



# LAWS13009 Corporations Law

## Term 1 - 2024

Profile information current as at 19/05/2024 02:03 am

All details in this unit profile for LAWS13009 have been officially approved by CQUUniversity and represent a learning partnership between the University and you (our student). The information will not be changed unless absolutely necessary and any change will be clearly indicated by an approved correction included in the profile.

### General Information

#### Overview

LAWS13009 Corporations Law examines the various business structures available under Australian law, with a particular focus on companies. Topics include partnerships, corporate personality; the incorporation process; the corporate constitution; company contracts; administration of companies and management of the business of companies; duties and liabilities of directors and officers; share capital and membership; members' remedies; company credit and security arrangements; and winding up of companies. This unit meets the LPAB requirements for company law.

#### Details

Career Level: *Undergraduate*

Unit Level: *Level 3*

Credit Points: 6

Student Contribution Band: 10

Fraction of Full-Time Student Load: 0.125

#### Pre-requisites or Co-requisites

Prerequisite: 48 credit points of law

Important note: Students enrolled in a subsequent unit who failed their pre-requisite unit, should drop the subsequent unit before the census date or within 10 working days of Fail grade notification. Students who do not drop the unit in this timeframe cannot later drop the unit without academic and financial liability. See details in the [Assessment Policy and Procedure \(Higher Education Coursework\)](#).

#### Offerings For Term 1 - 2024

- Online

#### Attendance Requirements

All on-campus students are expected to attend scheduled classes - in some units, these classes are identified as a mandatory (pass/fail) component and attendance is compulsory. International students, on a student visa, must maintain a full time study load and meet both attendance and academic progress requirements in each study period (satisfactory attendance for International students is defined as maintaining at least an 80% attendance record).

#### Website

[This unit has a website, within the Moodle system, which is available two weeks before the start of term. It is important that you visit your Moodle site throughout the term. Please visit Moodle for more information.](#)

## Class and Assessment Overview

### Recommended Student Time Commitment

Each 6-credit Undergraduate unit at CQUniversity requires an overall time commitment of an average of 12.5 hours of study per week, making a total of 150 hours for the unit.

### Class Timetable

#### [Regional Campuses](#)

Bundaberg, Cairns, Emerald, Gladstone, Mackay, Rockhampton, Townsville

#### [Metropolitan Campuses](#)

Adelaide, Brisbane, Melbourne, Perth, Sydney

### Assessment Overview

#### 1. **Practical Assessment**

Weighting: 50%

#### 2. **Take Home Exam**

Weighting: 50%

### Assessment Grading

This is a graded unit: your overall grade will be calculated from the marks or grades for each assessment task, based on the relative weightings shown in the table above. You must obtain an overall mark for the unit of at least 50%, or an overall grade of 'pass' in order to pass the unit. If any 'pass/fail' tasks are shown in the table above they must also be completed successfully ('pass' grade). You must also meet any minimum mark requirements specified for a particular assessment task, as detailed in the 'assessment task' section (note that in some instances, the minimum mark for a task may be greater than 50%). Consult the [University's Grades and Results Policy](#) for more details of interim results and final grades.

## CQUniversity Policies

**All University policies are available on the [CQUniversity Policy site](#).**

You may wish to view these policies:

- Grades and Results Policy
- Assessment Policy and Procedure (Higher Education Coursework)
- Review of Grade Procedure
- Student Academic Integrity Policy and Procedure
- Monitoring Academic Progress (MAP) Policy and Procedure – Domestic Students
- Monitoring Academic Progress (MAP) Policy and Procedure – International Students
- Student Refund and Credit Balance Policy and Procedure
- Student Feedback – Compliments and Complaints Policy and Procedure
- Information and Communications Technology Acceptable Use Policy and Procedure

This list is not an exhaustive list of all University policies. The full list of University policies are available on the [CQUniversity Policy site](#).

## Previous Student Feedback

### Feedback, Recommendations and Responses

Every unit is reviewed for enhancement each year. At the most recent review, the following staff and student feedback items were identified and recommendations were made.

#### Feedback from Student feedback, emails, class interactions

**Feedback**

Third-year students have responded well to teaching and advice about legal practice issues.

