

Course Outline

COURSE:	LAWS 3201 A – Business Enterprise Frameworks
TERM:	Fall 2026
PREREQUISITES:	LAWS 2201 and LAWS 2202
CLASS:	Day & Time: Tuesdays, 18:05 (6:05 p.m.) – 20:55 (8:55 p.m.) – in-person Room: Please check Carleton Central for current Class Schedule.
INSTRUCTOR:	Carey Thomson, L.L.B., L.S.O. Member
CONTACT:	Office Hrs: Tuesday afternoons 17:35 (5:35 p.m.) in classroom by appointment or on a first-come, first-served basis, if no prior appointment(s) made. At other times by appointment. Telephone: Email: careythomson@cunet.carleton.ca ; emails received between Mondays and Thursdays during regular class hours will be answered the next afternoon; emails received on Fridays and weekends will be answered on Monday afternoons.
BRIGHTSPACE:	<u>LAWS3201A Business Enterprise Framework</u>

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. Lectures (online) three hours per week.

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.

LEARNING OUTCOMES

Students will be introduced to sole proprietor, partnership and corporate law principles and legislation from both a theoretical and practical perspective. References to current events in Canada and Ontario will be used for interest and to further explain the principles and legislation.

Students will also be encouraged to participate in class to develop their analytical skills and understanding of the pertinent principles and legislation; as the focus is on development, it is effort that is of prime important for students and not necessarily whether an answer or opinion offered is the best or only one applicable.

Students will have an opportunity to develop their written advocacy skills through the mandatory course Essay as further set out in the Course Outline.

REQUIRED TEXTS

J. Anthony VanDuzer – *“The Law of Partnerships and Corporations”*, 5th ed., © University of Toronto Press 2026, Irwin Law, 2026 – ISBN (paper) 978-1-0498-0106-3-468 (softcover); (EPUB) ISBN 978-1-0498-0108-7; ISBN (PDF) 978-1-0498-0107-0. Available for purchase through The Campus Store. As of August, 2026 the estimated cost of the textbook in its available forms is \$100.00. This 2026 version of the course textbook is the only one the instructor will use.

SUPPLEMENTARY TEXTS

There is **no** supplementary text required for this course. Any Ontario Provincial Legislation (i.e., for sole proprietor and partnership matters) is available free of charge to students through the

E-Laws portal of the Province of Ontario: <https://w.w.w.ontario.ca.laws> . Relevant sections of the Federal *Canada Business Corporations Act* are referenced in the course textbook and the entire *Act* is also available free of charge to students at the following Government of Canada website: <https://laws-lois.justice.gc.ca> .

EVALUATION

The evaluation for this course is as set out below:

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| 1. Class participation: | 5%* |
| 2. Individual Student Interest and Learning Goal Submission: | 10% |
| 3. Essay on approved Corporate Law Topic (Due: Monday, November 2 nd at 17:00): | 45% |
| 4. In-person Final Exam during the exam period (limited to Corporate Law): | 40% |

CLASS PARTICIPATION AND ATTENDANCE

***Please Note:** Class participation is a qualitative and quantitative assessment by the course instructor(s) based on the whole semester 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 or classmates.

It is encouraged to help foster an interesting, collegial, respectful and helpful educational experience for all students. It is the effort that is of prime importance for students and not necessarily whether a question, answer or opinion offered is the best or only one applicable. A written record will be kept by the instructor of each student's participation.

INDIVIDUAL STUDENT INTEREST AND LEARNING GOAL SUBMISSION

Each student is required to complete and submit an individual student interest and learning goal submission briefly setting out their main interest in the field of business enterprise frameworks, what their current business background is, if any, and, lastly, the main learning goal they are seeking from the course. It is worth 10% of a student's final grade in the course.

The submission should be straightforward, in simple and clear language, not legalese, and is to be approximately one to one and a half (1.5) pages in length, double-spaced in Times New Roman 12 or Arial font 12 and no footnotes are required. It is **due by Wednesday, September 30, 2026 at 17:00** and is to be submitted in the Assignment section of the course Brightspace. Further details and the marking rubric will be provided in the course Brightspace.

DETAILS OF THE COURSE ESSAY

Each student is required to complete a course Essay on a Corporate Law Topic worth 40% of a student's final grade in the course which deals, broadly speaking, with the business framework

of corporations. The Essay is to be approximately eight (8) to nine (9) pages in length (approximately 1500 words), double-spaced in Times New Roman 12 or Arial font 12, excluding the index and the bibliography. Please note that the page limit will be strictly enforced.

The marking rubric for the course Essay (with a note by the course instructor ***on the mandatory headings which must be set out in it***) will be set out in writing in a course Brightspace module and provided to all students well in advance of the due date for the Essay. ***The course Essay is due on or before 17:00 p.m. on Monday, November 2, 2026***, and is to be submitted via the Assignments section of the course Brightspace.

The pre-approved topics for the course Essay 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 – *“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.*

FINAL EXAM

The Final Exam will be in-person and take place during the University’s fall exam period. It will be confined to the Corporate Law portion of the course. It will be comprised of three essay questions, the first worth 10 marks (10%); the second worth 15 marks (15%); and the third, worth 15 marks (15%), respectively, for a total of 40 marks (40%) of a student’s final grade in the course.

