ACC704 COMPANIES AND SECURITIES LAW T326 BRIEF

All information in the Subject Outline is correct at the time of approval. KOI reserves the right to make changes to the Subject Outline if they become necessary. Any changes require the approval of the KOI Academic Board and will be formally advised to those students who may be affected by email and via Moodle.
Information contained within this Subject Outline applies to students enrolled in the trimester as indicated

1. General information

1.1 Administrative Details

Associated HE Award(s)	Duration	Level	Subject Coordinator
Graduate Diploma of Business Master of Accounting Master of Professional Accounting Master of Business Administration	1 trimester	Advanced level – 2nd trimester Intermediate – 2nd trimester Intermediate – 2nd trimester Advanced level	John Taggart john.taggart@koi.edu.au P: +61 (2) 9283 3583 L: Level 7-11, 11York St. Consultation: via Moodle or by appointment

1.2 Core/Elective

For Graduate Diploma of Business, this subject is an Elective subject.
For Master of Accounting and Master of Professional Accounting degrees this is a Core subject.
For Master of Business Administration, this is an Elective or Special subject.

1.3 Subject Weighting

Indicated below is the weighting of this subject and the total course points.

Subject Credit Points	Total Course Credit Points
4	GDBus 32; MAcc 48; MPA 64; MBA 64

1.4 Student Workload

Indicated below is the expected student workload per week for this subject.

No. Timetabled Hours/Week*	No. Personal Study Hours/Week**	Total Workload Hours/Week***
3 hours/week plus supplementary online material	7 hours/week	10 hours/week

* Total time spent per week at lectures and tutorials
** Total time students are expected to spend per week in studying, completing assignments, etc.
*** Combination of timetable hours and personal study.
**** Additional English language support: 2 hours per week (LSC100) if required. Extra support is available through PLASS.

1.5 Mode of Delivery Classes will be face-to-face or hybrid. Certain classes will be online (e.g., special arrangements).

1.6 Pre-requisites BUS702 Business Law

1.7 General Study and Resource Requirements

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- Students are expected to attend classes with the weekly worksheets and subject support material provided in Moodle. Students should read this material before coming to class to improve their ability to participate in the weekly activities.

- Students will require access to the internet and their KOI email and should have basic skills in word processing software such as MS Word, spreadsheet software such as MS Excel and visual presentation software such as MS PowerPoint.
- Computers and WIFI facilities are extensively available for student use throughout KOI. Students are encouraged to make use of the campus Library for reference materials.

Resource requirements specific to this subject: There are no specific resource requirements for this subject.

1.8 Academic Advising

Academic advising is available to students throughout teaching periods including the exam weeks. As well as requesting help during scheduled class times, students have the following options:

- Consultation times: A list of consultation hours is provided on the homepage of Moodle where appointments can be booked.

- Subject coordinator: Subject coordinators are available for contact via email. The email address of the subject coordinator is provided at the top of this subject outline.

- Academic staff: Lecturers and Tutors provide their contact details in Moodle for the specific subject. In most cases, this will be via email. Some subjects may also provide a discussion forum where questions can be raised.

- Head of Program: The Head of Program is available to all students in the program if they need advice about their studies and KOI procedures.

- Vice President (Academic): The Vice President (Academic) will assist students to resolve complex issues (but may refer students to the relevant lecturers for detailed academic advice).

2. Academic Details

2.1 Overview of the Subject

This subject explores the impact and consequences of the legal environment affecting business. It deals with the legal significance, in both statute and common law, of agency, partnership, trusts and corporations, analyses the various types of business organisations and identifies their relevance, and examines the statutory and fiduciary responsibilities of those involved in present day business and the debates about reform of corporations and financial markets.

2.2 Graduate Attributes for Postgraduate Courses

Graduates of Postgraduate courses from King's Own Institute will achieve the graduate attributes expected from successful completion of a Master's degree under the Australian Qualifications Framework (2nd edition, January 2013). Graduates at this level will be able to apply an advanced body of knowledge from their major area of study in a range of contexts for professional practice or scholarship and as a pathway for further learning.

