

VICTORIA MANAGEMENT SCHOOL  
International MBA Programme

**IMBA 502 BUSINESS LAW**

2007

**COURSE OUTLINE**

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<b>Start Date</b>	9 June 2007
<b>Format</b>	24 hours of teaching over two weekends
<b>Lecture Times</b>	9 June: 2:00 – 4:00 pm; 4.15-6.00; 7:00 – 9:00 pm 10 June: 11:00 am – 1:00 pm; 1:15 – 3:00 pm; 4.00 – 6.00pm 7 July: 2:00 – 4:00 pm; 4.15-6.00; 7:00 – 9:00 pm 8 July: 11:00 am – 1:00 pm; 1:15 – 3:00 pm; 4.00 – 6.00pm
<b>Location</b>	Room _____, CUHK
<b>Administrative Course Supervisor</b>	Charlotte Deans Office: RH 1004, PO Box 600, Wellington, NZ Email: charlotte.deans@vuw.ac.nz Telephone: 463-5367 Fax: 463-5084
<b>Teaching Staff</b>	Leslie Brown, LL.B (Hons.) Office: RH 714, PO Box 600, Wellington, NZ Email: leslie.brown@vuw.ac.nz Telephone: 644-463-6787 Fax: 644-463-5076  Palitha De Silva QSM; LL. B, LL.M (Monash) Office: RH 611, PO Box 600, Wellington, NZ Email: palitha.desilva@vuw.ac.nz Telephone: 644-463-6960 Fax: 644-463-5076

## **Readings**

Students will be provided with course materials. These materials will include lecture outlines and additional book chapters and reference articles, and will be sent out to students in advance to prepare for the lectures.

## **Course Objectives**

The Master of Business Administration Programme serves to produce professional managers capable of fulfilling strategic roles within corporate and government enterprises. Integral to this capability is an understanding of legal principles that impact on business. Broadly, an understanding of civil legal obligations that arise in business is vital to any manager. Such legal obligations arise from commercial relationships/transactions and in corporate governance.

The course is divided into two main parts, and each part consists of topics important to managers. After an introduction to law and an explanation of some key concepts, Part One will concentrate on the incidence of civil legal obligations in business relationships/transactions. The emphasis in Part Two will be legal issues arising in corporate governance. The coverage of each of the topics will take a conceptual approach and therefore will be jurisdiction neutral in the introduction; however the broader discussion of the topics will draw mainly from New Zealand law to give students an understanding of the operation of a common law system.

What we are setting out to do in this course is to introduce students to the processes and rules governing business compliance in a common law jurisdiction. However, in discussing these concepts we will make comparisons with not only the British common law but also with other civil law systems practised in some European countries. As this is an introductory business law course for managers, we will be focussing more on the broader framework of the legal regime applicable to a topic, rather than to pinpoint the exact legal rules.

By the end of this course, you should:

1. Have a clear understanding of the New Zealand legal system, its sources and origins.
2. Have an understanding of the judicial method in common law, in particular how judges decide cases and interpret statutes.
3. Have an appreciation of the nature of the civil legal obligations arising under statute, contract, tort and equity, and any defences available against them.
4. Have an understanding of the different legal structures available for business and their comparative advantages.
5. Have a good grasp of the legal obligations associated with corporate governance, including the legal separation of the corporate identity from the personnel in business, and other issues important in corporate governance.

**Course Content** See the Course Programme.

## **Assessment**

<b>Requirements</b>	Individual Assignment	20 %	Handed out Sunday 10 June Due back Saturday 23 June
	Group Assignment	30 %	Handed out Sunday 10 June Due back Saturday 7 July
	Final Examination	50 %	(to be advised)

***Individual Assignment (20%) & Group Assignment (30%)*** – The individual and group hand-in assignments will be discussed during the initial sessions, at which time detailed terms of reference will be distributed. Written assignment reports will be due at APIB offices by 5:00 pm on the due date.

***Final Examination (70%)*** - A final open-book examination will be held during which students will be expected to apply their knowledge to hypothetical problem situations. In accordance with University policy, students must obtain a minimum of forty percent of the marks available on the final examination in order to pass the course.

Victoria MBA Grading Standards are as follows:

Excellent Category

A- (75 – 79%) to A (80 – 85%) to A+ (above 85%): The quality is performed to a very high level of proficiency, i.e. it is at a standard that makes it exceptional at Master's level.

Very Good Category

B+ (70 – 74%): The quality is performed at a high standard. Students have reached a level that clearly exceeds "competency".

