

Course Outline

COURSE:	LAWS 3201 A – Business Enterprise Frameworks
TERM:	Fall 2024
PREREQUISITES:	LAWS 2201 and LAWS 2202
CLASS:	Day & Time: Mondays, 14:35 – 17:25 Room: Please check Carleton Central for current Class Schedule. The initial lectures during the semester will be delivered in person, meaning delivered in person every week during our regularly scheduled class time.
INSTRUCTOR: (CONTRACT)	Gilles LeVasseur
CONTACT:	Office: Office Hrs: Monday night 17:30 Email: gilles.levasseur@carleton.ca

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.

REFERENCE TEXTBOOK

- Authors: Anita L. Anand, Ed Iacobucci, Ian Lee, Jeff MacIntosh, Poonam Puri, J. Anthony VanDuzer – *Cases, Materials and Notes on Partnerships and Canadian Business Corporations* - softcover, 6th ed. Carswell, 2016 – ISBN 978-0459241476. 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% September 24, 2024 (Two pages proposal on the essay – submitted in class)
- 2. Written assignment 40% November 19, 2024 (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 rubric of the term paper regarding one of the topics of business framework. Students will be analyzing a business story that deals with the legal structure and explain the outcome with an explanation of the legal principles and their application. The story is to be related to the following three legislations:

Ontario Partnership Act

Canadian Business Corporations Act

Ontario Business Corporations Act

Table of contents of the paper – varies from paper to paper submitted by students

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

Business events – description of the legal events dealing with the business structure – 3-4 pages

Legal elements – outline the legal principles and the legislation in the case 3-4 pages

Legal cases applicable to the case – explain the application of the cases to the case 3-4 pages

Lessons learned for future business – 3-4 pages

Term paper - times roman 12 points, double spaced. 5,000 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

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

The University Academic Integrity Policy defines plagiarism as “*presenting, whether intentionally or not, the ideas, expression of ideas or work of others as one's own.*” This 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, artworks, laboratory reports, research results, calculations and the results of calculations, diagrams, constructions, computer reports, computer code/software, material on the internet and/or conversations.

Examples of plagiarism include, but are not limited to:

- any submission prepared in whole or in part, by someone else, including the unauthorized use of generative AI tools (e.g., ChatGPT);
- using ideas or direct, verbatim quotations, paraphrased material, algorithms, formulae, scientific or mathematical concepts, or ideas without appropriate acknowledgment in any academic assignment;
- using another's data or research findings without appropriate acknowledgement;
- submitting a computer program developed in whole or in part by someone else, with or without modifications, as one's own; and
- failing to acknowledge sources through the use of proper citations when using another's work and/or failing to use quotations marks.

Plagiarism is a serious offence that cannot be resolved directly by the course's instructor. The Associate Dean of the Faculty conducts a rigorous investigation, including an interview with the student, when an instructor suspects a piece of work has been plagiarized. Penalties are not trivial. They can include a final grade of “F” for the course.

STATEMENT ON STUDENT MENTAL HEALTH

As a University student you may experience a range of mental health challenges that significantly impact your academic success and overall well-being. If you need help, please speak to someone. There are numerous resources available both on- and off-campus to support you.

For more information, please consult <https://wellness.carleton.ca/>

Emergency Resources (on and off campus):

- <https://carleton.ca/health/emergencies-and-crisis/emergency-numbers/>

Carleton Resources:

- Mental Health and Wellbeing: <https://carleton.ca/wellness/>
- Health & Counselling Services: <https://carleton.ca/health/>
- Paul Menton Centre: <https://carleton.ca/pmc/>
- Academic Advising Centre (AAC): <https://carleton.ca/academicadvising/>
- Centre for Student Academic Support (CSAS): <https://carleton.ca/csas/>
- Equity & Inclusivity Communities: <https://carleton.ca/equity/>

Off Campus Resources:

- Distress Centre of Ottawa and Region: (613) 238-3311 or TEXT: 343-306-5550, <https://www.dcottawa.on.ca/>
- Mental Health Crisis Service: (613) 722-6914, 1-866-996-0991, <http://www.crisisline.ca/>
- Good2Talk: 1-866-925-5454, <https://good2talk.ca/>
- The Walk-In Counselling Clinic: <https://walkincounselling.com>

ACADEMIC ACCOMMODATIONS

Carleton is committed to providing academic accessibility for all individuals. You may need special arrangements to meet your academic obligations during the term. The accommodation request processes, including information about the Academic Consideration Policy for Students in Medical and Other Extenuating Circumstances, are outlined on the Academic Accommodations website (<https://students.carleton.ca/course-outline>).

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

Pregnancy Obligation and Family-Status Related Accommodations

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 about the accommodation policy, visit the [Equity and Inclusive Communities \(EIC\)](#) website.

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, please go to:

<https://carleton.ca/equity/focus/discrimination-harassment/religious-spiritual-observances/>.

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. You can find the Paul Menton Centre online at: <https://carleton.ca/pmc/>

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/>.