King's Own Institute's generic graduate attributes for a master's level degree are summarised below:

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	KOI Master's Degree Graduate Attributes	Detailed Description
	Knowledge	Current, comprehensive and coherent knowledge, including recent developments and applied research methods
	Critical Thinking	Critical thinking skills to identify and analyse current theories and developments and emerging trends in professional practice
	Communication	Communication and technical skills to analyse and theorise, contribute to professional practice or scholarship, and present ideas to a variety of audiences
	Research and Information Literacy	Cognitive and technical skills to access and evaluate information resources, justify research approaches and interpret theoretical propositions
	Creative Problem Solving Skills	Cognitive, technical and creative skills to investigate, analyse and synthesise complex information, concepts and theories, solve complex problems and apply established theories to situations in professional practice
	Ethical and Cultural Sensitivity	Appreciation and accountability for ethical principles, cultural sensitivity and social responsibility, both personally and professionally
	Leadership and Strategy	Initiative, leadership skills and ability to work professionally and collaboratively to achieve team objectives across a range of team roles Expertise in strategic thinking, developing and implementing business plans and decision making under uncertainty
	Professional Skills	High level personal autonomy, judgement, decision-making and accountability required to begin professional practice

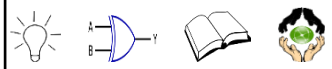
Across the course, these skills are developed progressively at three levels:

- **Level 1 Foundation –** Students learn the skills, theories and techniques of the subject and apply them in stand-alone contexts
- **Level 2 Intermediate –** Students further develop skills, theories and techniques of the subject and apply them in more complex contexts, beginning to integrate the application with other subjects.
- **Level 3 Advanced –** Students have a demonstrated ability to plan, research and apply the skills, theories and techniques of the subject in complex situations, integrating the subject content with a range of other subject disciplines within the context of the course.

2.3 Subject Learning Outcomes

Listed below, are key knowledge and skills students are expected to attain by successfully completing this subject:

Subject Learning Outcomes	Contribution to Graduate Attributes

a) Discern, analyse and apply the principles of common law and equity to legal problems in various business structures and organisations	
b) Compare and contrast the fiduciary, statutory and ethical responsibilities of people involved in various business organisations towards one another and third parties	
c) Research and apply concepts and principles of company law to complex situations to analyse and synthesise information and recommend appropriate courses of action	
d) Critically examine the impact and critiques surrounding existing corporate law regulations.	

2.4 Subject Content and Structure

Below are details of the subject content and how it is structured, including specific topics covered in lectures and tutorials. Reading refers to the text unless otherwise indicated.

Weekly Planner:

Week (beginning)	Topic Covered in Each Week's Lecture	Reading(s)	Expected work as listed in Moodle
Week 1 26 October	**Company law environment:** How does the company compare to other business organisations?	Prescribed text: Chapter 1. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapters 1 of the text as well as the relevant sections in the Corporations Act. Students will be asked to answer the Review and Applied Problem questions at the end of the chapter.
Week 2 02 November	**The legal nature of companies:** What are the legal frameworks for the company? What is the capacity and liability of the company?	Prescribed text: Chapters 2 and 5. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapters 2 & 5 of the text as well as *Salomon's* Case. Students should find current matters as displayed on the ASIC website and also the listing requirements as per the ASX website. Students will be asked to answer the Review and Applied Problem questions at the end of the chapters.
Week 3 09 November	**Constituting Companies:** How is a company set-up? Once registered, how should a company be managed and run?	Prescribed text: Chapters 3 and 4. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapters 3 and 4 of the text, cases including *Ely v Positive Government Securities Life Assurance Co. Ltd, s117* from the Act and *Form 201*. Students will be asked to answer the Review and Applied Problem questions at the end of the chapters.
Week 4 16 November	**Members of the company:**	Prescribed text: Chapter 6.	Students are expected to read Chapter 6 of the text as well as the following sections of the Act;

