

BUSINESS ASSOCIATIONS - LAW 315

COURSE OUTLINE AND SYLLABUS

Fall 2010

Professor Rebecca Johnson

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Course website: <http://www.law.uvic.ca/rjohnson/law315/index.html>
Course Moodle Site: <http://moodle.uvic.ca/law315>
Classes: Tuesday & Thursday, 10:30-12:30pm, Room 157
Credit value: 2.0 units

I. COURSE DESCRIPTION

This course introduces students to the main forms of business association used in Canada. The course focuses on general principles of law relating to sole proprietorship, partnerships, co-operatives and corporations, and how these forms of business association are organized, governed, operated and financed. It is assumed that most students have little or no background knowledge of business and business terminology.

II. COURSE OBJECTIVES

The course has two sets of objectives: practical and critical/analytical. On the first of these, students will acquire an understanding of how the main forms of business association used in Canada (sole proprietorship, partnership, cooperative and corporation) are established, the legislative provisions and case law applicable to each, the legal rules governing the internal functioning of these business associations and the relationships between the business association and third parties. Students will also study the basic principles of agency law and its importance to the practical operation of the business association. These practical objectives will be assessed on the final examination, where students should be able to demonstrate an understanding of the law of agency, sole proprietorship, partnerships, cooperatives and corporations by answering short questions on specific aspects of the law governing these business associations. Students will also be required to answer questions in problem format requiring identification of legal issues, explanations of applicable legal principles and application of legal principles to the fact situations presented. The second goal is to provide an occasion for students to consider contemporary analyses and critiques of law's participation in economic ordering in the context of current capitalist conditions. Students will have the opportunity to write a 10 page paper, speaking to an issue raised for them by J.K Gibson-Graham's *Postcapitalist Politics*.

III. COURSE MATERIALS

1. *Notes for Business Associations* (Notes); *Problem Set* (Problems). The Notes and Problems are available in two locations:
 - moodle [<http://moodle.uvic.ca>] and

- on the (password protected) course website:
[www.law.uvic.ca/rjohnson/law315/course_materials_pass/course_materials.html]

2. Statutory Materials. We will be using three statutes:

- The BC *Partnership Act* (BCPA),
- The BC *Cooperatives Act* (BCCA),
- The Canada *Business Corporations Act* (CBCA).

The statutory materials (coil bound) are available through the Course Distribution Centre. You will require a copy of each for the final examination (which is otherwise closed-book). Throughout the term, where we consider other pieces of provincial and federal legislation, those will be accessible through a link on the course website.

3. J.K Gibson-Graham, *Postcapitalist Politics*, available at the UVic Bookstore.

For those who wish to do additional reading, selected texts on business associations are available on reserve.

IV. Teaching Methodology

The teaching methods will be a combination of group work and lectures. Class attendance is crucial, as part of the class-time will involve collaborative problem-based learning. Students will be assigned to partnerships, cooperatives and corporations, where they will work collaboratively on a number of problems, sometimes posting responses to the “moodle” site [<http://moodle.uvic.ca/law315>]. The group work will include such things as the collective production of a set of class notes (“Minutes”), and the constitution and operation of a number of business associations.

I have a ‘**no laptops in the classroom**’ policy, encouraging instead the fulsome use of a wide variety of writing implements. On particular ‘working days’, I will relax the ‘laptop ban’ in the interests of facilitating certain in-class group-based assignments requiring access to the internet. I will give adequate advance notice of such occasions, and expect that one or two laptops per group will be sufficient for such occasions.

V. EVALUATION

Final Exam = 55%

Class Participation: = 15%

Writing Assignment = 30%

THE FINAL EXAM (55%): 9:00am, Monday, December 13, 2010

1. The exam will consist of a combination of short answer questions and longer problem style questions in response to which students will be required to analyze a fact situation, identify issues, state and apply the law with supporting statutory and case authority.
2. The exam will be will be **modified-closed-book**. You will be allowed to bring:

- a. You bound copies of the BCPA, the BCCAA and the CBCA (which may have been annotated in your own hand throughout the term), and
- b. a two-page ‘cheat-sheet’ on which you may have written, drawn or typed anything you like. You may use both sides of TWO sheets of legal sized paper (8.5”x14”).

CLASS PARTICIPATION (15%)

1. There will be a series of assignments. Some will be done individually, some within groups. Some of those will be:
 - a. an individual assignment involving the registration of a business name;
 - b. assorted group assignments involving your Partnerships, your Coops and your Corporations;
 - c. the recurring individual production of “Minutes.”*
2. Group work will sometimes be posted to the Moodle site, and groups will then have the opportunity to learn from each other by considering and commenting on the solutions of other groups.
3. Grading in the class participation component will be assessed on the fact of participation in the process. The point is to fully engage with the assignments, to work collaboratively with your groups, to learn from your peers in the process of that engagement, and to do so within the time allotted.

