

**THE UNIVERSITY OF HONG KONG
FACULTY OF BUSINESS AND ECONOMICS**

**School of Business
BUSI0010/BUSI3803 - Company Law
(Academic Year 2016-2017, Semester 1, Subclasses A, B, C)**

GENERAL INFORMATION

Instructor: David S. Lee
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Consultation times: by appointment

Tutor: Rainbow Tsang
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Pre-requisites: NONE
Co-requisites: N/A
Mutually exclusive: N/A

COURSE DESCRIPTION

The aims of the course are to develop students' knowledge and understanding of the main concepts, principles, and rules of Company Law. The course will explore the economic and business context of Company Law and in particular, the way in which the law seeks to strike a balance between the interests of various stakeholders including companies, shareholders, creditors, and the public. The course will explore principles of corporate governance. Students will also evaluate the place and role of Hong Kong companies, and companies in general, in modern society.

Students are expected to complete course readings and actively participate during lectures and tutorials.

COURSE OBJECTIVES

1. Gain a detailed understanding of the laws governing companies in Hong Kong, and how those laws form the foundational structure not only of corporate operations but also for much of the modern economy.
2. Obtain an understanding of how the law is involved in the formation, operation, and dissolution of a company.
3. Gain an understanding of, and appreciation for, the complexities behind how companies operate, with a particular emphasis on the role that law and attorneys play in such operation.
4. Improve your research, debate, problem solving, communication, and analytical skills through analysis of legal problems in both group and individual settings.

PROGRAMME LEARNING OUTCOMES

PLO1: Acquisition and internalization of knowledge of the programme discipline

PLO2: Application and integration of knowledge

PLO3: Inculcating professionalism and leadership

PLO4: Developing global outlook

PLO5: Mastering communication skills

COURSE LEARNING OUTCOMES			
Course Learning Outcomes		Aligned Programme Learning Outcomes	
CLO1: Gain the ability to explain legal theories and concepts related to Company Law both within Hong Kong and otherwise.		PLO 1, 2	
CLO2: Critically assess the main concepts of Hong Kong Company Law within the context of real-life business scenarios, and create appropriate solutions to legal problems.		PLO 2, 3, 5	
CLO3: Demonstrate the inter-relationship of members, directors, creditors, the public, and the registered company, and analyze the role, powers and duties of such persons.		PLO 2, 3, 4, 5	
CLO4: Demonstrate effective communication skills in both written and oral formats.		PLO 5	
COURSE TEACHING AND LEARNING ACTIVITIES			
Course Teaching and Learning Activities		Expected contact hour	Study Load (% of study)
T&L1. <i>Lectures</i>		30	24%
T&L2. <i>Tutorials</i>		30	23%
T&L3. <i>Written Assignments</i>		20	15%
T&L4. <i>Exam</i>		15	8%
T&L4. <i>Independent Study</i>		40	30%
Total		135	100%
Assessment Methods	Brief Description (Optional)	Weight	Aligned Course Learning Outcomes
A1. Participation	Students will be assessed for participation in both tutorials and lectures.	20%	1, 2, 3, 4
A2. Written Assignments	Students will complete written assignments during the course.	30%	1, 2, 3, 4
A3. Final Exam	Students will complete a final examination to assess their general understanding of the major themes from the course.	50%	1, 2, 3
Total		100%	

STANDARDS FOR ASSESSMENT

Course Grade Descriptors

A+, A, A-	Demonstrate evidence of original thought, strong analytical and critical abilities as well as a thorough grasp of the topic from background reading and analysis; should demonstrate excellent organizational, rhetorical and presentational skills.
B+, B, B-	Demonstrate evidence of critical and analytical thinking but not necessarily original in their thinking; show adequate grasp of the topic from background reading and analysis; should demonstrate strong organizational, rhetorical and presentational skills.
C+, C, C-	Demonstrate evidence of a reasonable grasp of their subject but most of their information is derivative, with rather little evidence of critical thinking; should demonstrate fair organizational, rhetorical and presentational skills.
D+, D	Demonstrate evidence of being able to assemble the bare minimum of information, poorly digested and not very well organized in presentation. There is no evidence of critical thinking.
F	Demonstrate evidence of poor knowledge and understanding of the subject, a lack of coherence and organization, and answers are largely irrelevant. Work fails to reach degree level.

