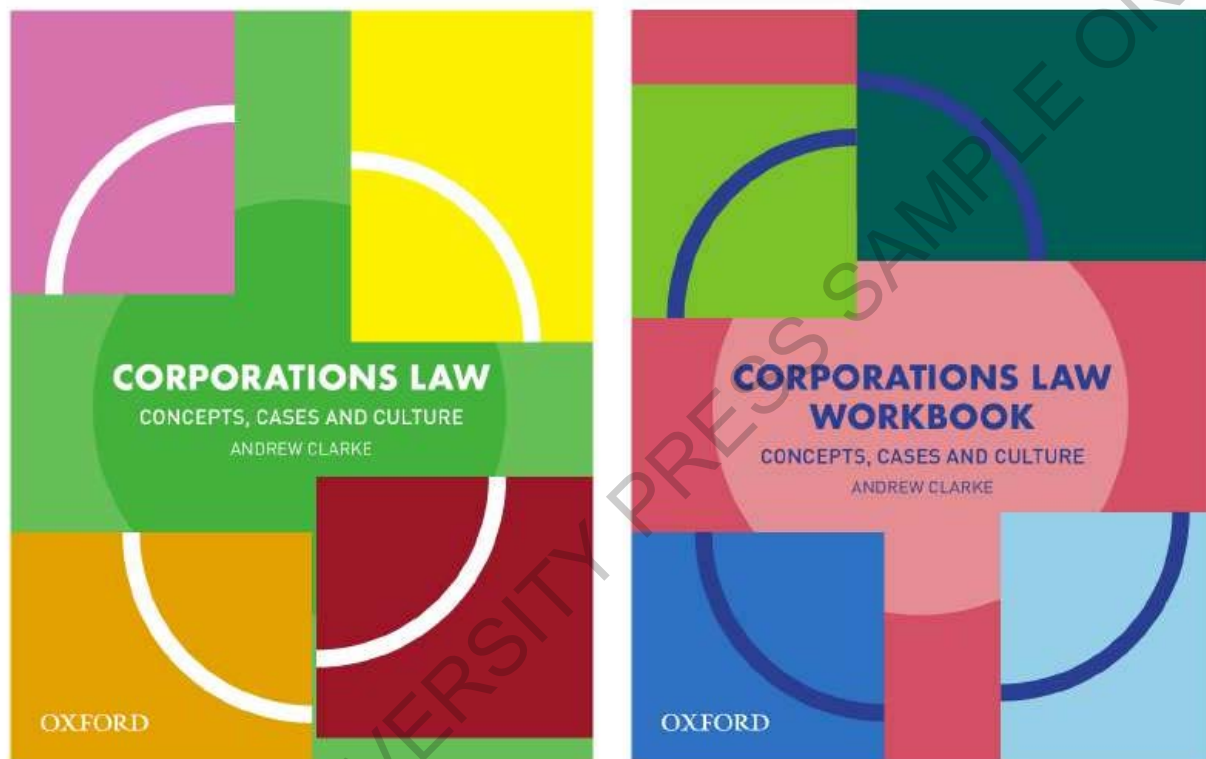


Instructors Resource Manual
Corporations Law: Concepts, Cases and Culture



Andrew Clarke

Table of Contents

Instructors Resource Manual: Overview, Approach and Elements.....	3
Overview	3
Approach	4
Elements.....	4
Company Law	5
Chapter Diagrammatic Overviews	6
Chapter 1 The Corporation: Introduction and Overview.....	6
Chapter 2 Business and Business Entities.....	7
Chapter 3 Establishing the Company – Practicalities of Registration.....	8
Chapter 4 The rules of the corporation and the role of statute.....	9
Chapter 5 The corporations entering into contracts	10
Chapter 6 Stakeholders of the corporation	11
Chapter 7 Company leadership and the board of directors	12
Chapter 8 Directors as agents of the corporation- roles and responsibilities.....	13
Chapter 9 Shares-property, investment and potential return	14
Chapter 10 Membership- meetings, rights, responsibilities	15
Chapter 11 Share capital and control issues	16
Chapter 12 Corporate Finance I: Raising Share Capital from shareholders	17
Chapter 13 Corporate Finance II: Loan Capital	18
Chapter 14 External Administration	19
Chapter 15 Winding up the corporation.....	20
Chapter 16 The Corporations and cContemporary Cultural Context	21
Chapter 17 Legal skills and law in the 21st century	22
Corporations Law Legal Research	23
Boolean logic	23
Secondary sources	23
Loose-leafs	23
Legal encyclopaedias	23
Journals – Australia and international	24
Primary sources	24
Legislation	24
Case law	24
Resources for locating case law and legislation in the US and UK.....	24

Instructors Resource Manual: Overview, Approach and Elements

Welcome to the Instructors Resource Manual which accompanies the Textbook and Workbook.