LATE PENALTIES AND REQUESTS FOR EXTENSIONS

A late penalty of 5%/day up to a two-day maximum of 10% off the original assessed mark of the assignment (i.e., including the course Essay and the Final Take-Home Exam in the course) will be charged for each day that an assignment is late beyond its due date. After the two-day maximum late penalty, the assignment **will not** be accepted.

The granting of extensions is at the discretion of the instructor, who will confirm whether an extension is approved and its duration. For information about requesting short-term or long-term extensions, deferrals for final exams, or academic consideration due to illness, injury, or other extraordinary circumstances, please visit the Academic Consideration Policy page and complete the relevant forms as required. All requests must be submitted to the instructor before the assignment due date or, in the case of exam deferrals, directly to the Registrar’s

Office. Full details and instructions can be found here: <https://carleton.ca/registrar/academic-consideration-policy/>.

Final Grade Approval

Standing in a course is determined by the course instructor subject to the approval 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 Dean.

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 or other matters):

Class #1 (Sept. 15th)	Course Introduction and Overview (Power Point Presentation)
Class #2 (Sept. 22nd)	Basic Forms of Businesses – Introduction; pp. 1-29.
Class #3 (Sept. 29th)	Partnerships – Chapter two; pp. 30-60.
Class #4 (Oct. 6th)	Partnership Agreements – Chapter two; pp. 61-101.
Class #5 (Oct. 13st)	Introduction to Corporate Law – Chapter three; pp. 102-173.
Class #6 (Oct. 20th)	Incorporation – Chapter four; pp. 177-229.
<u>*October 26th – 30th</u>	<u>Fall break, no classes.</u>

Class #7 (Nov. 3rd)	The Corporation in Action – Chapter five; pp. 231-271.
Class #8 (Nov. 10th)	Shares – Chapter six; – pp. 273-305.
Class #9 (Nov. 17th)	Management and Control – Chapter seven; pp. 307-364.
Class #10 (Nov. 24th)	Duties and Liabilities – Chapter 9; pp. 407-485.
Class #11 (Dec. 1st)	Shareholders Remedies – Chapter 10; pp. 440-509.
Class #12 (Dec. 8th)	Course Conclusion & Review (limited to Corporations) – Power Point Presentation.

POLICY ON PERMISSIBILITY OF SUBMITTING SAME WORK MORE THAN ONCE, PERMISSIBILITY OF GROUP OR COLLABORATIVE WORK, AND PERMISSIBILITY OF USING GENERATIVE AI**Permissibility of Submitting Substantially the Same Piece of Work for Academic Credit**

Students are strictly prohibited from submitting any work that has been previously submitted for academic credit in another course. Any such submission will result in a grade of 0, and the student will be referred to the university's academic integrity office for review. Re-using any portion of previous work, regardless of its extent, will be treated as a violation of academic integrity.

Cooperation or Collaboration

Students are not permitted to cooperate or collaborate on any academic assignments unless explicitly stated by the instructor. Any unauthorized collaboration will result in the assignment receiving a grade of 0 and the student being referred to the academic integrity office. This policy applies to all tests, exams, and individual assignments. Proofreading by others is not allowed.

Use of Generative Artificial Intelligence (AI) Tools

The use of AI tools, such as ChatGPT, to produce any part of an assignment or test is strictly forbidden, **Except for the limited purpose of reviewing and correcting grammar and punctuation for the course Essay.** Any use of AI for content creation, even for small edits, will result in an automatic grade of 0, and the student will be referred to the academic integrity office for disciplinary action.

“As our understanding of the uses of AI and its relationship to student work and academic integrity continue to evolve, students are required to discuss their use of AI in any circumstance not described here with the course instructor to ensure it supports the learning goals for the course.” **Note:** Students can also access resources related to citing Generative AI on the [MacOdrum Library website](#)

Fall 2026 Sessional Dates and University Closures	
Please find a full list of important academic dates on the calendar website: https://calendar.carleton.ca/academicyear/	
September 9, 2026	Fall term begins.
September 22, 2026	Last day for registration and course changes (including auditing) for fall, and fall/winter courses.
September 30, 2026	Last day to withdraw from fall term and fall/winter courses with a full fee adjustment (financial withdrawal).
October 12, 2026	Statutory holiday. University closed.
October 26-30, 2026	Fall break. No classes.
November 15, 2026	Last day for academic withdrawal from fall courses.
	Last day to request formal exam accommodations for fall, and fall/winter examinations to the Paul Menton Centre for Students with Disabilities.
November 27, 2026	Last day for summative tests or examinations or formative tests or examinations totaling more than 15% of the final grade in the fall or fall/winter before the official examination period.
December 11, 2026	Fall term ends.
	Last day of fall term classes.
	Classes follow a Monday schedule.
	Last day for take home examinations to be assigned.
December 9-10, 2026	No classes or examinations take place.
December 12-23, 2026	Final examinations in fall term courses and mid-term examinations in fall/winter courses will be held.
December 23, 2026	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, 2026 – January 4, 2027	University closed.

UNIVERSITY AND DEPARTMENTAL POLICIES

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://wellness.carleton.ca/get-help-now/>

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 (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](#).