Academic Consideration for Medical and Other Extenuating Circumstances

Due to medical and other extenuating circumstances, students may occasionally be unable to fulfill the academic requirements of their course(s) in a timely manner. The University supports the academic development of students and aims to provide a fair environment for students to succeed academically. Medical and/or other extenuating circumstances are circumstances that are beyond a student's control, have a significant impact on the student's capacity to meet their academic obligations, and could not have reasonably been prevented.

Students must contact the instructor(s) as soon as possible, and normally no later than 24 hours after the submission deadline for course deliverables. If not satisfied with the instructor's decision, students can

conduct an “informal appeal” to the Chair of the department within three (3) working days of an instructor’s decision. We have created a webform specifically for appeals to the Chair, which can be found here: <https://carleton.ca/law/application-for-review-of-refusal-to-provide-academic-consideration/>.

Note: This form only applies to LAWS courses and is not the same as a formal appeal of grade. More information about the academic consideration can be found [here](#).

Referrence 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

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

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://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

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>

FALL TERM 2024 CALENDAR

August 28, 2024 Deadline for course outlines to be made available to students registered in full fall, early fall, and fall/winter courses.

August 30, 2024 Last day for receipt of applications from potential fall (November) graduates.

September 2, 2024 Statutory holiday. University closed.

September 3, 2024 Academic orientation (undergraduate and graduate students).

Orientation for new Teaching Assistants.

All new students are expected to be on campus. Class and laboratory preparations, departmental introductions for students, and other academic preparation activities will be held.

September 4, 2024 Fall term begins. Full fall, early fall, and fall/winter classes begin.

September 10, 2024 Last day for registration and course changes (including auditing) in early fall courses.

September 17, 2024 Last day for registration and course changes (including auditing) in full fall, late fall, and fall/winter courses.

Last day to withdraw from early fall courses with a full fee adjustment.

Graduate students who have not electronically submitted their final thesis copy to Graduate Studies will not be eligible to graduate in fall 2024 and must register for the fall 2024 term.

September 20-22, 2024 Full summer and late summer term deferred final examinations will be held.

September 30, 2024	Last day to withdraw from full fall and fall/winter courses with a full fee adjustment.
October 1, 2024	Last day for academic withdrawal from early fall courses.
	Last day to request Formal Examination Accommodations for Oct/Nov final examinations from the Paul Menton Centre for Students with Disabilities. Note that it may not be possible to fulfil accommodation requests received after the specified deadlines.
October 11, 2024	Last day for summative tests or examinations, or formative tests or examinations totaling more than 15% of the final grade, in early fall term undergraduate courses, before the official Oct/Nov 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 examination schedule (fall term final and fall/winter mid-terms) available online.
October 14, 2024	Statutory holiday. University closed.
October 15, 2024	Last day for receipt of applications for admission to an undergraduate degree program for the winter term from applicants whose documents originate from outside Canada or the United States.
October 18, 2024	Last day of early fall classes.
	Last day for final take-home examinations to be assigned in early fall courses, 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 that can be specified by a course instructor as a due date for term work for early fall courses.
October 21, 2024	Deadline for course outlines to be made available to students registered in late fall courses.

October 21-25, 2024 Fall break, no classes.

October 26-27,
November 2-3, 2024 Final examinations in early fall undergraduate courses will be held.

October 28, 2024 Late fall classes begin.

November 8, 2024 Last day to withdraw from late fall term courses with a full fee adjustment.

November 15, 2024 Last day for academic withdrawal from full fall and late fall courses.

Last day to request Formal Examination Accommodations for December full fall and late fall examinations and fall/winter midterm examinations from the Paul Menton Centre for Students with Disabilities. Note that it may not be possible to fulfil accommodation requests received after the specified deadlines.

Last day for receipt of applications for admission to an undergraduate degree program for the winter term.

November 15-17,
2024 Early fall undergraduate deferred final examinations will be held.

November 22, 2024 Last day for summative tests or examinations, or formative tests or examinations totaling more than 15% of the final grade, in full 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).

November 29, 2024 Last day for graduate students to submit their supervisor-approved thesis, in examinable form to the department.

Last day for summative tests or examinations, or formative tests or examinations totaling more than 15% of the final grade, in late fall term undergraduate courses, before the official final examination period (see examination regulations in the Academic Regulations of the University section of the Undergraduate Calendar/General Regulations of the Graduate Calendar).

November 30, 2024 Last day for receipt of applications from potential winter (February) graduates.

December 6, 2024 Fall term ends.

Last day of full fall and late fall classes.

Classes follow a Monday schedule.

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 that can be specified by an instructor as a due date for term work for full and late fall courses.

Last day for receipt of applications for undergraduate degree program transfers for winter term.

December 7-8, 2024 No classes or examinations take place.

December 9-21, 2024 Final examinations in full fall and late fall courses and mid-term examinations in fall/winter courses will be held. Examinations are normally held all seven days of the week.

December 21, 2024 All final take-home examinations are due on this day, 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.

December 24, 2024
at noon through
January 2, 2025
inclusive
University closed.