**Recommendation**

Classes should routinely incorporate advice on legal practice issues. This can include not only advice on how legal actions themselves occur in practice, but also advice on client reactions to certain real life scenarios, like their business going broke, and issues of client management.

#### Feedback from Self-reflection on tutorial classes and students' answers to assessment questions.

**Feedback**

Although this is a third-year unit, students' adherence to the logical principles of IRAC reasoning seems to lapse at critical moments.

**Recommendation**

The logical principles of IRAC need to be emphasised not as a formatting method but as a logical, reasoning process. In particular, there needs to be a focus on clearly identifying real issues in a problem and working through all relevant conditions of legal rules.

#### Feedback from Review and reflection on students' answers to assessment questions.

**Feedback**

Students display a misguided reliance on randomly searched Internet sources to answer assessment questions.

**Recommendation**

The unit coordinator should emphasise in classes and assessment guidances that assessments are designed to assess the students' learning of the unit material, not their ability to look up the Internet, and over-reliance on the Internet is likely to lead to failure.

## Unit Learning Outcomes

**On successful completion of this unit, you will be able to:**

1. Explain and advise on the structure and set-up of different business organisations and their internal governance, rights, duties and termination procedures.
2. Explain and advise on the legal relationship between business organisations, third parties, external administrators (if any), and regulatory authorities.
3. Explain and advise on company finance and the regulation of markets for the issue, sale and purchase of company securities.

## Alignment of Learning Outcomes, Assessment and Graduate Attributes



### Alignment of Assessment Tasks to Learning Outcomes

Assessment Tasks	Learning Outcomes		
	1	2	3
1 - Practical Assessment - 50%	•	•	•
2 - Take Home Exam - 50%	•	•	•

### Alignment of Graduate Attributes to Learning Outcomes

Graduate Attributes	Learning Outcomes		
	1	2	3
1 - Communication	•	•	•
2 - Problem Solving	•	•	•
3 - Critical Thinking	•	•	•
4 - Information Literacy	•	•	•
5 - Team Work			
6 - Information Technology Competence			
7 - Cross Cultural Competence			
8 - Ethical practice	•		•
9 - Social Innovation			
10 - Aboriginal and Torres Strait Islander Cultures			

## Textbooks and Resources

### Textbooks

LAWS13009

#### Prescribed

##### **Australian Corporate Law**

8th edition (2023)

Authors: Anil Hargovan, Michael Adams, Catherine Brown

LexisNexis

Chatswood , NSW , Australia

ISBN: 9780409356441

Binding: Paperback

#### **Additional Textbook Information**

This book is also available as an E Book.

[View textbooks at the CQUniversity Bookshop](#)

### IT Resources

**You will need access to the following IT resources:**

- CQUniversity Student Email
- Internet
- Unit Website (Moodle)
- Camera and microphone for attending Zoom tutorials

## Referencing Style

All submissions for this unit must use the referencing style: [Australian Guide to Legal Citation, 4th ed](#)  
For further information, see the Assessment Tasks.

## Teaching Contacts

**Karena Viglianti** Unit Coordinator

[k.viglianti@cqu.edu.au](mailto:k.viglianti@cqu.edu.au)

## Schedule

### **Week 1 Business Structures, Corporate Personality and Regulation - 04 Mar 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Corporations and Other Business Organisations	Prescribed readings	

### **Week 2 Nature of a Company and its Promoters - 11 Mar 2024**

Module/Topic	Chapter	Events and Submissions/Topic
The Nature of the Company and its Promoters	Prescribed readings	

### **Week 3 Internal Governance and Management Structures - 18 Mar 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Internal Governance and Management Structures	Prescribed readings	

**Week 4 Company Liabilities - 25 Mar 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Company Liabilities	Prescribed readings	

**Week 5 Directors' Role and Fiduciary Duties - 01 Apr 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Directors' Role and Fiduciary Duties	Prescribed readings	

**Mid-Term Break - 08 Apr 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Revision		

**Week 6 Directors' Duty of Care and Insolvent Trading - 15 Apr 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Directors' Duty of Care and Insolvent Trading	Prescribed readings	