This introduction refers to three linked ideas, namely an overview, the relevant approach, and the elements, respectively, each of which is relevant to the Instructors Resource Manual.

July 2020

Overview

The aim of the accompanying Textbook and Workbook is to provide a flagship text which is predicated on effective student learning within the contemporary law course, and in particular the unit corporate law. These related texts provides a central focus on visual learning techniques in law. Law is traditionally text reliant, and this can present challenges for diverse learning needs. The challenge is for students to become familiar with the myriad complexities of corporate law in quick order. It is, of course, a technical and ever evolving area of law and regulation.

The genesis for developing this more visually oriented learning approach was my being awarded a National Excellence in Legal Publishing Award (Negligence Law, 2003, LexisNexis). It was also something which was clear to me teaching in the UK in the 1990s and in Australia in the last two decades; students, wherever they are, and whatever their backgrounds, appreciate breaking concepts down in to component parts by way of diagrams, illustrations and visual representation. It is an effective teaching practice able to accommodate a range of learning styles. As the 17th century French philosopher Rene Descartes said, 'Divide each difficulty into as many parts as is feasible and necessary to resolve it.' This captures the spirit of the approach used in these works. The use of diagrammatic techniques is central to the Workbook in particular. The other main element is to try and thread narrative techniques into relating the 'story' of the company, and its interplay with its main actors or participants, such as members, directors and creditors. This story of course is expanding as companies increasingly are required to engage with a range of external stakeholders and emerging requirements.

The approach is therefore student-centric and seeks to make it accessible for students to familiarize themselves with key concepts, cases, and the relevant contextual issues. The first aim is to provide practical and foundational insights. Theoretical matters are treated more as capstone concepts, given this is a baseline sets of texts. The Textbook and Workbook aim to provide a teacher-learner balance where there can potentially be a more dynamic interplay between imparting and constructing knowledge respectively. As Higher Education changes, it is important that law and its teaching can be in the vanguard of change, experimentation, and flexibility. These texts have been produced, as is always the case, according to a tight publishing set of deadlines. There will be things to change and improve. It is I hope, as a collective set of linked work, able to assist students and teachers to efficiently conceptualize the foundation principles of the modern corporation. It may also assist to emphasize the important spirit of creativity which lies at the centre of learning about the law in the 21st century.

Approach

The teaching and delivery approach variously provides students with access to:

- The 'bigger picture' and an overview of principles and key concepts
- Issues of corporate culture by connection, where possible, to contemporary events
- Positioning and orientation of company law within the law degree

Elements

There are three linked elements:

- The Instructors Resource Manual (IRM) is aligned with the Textbook (TB) and the Workbook (WB)
- The Instructors Resource Manual provides
 - PowerPoint slides with summaries for each chapter, which are designed as a starting point
 - a one-page flow diagrams for each chapter
 - Notes on Corporations Law Legal Research with accompanying PowerPoint slides
 - Suggested Solutions to the Foundational and Follow-up Case Studies from the WB

In terms of content, the Textbook, Workbook and the Instructors Resource Manual seek to align with and cover the main elements of company law as set out in the Priestley 11 requirements. These are:

Company Law

Either the following topics:

- (a) Corporate personality- tested in the assignment*
- (b) The incorporation process- assignment*
- (c) The corporate constitution- assignment*
- (d) Company contracts- assignment*
- (e) Administration of companies and management of the business of companies- assignment*
- (f) Duties and liabilities of directors and officers*
- (g) Share capital and membership*
- (h) Members' remedies*
- (i) Company credit and security arrangements*
- (j) Winding up of companies,*

or topics of such breadth and depth as to satisfy the following guidelines:

The topics should include an analysis of incorporation and its effects, management and control of a company, the various methods of financing—by the issue of shares and by debt—and the processes of winding up a company.

