

Annexe A: New/Revised Course Content in OBTL+ Format

Course Overview

The sections shown on this interface are based on the templates [UG OBTL+](#) or [PG OBTL+](#)

If you are revising/duplicating an existing course and do not see the pre-filled contents you expect in the subsequent sections e.g. Course Aims, Intended Learning Outcomes etc. please refer to [Data Transformation Status](#) for more information.

Expected Implementation in Academic Year	AY2024-2025
Semester/Trimester/Others (specify approx. Start/End date)	Semester 1 Semester 2
Course Author * Faculty proposing/revising the course	Lee Suet Lin, Joyce
Course Author Email	asllee@ntu.edu.sg
Course Title	Company Law and Corporate Governance
Course Code	AC2302
Academic Units	4
Contact Hours	52
Research Experience Components	Not Applicable

Course Requisites (if applicable)

Pre-requisites	AB1301 Business Law
Co-requisites	
Pre-requisite to	
Mutually exclusive to	
Replacement course to	
Remarks (if any)	

Course Aims

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.
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.

Course's Intended Learning Outcomes (ILOs)

Upon the successful completion of this course, you (student) would be able to:

ILO 1	Explain the procedural and substantive law governing key aspects of a company's activities.
ILO 2	Describe the key relationships that exist between corporations and their stakeholders and explain how the law impacts, regulates and shapes these relationships.
ILO 3	Apply relevant statutory provisions and case law to resolve legal issues.

Course Content

The legal issues covered in the course relate to:

- company formation, organization and control;
- management and corporate governance;
- corporate finance;
- corporate rescue; and
- corporate insolvency.

Reading and References (if applicable)

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) (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

Planned Schedule

Week or Session	Topics or Themes	ILO	Readings	Delivery Mode	Activities
1	Introduction to Companies and the Legal Nature of Companies Types of companies Characteristics of companies Lifting of corporate veil Introduction to Corporate Capacity Corporate capacity and the company's power to contract The Company Constitution The constitution as a control device	ILO1 ILO2 ILO3	Basic Text Chapters 1 and 2 Basic Text Chapter 13 Basic Text Chapter 3	In-person	

Week or Session	Topics or Themes	ILO	Readings	Delivery Mode	Activities
2	Procedure to amend constitution Effect of an entrenching provision A shareholders' agreement as a supplementary control device Membership, Shares and Interests in Shares Relationship between membership" and "shareholding" Nature and types of shares Interests in shares	ILO1 ILO2 ILO3	Basic Text Chapters 1 and 2 Basic Text Chapter 13 Basic Text Chapter 3 Basic Text Chapter 4	In-person	
3	Class rights – creation and modification Corporate Organs Division of power between board and general meeting	ILO1 ILO2 ILO3	Basic Text Chapter 4 Basic Text Chapter 5 Basic Text Chapter 14	In-person	
4	Decision-making by each organ Corporate Contracting Actual and apparent authority Limitations on board	ILO1 ILO2 ILO3	Basic Text Chapter 5 Basic Text Chapter 14	In-person	

Week or Session	Topics or Themes	ILO	Readings	Delivery Mode	Activities
5	Office of a Director/Officer Qualification Appointment and removal Remuneration Directors' Duties I Directors' duty to act with care, skill and diligence	ILO1 ILO2 ILO3	Basic Text Chapter 6 Basic Text Chapter 7 Basic Text Chapter 8	In-person	
6	Directors' duty to act bona fide in the interests of the company Directors' Duties II Duty to avoid conflict of interests and the no-profit rule	ILO1 ILO2 ILO3	Basic Text Chapter 6 Basic Text Chapter 7 Basic Text Chapter 8	In-person	
7	Statutory provisions dealing with financial benefits to director / director-related companies Protection of members Statutory derivative action Oppression remedy Winding up on just and equitable ground	ILO1 ILO2 ILO3	Basic Text Chapter 6 Basic Text Chapter 7 Basic Text Chapter 8 Basic Text Chapter 10 Basic Text Chapter 12	In-person	

Week or Session	Topics or Themes	ILO	Readings	Delivery Mode	Activities
8	Issues affecting listed companies Corporate Disclosure Obligations Corporate Governance (self-learning)	ILO1 ILO2 ILO3	Basic Text Chapter 10 Basic Text Chapter 12	In-person	
9	Legal Aspects of Equity Finance Introduction to corporate finance Changes to capital Issue of shares Alteration of capital Maintenance of capital and exceptions Capital reduction Share buyback Dividends	ILO1 ILO2 ILO3	Basic Text Chapter 15 Basic Text Chapter 16	In-person	
10	Legal Aspects of Debt Finance Secured borrowing and company charges Receivership	ILO1 ILO2 ILO3	Basic Text Chapter 15 Basic Text Chapter 16 Basic Text Chapter 18	In-person	
11	Corporate Restructuring Private Workout Scheme of Arrangement – procedure and strategies	ILO1 ILO2 ILO3	Basic Text Chapter 18 Basic Text Chapter 20	In-person	

Week or Session	Topics or Themes	ILO	Readings	Delivery Mode	Activities
12	Corporate Insolvency Winding up procedure Avoidance provisions Priorities Course Review	ILO1 ILO2 ILO3	Basic Text Chapter 20	In-person	
13	Presentation	ILO1 ILO2 ILO3		In-person	

Learning and Teaching Approach

Approach	How does this approach support you in achieving the learning outcomes?
Seminar	<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> <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)</p>
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)

Assessment Structure

Assessment Components (includes both continuous and summative assessment)

No.	Component	ILO	Related PLO or Accreditation	Weightage	Team/Individual	Rubrics	Level of Understanding
1	Continuous Assessment (CA): Class Participation()	ILO1 ILO2 ILO3	Acquisition of knowledge; oral communication	20	Individual	Holistic	Relational
2	Continuous Assessment (CA): Presentation()	ILO1, ILO2, and ILO3	Acquisition of knowledge; oral communication	20	Individual	Holistic	Relational
3	Summative Assessment (EXAM): Final exam()	ILO1, ILO2, and ILO3	Acquisition Of Knowledge	60	Individual	Holistic	Relational

Description of Assessment Components (if applicable)

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.

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.

NTU Graduate Attributes/Competency Mapping

This course intends to develop the following graduate attributes and competencies (maximum 5 most relevant)

Attributes/Competency	Level
Communication	Intermediate
Decision Making	Intermediate
Problem Solving	Intermediate

Course Policy

Policy (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. On the use of technological tools (such as Generative AI tools), different courses / assignments have different intended learning outcomes. Students should refer to the specific assignment instructions on their use and requirements and/or consult your instructors on how you can use these tools to help your learning. Consult your instructor(s) if you need any clarification about the requirements of academic integrity in the course.

Policy (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.

Policy (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.

Policy (Others, if applicable)

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Last Updated By: Samtani Anil (Assoc Prof)