

# LAWS 7060 LAW OF ASSOCIATIONS

**Credit Points** 10

**Legacy Code** 201057

**Coordinator** Grace Borsellino ([https://directory.westernsydney.edu.au/search/name/Grace Borsellino/](https://directory.westernsydney.edu.au/search/name/Grace%20Borsellino/))

**Description** This subject deals with issues that arise in relation to the selection of appropriate structures for the conduct of non-profit and commercial dealings. Students examine the legal and practical requirements involved in creating, operating and winding up associations, partnerships and corporations, and their relationship to broader social, economic and political contexts. Emphasis is on the creation and operation of corporations, and the duties and liabilities of directors and officers, as well as the rights and obligations of shareholders. It is expected that students will be able to propose solutions to legal problem questions and issues relating to commercial associations with a focus on corporate law displaying a clear and coherent argument that evidences legal research, legal reasoning and professional judgement in responding to issues relating to commercial associations with a focus on corporate law. This subject will critically analyse key ethical issues arising in the law of associations and consider different stakeholder perspectives.

**School Law**

**Discipline** Business and Commercial Law

**Student Contribution Band** HECS Band 4 10cp

**Level** Postgraduate Coursework Level 7 subject

**Pre-requisite(s)** LAWS 7053 Equity Trusts

**Incompatible Subjects** LAWS 3045 Law of Associations

**Restrictions**

Students must be enrolled in a postgraduate program.

## Learning Outcomes

On successful completion of this subject, students should be able to:

1. Assess the principles of the law of commercial associations with a focus on the regulation of corporations and corporate activities, procedure and policy, and their relationship to broader social, economic and political contexts;
2. Propose solutions to legal problem questions and issues relating to commercial associations with a focus on corporate law;
3. Present a clear and coherent argument that evidences legal research, legal reasoning and professional judgement in responding to issues relating to commercial associations with a focus on corporate law;
4. Reflect on ethical issues arising in the law of commercial associations practice and the professional responsibilities of lawyers in promoting justice and service to the community.

## Subject Content

1. The origin, nature and functions of companies, including Indigenous corporations
2. Forms of business organisations and legal entities including partnerships, joint ventures, unincorporated associations, sole traders

3. Incorporation and its consequences
4. Formation, promotion and establishment of companies
5. Corporate governance rules
6. Company Constitution
7. Board of Directors
8. Shareholders
9. Meetings: Directors and Shareholder
10. Distribution of power between shareholders and directors
11. Directors duties and liabilities
12. Company's liability for civil and criminal wrongs
13. Fiduciary obligations
14. Acting Properly and with Care
15. Conflicts of Interest
16. Accounts, Audit and Disclosure
17. Members' Remedies
18. Corporate Finance including equity and debt financing, dividends, creditors, security holdings, fundraising
19. Takeovers and disclosure of shareholdings
20. Corporate reorganisation and elimination of minority holdings
21. External administration in insolvency
22. Receiverships
23. Voluntary administration
24. Winding up

## Assessment

The following table summarises the standard assessment tasks for this subject. Please note this is a guide only. Assessment tasks are regularly updated, where there is a difference your Learning Guide takes precedence.

Type	Length	Percent	Threshold	Individual/Group Task
Online Quiz	60 minutes each x 3 (best 2 out of 3)	20	N	Individual
Legal Memorandum	2,000 words	35	N	Individual
Final Exam	24 hour window	45	N	Individual

Prescribed Texts

- Borsellino, Grace (compiled by), Law of Associations: A Custom Publication for Western Sydney University (LexisNexis Butterworths, 2019)(+ eBook)

Teaching Periods

## Spring (2022) Parramatta - Victoria Rd Day

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View timetable ([https://classregistration.westernsydney.edu.au/even/timetable/?subject\\_code=LAWS7060\\_22-SPR\\_PS\\_D#subjects](https://classregistration.westernsydney.edu.au/even/timetable/?subject_code=LAWS7060_22-SPR_PS_D#subjects))

## Spring (2023)

### Campbelltown

#### On-site

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#### Online

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### Parramatta - Victoria Rd

#### On-site

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