

LAWS70190 Corporate Governance & Directors' Duties

Credit Points:	12.5
Level:	7 (Graduate/Postgraduate)
Dates & Locations:	2016, Parkville This subject commences in the following study period/s: February, Parkville - Taught on campus. This subject has a quota of 30 students. Please refer to the Melbourne Law Masters website for further information about the management of subject quotas and waitlists.
Time Commitment:	Contact Hours: 24-26 hours Total Time Commitment: 136-150 hours The pre-teaching period commences four weeks before the subject commencement date. From this time, students are expected to access and review the Reading Guide that will be available from the LMS subject page and the subject materials provided by the subject coordinator, which will be available from Melbourne Law School. Refer to the Reading Guide for confirmation of which resources need to be read and what other preparation is required before the teaching period commences.
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 Student Equity and Disability Support.
Contact:	Lecturers <u>Dr Rosemary Langford</u> (http://www.law.unimelb.edu.au/staff/Rosemary%20Langford) (Coordinator) 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:	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 is the author of numerous publications on directors' duties, including <i>Directors' Duties: Principles and Application</i> (Federation Press, 2014), and edits the directors' duties section of the <i>Companies and Securities Law Journal</i> . Principal topics include: # The concept of corporate governance

	<ul style="list-style-type: none"> # 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 # 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 will:</p> <ul style="list-style-type: none"> # Have an advanced and integrated understanding of the legal rules relating to corporate governance and directors' duties, including recent developments in this field of law and practice # Be able to critically examine, analyse, interpret and assess the effectiveness of these legal rules # Be an engaged participant in debate regarding emerging and contemporary issues in the field # Have a sophisticated appreciation of the factors and processes driving parliamentary revision of the legal framework # Have the cognitive and technical skills to generate critical and creative ideas relating corporate governance and directors' duties and to critically evaluate existing legal theories, principles and concepts # Have the cognitive and technical skills to independently examine, research and analyse existing and emerging legal issues relating to corporate governance and directors' duties # Have the communication skills to clearly articulate and convey complex information regarding corporate governance and directors' duties to relevant specialist and non-specialist audiences # Be able demonstrate autonomy, expert judgment and responsibility as a practitioner and learner in the field of corporate governance and directors' duties.
Assessment:	10,000 word research paper (100%) (18 May) on a topic approved by the subject coordinator A minimum of 75% attendance is a hurdle requirement.
Prescribed Texts:	Specialist printed materials will be made available free of charge from the Melbourne Law School prior to the pre-teaching period.
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/LAWS70190/2016
Related Course(s):	<p>Graduate Diploma in Corporations and Securities Law Graduate Diploma in Legal Studies Master of Commercial Law Master of Employment and Labour Relations Law Master of Laws</p>