

COURSE OUTLINES: AC2302 Company Law and Corporate Governance

Academic Year	AY2022/23	Semester	2
Course Coordinator	Alan Koh		
Course Code	AC2302		
Course Title	Company Law and Corporate Governance		
Pre-requisites	AB1301 Business Law		
No of AUs	4		
Contact Hours	52 (one 4-hour seminar per week)		
Proposed Dates	9 Jan 2023 to 14 Apr 2023		
A) Course Aims			
<p>1. Whether you aim to become accounting or business professionals, have entrepreneurial or managerial aspirations, or will be succeeding to a family business, it is essential for you to develop a grounded understanding of the legal and regulatory mechanisms that govern companies.</p> <p>2. In this course, you will learn about the legal framework and laws governing how companies are constituted, the relationship between its various stakeholders, corporate governance mechanisms, corporate finance, and insolvency; and how to apply the laws to problems modelled on real-world scenarios. This will equip you in identifying and preventing a range of frequently encountered legal problems.</p>			
B) Intended Learning Outcomes (ILO)/Objectives			
<p>By the end of this course, you should be able to:</p> <ol style="list-style-type: none"> 1. Explain the procedural and substantive law governing key aspects of a company's activities. 2. Describe the key relationships that exist between corporations and their stakeholders and explain how the law impacts, regulates and shapes these relationships. 3. Apply relevant statutory provisions and case law to resolve legal issues. 			
C) Course Content			
<p>The legal issues covered in the course relate to:</p> <ul style="list-style-type: none"> • company formation, organization and control; • management and corporate governance; • corporate finance; • corporate rescue; and • corporate insolvency. 			
D) Assessment (includes both continuous and summative assessment)			

Component	ILO Tested	NBS Learning Goal	Weighting	Team/Individual	Assessment Rubrics
1. Final Examination	ILO1, ILO2, ILO3	Acquisition of knowledge	60%	Individual	NA
2. Class participation	ILO1, ILO2, ILO3	Acquisition of knowledge; oral communication	20%	Individual	Appendix 1
3. Presentation	ILO1, ILO2, ILO3	Acquisition of knowledge; oral communication	20%	Individual	Appendix 2
Total			100%		

Final examination

You will be assessed through a 2.5 hour proctored open-book final examination.

Class participation

You will be assessed throughout the semester in terms of your participation in class discussions and class activities.

Presentation

You will be assessed in week 13 through a short individual presentation during class time.

E) Formative Feedback

Feedback is central to this course. You will receive verbal feedback, either orally or in writing, about your responses to the in-class discussion questions and your answers to the case study questions. With regards to overall class participation and presentation components, you will receive marked rubrics which will reflect your competencies in the various educational objectives stated in the rubrics.

F) Learning and Teaching approach

Approach	How does this approach support you in achieving the learning outcomes?
Seminars	<p>Each seminar session consists of 2 parts.</p> <p>The first part of each seminar session involves the discussion of concept questions. Here there is ample opportunity for open discussion of the concept questions found in the worksheets for each session and allows you to share your understanding and clarify your doubts in respect of the various concepts with the class. Your responses to questions raised and to the views of your classmates will deepen your understanding of the relevant legal concepts and achieve the intended learning outcomes. (ILO 1, 2)</p>

	In the second part of each seminar, you will be applying the relevant legal concepts to the case scenarios. Again, there will be an open discussion and your responses and engagement with the responses of your classmates and the respective instructor will allow you to assess your own ability to identify the correct legal issues, analyse and resolve them by reference to the relevant legal principles. (ILO 3)
Final examination	This provides an opportunity for you to assess your own understanding of the legal concepts and the various laws discussed in the course by applying them to factual problems. Within the limited timeframe, you are expected to answer a variety of questions which test your knowledge and understanding of legal concepts, your ability to identify, analyse, and devise solutions to legal issues. (ILO 1,2,3)
Class participation	Your active participation in class through asking and answering questions, interacting constructively with your peers, participating in in-class activities will provide opportunities for you to articulate your understanding of legal principles and work through the case studies with your peers. (ILO 1,2,3)
Presentation	You are required to conduct research on an assigned corporate governance topic, necessitating a high level of self-directed learning. Your independent learning is done outside of the formal classroom, over the course of a few weeks, and culminates in a short individual presentation. This exercise will allow you to develop as an independent learner, hone your ability to synthesise your research materials and convey your findings in a clear and confident manner. (ILO 1, 2, 3)

G) Reading and References

Basic Text

Joyce Lee, Victor Yeo and Fernandez Navprakash, *Guide to Company Law in Singapore*, Wolters Kluwer 2022 (NTU Library Call Number K1315.4.S56L478) (to be referred to as "Basic Text")

