



# LAWS20059 Corporations and Business Structures

## Term 2 - 2024

Profile information current as at 29/07/2024 03:39 pm

All details in this unit profile for LAWS20059 have been officially approved by CQU University 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

This unit will provide you with a comprehensive study of the law of business structures, with a particular focus on company and securities industry law. Topics include partnerships, trusts and other organisational structures, the effects of incorporation, the corporate constitution, registration requirements, prospectuses and share issues, administration of companies, raising finance, directors, shareholders, meetings, external administration and winding up, takeovers, special types of companies, and market regulation. If you have successfully completed the unit LAWS20029 you should not enrol in this unit.

### Details

Career Level: *Postgraduate*

Unit Level: *Level 9*

Credit Points: 6

Student Contribution Band: 10

Fraction of Full-Time Student Load: 0.125

### Pre-requisites or Co-requisites

Prerequisite: LAWS20058

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 2 - 2024

- Brisbane
- Melbourne
- Online
- Sydney

### 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 Postgraduate 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. **Presentation and Written Assessment**

Weighting: 40%

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

Weighting: 60%

### 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

**Feedback**

Improve the unit expectations and requirements

**Recommendation**

Unit expectations and requirements will be made clearer using Moodle, live workshops and overall design of the unit.

#### Feedback from Student feedback

**Feedback**

Improve student feedback on the assessments

**Recommendation**

Feedback on the assessments to the students will be improved and more comprehensive feedback to be given to them.

#### Feedback from Student Feedback

**Feedback**

unit to be more organised and improving the quality of the quiz questions.

**Recommendation**

Feedback considered to further improve the learning content of the unit. This feedback will be considered and unit learning materials to be improved from T1 2024.

## Unit Learning Outcomes

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

1. Research and advise on the principles of partnerships, trusts and company law
2. Advise on the practical and legal features of the various types of corporate and non-corporate business structures, including advice on the risks and problems associated with particular structures
3. Advise on and resolve problems and disputes arising out of partnerships, trusts and corporations
4. Advise on proper practices of corporate governance, finance, reporting and record-keeping.

## Alignment of Learning Outcomes, Assessment and Graduate Attributes



### Alignment of Assessment Tasks to Learning Outcomes

Assessment Tasks	Learning Outcomes			
	1	2	3	4
<b>1 - Presentation and Written Assessment - 40%</b>	•	•	•	•
<b>2 - Take Home Exam - 60%</b>	•	•	•	•

### Alignment of Graduate Attributes to Learning Outcomes

Graduate Attributes	Learning Outcomes			
	1	2	3	4
<b>1 - Knowledge</b>	◦	◦	◦	◦
<b>2 - Communication</b>	◦	◦	◦	◦
<b>3 - Cognitive, technical and creative skills</b>	◦	◦	◦	
<b>4 - Research</b>	◦		◦	
<b>5 - Self-management</b>	◦			
<b>6 - Ethical and Professional Responsibility</b>				◦
<b>7 - Leadership</b>				
<b>8 - Aboriginal and Torres Strait Islander Cultures</b>				

## Textbooks and Resources

### Textbooks

LAWS20059

#### Prescribed

##### **Business and Corporations Law**

Edition: 5th (2023)

Authors: Fitzpatrick, J; Symes, C; Veljanovski, A; and Parker, D

Lexis Nexis

Sydney , NSW , Australia

ISBN: 9780409355215

Binding: eBook

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#### Prescribed

##### **Understanding Company Law**

Edition: 22st (2023)

Authors: Phillip Lipton, Abe Herzberg and Michelle Welsh

Thomson Reuters

Sydney , NSW , Australia

ISBN: 9780455247953

Binding: eBook

[View textbooks at the CQUniversity Bookshop](#)

### IT Resources

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

- CQUniversity Student Email
- Internet
- Unit Website (Moodle)
- Zoom (both microphone and webcam capability)

## Referencing Style

**All submissions for this unit must use the referencing styles below:**

- [Australian Guide to Legal Citation, 4th ed](#)
- [American Psychological Association 7th Edition \(APA 7th edition\)](#)

For further information, see the Assessment Tasks.

## Teaching Contacts

**Akanksha Jumde** Unit Coordinator

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**Peter Robinson** Unit Coordinator

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## Schedule

### Week 1 - 08 Jul 2024

Module/Topic	Chapter	Events and Submissions/Topic
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**BUSINESS STRUCTURES**  
Different types of business structures and organisations in Australia, including sole traders, partnerships, trusts, associations and corporations

Ch 7-Business Structures- Fitzpatrick, J; Symes, C; Veljanovski, A; and Parker, D, (2023) *Business and Corporations Law*, 5th Edition, Lexis Nexis, Australia.