I welcome feedback and suggestions.

Best wishes,

Andrew Clarke

July 2020

Chapter Diagrammatic Overviews

Chapter 1 The Corporation: Introduction and Overview

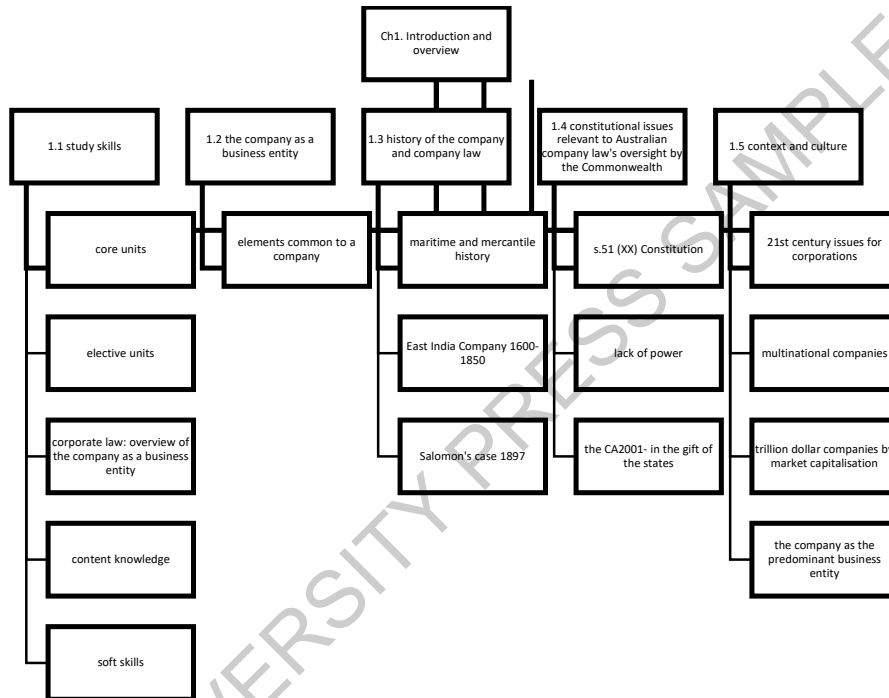


Figure 1.1 An overview of Chapter 1

Chapter 17 Legal skills and law in the 21st century

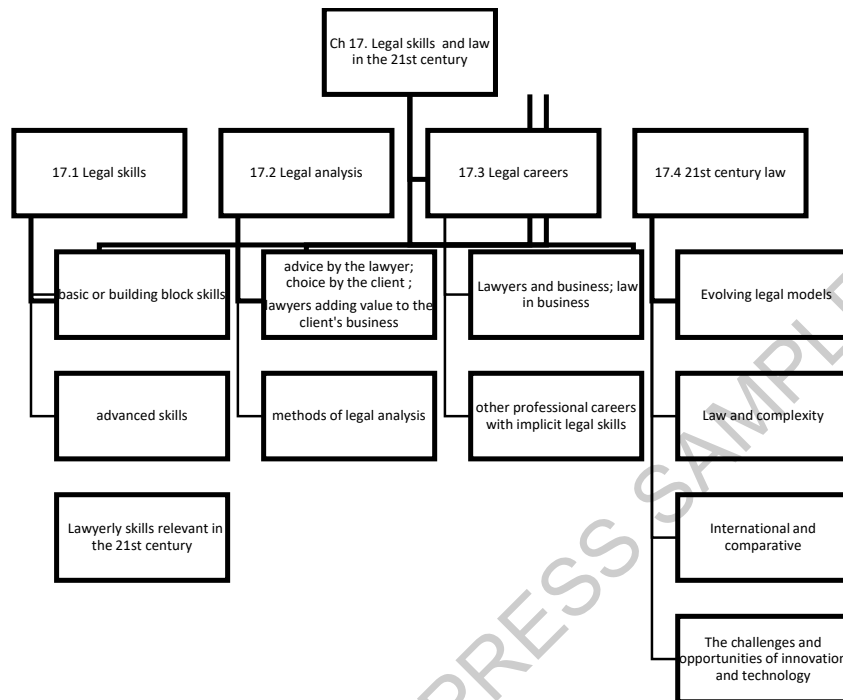


Figure 17.1 An overview of Chapter 17