Module Number: BL3306

Module Title: Principles of Company Law

Number of Aston Credits: 20

Total Number of ECTS Credits: 10

(European Credit Transfer)

Staff Member Responsible for the Module:

Robert Goddard

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www.corporatelawandgovernance.blogspot.com

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

Other Staff Members Contributing to the Module:

Gordon Scott

Senior Visiting Fellow in Law

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Claire Howell

Senior Lecturer in Law Aston 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:

BL1104 – English Legal Method and 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. Many of the rules governing companies incorporated in the UK have their origin in European Union law.

Corporate Connections:

Claire Howell is a non-practicing Barrister and a director of a Limited Liability Company. Gordon Scott is a solicitor with considerable practical experience in corporate and commercial law. Robert Goddard has published widely in the field of company law 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 Rationale 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 as well as providing a framework for students' further study.

The lectures will be interactive, providing students with the opportunity to raise questions and promote discussion. For some lectures, students will be expected to prepare in advance answers for discussion questions.

Contact and directed learning

Lectures 48 Examination 3

Indirect learning

Exam revision, reading and coursework

preparation 149

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 Rationale and Methods:

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

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 coursework will require students to identify relevant issues, analyse those issues and reach reasoned conclusions. 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.

Summer Examination

The summer examination is closed book and 3 hours in length. 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.

Feedback

Feedback will be given individually on each piece of coursework and collectively through Blackboard and in lectures (particularly those lectures where students have been asked to prepare answers for questions). Further individual feedback is available during lecturer office hours.

Examples of exam type questions will be provided throughout the module and discussed during tutorials. 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 and students have the opportunity, through lecturer office hours, to seek further help and guidance.