**Workshop Activities:**  
Tutorial Questions appended at the end of the Chapter and additional pre-assigned questions.

#### Week 2 - 15 Jul 2024

**Module/Topic**

**Chapter**

**Events and Submissions/Topic**

**REGULATORY FRAMEWORK FOR COMPANIES IN AUSTRALIA**  
What is a company; Overview of the Corporations Act 2001; ASIC: objectives, powers and functions; FRAA; ASX; Financial Reporting System: FRC, AASB, Auditing and Assurance Standards Board

Ch 1-Regulatory Framework- *Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)

**Workshop Activities:**  
Tutorial Questions from end of the Chapter and additional questions (replacing Q3 and Q4 from textbook)  
Engagement Activity: Students are required to present on any topic of their choice from a list of topics to be provided to them at the end of Week 1. The topics will relate to the content covered in Week 1.  
Student presentations can be oral or supported with ppt slides. Each student must present for 5 minutes each.

#### Week 3 - 22 Jul 2024

**Module/Topic**

**Chapter**

**Events and Submissions/Topic**

**COMPANY FORMATION AND REGISTRATION, LEGAL STRUCTURE OF A COMPANY**  
Legal Characteristics of a company; separate legal entity doctrine and its effects-case study: *Salomon v. Salomon*; Concept of the corporate veil and 'lifting' of the corporate veil Formation of a company-registration and its effects

Ch 2-Registration and its effects- *Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)

**Workshop Activities:**  
Tutorial Questions appended at the end of the Chapter.

#### Week 4 - 29 Jul 2024

**Module/Topic**

**Chapter**

**Events and Submissions/Topic**

## TYPES OF COMPANIES

How are companies classified in Australia; Different Types of Companies including Proprietary and Public Companies-Companies limited by membership; Companies limited by shares; Companies Limited by guarantee; Unlimited Companies; No Liability Company; ASX Listed Companies; Foreign Companies; Holding and Subsidiary Companies; Trustee Companies

Ch 3-Types of Companies-*Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)

**Workshop Activities:**  
Tutorial Questions appended at the end of the Chapter

### Week 5 - 05 Aug 2024

Module/Topic	Chapter	Events and Submissions/Topic
<b>RULES GOVERNING INTERNAL MANAGEMENT OF A COMPANY</b> Rules governing internal management of a company; Doctrine of ultra vires and current situation; Company Constitution; Replaceable Rules; Effect of the Constitution and Replaceable Rules; Alteration of Company Constitution and Replaceable Rules	Ch 4-Constitution and Replaceable Rules- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)	<b>Workshop Activities:</b> Tutorial Questions appended at the end of the Chapter

### Vacation Week - 12 Aug 2024

Module/Topic	Chapter	Events and Submissions/Topic

### Week 6 - 19 Aug 2024

Module/Topic	Chapter	Events and Submissions/Topic

## COMPANIES RELATIONS WITH OUTSIDERS

Organic Theory of company;  
Legal effect of companies' contracts with outsiders;  
Effect of contracts made by company's agents: Apparent and ostensible authority; *Royal British v. Turquand* case rule; Doctrine of constructive notice;  
Exceptions to the rule in *Royal British Bank* case;  
Statutory assumptions under s 129 of the Corporations Act 2001; Limitations to statutory assumptions: s 128(4)

Ch 5- [5.05-5.80]- [5.110-5.375]-  
*Understanding Company Law*, Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)

**Workshop Activities:**  
Tutorial questions appended at the end of the Chapter

### Week 7 - 26 Aug 2024

Module/Topic	Chapter	Events and Submissions/Topic
<b>DIRECTORS</b> Who is a director; Definitions of Director-s 9 definition; Types of Directors; Functions and Powers of the Board; Board Procedure; Appointment of Directors; Disqualification, termination and removal of Directors; Payment and Remuneration of Directors; Other company officers including company secretary	Ch 12-Directors- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)	<b>Workshop Activities:</b> Pre-assigned questions to be released before the teaching week  <b>Written Assignment Submission</b> Due: Week 7 Friday (30 Aug 2024) 11:59 pm AEST

### Week 8 - 02 Sep 2024

Module/Topic	Chapter	Events and Submissions/Topic
<b>DIRECTORS' DUTIES</b> What are duties of the Directors and Why are they important; Statutory and fiduciary duties of the Directors: Good faith in the best interests of the company, Proper purpose, Conflicts of interest and disclosure, Duties of care, skill and diligence, Duty of prevent insolvent trading, Consequences of contravention	Ch 13-Overview and Summary of Directors' Duties- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)	<b>Workshop Activities:</b> Tutorial questions appended at the end of the Chapter.