- 4 copies are available in the Library Outpost Reserves

Reference text and other resources

1. Hans Tjio ed, *Corporate Law*, 2015 (NTU Library Call Number: KPP97.9.T625)
2. Tan Cheng Han ed, Walter Woon on *Company Law* (Revised 3rd Edition) 2009 (NTU Library Call Number: KPP.9.W234 2009)
3. Provisions of the Companies Act may be obtained at <https://sso.agc.gov.sg/>.
4. Various readings and materials from journals, magazines as prescribed

H) Course Policies and Student Responsibilities

(1) General

You are expected to complete all assigned pre-class readings and activities, attend all seminar classes punctually, participate in all seminar discussions and activities, prepare for and complete your scheduled presentation in week 13. You are expected to take responsibility to follow up with course materials for seminar sessions you have missed.

(2) Absenteeism

Absence from class without a valid reason will affect your overall course grade. Valid reasons include falling sick supported by a medical certificate and participation in NTU's approved activities supported by an excuse letter from the relevant bodies. If you miss a class, you must inform your instructor via email prior to the start of the class.

Note that all coursework components are compulsory and must be completed in order to obtain a final grade for this course. Failure to take/submit/complete any coursework component will result in a "zero" mark being awarded for that component.

I) Academic Integrity

Good academic work depends on honesty and ethical behaviour. The quality of your work as a student relies on adhering to the principles of academic integrity and to the NTU Honour Code, a set of values shared by the whole university community. Truth, Trust and Justice are at the core of NTU's shared values.

As a student, it is important that you recognize your responsibilities in understanding and applying the principles of academic integrity in all the work you do at NTU. Not knowing what is involved in maintaining academic integrity does not excuse academic dishonesty. You need to actively equip yourself with strategies to avoid all forms of academic dishonesty, including plagiarism, academic fraud, collusion and cheating. If you are uncertain of the definitions of any of these terms, you should go to the [academic integrity website](#) for more information. Consult your instructor(s) if you need any clarification about the requirements of academic integrity in the course.

J) Course Instructors

Instructor	Office Location	Phone	Email	Consultation Hours
Alan Koh	S3-B2-A-14	69081154	alan.koh@ntu.edu.sg	TBA
Joyce Lee	S3-B2-B-53	67906224	asllee@ntu.edu.sg	TBA

K) Planned Weekly Schedule

Week	Topic	ILO	Readings
Weeks 1&2A	<p><i>Introduction to Companies and the Legal Nature of Companies</i></p> <ul style="list-style-type: none"> Types of companies Characteristics of companies Lifting of corporate veil <p><i>Introduction to Corporate Capacity</i></p> <ul style="list-style-type: none"> Corporate capacity and the company's power to contract 	<p>1,2</p> <p>1,2</p> <p>1,2,3</p> <p>1,2</p>	<p>Basic Text Chapters 1 and 2</p> <p>Basic Text Chapter 13</p>

	<p><i>The Company Constitution</i></p> <ul style="list-style-type: none"> • The constitution as a control device • Procedure to amend constitution • Effect of an entrenching provision • A shareholders' agreement as a supplementary control device 	1,2,3 1,2,3 1,2,3 1,2,3	Basic Text Chapter 3
Weeks 2B&3A	<p><i>Membership, Shares and Interests in Shares</i></p> <ul style="list-style-type: none"> • Relationship between membership" and "shareholding" • Nature and types of shares • Interests in shares • Class rights – creation and modification 	1,2 1,2 1,2,3 1,2,3	Basic Text Chapter 4
Week 3B&4	<p><i>Corporate Organs</i></p> <ul style="list-style-type: none"> • Division of power between board and general meeting • Decision-making by each organ <p><i>Corporate Contracting</i></p> <ul style="list-style-type: none"> • Actual and apparent authority • Limitations on board 	1,2,3 1,2 1,2,3 1,2,3	Basic Text Chapter 5 Basic Text Chapter 14
Weeks 5,6&7A	<p><i>Office of a Director/Officer</i></p> <ul style="list-style-type: none"> • Qualification • Appointment and removal • Remuneration <p><i>Directors' Duties I</i></p> <ul style="list-style-type: none"> • Directors' duty to act with care, skill and diligence • Directors' duty to act bona fide in the interests of the company <p><i>Directors' Duties II</i></p> <ul style="list-style-type: none"> • Duty to avoid conflict of interests and the no-profit rule • Statutory provisions dealing with financial benefits to director / director-related companies 	1,2 1,2,3 1,2,3 1,2,3 1,2,3 1,2,3 1,2,3	Basic Text Chapter 6 Basic Text Chapter 7 Basic Text Chapter 8
Weeks 7B&8	<p><i>Protection of members</i></p> <ul style="list-style-type: none"> • Statutory derivative action • Oppression remedy • Winding up on just and equitable ground <p><i>Issues affecting listed companies</i></p> <ul style="list-style-type: none"> • Corporate Disclosure Obligations • Corporate Governance (self-learning) 	1,2,3 1,2,3 1,2,3 1,2,3 1,2,3	Basic Text Chapter 10 Basic Text Chapter 12

