

COURSE OUTLINE		
TERM: Fall 2022	COURSE NO: LAW 340	
INSTRUCTOR:	COURSE TITLE: Company Law	
OFFICE: LOCAL: E-MAIL: @capilanou.ca	SECTION NO:	CREDITS: 3.0
OFFICE HOURS: TBA		
COURSE WEBSITE: eLearn		

Capilano University acknowledges with respect the Lil'wat, Musqueam, Squamish, Sechelt, and Tsleil-Waututh people on whose territories our campuses are located.

COURSE FORMAT

This course will be offered in either a classroom or online format. If in person, there will be three hours of class time, plus an additional hour delivered through on-line or other activities for a 15-week semester, which includes two weeks for final exams. If online, there will be posted lectures and online discussion and coursework equivalent to 4 hours of class time, and other activities for a 15-week semester, which includes two weeks for final exams.

COURSE PREREQUISITES

LAW 101, LAW 110, LAW 210 and LAW 200 or LAW 300; OR 45 credits of 100 level or higher coursework

CALENDAR DESCRIPTION

Students will develop the skills to understand and apply principles of law relating to corporations including the formation and management of the corporation and the roles of the various stakeholders. Emphasis is on the *Canada Business Corporations Act* and the British Columbia *Business Corporations Act*. Also included is an overview of sole proprietorships, partnerships, and the responsibilities of corporations in relation to the environment.

REQUIRED TEXTS AND/OR RESOURCES

Poonam Puri, Anita I. Anand and others, *Cases, Materials and Notes on Partnerships and Canadian Business Corporations, 6th ed.* (Toronto: Thomson Reuters, 2016) ("Puri and others")

Required legislation will be posted on the course eLearn site

COURSE STUDENT LEARNING OUTCOMES

On successful completion of this course, students will be able to do the following:

- Understand the process of incorporation and the roles of the various stakeholders; analyze different fact patterns and determine the appropriate course of action for particular stakeholders based on a reasoned legal analysis, and, more specifically, in relation to these areas:
 - describe and explain the requirements of good corporate governance,

- research the rules on fiduciary duties governing corporate, and
- understand the duties of private corporations in relation to the environment.

COURSE CONTENT

WEEKLY COURSE CONTENT	
WEEK	CONTENT
PART I – INTRODUCTION / PARTNERSHIP LAW	
1	Introduction to Business Organizations This introductory lecture looks at three kinds of business arrangements: agency, partnerships, and corporations, and introduces the essential features of each.
2	Partnership Law Here we move forward to look at Partnerships more closely, focussing on how partnerships conduct business, the relationship of partners to third parties, how partnerships end, and what is meant by the term 'limited liability partnership.'
PART II – CORPORATIONS: CREATION	
3	The Corporation as a Legal Person This week we begin our examination of the Corporation, focussing on both the theoretical and practical aspects of corporate personality.
4	The Process of Incorporation These lectures focus on the process of incorporation, including pre-incorporation transactions, the corporate constitution, and the actual steps in incorporating accompany in British Columbia.
5	Corporate Governance 1 In this and the following week, we will examine the theory and practice of corporate governance, beginning with the governing principles and then moving on to the corporate directors' legal obligations.
6	Corporate Governance 2 We look further into corporate managers' fiduciary obligations, at conflicts of interest and conflicts of duty, and the law on corporate opportunities.
7	MID-TERM EXAMINATION
PART III – CORPORATE RIGHTS AND DUTIES	
8	Fiduciary Duties This week we look at the duties of loyalty and good faith and corporate rules on self-dealing and corporate opportunity.

PART IV – PROPERTY & INVESTMENTS	
9	Shareholder Rights This week we look at shareholder participation in the corporation. Both shareholders and directors make decisions by majority rule.
10	Introduction to Securities Property is a beautiful thing, and <i>incorporeal hereditaments</i> even more beautiful. Shares are property; saleable, redemptive, participatory and transferable. It just takes the breath away. As my mother used to say: "a share is a real thing!"
PART V – SHAREHOLDER REMEDIES	
11	Controlling Shareholder Power The next two lectures will look at how corporate law protects minority shareholders from the less desirous effects of majority rule.
12	Shareholder Remedies We will continue our study of how corporate law protects minority shareholders from the less desirous effects of majority rule.
PART VI – SPECIAL LECTURE	
13	Corporations and the Environment The final week's lecture in the course will focus on a current topic in corporate law.
14-15	Final Exam Period: FINAL EXAMINATION

EVALUATION PROFILE

Midterm Exam	30%
Final Exam	30%
Participation	10%
Memo	<u>30%</u>
TOTAL	100%

Participation

A participation grade will be allocated according to the consistency, quality, and frequency of contributions to class discussions and class presentations. Consistency means attending every class and actively contributing to discussions on a regular basis. Quality means demonstrating respect for peers and their contributions, listening attentively during lectures and when other students are speaking, and participating in all activities with an open and inquisitive mind.