**Week 9 - 09 Sep 2024**

Module/Topic	Chapter	Events and Submissions/Topic
DUTIES OF DIRECTORS DURING INSOLVENCY Position of Directors during insolvency, Duty not to prejudice creditors' interests; Duty to prevent insolvent trading-s 588G, defences, contravention	Ch 18-[18.05-18.240]- Directors of Insolvent Companies- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)	Workshop Activities: Tutorial questions appended at the end of the Chapter

**Week 10 - 16 Sep 2024**

Module/Topic	Chapter	Events and Submissions/Topic
CORPORATE GOVERNANCE What is corporate governance; Importance of corporate governance for businesses and companies; Regulation of corporate governance; Corporate governance for listed companies-ASX Listing Regulations; Corporate Governance Principles and Recommendations	Ch 14-Corporate Governance- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd ed, December 2023)	Workshop Activities: Tutorial questions appended at the end of the Chapter

**Week 11 - 23 Sep 2024**

Module/Topic	Chapter	Events and Submissions/Topic
LEGAL REGULATION OF FINANCIAL REPORTING AND DISCLOSURE What is financial reporting and its purpose; Financial Records; Annual Financial Reports; Australian Financial Reporting System: FRC, AASB, Australian Accounting standards · Directors Reports · ASX listing rules and periodic disclosure · Lodgement of reports with ASIC · ASIC exemptions and modifications  · Consequences of contravention	Ch 22- Financial Reporting and Disclosure- <i>Understanding Company Law</i> , Phillip Lipton, Abe Herzberg and Michelle Welsh, (Lawbook, 22nd edn, December 2023)	Workshop Activities: Pre-assigned questions to be released before the teaching week

**Week 12 - 30 Sep 2024**

Module/Topic	Chapter	Events and Submissions/Topic
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## STATUTORY RULES REGARDING AUDITORS

Functions of Auditors;  
Appointment of Auditors;  
Who can be an auditors;  
Auditors Independence;  
Auditing Standards;  
Auditors' duties to  
companies  
· Accounting Professional  
and Ethical Standards Board

Ch 23- Auditors-  
*Understanding Company  
Law*, Phillip Lipton, Abe  
Herzberg and Michelle  
Welsh, (Lawbook, 22nd edn.,  
December 2023)

Workshop Activities:  
Pre-assigned questions to be  
released before the teaching  
week

· Liabilities of Auditors to  
shareholders and outsiders

### Review/Exam Week - 07 Oct 2024

Module/Topic	Chapter	Events and Submissions/Topic
		<b>Take Home Exam</b> Due: Review/Exam Week Friday (11 Oct 2024) 11:59 pm AEST

### Exam Week - 14 Oct 2024

Module/Topic	Chapter	Events and Submissions/Topic
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## Assessment Tasks

### 1 Written Assignment Submission

#### Assessment Type

Presentation and Written Assessment

#### Task Description

Assessment 1 is a written assignment consisting of factual, problem, case-study based questions designed to test students' understanding, knowledge and research skills of the content covered in topics from Weeks 1 to 6.

The assignment consists of two case studies based on certain important topics related to corporate law, as covered during Weeks 1-6 teaching. The first case study covers topics including business structures, Legal structure of a company, its formation and registration. Based on the case study, there are a set of questions-to which students are expected to provide their responses. Each question within this list of questions carries marks individually, hence, students are required to answer the questions based on the allotted marks for each individual question. The second case study covers the topic: types of companies. Similar to the treatment required for the first case study, students are required to answer a set of questions based on the marks allotted for each question within this list of questions.

#### Assessment Due Date

Week 7 Friday (30 Aug 2024) 11:59 pm AEST

Assignment submission is due by 30 August 2024 (Friday) by 11.59 PM.

#### Return Date to Students

Week 11 Friday (27 Sept 2024)

Students to receive their marks and feedback via Moodle

#### Weighting

40%

#### Assessment Criteria

The assignment will be assessed according to the following criteria:

1. **Problem solving:** students must demonstrate problem solving skills by identifying and applying relevant legal rules and principles.
2. **Critical thinking:** students must demonstrate critical thinking by analysing, applying and evaluating facts and law in a problem solving context.
3. **Information literacy:** students must demonstrate information literacy by identifying, understanding and

applying legal rules and principles.

