

LAWS70190 Corporate Governance & Directors' Duties

Credit Points:	12.50
Level:	7 (Graduate/Postgraduate)
Dates & Locations:	This subject is not offered in 2014.
Time Commitment:	Contact Hours: The total class time is between 24 and 26 hours. Total Time Commitment: Not available
Prerequisites:	None
Corequisites:	None
Recommended Background Knowledge:	Applicants without legal qualifications should note that subjects are offered in the discipline of law at an advanced graduate level. While every effort will be made to meet the needs of students trained in other fields, concessions will not be made in the general level of instruction or assessment. Most subjects assume the knowledge usually acquired in a degree in law (LLB, JD or equivalent). Applicants should note that admission to some subjects in the Melbourne Law Masters will be dependent upon the individual applicant's educational background and professional experience.
Non Allowed Subjects:	None
Core Participation Requirements:	The Melbourne Law Masters welcomes applications from students with disabilities. The inherent academic requirements for study in the Melbourne Law Masters are: The ability to attend a minimum of 75% of classes and actively engage in the analysis and critique of complex materials and debate; The ability to read, analyse and comprehend complex written legal materials and complex interdisciplinary materials; The ability to clearly and independently communicate in writing a knowledge and application of legal principles and interdisciplinary materials and to critically evaluate these; The ability to clearly and independently communicate orally a knowledge and application of legal principles and interdisciplinary materials and critically evaluate these; The ability to work independently and as a part of a group; The ability to present orally and in writing legal analysis to a professional standard. Students who feel their disability will inhibit them from meeting these inherent academic requirements are encouraged to contact the Disability Liaison Unit: www.services.unimelb.edu.au/disability/
Contact:	For more information, contact the Melbourne Law Masters office. Email: law-masters@unimelb.edu.au (mailto:law-masters@unimelb.edu.au) Phone: +61 3 8344 6190 Website: www.law.unimelb.edu.au/masters (http://www.law.unimelb.edu.au/masters)
Subject Overview:	<p>Corporate governance is of national and international importance. This subject has a strong focus on the law relating to corporate governance, particularly the duties and responsibilities of company directors and other officers. The director has been described in one court judgment as 'an essential component of corporate governance' who is 'placed at the apex of the structure of direction and management of a company'. The lecturer has published a number of works on corporate governance, including <i>International Corporate Governance after Sarbanes-Oxley</i>.</p> <p>Principal topics will include:</p> <ul style="list-style-type: none"> # The concept of corporate governance # Overview of the current framework of corporate governance and the duties of directors and other officers # Who is subject to duties? # To whom are duties owed? # Duties to act with care and diligence, in the best interests of the company, and for a proper purpose # Duty to avoid conflicts of interest # Corporate opportunities and related party transactions # Role of the Australian Securities and Investments Commission (ASIC) in enforcing directors' duties # Role of shareholders, including institutional investors

	<ul style="list-style-type: none"> # Preventing insolvent trading # Role of industry corporate governance guidelines and the Australian Securities Exchange (ASX) Corporate Governance Principles and Recommendations.
Learning Outcomes:	<p>A student who has successfully completed this subject should have:</p> <ul style="list-style-type: none"> # Knowledge of the law relating to corporate governance, including the rights, powers and duties of directors and other officers # Knowledge of legal and self-regulation of corporate governance # An awareness of the law-and-economics perspective # A knowledge of current reform proposals # An awareness of the main international developments.
Assessment:	10,000 word research paper (100%) (17 September) on a topic approved by the subject coordinator
Prescribed Texts:	Core subject materials will be provided free of charge to all students. Some subjects require further texts to be purchased. Details regarding any prescribed texts will be provided prior to the commencement of the subject.
Breadth Options:	This subject is not available as a breadth subject.
Fees Information:	Subject EFTSL, Level, Discipline & Census Date, http://enrolment.unimelb.edu.au/fees
Links to further information:	www.law.unimelb.edu.au/subject/LAWS70190/2014