* A BRIEF EXPLANATION OF MINUTES: On a rotating basis, individuals (as representatives of the various partnerships) will take on the role of Corporate Secretary. The secretary will produce a set of minutes (notes) capturing what went on in class. Minutes should include a list of who was present and absent from the partnership, and provide a basic summary of what went on in class. The point is both to begin thinking about the production of business documents, and also to free the rest of the class up from note-taking, so people can concentrate on the class discussion, while at the same time giving class members access to a collectively produced set of ‘minutes’ from the course. I do not expect minutes to exceed two-pages in length, and may be typed or handwritten (then PDF’d, so as to post on the moodle site...see Rosemary Garton for help with the scanner in the main office on the second floor). They are to be submitted [via moodle] both to the professor and to the appropriate partnership forum 2 “business” days after the class in question. Work with your groups to allocate responsibility for particular days. In general, you should each be producing minutes on three occasions.

WRITING ASSIGNMENT (30%)

A longer explanation of the writing assignment will be handed out in a separate document. In brief, you will be asked to write a Review Essay, which takes as its starting point J.K. Gibson-Graham’s book *Postcapitalist Politics*. There are two components to the assignment:

1. The essay itself: You are to write a 10 page essay responding to the book, and its connections to the themes of the course. The essay is to be handed in under midterm code name on the day of the final examination, **Monday, December 13, 2010**.

2. The Preliminary ‘summary/response’ pieces: In preparation for writing your essay, I will ask you to draft three separate ‘summary/response’ pieces dealing with the book. For each one, you are to comment on a different chapter of the book. Your comment **should not exceed 2 pages**, and is an opportunity to press your thinking forward by putting some of your preliminary thoughts/responses to paper. You may use the opportunity to summarize a chapter, to comment on something in the chapter that intrigues/bothers/confuses you, or to reflect on connections or disjunctures between what is in the chapter, and other course (or outside) materials. The pieces are to be submitted to Moodle by **9:00 am on Monday, October 4; Monday, Oct 25, and Monday, Nov 15**. They will be graded on a complete/incomplete basis.

VI. UNIVERSITY REGULATIONS, EXPECTATIONS AND ACCOMMODATION

1. Regulations

Students should obtain and review all regulations and policies contained in the University of Victoria Calendar, 2006-2007, both generally and specifically for the Faculty of Law.

2. Classroom Climate

An inclusive, respectful, and diverse classroom environment is crucial to our work in this course. To ensure that all class members feel welcomed and equally able to contribute to class discussions, both I as instructor and you as students must endeavor to be respectful in our language, our examples, and the manner in which we conduct our discussions and group work. We have both an ethical and legal obligation to support this kind of environment. For your reference, you may wish to consult the University’s Policy on Human Rights, Equity and Fairness <http://web.uvic.ca/uvic-policies/pol-1000/1105.html> and Policy on Discrimination and Harassment Policy (<http://web.uvic.ca/uvic-policies/pol-1000/1150HPP.html>). In particular, Section 5.1 of the Policy on Human Rights, Equity and Fairness provides that “All members of the university community are responsible for promoting a supportive and inclusive learning and working environment and for dealing respectfully and fairly with each other.” I expect all aspects of this class to be conducted with this commitment firmly in mind. If you have any concerns about the climate of the class, please feel free to contact me or the Associate Dean.

3. Academic Integrity

As part of the academic community of both the Faculty of Law and the University as a whole, academic integrity is centrally important in the work of faculty and students. All student work in this course must adhere to the University’s Policy on Academic Integrity. The policy is available at <http://web.uvic.ca/calendar2006/FACS/UnIn/UARe/PoAcI.html>. In particular, please note that the policy on plagiarism is as follows:

“A student commits plagiarism when he or she:

- submits the work of another person as original work
- gives inadequate attribution to an author or creator whose work is incorporated into the student's work, including failing to indicate clearly (through accepted practices within the discipline, such as footnotes, internal references and the

- crediting of all verbatim passages through indentations of longer passages or the use of quotation marks) the inclusion of another individual's work
- paraphrases material from a source without sufficient acknowledgement as described above

Students who are in doubt as to what constitutes plagiarism in a particular instance should consult their course instructor.

The University reserves the right to use plagiarism detection software programs to detect plagiarism in essays, term papers and other assignments.”

4. Students with a Disability

If you have any type of disability, there are support systems, resources, and accommodation actions available to you. If you wish to access any of these supports, resources or accommodations, I encourage you to contact the Associate Dean or the Resource Centre for Students with a Disability (<http://rcsd.uvic.ca/home.ihtml>) and I would be more than happy to work with you to ensure your success in this course.

5. Accommodation of Religious Observances

The University of Victoria and the Faculty of Law have policies guaranteeing accommodation for those students who are unable to participate in a class or an aspect of the course owing to a religious holiday (see <http://web.uvic.ca/uvic-policies/pol-2000/2350SRO.html>). If you will be missing a class, know that you will be unable to complete an assignment or exam, or otherwise require accommodation on account of a religious holiday, please speak with me (or the Associate Dean) and I will be pleased to work out some satisfactory form of accommodation.

VII. DOUBLE-SIDED PRINTING ENCOURAGED

In recognition that members of the university community have a personal responsibility for the way their conduct impacts the local and global environment, students are encouraged that all reports and other documents, whenever possible, be printed on both sides of the paper (University of Victoria Operational Policy 6485, Waste Management, section 2.8.1)