BL3304 – Company Law

Module Number: BL3304

Module Title: Company Law

Number of Aston Credits: 20

Total Number of ECTS Credits: 10
(European Credit Transfer)

Staff Member Responsible for the Module:

Mr Robert Goddard
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Aston Law
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www.corporatelawandgovernance.blogspot.com

Availability: see Blackboard and book online at http://wass.aston.ac.uk.

Other Staff Members Contributing to the Module:

Mr Gordon Scott
Senior Visiting Fellow in Law

Availability: Please book online at: https://wass.aston.ac.uk/wass or see group administrator, Basia Nowakowska, ABS Building Room 428, Extension 3185

Claire Howell
Senior Lecturer in Law
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Availability: Please book online at: https://wass.aston.ac.uk/wass or see group administrator, Basia Nowakowska, ABS Building Room 428, Extension 3185

Pre-Requisite(s) for the Module:

BL1173 Contract Law

Module Learning Outcomes:

The purpose of this module is to provide students with a comprehensive understanding of English company law, including the duties and

responsibilities of officers of incorporated associations together with the rights and obligations of company members, their protection, how a company operates, how it is constituted, reorganisations, winding-up and capital and securities.

On successful completion of this module students will be able to:

1. **Knowledge and Understanding**

   Understand the principal functions of English company law, its sources, content and development.

2. **Cognitive and Analytical skills**

   Critically evaluate the operation of those aspects of English company law explored during the module. Apply the law to answer problem style questions, demonstrating skills of analysis, synthesis and evaluation.

3. **Key/Transferable skills**

   Demonstrate the skills of issue identification, fact discrimination and rule application.

Module Content:

1. Introduction to module and classification of companies, including corporate veil.
2. Choice of business medium (limited coy, LLP or partnership)
3. Promotion and Incorporation
4. Constitution – Memorandum and Articles.
5. Effect and meaning of membership
6. Company meetings – Board and General meetings
7. Company resolutions
8. Directors Part 1 including power to contract
9. Directors Part 2 including powers, duties and termination
10. Directors Part 3 including statutory duties, derivative claims etc
11. Disqualification
12. Corporate governance and the UK Corporate Governance Code
13. Minority protection
14. Capital maintenance principles – buy-back etc.
15. Security finance and debentures
16. Liquidation and dissolution
17. Alternatives to liquidation

International Dimensions:

References to European and international developments will be made throughout the module. Much of the UK company law framework is governed by EU law.

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Corporate Connections:

Claire Howell is a non practicing Barrister and a director of a Limited Liability Company. Gordon Scott is a solicitor with many years experience of corporate and commercial law. Robert Goddard has published widely in the fields of company law and corporate governance and has been cited in the High Court (see *Fulham Football Club (1987) Ltd v Richards & Anor* [2010] EWHC 3111 (Ch)).

Links to Research:

Insights from the lecturers' research are provided throughout the module. Claire Howell and Robert Goddard have published widely in the fields of company law and corporate governance, in the leading academic and practitioner journals. Robert Goddard is a contributor to OUP's *Annotated Companies Legislation* and is the author of the UK's leading corporate law and governance blog:
http://www.corporatelawandgovernance.blogspot.com

Learning and Teaching Rational and Methods:
(Including Composition of learning hours)

Method of teaching – a two hour lecture is delivered each week. This provides the means by which a great deal of complex and detailed material can be assimilated by the students. The lectures will be interactive, providing students with the opportunity to raise questions and promote discussion.

There will be a one hour long tutorial held on alternate weeks. Tutorials are designed to allow students to develop independent research skills, identify legal issues and develop an ability to apply their knowledge in practical situations. The tutorials also provide an important source of feedback for students on their understanding and progress.

Contact and directed learning

Lectures	48
Tutorials	10
Examination	3

Indirect learning

Preparation of coursework, revision and reading	139
Total	**200**

Ethical Approval:
(If primary research is involved)

This module does not require any primary research and no ethical approval will be necessary.

Assessment and Feedback Rational and Methods:

The module is assessed by examination (70%) and coursework (30%).

Examination

The examination is closed book and 3 hours in length (students will be permitted to take in to the exam a copy of a relevant statute book, in accordance with the guidelines published in the LLB Handbook). The examination will contain problem questions as well as essay questions. The problem questions assess the student's ability to apply their knowledge to given facts and evaluate the relevant outcomes while the essay questions are an opportunity to demonstrate their ability to analyse and critically asses the topic under discussion.

Examples of exam type questions will be provided throughout the module and discussed during the interactive sessions. This will enable students to familiarise themselves with what will be expected of them in the end of year examination and assess how close they are to achieving the module outcomes. A session on "answering law questions" will also be held during the year. Feedback will be given throughout the year on FAQ on Blackboard.

Coursework

The coursework element of the module is assessed by one piece of coursework. This is designed to develop students' research and problem solving skills. The piece of coursework is weighted at 30%. The word limit for the coursework will be 2,500 words (including footnotes but excluding the bibliography) and this will be strictly enforced. In accordance with University rules, all suspected cases of plagiarism and collusion will be referred to the Business School Undergraduate Office for investigation.

Feedback

Feedback will be given during tutorials, individually on each piece of coursework and also to students collectively through Blackboard and in lectures. Further individual feedback is available during lecturer office hours.