GRADING PROFILE

A+ = 90-100	B+ = 77-79	C+ = 67-69	D = 50-59
A = 85-89	B = 73-76	C = 63-66	F = 0-49
A- = 80-84	B- = 70-72	C- = 60-62	

Incomplete Grades

Grades of Incomplete “I” are assigned only in exceptional circumstances when a student requests extra time to complete their coursework. Such agreements are made only at the request of the student, who is responsible to determine from the instructor the outstanding requirements of the course.

Late Assignments

Assignments are due at the beginning of class on the due date listed, or other date and time specified. If you anticipate handing in an assignment late, please consult with your instructor beforehand. Unless *prior* arrangements have been made, 20% of the assignment total will be deducted for each day following the due date and time until the assignment is handed in or until the available marks reach zero, whichever comes first. Exceptions to the deduction amounts and timeline may be made at the discretion of the instructor, and generally only for verified medical emergencies or severe personal crises.

Missed Exams/Quizzes/Labs etc.

Make-up exams, quizzes and/or tests are given at the discretion of the instructor. They are generally given only in medical emergencies or severe personal crises. Some missed activities may not be able to be accommodated. Please consult with your instructor.

Attendance

Students are expected to attend all classes and associated activities.

English Usage

Students are expected to proofread all written work for any grammatical, spelling and stylistic errors. Instructors may deduct marks for incorrect grammar and spelling in written assignments.

Electronic Devices

Students may use electronic devices during class for note-taking only.

On-line Communication

Outside of the classroom, instructors will (if necessary) communicate with students using either their official Capilano University email or eLearn; please check both regularly. Official communication between Capilano University and students is delivered to students’ Capilano University email addresses only.

UNIVERSITY OPERATIONAL DETAILS**Tools for Success**

Many services are available to support student success for Capilano University students. A central navigation point for all services can be found at: <https://www.capilanou.ca/student-life/>

Capilano University Security: download the [CapU Mobile Safety App](#)

Policy Statement (S2009-06)

Capilano University has policies on Academic Appeals (including appeal of final grade), Student Conduct, Cheating and Plagiarism, Academic Probation and other educational issues. These and other policies are available on the University website.

Academic Integrity (S2017-05)

Any instance of academic dishonesty or breach of the standards of academic integrity is serious and students will be held accountable for their actions, whether acting alone or in a group. See policy and procedures S2017-05 Academic Integrity for more information: <https://www.capilanou.ca/about-capu/governance/policies/>

Violations of academic integrity, including dishonesty in assignments, examinations, or other academic performances, are prohibited and will be handled in accordance with the Student Academic Integrity Procedures.

Academic dishonesty is any act that breaches one or more of the principles of academic integrity. Acts of academic dishonesty may include but are not limited to the following types:

Cheating: Using or providing unauthorized aids, assistance or materials while preparing or completing assessments, or when completing practical work (in clinical, practicum, or lab settings), including but not limited to the following:

- Copying or attempting to copy the work of another during an assessment;
- Communicating work to another student during an examination;
- Using unauthorized aids, notes, or electronic devices or means during an examination;
- Unauthorized possession of an assessment or answer key; and/or,
- Submitting of a substantially similar assessment by two or more students, except in the case where such submission is specifically authorized by the instructor.

Fraud: Creation or use of falsified documents.

Misuse or misrepresentation of sources: Presenting source material in such a way as to distort its original purpose or implication(s); misattributing words, ideas, etc. to someone other than the original source; misrepresenting or manipulating research findings or data; and/or suppressing aspects of findings or data in order to present conclusions in a light other than the research, taken as a whole, would support.

Plagiarism: Presenting or submitting, as one's own work, the research, words, ideas, artistic imagery, arguments, calculations, illustrations, or diagrams of another person or persons without explicit or accurate citation or credit.

Self-Plagiarism: Submitting one's own work for credit in more than one course without the permission of the instructors, or re-submitting work, in whole or in part, for which credit has already been granted without permission of the instructors.

Prohibited Conduct: The following are examples of other conduct specifically prohibited:

- Taking unauthorized possession of the work of another student (for example, intercepting and removing such work from a photocopier or printer, or collecting the graded work of another student from a stack of papers);
- Falsifying one's own and/or other students' attendance in a course;
- Impersonating or allowing the impersonation of an individual;
- Modifying a graded assessment then submitting it for re-grading; or,
- Assisting or attempting to assist another person to commit any breach of academic integrity.

Sexual Violence and Misconduct

All Members of the University Community have the right to work, teach and study in an environment that is free from all forms of sexual violence and misconduct. Policy B401 defines sexual assault as follows:

Sexual assault is any form of sexual contact that occurs without ongoing and freely given consent, including the threat of sexual contact without consent. Sexual assault can be committed by a stranger, someone known to the survivor or an intimate partner.

Safety and security at the University are a priority and any form of sexual violence and misconduct will not be tolerated or condoned. The University expects all Students and Members of the University Community to abide by all laws and University policies, including B.401 Sexual Violence and Misconduct Policy and B.401.1 Sexual Violence and Misconduct Procedure (found on Policy page <https://www.capilanou.ca/about-capu/governance/policies/>)

Emergencies: Students are expected to familiarise themselves with the emergency policies where appropriate and the emergency procedures posted on the wall of the classroom.