**Week 7 Members and their Remedies - 22 Apr 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Members and their Remedies	Prescribed readings	<b>Assignment Task (50 %)</b> Due: Week 7 Monday (22 Apr 2024) 12:00 am AEST

**Week 8 Corporate Reporting, Record Keeping and Auditing - 29 Apr 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Corporate Reporting, Record Keeping and Auditing	Prescribed readings	

**Week 9 Corporate Financing - 06 May 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Corporate Financing	Prescribed readings	

**Week 10 External Administration: Schemes, Receivership, Restructure and Administration - 13 May 2024**

Module/Topic	Chapter	Events and Submissions/Topic
External Administration: Schemes, Receivership, Restructure and Administration	Prescribed readings	

**Week 11 External Administration: Liquidation - 20 May 2024**

Module/Topic	Chapter	Events and Submissions/Topic
External Administration: Liquidation	Prescribed readings	

**Week 12 Securities Trading and Takeovers - 27 May 2024**

Module/Topic	Chapter	Events and Submissions/Topic
Securities Trading and Takeovers	Prescribed readings	

**Review/Exam Week - 03 Jun 2024**

Module/Topic	Chapter	Events and Submissions/Topic

**Exam Week - 10 Jun 2024**

Module/Topic	Chapter	Events and Submissions/Topic

## Assessment Tasks

### 1 Assignment Task (50 %)

#### Assessment Type

Practical Assessment

#### Task Description

This is a research-based assignment based on solving a problem and providing a legal opinion to, and advocacy for, a client on an issue in Corporations Law. Details of the Unit Learning Outcomes assessed by this assignment are set out below. The assessment will be a video-based task this semester that will test students' advocacy skills. More specific details of the assessment, including detailed instructions for the assessment task and the marking criteria are available via Moodle.

The **submission** for this assignment is **online via the Moodle subject page** (Assignment Inbox will be available via Moodle).

Late penalties are applied where students do not submit by the due date (or where you have been granted an extension and submit beyond the extended due date). Late penalties are 5% of the total available marks per day or part day. Students may request an extension beyond the due date for submission through Moodle. Any application for an extension must be made before the due date and must be made via the University's online system. Applications made via email will not be considered. Extension requests must comply with the Assessment Policy and Procedure (Higher Education Coursework).

#### Assessment Due Date

Week 7 Monday (22 Apr 2024) 12:00 am AEST

#### Return Date to Students

Week 9 Friday (10 May 2024)

Returned via online feedback centre for individual feedback plus further feedback via Moodle and in online sessions for general feedback

#### Weighting

50%

#### Assessment Criteria

The assignment tests the following Unit Learning Outcomes:

- Identification of legal and ethical issues involved and use of relevant authorities (ULOs 2, 3, 4 and 8)
- Apply relevant facts to interpretation of the law; reflection and critical thinking - use of legal principles and deductive reasoning to solve problems (ULOs 2, 3 and 4)
- Quality of communication, including ability to advocate for a client (ULO 1)
- Research skills and use of appropriate legal authority (ULO 4)

The assessment is marked across each ULO and using a marking rubric (supplied via Moodle) using the University's grading scale (which is as follows):

#### **84.5%+**

Excellent writing style – concise, clear, logical and well-organised. You have identified all the correct issues, demonstrated an exceptional understanding of the relevant law (and always support your accurate statements of law with the most appropriate authority); applied the law to the facts in a manner that is outstandingly thorough, precise, and focused; arguing with clarity; and including in your answer an insightful analysis of the more difficult or obscure aspects of the problem. Very few or no spelling or grammatical errors. Very few or no errors in referencing style. Displays excellent research skills.

#### **75-84%**

Very good writing style, with only a few expression issues. You have identified the correct issues frequently, have explained the relevant law thoroughly and precisely (frequently supporting your statements of law with the most appropriate authority); applied the law to the facts of the problem in a way that demonstrates an ability to very competently use the law to solve problems; and made a clear argument. The assignment is logical and structured. Few spelling and grammatical errors and few errors in referencing style. Displays very good research skills.

#### **64.5-74%**

Good writing style. You have identified most of the correct issues, have explained the relevant law thoroughly and precisely (usually supporting your statements of law with the most appropriate

authority); applied the law to the facts of the problem in a way that demonstrates an ability to competently use the law to solve problems; and made an appropriate argument. May be some grammar and spelling errors and/or some errors in referencing. Displays good research skills.