Week 9&10A	<p><i>Legal Aspects of Equity Finance</i></p> <ul style="list-style-type: none"> • Introduction to corporate finance • Changes to capital <ul style="list-style-type: none"> ○ Issue of shares ○ Alteration of capital ○ Maintenance of capital and exceptions <ul style="list-style-type: none"> ▪ Capital reduction ▪ Share buyback • Dividends <p><i>Legal Aspects of Debt Finance</i></p> <ul style="list-style-type: none"> • Secured borrowing and company charges • Receivership 	<p>1,2</p> <p>1,2,3</p> <p>1,2</p> <p>1,2,3</p> <p>1,2</p> <p>1,2,3</p> <p>1,2,3</p>	<p>Basic Text Chapter 15</p> <p>Basic Text Chapter 16</p>
Week 10B&11A	<p><i>Corporate Restructuring</i></p> <ul style="list-style-type: none"> • Private Workout • Scheme of Arrangement – procedure and strategies 	<p>1,2</p> <p>1,2,3</p>	<p>Basic Text Chapter 18</p>
Week 11B&12	<p>Corporate Insolvency</p> <ul style="list-style-type: none"> • Winding up procedure • Avoidance provisions • Priorities <p>Course Review</p>	<p>1,2,3</p> <p>1,2,3</p> <p>1,2,3</p>	<p>Basic Text Chapter 20</p>
Week 13	<p><i>Presentation</i></p>	<p>1,2,3</p>	

Appendix 1**CLASS PARTICIPATION RUBRIC****Assessed through In-Class Contributions / Activities in Weekly Seminar Sessions**

Criteria	Below expectations	Meets expectations	Good	Excellent
Frequency and level of engagement and active participation (40%)	Never contributes to class discussion or participates in class activities; fails to respond to direct questions	Makes very few contributions to class discussion or little participation in class activities; responds to direct questions	Regularly participates in class activities; sometimes proactively contributes to class discussion, asks questions, and responds to direct questions	Regularly participates in class activities; consistently makes proactive contributions to class discussion; asks questions and regularly responds to direct questions
Quality of contribution and level of preparation (40%)	Contributions, when made, are erroneous or irrelevant and reflect a lack of any pre-class preparation	Contributions are sometimes accurate and relevant. Contributions reflect a minimal effort to read the material but not closely	Contributions are mostly accurate and relevant and reflect a good level of pre-class preparation	Contributions are always accurate and relevant and promote deeper analysis of the topic. Well-prepared and has thought through the materials in advance
Oral communication (20%)	Limited effectiveness measured in terms of confidence and clarity in putting across ideas	Some effectiveness measured in terms of confidence and clarity in putting across ideas	Considerable effectiveness measured in terms of confidence and clarity in putting across ideas	High degree of effectiveness measured in terms of confidence, clarity in putting across ideas and ability to engage classmates

Appendix 2**PRESENTATION RUBRIC**

Assessed through individual presentation in Week 13

Criteria	Below expectations	Meets expectations	Good	Excellent
Content (30%)	Does not respond to the task assigned or presentation contains many inaccuracies	Responds to the task assigned with minimal inaccuracies	Responds to the task assigned accurately and with good insights	Responds to the task assigned accurately and presents excellent insights
Organization (10%)	Points are presented in an unstructured way	There is some structure to the points presented	There is structure and logical flow of the points presented	There is structure and logical flow of the points presented which makes it very easy for the audience to comprehend
Language (20%)	Grammar, pronunciation and/or word choice is poor	Isolated errors in grammar, pronunciation and/or word choice	Free of errors in grammar, pronunciation and/or word choice	Free of errors in grammar and pronunciation; and/or word choice aids clarity and is appropriate for the audience
Vocal delivery (20%)	Too soft, too fast and/or speech disruptions (for example, repetitions, "um" etc.) which distract audience	Audible. Rate or speech disruptions only occasionally distract audience	Clear and distinct. Rate and tone facilitate audience comprehension	Clear and distinct. Rate and tone enhance audience comprehension and sustains interest
Non-verbal delivery (20%)	Posture, attire, gestures, movement, and/or facial expressions are inappropriate. Speaker may appear uncomfortable	Posture, attire, gestures, movement, and/or facial expressions neither enhance nor hinder effectiveness of presentation	Posture, attire, gestures, movement, and/or facial expressions enhance effectiveness of presentation	Appears confident and in control, appropriate attire, purposeful gestures and movements, expressive. Presentation is polished