## Module 13: Company Law [Elective]

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| **Module title**  |
| Company Law [E] |
| **Module NFQ level** (only if an NFQ level can be demonstrated) | **Module number / reference** | **ECTS Value** | **Duration** |
| Level 7 | DLSP-COM | 5 ECTS | 8 weeks |
| **Parent programme(s).**  | **Stage of parent programme** | **Semester No.** |
| Diploma in Legal Studies and Practice | Award Stage | Block 4 |
| Certificate in Legal Studies | Award Stage | Block 4 |
| **Teaching and Learning modes** | **Proportion** (% of Total Directed Learning) |
| Classroom / Face to Face | 20% |
| Workplace | - |
| Online | - |
| Other (Identify) | 80% |
| **Entry requirements (statement of knowledge, skill and competence)** |
| Learners must comply with and meet programme entry requirements. |
| **Maximum number of learners per instance of the module** | 80 learners |
| **Average (over the duration of the module) of the contact hours per week**  | 4 hours |
| **Pre-requisite module title(s) (if any)** | n/a |
| **Co-requisite module title(s) (if any)** | n/a |
| **Is this a capstone module? (Yes or No)** | No |
| **Module-specific physical resources and support required** **per centre (or instance of the module)** |
| Lecture room with Wi-Fi access, digital recording facilities, Zoom access and digital projector. |
| **Specification of the qualifications (academic, pedagogical and professional/occupational) and experience required of staff working in this module.** (Staff includes workplace personnel who are responsible for learners such as apprentices, trainees and learners in clinical placements) |
| **Role e.g. Tutor, Mentor etc** | **Qualifications & experience required:**  | **# of Staff with this profile (WTEs)** |
| Lecturer | Lecturers expected to hold at minimum a Level 8 legal qualification, preferably with a professional legal qualification. It is an advantage to have completed the Certificate in Education, Learning and Development provided by Griffith College. Industry experience is beneficial but not a requirement. | 0.2 WTE |

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| **Analysis of required learning effort**  |
| **\*Effort while in contact with staff** | **Minimum ratio teacher / learner** | **Hours** |
|  Classroom and demonstrations | 1:80 | 21 |
| Mentoring and small-group teaching | - | - |
|  Other (specify) – workshop | - | - |
| **Independent Learning** |
|  Directed e-learning (hours) | - |
|  Independent Learning (hours) | 104 |
|  Other hours (specify) | - |
|  Work-based learning hours of learning effort  | - |
| **Total Effort (hours)** | 125 |

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| **Allocation of Marks** |
|  | **Continuous Assessment** | **Supervised Project** | **Proctored Practical Exam.** | **Proctored Written Exam** | **Total** |
| **Percentage Contribution** | 40% | - | - | 60% | **100%** |

### Modules Aims and Objectives

This module aims to provide learners with an overview of law related to the various forms of business, primarily Partnerships and Limited Liability Companies. It also aims to introduce learners to details of the law surrounding the formation, orderly life and winding up of a business. The means of assessment, that of practical case study and proctored written exam enables learners to apply company law to factual, real life scenarios.

### Minimum intended module learning outcomes

On successful completion of this module, learners are able to:

1. Distinguish between partnerships and limited liability companies.
2. Explain company formation and dissolution and the core concept of limited liability.
3. Define the duties of a company director and relate their role to factual situations.
4. Describe the processes involved in the winding up of a company and distinguish the roles of Receivers, Examiners and Liquidators in the corporate life cycle.
5. Distinguish the various forms of funding and creation of charges in the realm of corporate borrowing.

### Rationale for inclusion of the module in the programme and its contribution to the overall MIPLOs

Company Law provides learners with an overview of key concepts which pervade the area of company law. The module responds to the fact that many graduates go on to work in large commercial law firms which require a working knowledge of corporate governance, associated documentation and commercial litigation. In that context this module supports the achievement of MIPLO I.

The module requires learners, in both formative and summative assessments, to apply their legal knowledge to fact-specific problem-scenarios where they are tasked to provide advice to fictional clients. In particular, the assignment (worth 40% of the overall grade) requires learners to demonstrate knowledge from a range of topics covered on the course and support their arguments with reference to case law and relevant legislation. In that context this module supports the achievement of MIPLOs II and IV.

Formative classwork includes group discussion of exercises, fact-based problem scenarios and quizzes, aimed at increasing collaborative problem-solving. In that context this module supports the achievement of MIPLO VI.

By receiving feedback on all summative and formative assessments, learners are enabled to evaluate and reflect on their work, thereby facilitating improvement. In that context this module supports the achievement of MIPLO VII. The area of receivership, examinership and the failure of directors in their duties for example, are all areas which attract debate in class, which is facilitated with formative discussion as to the ramifications of same on shareholders. In that context this module supports the achievement of MIPLO VIII.

