

## ABSL310 - Business Law II

Course Title	Business Law II				
Course Code	ABSL310				
Course Type	Elective				
Level	BA (Level 1)				
Year / Semester	4 <sup>th</sup> year/Fall				
Teacher's Name	Ms Athina Sophocleous (PhD Cand.)				
ECTS	6	Lectures / week	3	Laboratories/week	
Course Purpose	<p>The course builds on the principles of the previous module ABSL 210.</p> <p>The course places special emphasis on the aspects of: company law including the administration and regulation of companies; partnership law; employment law and insolvency law.</p> <p>It also briefly examines the area concerning the capital and financing of companies that is covered fully in other non-law modules and, provides an outline to the area of corporate fraudulent and criminal behaviour.</p>				
Learning Outcomes	<p>By the end of the course, the students should be able to:</p> <ol style="list-style-type: none"> <li>1. Apply their knowledge in business law within specific transactions and cases.</li> <li>2. Compare and contrast the characteristics (i.e. structure, liability, management and formation) between various types of entities (e.g. companies and partnerships).</li> <li>3. Assess business issues that may arise such as ultra vires transactions and pre-incorporation contracts and advise whether they invalidate business transactions.</li> <li>4. Analyse the role of directors and their duties towards the company. Explain the types of company meetings and resolutions. Explain the duties and powers of the company secretary. Explain the duties and powers of auditors and recognise the procedure concerning: appointment, removal and resignation of auditors.</li> <li>5. Recognise the main principles of employment law, its importance in the context of businesses and the main terms of an employment contract. Explain notions of vicarious liability and discrimination at the workplace</li> <li>6. Define the term "Intellectual Property" (IP). Recognise various forms of IP like: trade – marks and patents. Analyse why IP adds value to a</li> </ol>				

	<p>business. Outline the procedure on how to protect a piece of IP in: Cyprus, Europe and globally.</p> <p>7. Analyze the legal liability of parties in business transactions and to demonstrate the capacity for legal analysis, research and problem - solving skills within the context of Business Law.</p> <p>8. Develop a critical understanding of the law so as to be able to apply the legal principles (and case law) to various practical situations and to produce written advice.</p> <p>9. Briefly recognise the different types of capital and financing sources of companies.</p> <p>10. Briefly outline the nature and control of corporate fraudulent and criminal behaviour concerning: money laundering; bribery and, fraudulent trading amongst others.</p>		
Prerequisites	ABSL 210	Co-requisites	None
Course Content	<p><b>Introduction to Company Law:</b> The effect of separate legal personality, distinguishing between different types of companies (private/public company and between companies limited by shares/by guarantee) and from other forms of businesses, such as partnerships.</p> <p><b>Company law and Partnership Law:</b> Structure, formation and management. Incorporation of a company, analysis of the constitutional documents of a company (Memorandum and Articles of Association). Analysis of issues such as <i>Ultra Vires</i> and pre-incorporation contracts. Directors' role and duties (namely fiduciary duties). Recognise the different type of meetings and resolutions of the company and the procedures associated to them. Explain the duties and powers of the company secretary. Explain the duties and powers of auditors and recognise the procedure concerning: appointment, removal and resignation of auditors. Recognise the different types of partners and partnerships. Analyse the liability of partners for partnership debts.</p> <p><b>Employment Law:</b> contracts of services as opposed to contracts of employment, terms of a contract of employment, termination, redundancy, health and safety at work, vicarious liability and discrimination at work.</p> <p><b>Intellectual Property Law:</b> Copyright (definition and protection), Trade Marks (how these add value to a business, how to protect these in Cyprus, EU and abroad), Patents and Designs (the difference of what can be patented or protected as a design and what items cannot).</p> <p><b>Capital and financing of companies:</b> Types of capital and their characteristics. Define loan capital and distinguish against share capital. Distinguish between fixed and floating charges.</p> <p><b>Corporate fraudulent and criminal behaviour:</b> Analyse the nature and control of corporate fraudulent and criminal behaviour concerning: money laundering; bribery, insider trading, market manipulation and, fraudulent trading.</p>		
Teaching Methodology	The taught part course is delivered to the students by means of lecturers, conducted with the help of computer presentations and the use of the board.		

	Lecture notes and other course material (such as case study questions and answers) are available to students through the web.
Bibliography	<p><u>(a) Textbooks:</u></p> <ul style="list-style-type: none"> <li>• Kammiti, Ili A., Michaelides Charalambos and Marios S. Karapatakis (2016). Cyprus Corporate and Business Law, Fifth Edition, ISBN: 978-9963-9558-0-0.</li> </ul> <p><u>(b) References:</u></p> <ul style="list-style-type: none"> <li>• Riches, Sarah and Vida Allen (2013). Keenan and Richs Business law, 11th edition, Pearson.</li> <li>• Robert Merkin QC and Séverine Saintier (2019). Poole's Textbook on Contract Law, 14th edition, OUP Oxford.</li> <li>• Worthington, Sarah (2016) Sealy and Worthington's Cases and Materials in Company Law, 11<sup>th</sup> Edition, OUP Oxford.</li> </ul>
Assessment	<p><u>(a) Methods:</u> Students will be assessed with two midterm tests and one final exam.</p> <p><u>(b) Criteria:</u> Assessment criteria are available in each written midterm or in the final exam</p> <p><u>(c) Weights:</u></p> <ul style="list-style-type: none"> <li>• Mid-term test 1      20%</li> <li>• Mid-term test 2      20%</li> <li>• Final Exam            60%</li> </ul>
Language	English language