#### **49.5-64%**

Generally adequate writing style. Some grammar and spelling errors and/or some errors in referencing. You have identified the main issues, but at times you have dealt with irrelevant issues or expressed them inaccurately or unclearly or in insufficient depth; you have explained the main relevant laws (usually supported by relevant, but not necessarily the most appropriate authority); made a satisfactory attempt to apply the law to the facts of the problem (but sometimes inconsistently); and made a competent argument. Displays adequate research skills.

#### **Less than 49.5%**

Poor writing style, poorly organised and difficult to understand manner of expression. Long convoluted sentence structure, numerous grammar and spelling errors. Numerous errors in referencing. The assignment may be significantly shorter than required length. You missed the main issues and have explained the relevant law in a way that is completely or partially incorrect; you may have misunderstood the facts or failed to satisfactorily apply the law to the facts of the problem; and/or presented an unjustified, illogical, inappropriate or impractical conclusion. Research skills require improvement.

#### **Referencing Style**

- [Australian Guide to Legal Citation, 4th ed](#)

#### **Submission**

Online

#### **Submission Instructions**

Full details available via the Moodle site for the subject. Submission will be via Moodle subject page.

#### **Learning Outcomes Assessed**

- Explain and advise on the structure and set-up of different business organisations and their internal governance, rights, duties and termination procedures.
- Explain and advise on the legal relationship between business organisations, third parties, external administrators (if any), and regulatory authorities.
- Explain and advise on company finance and the regulation of markets for the issue, sale and purchase of company securities.

## **2 Take home Exam (50%)**

#### **Assessment Type**

Take Home Exam

#### **Task Description**

This is a take home examination on several topics covered in the subject. The exam is a combination of problem and essay-based questions. Full details of the structure of the exam will be provided via the Moodle subject page closer to the examination period.

The submission for the exam is online via the Subject page on Moodle.

1. This unit has an invigilated take-home examination of 2.5 hours (150 minutes) duration. Students should consult the Invigilated Take-home Examination Guidelines, College of Law, Criminology and Justice, available from the Laws Moodle site.
2. A requirement of these guidelines is that students must obtain a student card for verification purposes.
3. Students must also have access to a reliable and adequate internet connection, and a computer, tablet, or laptop equipped with a working webcam, working microphone, Zoom installed and access to the unit Moodle site via an Internet browser.
4. No extensions are permitted for invigilated take-home examinations. The link for submission of the exam is disabled after the exam due date/time.
5. Submissions after the deadline has passed will not be accepted and will receive a mark of zero.
6. Failure to attend the invigilated take-home examination will result in a mark of zero.
7. Exam conditions apply to all invigilated take-home examinations.

The assessment is marked across each ULO and uses the University's grading scale (which is as follows):

#### **84.5%+**

Excellent writing style – concise, clear, logical and well-organised. You have identified all the correct issues, demonstrated an exceptional understanding of the relevant law (and always support your accurate statements of law with the most appropriate authority); applied the law to the facts in a manner that is outstandingly thorough, precise, and focused; arguing with clarity; and including in your



answer an insightful analysis of the more difficult or obscure aspects of the problem. Very few or no spelling or grammatical errors. Very few or no errors in referencing style. Displays excellent research skills.

#### **75-84%**

Very good writing style, with only a few expression issues. You have identified the correct issues frequently, have explained the relevant law thoroughly and precisely (frequently supporting your statements of law with the most appropriate authority); applied the law to the facts of the problem in a way that demonstrates an ability to very competently use the law to solve problems; and made a clear argument. The assignment is logical and structured. Few spelling and grammatical errors and few errors in referencing style. Displays very good research skills.

#### **64.5-74%**

Good writing style. You have identified most of the correct issues, have explained the relevant law thoroughly and precisely (usually supporting your statements of law with the most appropriate authority); applied the law to the facts of the problem in a way that demonstrates an ability to competently use the law to solve problems; and made an appropriate argument. May be some grammar and spelling errors and/or some errors in referencing. Displays good research skills.