Good Category

B (65 – 69%): The quality is clearly demonstrated without being exceptional in any way. Students can be thought of as competent in respect of this quality.

Satisfactory Category

B- (60 – 64%): The quality is clearly demonstrated without being exceptional in any way. Students can be thought of as competent in respect of this quality.

Marginal Category

C (50 – 54%) to C+ (55 – 59%): The quality is demonstrated to a minimally acceptable level. There may be flaws but these are not serious enough to "fail" the student on this quality.

Unsatisfactory / Failure Category

E (0 – 39%) to D (40 – 49%): The quality is absent or performed to a very low level, or the performance is seriously flawed in this respect.

**Late Assignments** Given the modular nature of the course delivery and relatively short time for marking and return, it is imperative that assignments are handed in on time. Late assignments will incur a 50% penalty on the assigned mark. Assignments more than two weeks late will not be accepted. In addition, late assignments will not be available by the agreed-to return date. In the event of unusual, unforeseen circumstances (e.g., serious illness, family bereavement), students should discuss waiver of the penalty with the course controller prior to the deadline date.

**Obtaining Terms** To obtain terms to sit the final examination in this course, students are required to fully participate in both weekend modules and submit the written assignment report.

**Passing the Course** In order to pass this course, students are required to obtain at least forty percent of the final examination marks available, and obtain at least fifty percent of the overall course marks available.

**Appeals** If you have any concerns with your courses, you should first talk to the lecturer concerned and, if you are not satisfied with the result of that meeting, contact the Director of the MBA. The University has well-developed, independent procedures for dealing with academic grievances and complaints. These procedures are set out in the Statute on Academic Grievances in the University Calendar.

More generally, the University is also concerned to ensure that members of the University community are able to work, learn, study and participate in the academic and social aspects of the University's life in an environment of safety and respect. To this end, it has put in place a comprehensive Statute on Student Conduct. This Statute is printed in the University Calendar and contains information about what conduct is prohibited and what steps can be taken if there is a complaint. Persons with a complaint or grievance may seek assistance or support from another member of the University community such as the Adviser on Grievance Resolution, Departmental Chairpersons, Counselling staff or Sexual Harassment Contact Support persons. They may also resolve disputes by making use of any of the other informal or formal procedures outlined in the Statute on Conduct.

**Referencing** There are many different styles of referencing and the Faculty of Commerce & Administration at VUW has decided to make APA (American Psychological Association) referencing style the common standard across the Faculty. The Commerce and Central Libraries hold the APA Style Guide. You can also access the information from the online VUW library site (<http://www.vuw.ac.nz/library/resources/virtualref.shtml#style>).

**Communication** Additional information and information on any changes will be conveyed to students via class announcements and in written form on the university blackboard server for IMBA 502.

**Academic Integrity and Plagiarism** Academic integrity is about honesty – put simply it means no cheating. All members of the University community are responsible for upholding academic integrity, which means staff and students are expected to behave honestly, fairly and with respect for others at all times. Plagiarism is a form of cheating which undermines academic integrity. Plagiarism is prohibited at Victoria.

The University defines plagiarism as follows:  
Plagiarism is presenting someone else's work as if it were your own, whether you mean to or not.

*'Someone else's work' means anything that is not your own idea, even if it is presented in your own style. It includes material from books, journals or any other printed source, the work of other students or staff, information from the Internet, software programmes and other electronic material, designs and ideas. It also includes the organization or structuring of any such material.*

## Course Programme – IMBA 502

Week	Date	Topic	Readings
<u>Part 1:</u>		<u>Legal Obligations in Commercial Relations</u>	
1	Session 1	- Introduction: Part 1 Topics - Function, Development and - Classification of law	
2	Session 2	- Legal Reasoning: Judge Made Law; - Statutory Interpretation	
3	Session 3	- Civil Legal Obligations; - Obligations under Statute; - Fiduciary Obligations	
4	Session 4	- Contract Law: Phenomena of Agreement	
5	Session 5	- Torts: General Negligence	
6	Session 6	- Torts: Economic Torts - Revision: Part 1	
<u>Part 2:</u>		<u>Legal Obligations in Corporate Governance</u>	
7	Session 7	- Introduction: Part 2 Topics - Choice of Business Structure	
8	Session 8	- Corporate Constitution	
9	Session 9	- Duties of Company Directors - Insider Trading	
10	Session 10	- Legal Regulation of Share Issues - Issues in Financial Market Control	
11	Session 11	- Liability of Auditors	
12	Session 12	- Issues of Competition - Acquisitions and Mergers - Revision: Part 2	