4. **Writing and presentation:** students must submit answers with a clear writing style that uses appropriate grammar and expression. Ideas and arguments must be presented using a logical structure and order.
5. **Referencing:** students must appropriately cite relevant references when using legislation and other secondary materials

### Referencing Style

- [Australian Guide to Legal Citation, 4th ed](#)
- [American Psychological Association 7th Edition \(APA 7th edition\)](#)

### Submission

Online

### Submission Instructions

Students must submit the assignment as a Word file ('.doc' or '.docx') via the assignment submission link in the 'Assessment' tile in Moodle for the unit

### Learning Outcomes Assessed

- Research and advise on the principles of partnerships, trusts and company law
- Advise on the practical and legal features of the various types of corporate and non-corporate business structures, including advice on the risks and problems associated with particular structures
- Advise on and resolve problems and disputes arising out of partnerships, trusts and corporations
- Advise on proper practices of corporate governance, finance, reporting and record-keeping.

## 2 Take Home Exam

### Assessment Type

Take Home Exam

### Task Description

A take home exam is designed to test your understanding on the topics covered in Weeks 7 to 12. The take home exam will be opened on Moodle during the exam period following end of Week 12's teaching.

Weightage: 60%

Exam information:

Assessment 2 is an online take home exam. The exam will contain a set of essay type subjective questions that must be accessed, completed and returned for evaluation within the given time limit. There are 5 questions in the exam, and is divided into two parts. First part of the paper consists of 4 short-answer based essay type questions. The second part of the exam contains one long answer essay type question. All questions are subjective type questions. There are no MCQ type questions.

This assessment carries 60% weightage of the total assessment. The total marks for this assessment is 60.

The exam consists of questions that test your knowledge and understanding of content covered in the unit. It is an individual assessment task, and no collaboration is permitted.

Relevant details are provided on Moodle.

### Assessment Due Date

Review/Exam Week Friday (11 Oct 2024) 11:59 pm AEST

Submissions are due by Friday 11 October 2024.

### Return Date to Students

### Weighting

60%

### Minimum mark or grade

40%

### Assessment Criteria

This assessment carries 60% weightage of the total assessment. The total marks for this assessment is 60.

The exam consists of questions that test your knowledge and understanding of content covered in the unit. It is an individual assessment task, and no collaboration is permitted.

A take home exam is designed to test your understanding on the topics covered in Weeks 7 to 12. The take home exam will be opened on Moodle during the exam period following end of Week 12's teaching.

Weightage: 60%

Exam information:

Assessment 2 is an online take home exam. The exam will contain a set of essay type subjective questions that must be accessed, completed and returned for evaluation within the given time limit. There are 5 questions in the exam, and is divided into two parts. First part of the paper consists of 4 short-answer based essay type questions. The second part

of the exam contains one long answer essay type question. All questions are subjective type questions. There are no MCQ type questions.

You need to type and save your answers into the document containing the questions provided on Moodle and then upload this file the same way you submit the written assignment. All submissions must be made in a word or rtf file format. PDF formats are not permitted. All submissions must be accompanied with their Turnitin reports for plagiarism check. Turnitin reports are generated along with submissions.

This assessment carries 60% weightage of the total assessment. The total marks for this assessment is 60.

The exam consists of questions that test your knowledge and understanding of content covered in the unit. It is an individual assessment task, and no collaboration is permitted.

Submissions need to be made using the link provided. Submission link can be accessed from the Assessments tab on the left top hand corner of the Moodle unit site.

Other instructions are provided below:

- 1.This exam is "open book," which means you are permitted to use any materials handed out in class, your own notes from the unit, the text book and other unit learning resources provided on Moodle for this unit.
- 2.The exam must be taken completely alone. Showing it or discussing it with anyone is forbidden.
- 3.You may not consult any external resources. This means no internet searches, materials from other classes or books or any notes you have taken in other classes etc. You may not use Google or any other search engines for any reason. You may not use any shared Google documents.
- 4.You may not consult with any other person regarding the exam. You may not check your exam answers with any person. You may not discuss any of the materials or concepts with any other person.

### **Referencing Style**

- [Australian Guide to Legal Citation, 4th ed](#)
- [American Psychological Association 7th Edition \(APA 7th edition\)](#)

### **Submission**

Online

### **Submission Instructions**

Submission to be made via Exam link provided in Moodle unit site page under Assessments tab.

### **Learning Outcomes Assessed**

- Research and advise on the principles of partnerships, trusts and company law
- Advise on the practical and legal features of the various types of corporate and non-corporate business structures, including advice on the risks and problems associated with particular structures
- Advise on and resolve problems and disputes arising out of partnerships, trusts and corporations
- Advise on proper practices of corporate governance, finance, reporting and record-keeping.

## 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