

## 730-821 Corporate Governance & Directors' Duties

<b>Credit Points:</b>	12.500
<b>Level:</b>	Graduate/Postgraduate
<b>Dates &amp; Locations:</b>	2008, This subject commences in the following study period/s: Semester 2, - Taught on campus.
<b>Time Commitment:</b>	Contact Hours: 24 - 26 contact hours per subject. Total Time Commitment: The time commitment for this subject depends on the candidate's background and experience.
<b>Prerequisites:</b>	N.A.
<b>Corequisites:</b>	N.A.
<b>Recommended Background Knowledge:</b>	None
<b>Non Allowed Subjects:</b>	None
<b>Core Participation Requirements:</b>	N.A.
<b>Coordinator:</b>	Prof Ian Ramsay
<b>Subject Overview:</b>	<p><b>Objectives:</b></p> <p>A candidate who has successfully completed the subject should have:</p> <ul style="list-style-type: none"> <li># Knowledge of the law relating to corporate governance, including the rights, powers and duties of directors and other officers</li> <li># Knowledge of legal and self-regulation of corporate governance</li> <li># An awareness of law-and-economics perspective</li> <li># A knowledge of current reform proposals</li> <li># An awareness of the main international developments.</li> </ul> <p><b>Syllabus:</b></p> <p>Principal topics will include:</p> <ul style="list-style-type: none"> <li># The concept of corporate governance</li> <li># Overview of the current framework of corporate governance and the role, duties and powers of directors, other officers and shareholders</li> <li># To whom do directors owe their duties?</li> <li># A specific examination of major duties of directors and recommendations for reform</li> <li># Duties of good faith, care and diligence</li> <li># Delegation and reliance Duty to avoid conflict of interest</li> <li># Corporate opportunities, related party transactions and insider trading</li> <li># Role of ASIC</li> <li># Disqualification from managing corporations</li> <li># Power of the general meeting to ratify breaches</li> <li># Role and power of the court to forgive breaches</li> <li># Role of shareholders including institutional investors</li> <li># Preventing insolvent trading</li> <li># Role of Corporate Practices and Conduct, IFSA Guidelines and ASX Principles of Good Corporate Governance and Best Practice Recommendations</li> <li># Role of the Australian Securities Exchange and the Corporate Governance Council.</li> </ul>
<b>Assessment:</b>	Research paper 10,000 words (100%) (1 December) (topic approved by the subject coordinator)

<b>Prescribed Texts:</b>	Core subject materials will be provided free of charge to all students. Some subjects require further texts to be purchased. Please visit the subject homepage on the Melbourne Law Masters website by following the link at the bottom of this subject entry.
<b>Breadth Options:</b>	This subject is not available as a breadth subject.
<b>Fees Information:</b>	Subject EFTSL, Level, Discipline & Census Date, <a href="http://enrolment.unimelb.edu.au/fees">http://enrolment.unimelb.edu.au/fees</a>
<b>Generic Skills:</b>	Please see the Subject Objectives for this information.
<b>Links to further information:</b>	For the latest information on this subject, please visit: <a href="http://www.masters.law.unimelb.edu.au/subject/730821">http://www.masters.law.unimelb.edu.au/subject/730821</a>