

# MODULE SPECIFICATION

**1. Title of the module**

Company Law

**2. School or partner institution which will be responsible for management of the module**

Pearson College London

**3. The level of the module (e.g. Level 4, Level 5, Level 6 or Level 7)**

Level 5

**4. The number of credits and the ECTS value which the module represents**

15 credits (7.5 ECTS)

**5. Which term(s) the module is to be taught in (or other teaching pattern)**

This module can be run in any term: Autumn, Spring, or Summer

**6. Prerequisite and co-requisite modules**

None

**7. The programmes of study to which the module contributes**

- |  |                   |
|--|-------------------|
| ● BA (Hons) Business Management                        | - optional module |
| ● BA (Hons) Business Management with Finance           | - optional module |
| ● BA (Hons) Business Management with Global Industries | - optional module |
| ● BA (Hons) Business Management with Law               | - core module     |
| ● BA (Hons) Business Management with Marketing         | - optional module |

**8. The intended subject specific learning outcomes.**

On successfully completing the module students will be able to:

- 8.1 Demonstrate knowledge and critical understanding of the well-established principles of company law in key topic areas and an awareness of the rationale behind the rules.
- 8.2 Apply those principles and rules to realistic commercial scenarios
- 8.3 Evaluate the way in which company law and voluntary codes balance the interests of companies, their shareholders, other stakeholders and society at large.
- 8.4 Evaluate and apply the legal and ethical obligations of those involved in running companies.
- 8.5 Demonstrate the ability to work from primary and secondary sources and to use these efficiently to identify appropriate rules of law.
- 8.6 Demonstrate a clear appreciation of the risks inherent in failing to adhere to Company Law and the financial consequences of the same.

## 9. The intended generic learning outcomes.

On successfully completing the module students will be able to:

- 9.1 Demonstrate the ability to read and summarise complex legal materials and state legal principles accurately and succinctly.
- 9.2 Demonstrate the ability to work from primary and secondary sources and to use these efficiently to identify appropriate rules of law.
- 9.3 effectively communicate information, arguments and analysis in a variety of forms to specialist and non-specialist audiences.

## 10. A synopsis of the curriculum

### Module Aims

The aim of this module is to give students an introduction to English company law from the viewpoint of the owner/shareholder and manager/director of a company. Students will learn about the role of companies in economic life, the choices which shareholders and directors make in order to achieve their business objectives and the legal and regulatory limitations within which companies operate.

The module also challenges students to consider the impact which companies and their activities have on the external economic environment and the problem, particularly in large dispersed-ownership companies, of reconciling the interests of directors, shareholders and external stakeholders.

The focus will be on the law of England and Wales, although other jurisdictional variants of this module may be produced in the future.

Students will also certainly develop key skills, including those of negotiation, drafting and oral presentation.

### Overview of syllabus

**In the course of studying this module, students will cover the following areas:**

- 1 **Introduction to companies and company law** – The role of companies in economic life. Sources of company law. The nature of company law.
- 2 **Corporate personality** – The nature of a company and corporate personality. Comparison of different business forms. Different categories of company. Pre-incorporation contracts. Requirements for registration.
- 3 **The Corporate Veil** – The rule in Salomon's case. The circumstances in which the corporate veil may be lifted.
- 4 **Company Constitution** – The Articles of Association. Contract of membership. Shareholders' agreements.
- 5 **Decision-making** – The role of directors v shareholders. Types of meetings. Objects clauses and the modern approach to the rule of *ultra vires*

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- 6 **Share Capital** – Debt and equity compared. Share issues. Class rights. The principle of capital maintenance. Dividends and distributions.
- 7 **Directors' duties** – Types of director. Qualification and disqualification. Statutory duties. Remedies for breach.
- 8 **Corporate Governance** – The problem of ownership divorced from control. UK Codes on Corporate Governance and Stewardship. Work of corporate governance committees. Nature of codes as “soft law”. Comparison between UK/European and US approach.
- 9 **Minority protection** – Remedies when it goes wrong. Shareholders' agreements revisited. Statutory derivative action. Unfair prejudice. Just and equitable winding up.
- 10 **Insolvency and liquidation** – Fixed and floating charges. Winding up. Priorities on liquidation. Swelling the assets.

