

Course Outline

COURSE:	LAWS 3201A – Business Enterprise Frameworks
TERM:	Fall 2023
PREREQUISITES:	LAWS 2201 and LAWS 2202
CLASS:	Day & Time: Mondays: 14:35 to 17:25 (2:35 p.m. to 5:25 p.m.) Room: Please check Carleton Central for current Class Schedule <i>(In-person, class lectures.)</i>
INSTRUCTOR:	Carey Thomson, L.L.B., L.S.O. Member
CONTACT:	Office: B442 Loeb Building (Contract Instructors Office) Office Hrs: By appointment arranged through email, primarily between Monday mornings and Thursday evenings up until 7 p.m. and they may be conducted via Zoom, FaceTime or by telephone. Time will also be provided before, in-class and after class for questions and students are strongly encouraged to take advantage of these opportunities as well. Telephone: TBA Email: Carey.thomson@carleton.ca

CALENDAR 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 sole proprietorship, partnership and corporation and understand the legal significance of each.

REQUIRED TEXTS

J. Anthony VanDuzer – *“The Law of Partnerships and Corporations”*, 4th ed. Irwin Law, 2018 – ISBN 978-1-55221-468-8 (softcover); e-book ISBN 978-1-55221-469-5).

Available for purchase in softcover (either new or used) or on-line at the Haven (Sunnyside Avenue, Ottawa) and also available in softcover (either new or used) at the Carleton University Bookstore.

EVALUATION

Grading 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. Class participation and attendance: 10%*
2. Mid-term Exam (in-class, Feb. 7th): 20%
3. Essay on a Corporate Law Topic: 25%
4. Final Exam (during Exam period): 45%

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.

***Please Note:** Class participation and attendance is a qualitative and quantitative assessment by the course instructor(s) that contemplates that students will not only come to each class throughout the semester prepared to discuss the relevant course material but will also ask questions and volunteer answers and opinions to questions posed by the course instructor(s). It is encouraged to help foster an interesting, collegial, respectful and helpful educational

experience for all attendees.

DETAILS OF THE COURSE ESSAY

Each student is required to complete a course Essay (worth 25% of a student's final grade in the course) which deals with the business framework of corporations.

The Essay is to be approximately six (6) to seven (7) pages in length (approximately 1200 words), double-spaced in Times New Roman 12 or Arial font 12, excluding the bibliography. The Essay is required to have at a minimum the following three, separate headings: (1) Introduction; (2) Thesis; and, (3) Conclusion.

The course Essay is due on or before 11:59 p.m. on Wednesday, December 5, 2023, and is to be submitted via the Assignments section of the course Brightspace. The *pre-approved topics for the course Essay* all dealing with the business framework of corporations, are as follows:

Topic #1 – *“Corporate Social Responsibility – What is your report card for your favourite corporation (i.e., its major accomplishment(s) and its biggest area(s) for improvement) on this important issue”?*

Topic #2 – *“The Corporate Veil and its impact on Investors – Is the status quo sufficient or are changes needed now that we are in the 21st Century”?*

Topic #3 – *“Inclusion and Diversity on Boards of Directors – What initiatives can Canada's private sector and/or its Federal Government implement to foster greater Inclusion and Diversity”?*

Note: Students are also permitted to choose a topic of their own for the course Essay providing they first obtain the written approval of the course instructor.

LATE PENALTIES AND REQUESTS FOR EXTENSIONS

A late penalty of 5%/day up to a three-day maximum of 15% off the original assessed mark of the assignment (i.e., including the Essay in the course) will be charged for each day that an assignment is late beyond its due date.

Granting of Extensions:

The granting of extensions is determined by the instructor, who will confirm whether an extension is granted and the length of the extension. For requests for extensions lasting less

than 7 days, please complete the form at the following link and submit it to the instructor prior to the assignment due date: <https://carleton.ca/registrar/wp-content/uploads/self-declaration.pdf>.

Extensions for longer than 7 days will normally not be granted. In those extraordinary cases where extensions lasting longer than 7 days are granted, the student will be required to provide additional information to justify the longer extension (up to a maximum of 14 days).

COURSE SCHEDULE

The course schedule will generally follow the topics as presented in the "Table of Contents" in the course textbook. The general topics and the order in which they are presented are as follows (subject to any variations as may be required by time constraints):

Part I

Class #1 (Sep. 11th) - Introduction – Chapter one, Relationship between Law and Business; pp. 1-6.

Class #2 (Sep. 18th) - Sole Proprietorship – Introduction; pp. 7-27.

Class #3 (Sep. 25th) - Partnerships – Chapter two; pp. 28-56.

Class #4 (Oct. 2nd) - Partnership Agreements – Chapter two; pp. 57-93.

October 9th – No Class (Holiday)

Class #5 (Oct. 16th) – Introduction to Corporate Law & Mid-Term Exam – Chapter three; pp. 96 to 155.

Part II

October 23rd – No Class (Fall Break)

Class #6 (Oct. 30th) - Incorporation – Chapter four; pp. 159-209.

Class #7 (Nov. 6th) - Corporation in Action – Chapter five; pp. 211-245.

Class #8 (Nov. 13th) - Shares – Chapter six – pp. 247-278.

Class #9 (Nov. 20th) - Management and Control – Chapter seven; pp. 279-331.

Class #10 (Nov. 27th) - Duties and Liabilities – Chapter 9; pp. 373-436.

Class #11 (Dec. 4th) - Shareholders Remedies – Chapter 10; pp. 440-507.

Class #12 (Dec. 8th) – Conclusion & Review

Fall 2023 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 6, 2023	Fall term begins.
September 19, 2023	Last day for registration and course changes (including auditing) in fall and fall/winter courses.
September 30, 2023	Last day to withdraw from full fall and fall/winter courses with a full fee adjustment.
October 9, 2023	Statutory holiday. University closed.
October 23-27, 2023	Fall break, no classes.
November 15, 2023	Last day for academic withdrawal from full fall courses.
November 24, 2023	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 8, 2023	Fall term ends.
	Last day of 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 10-22, 2023	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 22, 2023	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.

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: <https://carleton.ca/equity/contact/form-pregnancy-accommodation/>

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 visit: <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/>

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>