Assessment Rubrics for Each Assessment

Students are expected to complete course readings and actively participate during lectures and tutorials.

1. **Participation (20%)**

Students will be assessed on their participation in lectures and tutorials. It is expected that there will be substantial discussion during each lecture and tutorial. Consequently, **personal Internet use during class should be limited**. Further information regarding participation will be discussed in class.

2. **Written Assignments (30%)**

Students will complete written assignments during the course. More information regarding written assignments will be provided during class.

3. **Final Exam (50%)**

As one of the primary tools of assessing individual competency and understanding relevant skills and topics in this course, every student must take the final exam. More information concerning the final exam will be provided during class.

COURSE CONTENT AND TENTATIVE TEACHING SCHEDULE

The topics below cover two broad themes: 1) the life cycle of a company from beginning to end; and 2) exploring principles of proper corporate governance.

WEEK	TOPICS	REFERENCE CHAPTERS
1	Course Overview; Introduction to Law; The Nature of a Company	Stott Ch. 1
2	Formation	Stott Ch. 2, 3, 4
3	Raising Capital	Stott Ch. 5, 6
4	Share Sales	Stott Ch. 7
5	Debentures	Stott Ch. 10
6	Directors: Duties, Dealings, and Protection of Outsiders	Stott Ch. 12, 13
7	Administration: Meetings, Resolutions, and Procedures	Stott Ch. 14
8	Control, Abuse of Control, and Minority Shareholders	Stott Ch. 15
9	Assets, Profits, and Dividends	Stott Ch. 9, 8
10	Company Acquisition / Scheme of Arrangement	Stott Ch. 16
11	Annual Return & Audit	Stott Ch. 5, 11
12	Winding Up	Stott Ch. 19, 22

REQUIRED/RECOMMENDED READINGS & ONLINE MATERIALS (e.g. journals, textbooks, website addresses, etc.)

- Vanessa Stott, Hong Kong Company Law, 14th Ed, (Pearson) (**required**)
- Lo S. and Qu C., Law of Companies in Hong Kong, (Sweet & Maxwell) (reference)
- HK Companies Ordinance (at <http://www.legislation.gov.hk/eng/home.htm>) (reference)

MEANS/PROCESSES FOR STUDENT FEEDBACK OF COURSE

- Informal mid-semester course evaluation conducted by instructor; and
- Standard university course evaluation

COURSE POLICY (e.g. plagiarism, academic honesty, attendance, etc.)**Academic Honesty and Integrity**

You are expected to do your own work whenever you are supposed to. Incident(s) of academic dishonesty will **NOT** be tolerated. Cheating or plagiarism of any kind will result in an **automatic F grade** for the course plus strict enforcement of all Faculty and/or University regulations regarding such behavior.

The University Regulations on academic dishonesty will be strictly enforced! Please check the University Statement on plagiarism on the web: <http://www.hku.hk/plagiarism/>.

Academic dishonesty is a behavior in which a deliberately fraudulent misrepresentation is employed in an attempt to gain undeserved intellectual credit, either for oneself or for another. It includes, but is not necessarily limited to, the following types of cases:

- Plagiarism** - The representation of someone else's ideas as if they are your own. Where the arguments, data, designs, etc., of someone else are being used in a paper, report, oral presentation, or similar academic project, this fact must be made explicitly clear by citing the appropriate references. The references must fully indicate the extent to which any parts of the project are not one's own work. Paraphrasing of someone else's ideas is still using someone else's ideas, and must be acknowledged.
- Unauthorized Collaboration on Out-of-Class Projects** - The representation of work as solely one's own when in fact it is the result of a joint effort.
- Cheating on In-Class Exams** - The covert gathering of information from other students, the use of unauthorized notes, unauthorized aids, etc.
- Unauthorized Advance Access to Assessment Materials** - The representation of materials prepared at leisure, as a result of unauthorized advance access (however obtained), as if it were prepared under the rigors of the exam setting. This misrepresentation is dishonest in itself even if there are not compounding factors, such as unauthorized uses of books or notes.

ADDITIONAL COURSE INFORMATION (e.g. e-learning platforms & materials, penalty for late assignments, etc.)

This course will utilize MOODLE.