

LAWS 2002 – BUSINESS ASSOCIATIONS

Section 3: January 2019 to April 2019

Instructor **Robert L. Miedema**

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Class Times and Location

Times: Monday, 9:30 am - 11:20 am

Wednesday, 4:30 pm – 6:20 pm

Place: Weldon Law Building, Room 207

Course Description

This course provides an introduction to the law governing the conduct of business in the corporate form. The course deals with the following topics: the choice of form of business enterprise; the legal effect of incorporation; disregarding the corporate entity; the different systems of incorporation; the corporate constitution; contracts between corporations and outsiders; the control and management of the corporation, especially the relationship among promoters, directors, executive committees, officers and shareholders; the raising and maintenance of a corporation's capital; the liability of directors and officers and remedies available to shareholders. An introduction to the principles of partnership will also be included. The course is taught by discussion of selected cases, statutes and other materials which students are expected to read carefully in advance of class.

CREDIT HOURS: 4

Readings

You will need to access D. Russell, S. Bradley and M. Deturbide, eds., *Cases and Materials on Business Associations Law*, 2017 edition (the “**Casebook**”), available electronically on the course website. You will also need to obtain statutory supplements, as follows:

- *Consolidated Canada Business Corporations Act and Regulations 2018*, 38th Edition, Toronto: Carswell, 2018; and
- R. Miedema & S. Bradley, *Nova Scotia Companies Act and Commentary*, 2018/2019 Edition, Toronto: LexisNexis.

Both supplements will be available for purchase at the University bookstore. You may use the 2010, 2012, 2014 or 2016 edition of the NSCA supplement. You may also use older versions of the CBCA supplement, but not older than the 2007 edition (note, if you are interested in language relevant to practice in Quebec, you should use an edition not older than the 2013 edition).

You might also find the following publications helpful:

- Bruce Welling, Lionel Smith & Leonard I. Rotman, *Canadian Corporate Law: Cases, Notes & Materials*, 4th ed. (Markham, Ontario: LexisNexis Canada Inc., 2010); and

- Poonam Puri et al., *Cases, Materials and Notes on Partnerships and Canadian Business Corporations*, 6th ed. (Toronto: ThomsonCarswell, 2016).

The materials in the Welling and Puri publications overlap substantially with the content of the case books for the course. However, there are differences in editorial notes that might be helpful reference materials for some students. These publications are not mandatory for this course.

Course Website

Some of the materials required for this course, including the Casebook, are available on-line through Dalhousie's online course management software (often referred to as BrightSpace). If you have any questions regarding the on-line Casebook please contact Geordie Lounsbury in the Information Media Center.

Evaluation

Students enrolled in this class will be evaluated by one final closed-book examination worth 100% of their course grade. The examination will be 3 hours in length (plus 30 minutes of reading time) and is scheduled to take place on Monday, April 15, 2019 at 9:30 am. Although this will be a closed-book examination, students will be permitted to bring their copies of the two statutory supplements into the examination. Highlighting and reasonable notation within those supplements will be tolerated, but extensive annotation is not permitted. A list of case names will be provided with the examination for further reference.

Student Requests for Accommodation

Requests for special accommodation for reasons such as illness, injury or family emergency will require an application to the Law School Studies Committee. Such requests (for example, for assignment extensions) must be made to Associate Dean, Academic Michael Deturbide or the Director of Student Services and Engagement Dana-Lyn Mackenzie as soon as possible, before a scheduled exam or a deadline for an assignment, and will generally require documentation. Retroactive accommodation will not be provided. Please note that individual professors cannot entertain accommodation requests.

Students may request accommodation for either classroom participation or the writing of tests and exams due to barriers related to disability, religious obligation, or any characteristic under the Nova Scotia Human Rights Act. Students who require such accommodation must make their request to the Advising and Access Services Center (AASC) at the outset of the regular academic year. Please visit www.dal.ca/access for more information and to obtain the Request for Accommodation – Form A. Students may also contact the Advising and Access Services Centre directly at (902) 494-2836.