#### **49.5-64%**

Generally adequate writing style. Some grammar and spelling errors and/or some errors in referencing. You have identified the main issues, but at times you have dealt with irrelevant issues or expressed them inaccurately or unclearly or in insufficient depth; you have explained the main relevant laws (usually supported by relevant, but not necessarily the most appropriate authority); made a satisfactory attempt to apply the law to the facts of the problem (but sometimes inconsistently); and made a competent argument. Displays adequate research skills.

#### **Less than 49.5%**

Poor writing style, poorly organised and difficult to understand manner of expression. Long convoluted sentence structure, numerous grammar and spelling errors. Numerous errors in referencing. The assignment may be significantly shorter than required length. You missed the main issues and have explained the relevant law in a way that is completely or partially incorrect; you may have misunderstood the facts or failed to satisfactorily apply the law to the facts of the problem; and/or presented an unjustified, illogical, inappropriate or impractical conclusion. Research skills require improvement.

### **Assessment Due Date**

In the examination period. Full details will be provided once the final examination timetable is released.

### **Return Date to Students**

Via CQU online platform.

### **Weighting**

50%

### **Assessment Criteria**

This is a take-home examination on several topics covered in the subject. The assessment tests the following Unit Learning Outcomes:

- Identification of legal and ethical issues involved and identification of relevant authorities (ULOs 2, 3, 4 and 8)
- Apply relevant facts to interpretation of the law; reflection and critical thinking - use of legal principles and deductive reasoning to solve problems (ULOs 1, 2, 3)
- Quality of communication (ULO 1)
- Appropriate use of legal authority (ULO 4)

### **Referencing Style**

- [Australian Guide to Legal Citation, 4th ed](#)

### **Submission**

Online

### **Submission Instructions**

Full details available via the Moodle site for the subject.

## Learning Outcomes Assessed

- Explain and advise on the structure and set-up of different business organisations and their internal governance, rights, duties and termination procedures.
- Explain and advise on the legal relationship between business organisations, third parties, external administrators (if any), and regulatory authorities.
- Explain and advise on company finance and the regulation of markets for the issue, sale and purchase of company securities.

## Academic Integrity Statement

As a CQUniversity student you are expected to act honestly in all aspects of your academic work.

Any assessable work undertaken or submitted for review or assessment must be your own work. Assessable work is any type of work you do to meet the assessment requirements in the unit, including draft work submitted for review and feedback and final work to be assessed.

When you use the ideas, words or data of others in your assessment, you must thoroughly and clearly acknowledge the source of this information by using the correct referencing style for your unit. Using others' work without proper acknowledgement may be considered a form of intellectual dishonesty.

Participating honestly, respectfully, responsibly, and fairly in your university study ensures the CQUniversity qualification you earn will be valued as a true indication of your individual academic achievement and will continue to receive the respect and recognition it deserves.

As a student, you are responsible for reading and following CQUniversity's policies, including the [Student Academic Integrity Policy and Procedure](#). This policy sets out CQUniversity's expectations of you to act with integrity, examples of academic integrity breaches to avoid, the processes used to address alleged breaches of academic integrity, and potential penalties.

### What is a breach of academic integrity?

A breach of academic integrity includes but is not limited to plagiarism, self-plagiarism, collusion, cheating, contract cheating, and academic misconduct. The Student Academic Integrity Policy and Procedure defines what these terms mean and gives examples.

### Why is academic integrity important?

A breach of academic integrity may result in one or more penalties, including suspension or even expulsion from the University. It can also have negative implications for student visas and future enrolment at CQUniversity or elsewhere. Students who engage in contract cheating also risk being blackmailed by contract cheating services.

### Where can I get assistance?

For academic advice and guidance, the [Academic Learning Centre \(ALC\)](#) can support you in becoming confident in completing assessments with integrity and of high standard.

### What can you do to act with integrity?



**Be Honest**

If your assessment task is done by someone else, it would be dishonest of you to claim it as your own



**Seek Help**

If you are not sure about how to cite or reference in essays, reports etc, then seek help from your lecturer, the library or the Academic Learning Centre (ALC)



**Produce Original Work**

Originality comes from your ability to read widely, think critically, and apply your gained knowledge to address a question or problem