### Information provided to learners about the module

Learners enrolled on this module initially receive a copy of the module descriptor, assessment briefs and assessment strategy. These materials are given directly by the lecturer and also by the Programme Director as part of the Learner Handbook for award stage modules of the programme. All content is provided on Moodle as well as access to additional content through the library and online resources.

Online (via Moodle) learners are provided with video recording of each lecture, copy of PowerPoint slides, a module specific manual, extensive reading list, incorporating professional and academic and non-academic sources. Guest lectures will be introduced to ensure practical knowledge and real-life examples will keep the content relevant.

### Module content, organisation and structure

The following content informs this module:

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| **TOPIC**  | **DESCRIPTION** |
| **Forms of Business** **Organisation and Partnership Law****19% (4 hours)**  | Introduction to business law; types of business organisation. Formation of partnerships; partnership dealings with third parties; relations between partners *inter se*; dissolution of partnership. |
| **Formation of a** **Company and** **Corporate Borrowing****19% (4 hours)** | Incorporation and documentation; corporate personality and limited liability; article and memo of association. Fixed charges; floating charges; fixed charge over Book Debts; registration of charges and priorities; capital maintenance. |
| **Directors** **19% (4 hours)** | Directors’ duties; to whom are such duties owed; statutory duties; reckless and fraudulent trading; corporate enforcement; shareholder’s rights.  |
| **Winding up** **19% (4 hours)** | Distinguish between voluntary and involuntary liquidation; receivership; examinership.  |
| **Practice and Procedure** **19% (4 hours)** | 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.  |
| **Review and Revision Class****5% (1 hour)** | A review of the course, highlighting the most important areas in the legislation and case law.  |

### Module teaching and learning (including formative assessment) strategy

This module is delivered through a series of lectures. Learners engage with the module either in class; online via the online streaming option or via recorded lectures. On Moodle, virtual learning environment, the lecturer can interact with learners via the class discussion forum and upload relevant additional learning material e.g. legal articles, case law, study aids and relevant multimedia. The module comprises of 21 contact hours, being 20 lecture hours and one revision/exam preparation class. Formative assessment is provided in the form of interactive exercises such as tutorial style discussions, quizzes, directed class discussion topics and collaborative group work.

### Work-based learning and practice-placement

There is no work-based learning or practical placement in the module.

### E-learning

Griffith College uses Moodle, a virtual learning environment, to support its delivery of e-learning activities in the form of peer-to-peer support based around activities where learners give and receive feedback, forums where learners must contribute, formative quizzes and video links.

### Module physical resource requirements

Requirements are for a fully equipped classroom. The classroom has Wi-Fi access and is equipped with a PC with Zoom and Microsoft Office. In addition the classroom has digital recording facilities and digital projector. No other software is required for this module. The College library has a dedicated law section and also online legal research tools including Justice One, Westlaw, Hein Online.

### Reading lists and other information resources

**Primary reading**

Courtney, The Law of Companies 4th Edition (2016, Dublin; Butterworths)

Keane, *Company Law* 5th Edition (2016, Dublin; Tottel)

**Secondary reading**

Callanan, *An Introduction to Irish Company Law* 4th Edition (2015, Dublin; Gill & Macmillan)

Courtney (ed), Bloomsbury *Professional's Guide to the Companies Act 2014* (2015, Dublin, Bloomsbury Professional)

Forde and Kennedy, *Company Law* 5th Edition (2017, Dublin; Round Hall)

McConville, *Company Law* Nutshells *(This is a nutshells text and should only be used if you want to initially get to grips with an area)*

Thullier, *Company Law in Ireland*, Second Edition (2015, Dublin, Clarus Press)

### Specifications for module staffing requirements

Lecturers expected to hold at minimum a Level 8 legal qualification, preferably with a professional legal qualification. It is an advantage to have completed the Certificate in Education, Learning and Development provided by Griffith College. Industry experience is beneficial but not a requirement.

### Module summative assessment strategy

The assignment in this module is a problem-based case study, which enables learners to apply the theoretical underpinnings of the subject in a practical context. The exam includes a mix of problem and essay style questions to assess learners’ legal writing and research skills in different contexts. The following table indicates the module’s learning outcomes’ alignment with the assessment used for the module:

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| No. | Description | MIMLOs | Weighting |
| 1 | Case Study | (i) (ii) (iii) | 40% |
| 2 | Examination | (i)(ii)(iii)(iv)(v) | 60% |

**Reassessment/Repeat assessment strategy**: Griffith College regulations state that learners must pass all component elements of the module to be deemed to have passed the module.

* In the event of a learner failing components of / this module, they will be required to submit a new individual repeat assignment which will be made available on Moodle to learners, and which must be submitted as per faculty instructions.
* In the event of a learner failing the group assessment element of this module, a new individual repeat assignment will be made available on Moodle to learners which must be submitted as per faculty instructions.
* In the event of the learner failing the exam, learners will take the re-sit exam at the next available sitting, details of which will be made available to learners via Moodle.

### Sample assessment materials

Please see sample assessment supplementary document.