### 11. Reading List (Indicative list, current at time of publication. Reading lists will be published annually)

#### Core study text

- Pettet's Company Law: Company Law and Corporate Finance by J. Lowry and A. Reisberg, 4<sup>th</sup> edition 2012 Pearson.
- Dignam, A and Lowry, J, (2014) Company Law, 8<sup>TH</sup> Edition, OUP.
- Sealy and Worthington's Cases and Materials in Company Law by L. Sealy and S. Worthington 10<sup>th</sup> edition 2013 OUP.
- Smith and Keenan's Company Law, edited by Wild, C and Weinstein, S, (2016) 17<sup>th</sup> Edition, Pearson.
- Arthurs, 'To pierce or not to pierce? The Court of Appeal protects the corporate veil' (2012) Co. LJ 17.
- Cheung, 'Shareholders' agreements: Shareholders' contractual freedom in company law' (2012) JBL (6) 504.
- Griffin, 'Companies Act 2006 s 33 – altering the contractual effect of the articles of association?' (2010) Company Law Newsletter.

Extensive reference will be made to case law and statute law available through the Online Learning Environment and from [www.legislation.gov.uk](http://www.legislation.gov.uk). Students will also use material available from websites of regulatory bodies (e.g. Financial Conduct Authority, Companies House) and on-line journals such as *Company Lawyer*.

### 12. Learning and Teaching methods

For full details please see the teaching and learning strategy in the programme specification. Students can study this module in the interactive classes model or the mentored independent model. Those on the former will typically experience one lecture and one seminar each week.

Scheduled Hours: 25

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Placement Hours:	00
Independent Study Hours:	125
Total Study Hours:	150

### 13. Assessment methods

#### 13.1 Main assessment methods

The module will be assessed as follows:

- 2 hour examination (75% of overall grade);
- 15 minute individual presentation (25% of overall grade).

A pass must be achieved in the examination element of assessment in order to pass the module.

#### 13.2 Reassessment methods

### 14. Map of Module Learning Outcomes (sections 8 & 9) to Learning and Teaching Methods (section 12) and methods of Assessment (section 13)

Module learning outcome		8.1	8.2	8.3	8.4	8.5	8.6	9.1	9.2	9.3
Learning/ teaching method	Hours allocated									
<b>Private Study</b>	115	X	X	X	X	X	X	X	X	X
Lectures	10	X		X	X		X			
Seminars	15	X	X	X	X	X	X			
Assessment method										
Written Examination (2 hours)		X	X	X	X	X	X	X	X	X
Oral presentation (15 mins)				X	X					X

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### 15. Inclusive module design

The Collaborative Partner recognises and has embedded the expectations of current equality legislation, by ensuring that the module is as accessible as possible by design. Additional alternative arrangements for students with Inclusive Learning Plans (ILPs)/ declared disabilities will be made on an individual basis, in consultation with the relevant policies and support services.

The inclusive practices in the guidance (see Annex B Appendix A) have been considered in order to support all students in the following areas:

- a) Accessible resources and curriculum
- b) Learning, teaching and assessment methods

### 16. Campus(es) or Centre(s) where module will be delivered:

Pearson College London

### 17. Internationalisation

Reference is made to international comparisons within company law when appropriate, particularly in areas of cross territorial jurisdiction.

**If the module is part of a programme in a Partner College or Validated Institution, please complete sections 18 and 19. If the module is not part of a programme in a Partner College or Validated Institution these sections can be deleted.**

### 18. Partner College/Validated Institution:

Pearson College London

### 19. University School responsible for the programme:

Kent Business School

### FACULTIES SUPPORT OFFICE USE ONLY

**Revision record – all revisions must be recorded in the grid and full details of the change retained in the appropriate committee records.**

Date approved	Major/minor revision	Start date of the delivery of revised version	Section revised	Impacts PLOs (Q6&7 cover sheet)

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