	What role do members play in the company? What rights do members have?	Additional Readings as listed for the week on Moodle.	*ss201G-201H, s249X, s250D, S250R*. Students will be asked to answer the Review and Applied Problem questions at the end of the chapter.
Week 5 23 November	**Corporate Governance and Company Management:** How is the Board constituted? What roles do Board members play in the company?	Prescribed text: Chapter 7. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapter 7 of the text, as well as ASIC's *Corporate Governance Principles and Recommendations*. Students will be asked to answer the Review and Applied Problem questions at the end of the chapter. Students shall also be asked to complete practice questions to prepare for the Mid-trimester Test in week 6; in this regard, lecturers shall model the use of Gen-AI.
Week 6 30 November	**Mid trimester Exam and Directors Duties - Part A**: What are the duties of directors? What is the duty of due care and diligence? What defences for directors may apply?	Prescribed text: Chapter 8 (8.1 – 8.5.1) Additional Readings as listed for the week on Moodle.	Students are expected to read the indicated parts of Chapter 8 of the text. Students should also read the directors duties case, *Daniels v AWA*. **Students will complete the Assessment 1: Mid-trimester Test (20%).**
Week 7 07 December	**Directors Duties - Part A (continued):** What is the duty to prevent insolvent trading? What defences for directors may apply? What consequences for directors may follow? How does use of AI affect the potential liability of directors?	Prescribed text: Chapter 8 (8.6 – end of chapter) Additional Readings as listed for the Week on Moodle.	Students are expected to read the remainder of Chapter 8 of the text. Students should also read the directors duties case, *ASIC v Healey*. Students should read the Armour and Eidenmuller (2019) article. Students will be asked to answer the Review and Applied Problem questions at the end of the chapter.
Week 8 14 December	**Directors Duties – Part B:** What is the duty to act in good faith, in the best interests of the company and for a proper purpose? What is the duty to avoid conflicts of interest? What defences for directors and consequences for breach may apply?	Prescribed text: Chapter 9. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapter 9 of the Text. Students should also read directors duties cases, *ASIC v Vizard*, *Whitehouse v Carlton Hotels* et al. Students will be asked to answer the Review and Applied Problem questions at the end of the chapter. **Deferred mid trimester exams - see Section 2.6 below for more information**
Week 9 04 January	**Financing a Company via Equity or Debt:** How may a company resource its capital needs?	Prescribed text: Chapter 10. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapter 10 of the text. Students will be asked to answer the Review and Applied Problem questions at the end of the chapter.
Week 10 11 January	**Members Remedies:** What remedies can members seek	Prescribed text: Chapter 12.	Students are expected to read Chapter 12 of the text. **Students will**

	against the company and or other persons?	Additional Readings as listed for the week on Moodle.	**complete Assessment 2: Online workshop.** Students will be asked to answer the Review and Applied Problem questions at the end of the chapter.
Week 11 18 January	**Receivership and Administration, and Liquidation:** What happens when a company goes into external administration? How are priorities assessed for the liquidation process?	Prescribed text: Chapters 13 and 14. Additional Readings as listed for the week on Moodle.	Students are expected to read Chapters 13 and 14 of the text. Students will be asked to answer the Review and Applied Problem questions at the end of the chapters. Students will also complete some questions on the topic of priorities in a simple liquidation scenario.
Week 12 25 January	**Revision**	Students should review all the materials provided on Moodle, specifically the practice exam questions given in the Sample Questions folder.	Revision: Sample Exam questions will be discussed and students should be able to explain the priorities in a simple liquidation scenario.
Week 13 01 February	Study Review Week and Final Exam Week		
Week 14 08 February	- Final Exam Week - Continuing students - enrolments for T127 open	Please see the exam timetable for the exam date, time and location	
Week 15 15 February	- Student Vacation begins - New students - enrolments for T127 open		
Week 16 22 February	• Results Released • Review of Grade Day for T326 – see Sections 2.6 and 3.2 below for relevant information. • Certification of Grades NOTE: More information about the dates will be provided at a later date through Moodle/KOI email.		
T127 01 March 2027			
Week 1 01 March	Week 1 of classes for T127		

2.7 Teaching Methods/Strategies

Briefly described below are the teaching methods/strategies used in this subject:

- *Lectures* (1 hours/week) are conducted in seminar style and address the subject content, provide motivation and context and draw on the students' experience and preparatory reading.
- *Tutorials* (2 hours/week) include class discussion of case studies and research papers, practice sets and problem-solving and syndicate work on group projects. Tutorials often include group exercises and so contribute to the development of teamwork skills and cultural understanding. Tutorial participation is an essential component of the subject and contributes to the development of many of the graduate attributes (see section 2.2 above). Tutorial participation contributes towards the assessment in many subjects (see details in Section 3.1 for this subject). Supplementary tutorial material such as case studies, recommended readings, review questions etc. will be made available each week in Moodle.
- *Online* teaching resources include class materials, readings, model answers to assignments and exercises and discussion boards. All online materials for this subject as provided by KOI will be found in the Moodle page for this subject. Students should access Moodle regularly as material may be updated at any time during the trimester
- *Other contact* - academic staff may also contact students either via Moodle messaging, or via email to the email address provided to KOI on enrolment.

