

Module 13 Company Law

Stage				1			
Semester				4			
Module Title				Company Law			
Module Number				13			
Module Status				Elective			
Module ECTS Credits				5			
Module NFQ level				Level 7			
Pre-Requisite Module Titles				n/a			
Co-Requisite Module Titles				n/a			
Capstone Module?				No			
List of Module Teaching Personnel				Edward Mathews			
Contact Hours				Non-contact Hours			Total Effort (hours)
21				79			100
Lecture	Practical	Tutorial	Seminar	Assignment	Placement	Independent Work	
15		6				79	100
Allocation of Marks (Within the Module)							
	Continuous Assessment	Project	Practical	Final Examination	Total		
Percentage Contribution		40		60	100		

Intended Module Learning Outcomes

On successful completion of this module, learners should be able to:

1. Define the differences between a limited liability company and a partnership.
2. Explain how a company is formed and describe the core concept of Limited Liability and separate legal personality, and the consequences of same.
3. Define the duties of company directors and recount their role in corporate governance.
4. Describe the enforcement mechanisms available where directorial misconduct is identified.
5. Outline the processes by which a company is wound up.
6. Classify liquidators, examiners and receivers, and explain the respective processes associated with each type of these processes.
7. Illustrate the various charges which a company may create as part of corporate borrowing.

8. Apply company law theory to different factual scenarios in order to advise clients and colleagues.

Module Objectives

This module aims to:

- Provide an overview of the law relating to partnerships and limited liability companies.
- Detail the law concerning the formation of a limited liability company, the doctrine of *ultra vires* in an historical and current context, and corporate borrowing.
- Develop an appreciation of the concept of separate legal personality and its consequences in practice.
- Provide an understanding of the role and position of shareholders in relation to the company, their relations *inter se*, and the remedies available to them.
- Develop an appreciation of the role of directors in the area of corporate governance, including the enforcement mechanisms available where misconduct is identified.
- Impart knowledge of the procedure for both the voluntary and involuntary winding up of companies and the role played by liquidators, examiners and receivers in each of these processes.
- Enable learners to apply company law theory to different factual situations.

Module Curriculum

TOPIC	DESCRIPTION
Forms of Business Organisation	Introduction to business law; types of business organisation.
Partnership Law	Formation of partnerships; partnership dealings with third parties; relations between partners <i>inter se</i> ; dissolution of partnership.
Formation of a Company	Incorporation and documentation; corporate personality and limited liability; company constitution.
Corporate Borrowing	Fixed charges; floating charges; fixed charge over Book Debts; registration of charges and priorities; capital maintenance.
Directors	Directors' duties; to whom are such duties owed; statutory fiduciary and other duties; reckless and fraudulent trading; corporate enforcement; shareholder's rights.

Winding up	Distinguish between voluntary and involuntary liquidation; receivership; examinership.
Practice and Procedure	Correctly identifying who may sue and be sued; the correct identification of parties to litigation; petitioning the court; remedies for minority shareholders; company returns and compliance with the accounting procedures.

Reading lists and other learning materials

1. Griffith College Manual, *Company Law* (Dublin: Clarus Press, updated annually)
2. Thuillier, *Company Law in Ireland* (2015, Dublin; Clarus Press)
3. Courtney, *The Law of Companies* (2012, Dublin; Butterworths)
4. Courtney, *Bloomsbury Professional's Guide to the Companies Act 2014* (2015, Dublin; Bloomsbury)
5. Forde and Kennedy, *Company Law* (2007, Dublin; Round Hall)
6. Keane, *Company Law* (2007, Dublin; Tottel)
7. *Companies Act 2014* (2014, Dublin; Bloomsbury)

Module Learning Environment

Accommodation

In line with other higher education awards offered by the College, the Special Purpose Diploma in Legal Studies and Practice, will provide reasonably comparable resources and accommodation requirements, all of which can be met by facilities on campus.

At the moment, a base classroom is used for teaching purposes at both the Dublin and Cork campuses. Participants also have access to online teaching resources and Moodle and an e-learning studio. It is not proposed that these arrangements be changed as they are continuing to operate successfully.

In addition, all lectures are recorded and posted on the relevant Moodle page, providing students with the opportunity to watch lectures at a later date if they are unable to attend the lecture or wish to review the lecture.

Library

All learners have access to an extensive range of “actual” and “remote access” library resources. The library monitors and updates its resources on an ongoing basis, in line with the College’s Library Acquisition Policy. Lecturers update reading lists for this programme on an annual basis as is the norm with all courses run by Griffith College.

Equipment, Information & Communication Technology

The College is already fully resourced with the necessary teaching equipment – such as a base class room fully equipped with PC, audio and visual presentation facilities and projectors.

Further resources such as video recording equipment are also available for use on the programme. Participants may also use the College's other computer labs, open labs and the e-learning studio. The College's IT Services Department and the Lecturer Support Unit also support this process by continually updating classrooms and PC labs. Proposals for the acquisition of new technologies are made to the IT Services Department and to the Director of Academic Programmes, so that academic and technical issues are considered.

Extensive use is also made of the Moodle VLE for posting lecture notes and other relevant material used for study and revision. With the aid of data projectors, these can form the basis of lecture presentations.

Module Teaching and Learning Strategy

This module will be delivered through a series of lectures and tutorials.

This module comprises of twenty-one contact hours, being fifteen lecture hours, five tutorial hours and one revision/exam preparation class.

Each class will comprise three hours of lectures and a one-hour tutorial.

Tutorials will comprise the review of past exam papers, class discussions, group work sessions and exercises.

Lectures and tutorials will be supplemented by structured web-based resources and reading.

Module Assessment Strategy

Theoretical knowledge will be assessed at the end of the module by examination (60%), the purpose of which is to enable learners to become accustomed to undertaking extended examinations which are a traditional method of assessment commonly used in law-based degrees on the National Framework of Qualifications and in the sphere of professional legal training. The examination will consist of a mixture of essay style questions, which place emphasis on the learners demonstrating academic legal knowledge as well as discursive legal writing skills, and problem style questions which assess the learner's ability to apply the law to practical factual scenarios. Formative assessment will be provided in the form of interactive exercises such as mini quizzes or directed class discussion topics.

The examination will be supplemented by an Assignment worth 40% of the overall grade enabling learners to utilise their learning from class based work and to develop their legal research, problem solving, independent learning, initiative skills and professional analytical capacity. The Assignment focuses on a matter of practical importance in the field of the Irish Company Law.