

BUSI 2621 BUSINESS AND COMMERCIAL LAW(3 credit hours)

Elmira College

SPRING 2025

Required Text:

Louise Gullifer; Jennifer Payne(2011). *Corporate Finance Law*(1st ed.). Hart Publishing.

Supplemental readings might be included to illustrate or expand on textbook readings.

Pre-requisites: BUSI 1900 Introduction to Business Law

Course Description

This comprehensive course is designed to equip students with a robust understanding of the intricate legal principles governing corporations and corporate finance within legal landscape. The primary focus is on the regulatory environment that shapes corporate activities and financial markets. Participants will delve into the dynamic world of business entities, exploring key legal obligations and ramifications throughout the entire lifecycle of a company.

Course Objectives and Goals

- Explore the foundational legal frameworks surrounding the establishment and registration of companies;
- Understand the legal structures and compliance requirements essential for the formation of a company;
- Analyze the legal obligations related to decision-making, accountability, and ethical considerations in corporate management;
- Gain insights into the legal dimensions of corporate finance, encompassing capital raising, financial transactions, and regulatory compliance.

Evaluation of Performance

Your grade will be based upon your performance on exams, assignments, and participation.

3 Exercises	30%
2 Group Projects	20%
Midterm Exam	25%
Final Exam	25%
Total	100%

Grades will be assigned as follows:

A 93% and above	B- 80 - 82%	D+ 67 - 69%
A- 90 - 92%	C+ 77 - 79%	D 63 - 66%
B+ 87 - 89%	C 73 - 76%	D- 60 - 62%
B 83 - 86%	C- 70 - 72%	F 59% or below

Withdrawal Policy: Please see Elmira College Bulletin for information on this policy.

Academic Honesty: Please read the section on Academic Honesty in the [Code of Conduct](#). Briefly, academic dishonesty includes: cheating, fabrication, facilitating academic dishonesty, and plagiarism. Ask if you have any questions on whether something constitutes as academic dishonesty. All work must be original and new. Past assignments from current or other courses will not be accepted. Academic dishonesty will not be tolerated. It will result in zero on the assignment, and a report will be filed with the school. Continued practice will result in failure of the class. Institutional penalties may also apply with repeated acts of academic honesty.

Student Responsibility:

- It is your responsibility to keep track of assignments and due dates.
- You should ask questions concerning assignments and lectures, if you need any clarifications.
- If you are struggling in class, have concerns, and/or unsure about expectations, please stop by during office hours or make an appointment for another time.

Tentative Schedule of Topics

<u>Topic</u>	<u>Materials</u>	<u>Tasks & Evaluations</u>
The Context of Corporate Law	Chapter 1	
Securities and Investments Commission: Role and Powers	Chapter 2	
Business Structures	Chapter 3	Exercise 1
Partnerships and Associations	Chapter 4	
Incorporation and its Effects	Chapter 5	
Internal Governance: Constitution and Replaceable Rules	Chapter 6	Group Project 1
Corporate Liability: Tort, Crime and Contract	Chapter 7	
Corporate Fundraising	Chapter 8	
Debt Finance	Chapter 9	
Debt Securities Versus Equity	Chapter 10	Midterm Exam
The Relationship between Equity and Debt	Chapter 11	
Share Capital and Transactions Affecting Share Capital	Chapter 12	
Corporate Governance	Chapter 13	Exercise 2
Directors and Officers: Corporate Governance During Times of Financial Distress	Chapter 14	
Accounts, Auditors and Dividends	Chapter 15	
The Function of the Legal Capital Rules	Chapter 16	Exercise 3
Creditor Protection: Contractual	Chapter 17	
Ongoing Regulation of the Capital Markets	Chapter 18	Group Project 2
Schemes of Arrangement	Chapter 19	
Private Equity	Chapter 20	Final Exam