2.8 Student Assessment

Provided below is a schedule of formal assessment tasks and major examinations for the subject.

Assessment Type	When Assessed	Weighting	Learning Outcomes Assessed
Assessment 1: Mid trimester test - individual assessment –	Week 6	20%	a, b
Assessment 2: Online Workshop	Week 10	30%	a, b, c, d
Assessment 3: Final examination On-campus: 2 hours + 10 mins reading time	Exam Period	50%	a, b, c, d

Please note: As part of Academic Integrity measures, students may be selected at random for oral questioning about their submitted assessments

Requirements to Pass the Subject:

To gain a pass or better in this subject, students must gain a *minimum of 50%* of the total available subject marks.

2.9 Prescribed and Recommended Readings

Provided below, in formal reference format, is a list of the prescribed and recommended readings.

Prescribed Text:

Chapple, E., Baumfield, R., Copp, R., Cunningham, R., Kamalnath, A., Floyd, L., & Wong, A. (2023). *Company law: An interactive approach* (3rd ed.). Milton, QLD: John Wiley & Sons Australia.

***Recommended Readings*:**

Austin, B. & Black, A. (2022). *Australian Corporations Legislation 2022* Practitioner Edition. Australia: LexisNexis.

Du Plessis, J. J., Hargovan, A., & Harris, J. (2022). *Principles of Contemporary Corporate Governance*. Australia: Cambridge University Press.

Harris, J., Hargovan, A., & Adams, M. (2020). *Australian Corporate Law*. Australia: LexisNexis Butterworths.

Cases:

There are a number of cases that will be referred to in lectures.
Students are expected to read them to gain further insight into the legal system

Journals:

Armour, J. & Eidenmueller, H.G.M., 2019. *Self-Driving Corporations?* SSRN Electronic Journal. Available at: https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3442447.

Austin, C. (2024). Safe harbour and beyond: Shaping Australia's corporate rescue landscape. *Insolvency Law Journal*, *32*(1), 28-47.

Bainbridge, W., & Connor, T. (2016). Another Way Forward? The Scope for an Appellate Court to Reinterpret the Statutory Business Judgment Rule. *Company and Securities Law Journal*, *34*, 415-437.

Bayliss, M. (2021). Panic Buy-Backs: Share Buy-Backs in a Pandemic. *Company and Securities Law Journal*, 548-560.

Hanrahan, P. (2022). Directors' legal responsibilities: An excerpt. *Company Director, 38*(10), 50-55.

Hodgson, A., Seamer, M., & Uylangco, K. (2020). Does stronger corporate governance constrain insider trading? Asymmetric evidence from Australia. *Accounting & Finance*, *60*(3), 2665-2687.

Keay, A., & Loughrey, J. (2019). The concept of business judgment. *Legal Studies*, *39*(1), 36-55.

Langford, R. T., & Ramsay, I. (2019). Removal of Directors of Public Companies by Shareholders: When do Companies Contract out of the Corporations Act? *Company and Securities Law Journal,* 37(1), 54-57.

Legg, M. (2024). ASIC v ANZ-continuous disclosure obligations and the outcome of institutional share placements. *COMPANY AND SECURITIES LAW JOURNAL*, *40*(3), 177-183.

Walters, R. (2023). Cybersecurity, Data Governance and Directors Fiduciary Duty: An Expanding Obligation. *Australian Business Law Review*.

Zhao, J. (2021). Reimagining corporate social responsibility in the era of COVID-19: Embedding resilience and promoting corporate social competence. *Sustainability*, *13*(12), 6548.

Zhao, J. (2022). Artificial intelligence and corporate decisions: fantasy, reality or destiny. *Cath. UL Rev.*, *71*, 663.

Websites:

The following websites are useful sources covering a range of information useful for this subject. However, most are not considered to be sources of Academic Peer Reviewed theory and research.

If your assessments require academic peer reviewed journal articles as sources, you need to access such sources using the Library database, Ebscohost, or Google Scholar. Please ask in the Library if you are unsure how to access Ebscohost. Instructions can also be found in Moodle.

www.austlii.edu.au (Australasian Legal Information Institute)
http://www.asic.gov.au http://www.asx.com.au
Corporations and Markets Advisory Committee http://www.camac.gov.au
Duhaime's Law Dictionary http://duhaime.org/dictionary/diction.aspx
The Law Society of NSW https://www.lawsociety.com.au/

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