Plagiarism

All students must read the University policies on plagiarism and academic honesty <http://academicintegrity.dal.ca/> and the Law School policy on plagiarism <http://www.dal.ca/faculty/law/current-students/jd-students/academic-regulations.html>. Any paper or assignment submitted by a student at the Schulich School of Law may be checked for originality to confirm that the student has not plagiarized from other sources. Plagiarism is considered a serious academic offence which may lead to loss of credit, suspension or expulsion from the law school, or even revocation of a degree. It is essential that there be correct attribution

of authorities from which facts and opinions have been derived. Prior to submitting any paper or other assignment, students should read and familiarize themselves with the policies referred to above and should consult with the instructor if they have any questions. Ignorance of the policies on plagiarism will not excuse any violation of those policies.

Contacting the Instructor

I do not have an office on campus, so I will not hold formal office hours. However, I will make myself available to students via phone and e-mail and I will be flexible to arrange face-to-face meetings on or off campus as requested by students. It is almost always convenient for me to meet students on campus before or after class. My office is at BOYNECLARKE LLP, Suite 600, 99 Wyse Road in Dartmouth (just off the bridge, by the bus terminal), and you can reach me during business hours by e-mail at rmiedema@boyneclarke.ca or by phone at 902-460-3409.

Winter Term Academic Dates to Keep In Mind

Monday, January 7, 2019	First day of classes
Friday, January 18, 2019	Last day to add or drop winter term classes
Friday, February 1, 2019	University Closed – Munro Day
Monday, February 18, 2019	University Closed – NS Heritage Day
February 18 – 22, 2019	Winter Study Break, No Classes
Monday, April 8, 2019	Last day of classes
Wednesday, April 10, 2019	Exam period begins
Friday, April 19, 2019	Good Friday, University Closed
Friday, April 26, 2019	Exam period ends

Course Outline

The following table outlines the plan for topics and material to be covered in each class. Students are expected to review the material to be covered in preparation for each class. **However, this is a tentative plan only. I may revise this plan, in whole or in part, as the term progresses.** If I make revisions, I will inform students in class of any such revisions. If a student must be absent from class, it is that student's responsibility to determine if any changes to the schedule have been announced. Classes will primarily follow a lecture format, although students are encouraged to participate and ask questions.

Class	Date	Scheduled Topic & Assigned Readings
<p>A. NON-CORPORATE FORMS OF BUSINESS ENTERPRISE</p> <p>Associated Legislation:</p> <ul style="list-style-type: none"> • <i>Partnerships and Business Names Registration Act (NS)</i> • <i>Partnership Act (NS)</i> • <i>Limited Partnerships Act (NS)</i> 		
1	Jan. 7	<p>Introduction to Course & Sole Proprietorships</p> <p>Required Reading:</p> <ul style="list-style-type: none"> • Casebook, Ch. 1, pages 1 – 7 & 88
2	Jan. 9	<p>General Partnerships & Limited Liability Partnerships</p> <p>Required Reading:</p> <ul style="list-style-type: none"> • Casebook, Ch. 1, pages 7 – 26, 35 – 36 & 88 – 89
3	Jan. 14	<p>Limited Partnerships, Joint Ventures & Income Trusts</p> <p>Required Reading:</p> <ul style="list-style-type: none"> • Casebook, Ch. 1, pages 27 – 35 & 36 – 60 & 85 – 87 & 89 – 91
<p>B. EFFECTS OF INCORPORATION</p> <p>Associated Legislation:</p> <ul style="list-style-type: none"> • <i>Nova Scotia Companies Act, Part II</i> • <i>Canada Business Corporations Act, Part III</i> 		
4	Jan. 16	<p>Introduction to the Corporation</p> <p>Required Reading:</p> <ul style="list-style-type: none"> • Casebook, Ch. 1, pages 62 – 84 • Casebook, Ch. 2, pages 1 – 14 • Miedema & Bradley Supplement, pages 1 - 15
5	Jan. 21	<p>Disregarding the Corporate Entity</p> <p>Required Reading:</p> <ul style="list-style-type: none"> • Casebook, Ch. 2, pages 15 – 50
6	Jan. 23	<p>Disregarding the Corporate Entity and Tort Liability of Corporations</p> <p>Required Reading:</p> <ul style="list-style-type: none"> • Casebook, Ch. 2, pages 50 – 80

