corporate law in Australia (Mudgeeraba, Qld.: Scribblers, 2008)

### **Blogs**

Meldon Ellis: <http://www.bcbusinesslawblog.com/>

Suzanne Dingwall: <http://www.venturelaw.blogspot.com/>

Shane Mclean: <http://shanemclean.com/>

### **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.cancorpcounsel.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/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](http://www.registreentreprises.gouv.qc.ca/en/consulter/rechercher/instructions_recherche.aspx)

Ministère du Revenu du Québec - Entreprise 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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