

FACULTY OF LAW, UNIVERSITY OF VICTORIA
2011-12 COURSE REGISTRATION - PRELIMINARY COURSE INFORMATION¹

COURSE	Law 315 Business Associations
UNIT VALUE	2.0 Units (4 hours of instruction per week)
INSTRUCTOR	Mark Gillen
TERM OFFERED	Spring 2012
CLASS TIMES	See Schedule
PREREQUISITES/CO-REQUISITES	None

ASSUMPTIONS

It is assumed that:

1. Most students will have little or no background knowledge of business and business terminology.
2. Most students will eventually practice law and will practice in a variety of areas such as general corporate and commercial law, securities, tax, real estate, labour, family, estates, criminal law, etc. or a general practice involving many of these areas of law.
In each of these areas of practice it will be useful to have a general knowledge of agency law, of what partnerships are and how they are organized, and of what corporations are and how they are organized. In a securities or tax practice it will be useful to have a greater knowledge of how partnerships and corporations are financed. In a general corporate commercial practice and in the litigation of corporate law matters it will be useful to have a greater knowledge of matters of organization, particularly with respect to corporations (focusing on such matters as the corporation's organizing documents, corporate meetings, proxy solicitation, fiduciary duties of directors and officers, and shareholder remedies).
3. Students will have a more general interest in the law of business associations as it relates to the broader social context since so many transactions in our society occur through agency relationships and since so much of what is produced in our society is produced through business organizations, especially corporations.
4. While some of the detailed rules of the law of agency, partnerships or corporations would be useful to students who go on to practice in the corporate law area, a knowledge of general principles and a framework for approaching problems would be of more practical and enduring value.

EDUCATIONAL GOALS

The goals of the course are that students:

1. Acquire a general knowledge of a range of possible alternative forms of association for carrying on business.
2. Develop an understanding of how corporations and partnerships are organized and of the agency relationships therein:
(a) as background for drafting other documents to which these organizations are parties;
(b) to be able to determine who can do what and who is responsible for what as a basis for:
 - (i) identifying documents needed in support of a transaction;
 - (ii) drafting supporting documents; and
 - (iii) determining who can be liable and for what.
3. Develop an understanding of the rights and remedies available in connection with agency relationships, partnerships and corporations as a basis for advising clients.
4. Develop an appreciation of the broader social context in which business organizations operate and reflect on the social responsibilities of business organizations, the effectiveness of business organizations in their production activities, and the role of the lawyer in advising business organizations given the broader social context in which they operate.

¹ The information in this document is provided for course registration purposes only and is **subject to change**. More detailed course information about course content and evaluation will be provided upon the commencement of the course. Students seeking additional information about the course prior to its commencement may contact the instructor or, if no instructor is listed, the Manager of Academic Administration and Student Services (lawmaass@uvic.ca).

OBJECTIVES FOR EVALUATION

The course seeks to achieve these goals by having students meet certain objectives, namely, that on a final examination students should be able to:

1. **Base Knowledge:** Demonstrate an understanding of material covered by answering one or more short exam questions on specific aspects of different forms of business organization, and, in particular, agency law and the organization of sole proprietorships, partnerships or corporations.
2. **Application:**
 - (i) Identify Issues: Identify agency, sole proprietorship, partnership and corporate law issues in a given fact situation;
 - (ii) Set Out the Law: State, with supporting authority, a reasonable view of the law on the issues;
 - (iii) Apply the Law to the Facts: Apply the law to the facts to give advice as to:
 - (a) the steps that will have to be taken in a transaction; and/or
 - (b) what rights or remedies a particular person may have and what their chances of successfully enforcing those rights and obtaining those remedies would be;and/or
 - (iv) Discuss Policy: Discuss the reasons for the law, how the policy applies in the particular fact situation, and whether or not the law is appropriate to deal with the particular fact situation.
3. **Policy:** Demonstrate an understanding of the broader social context in which businesses operate as it relates to the social responsibilities of business organizations, to the effectiveness of business organizations in their production activities, and the role of the lawyer in advising business organizations in consideration of this broader social context by:
 - (i) answering an essay question on an exam; and/or
 - (ii) noting the broader social context and/or role of the lawyer in responding to other questions on an exam.

SUBJECT MATTER COVERED

The course looks at alternative forms of association for carrying on business with particular emphasis on partnerships and corporations. It briefly looks at agency law and sole proprietorship. It will examine partnerships, limited partnerships and corporations in somewhat more detail and, *time permitting*, it will briefly consider other forms of association that *may* include business trusts, limited liability partnerships, co-operatives, societies, unincorporated associations, franchises and joint ventures.

TEACHING METHODOLOGY

The teaching methodology will consist of a mix of lectures and problem analysis. Problems will be used to introduce and/or review various aspects of the law.

EVALUATION

The evaluation will consist of:

1. Two **optional** mid-term closed-book tests that will each count for 20% of the final grade. These tests will focus on the base knowledge objective noted under heading B above. The questions will be drawn from a set of questions that will be provided in advance.
2. An open-book final exam that will count for 60% for those who chose to write both of the optional mid-term closed-book tests, 80% for those who chose to write one of the optional mid-term closed-book tests, or 100% for those who chose not to write either of the optional mid-term closed-book tests. The final exam will focus on the application and policy objectives noted under heading B above.