Class	Date	Scheduled Topic & Assigned Readings
7	Jan. 28	Criminal Liability of Corporations Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 2, pages 80 – 93
C. CONTRACTING WITH A CORPORATION Associated Legislation: <ul style="list-style-type: none"> • <i>Nova Scotia Companies Act</i>, ss. 10, 19, 26, 30, 31, 101 – 104 and Table A, ss. 2, 3 & 148 • <i>Canada Business Corporations Act</i>, ss. 6, 14 – 18, 176 & 247 		
8	Jan. 30	Pre-Incorporation Expenses and Purported Agreements Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 4, pages 1 – 36
9	Feb. 4	Post-Incorporation Contracts Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 4, pages 37 – 50 • Miedema & Bradley Supplement, pages 33 – 35
D. CORPORATE FINANCE Associated Legislation: <ul style="list-style-type: none"> • <i>Nova Scotia Companies Act</i>, Part III and Table A, ss. 1 - 70 & 157 - 192 • <i>Canada Business Corporations Act</i>, Parts V and XIV 		
10	Feb. 6	Financial Statements & Capital Structures Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 3, pages 1 – 3, 8 – 25 • Miedema & Bradley Supplement, pages 27 – 32 and 35 – 51
11	Feb. 11	Shares Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 3, pages 25 – 39
12	Feb. 13	Shares & Debt Financing Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 3, pages 4 – 7 & 40 – 43

Class	Date	Scheduled Topic & Assigned Readings
<i>WINTER STUDY BREAK (incl. NS Heritage Day)</i> <i>No Class on Feb. 18 or Feb. 20</i>		
13	Feb. 25	Make-Up / Review Class <ol style="list-style-type: none"> 1. Make up class for any cancellations / snow days 2. Catch up if behind on previous classes 3. Review and discussion of material from prior classes
E. CLOSELY HELD COMPANIES Associated Legislation: <ul style="list-style-type: none"> • <i>Nova Scotia Companies Act</i>, Third Schedule, ss. 2, 12 • <i>Canada Business Corporations Act</i>, ss. 6, 49, 173 & 189 		
14	Feb. 27	Closely Held Companies Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 5
F. CONTROL AND MANAGEMENT OF A CORPORATION Associated Legislation: <ul style="list-style-type: none"> • <i>Nova Scotia Companies Act</i>, Part IV • <i>Canada Business Corporations Act</i>, Parts X, XII and XIII 		
15	Mar. 4	The Board of Directors Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 6, pages 1 – 24
16	Mar. 6	Shareholder Controls Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 6, pages 25 – 67 • Miedema & Bradley Supplement, pages 52 – 68
17	Mar. 11	Duties of Directors and Officers Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 7, pages 1 – 55

Class	Date	Scheduled Topic & Assigned Readings
18	Mar. 13	Conflicts of Interest Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 7, pages 55 – 87
19	Mar. 18	Conflicts of Interest, continued <i>Guest Lecture by Professor M. Deturbide</i> Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 7, pages 88 – 133
G. SHAREHOLDERS' REMEDIES		
Associated Legislation: <ul style="list-style-type: none"> • <i>Nova Scotia Companies Act</i>, Third Schedule • <i>Canada Business Corporations Act</i>, Part XX 		
20	Mar. 20	Shareholders' Remedies, Part I <i>Guest Lecture by Professor M. Deturbide</i> Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 8, pages 1 – 47
21	Mar. 25	Shareholders' Remedies, Part II Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 8, pages 47 – 92
22	Mar. 27	Shareholders' Remedies, Part III Required Reading: <ul style="list-style-type: none"> • Casebook, Ch. 8, pages 92 – 134
H. REVIEW AND EXAMINATION		
23	Apr. 1	Make-Up / Review Class <ol style="list-style-type: none"> 1. Make up class for any cancellations / snow days 2. Catch up if behind on previous classes 3. Exam Review
24	Apr. 3	Make-Up / Review Class <ol style="list-style-type: none"> 1. Make up class for any cancellations / snow days 2. Catch up if behind on previous classes 3. Exam Review

Class	Date	Scheduled Topic & Assigned Readings
25	Apr. 8	Make-Up / Review Class <ol style="list-style-type: none">1. Make up class for any cancellations / snow days2. Catch up if behind on previous classes3. Exam Review
	Apr. 15	Final Examination

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