

NATIONAL UNIVERSITY OF SINGAPORE
NUS Business School

ACC3702 Corporate & Securities Law

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Session: Semester 2, 2024/25

Aim

The primary aim of this course is to develop an appreciation and understanding of the legal framework for companies. It covers the entire life-span of a company from its formation to its dissolution. It delves into the legal obligations and implications in operating a company from an insider's perspective of shareholders and directors, as well as from an outsider's perspective of creditors. A secondary objective is to introduce pertinent provisions of securities legislation

Learning Outcomes

- Analyse provisions of the Companies Act and securities legislation to form and manage companies effectively.
- Apply legal principles under the Companies Act and securities legislation to ensure that directors act honestly and diligently in the discharge of their duties.
- Anticipate issues arising when a company seeks financing and apply legal concepts to deal with them effectively.
- Visualise restructuring options within the framework of the Companies Act and the Insolvency, Restructuring and Dissolution Act when a company is insolvent.
- Initiate appropriate actions during the liquidation of a company to ensure a fair distribution of assets.

Course Pre-requisites

No accounting or financial background is necessary, but students must have taken a course on business law such as BSP1702 Legal Environment of Business.

Course Outline

- 1. Introduction to Company Law**
 - a. The state and development of Company Law in Singapore
 - b. Current reforms in Company Law
 - c. Basic concepts and types of companies

- 2. Process of Incorporation**
 - a. Registration documents
 - b. Reservation of names

- 3. The Company as a Legal Entity**
 - a. The importance of separate legal entity
 - b. Lifting the corporate veil
 - c. Pre-incorporation contracts

- 4. Administration of the Company**
 - a. Formation of a company
 - b. The nature and effects of the Constitution of a Company
 - c. Members' rights and responsibilities
 - d. Proceedings at meetings

- 5. Directors' Duties and Responsibilities**
 - a. Fiduciary Duties of Directors
 - b. Directors' Negligence
 - c. Directors' other statutory responsibilities
 - d. Insider Trading, civil penalty, civil liability and criminal liability

- 6. Share Capital Structure, Maintenance of Capital, Accounts and Audit**
 - a. Nature of Shares
 - b. Class Rights
 - c. Maintenance of capital
 - d. Capital Reduction
 - e. Accounts and audit

- 7. Protection of Creditors' Security Interests**
 - a. Rights and protection of creditors
 - b. Types of security interests
 - c. Fixed and floating charges
 - d. Priority between charges

- 8. Corporate Rescue, Methods of Dissolution**
 - a. Schemes of arrangement
 - b. Judicial management
 - c. Types of winding up
 - d. Distribution of assets
 - e. Avoidance Proceedings

Assessment Methods

Individual Class participation and Discussion Forum participation 20%

- Class attendance is a pre-requisite for individual class participation. Students are expected to contribute to discussions at seminars and will be evaluated on the quality of their contributions.

- A Discussion Forum on the course will be set up. Students are encouraged to use this Forum to seek clarification on legal concepts as well as to answer questions posted by fellow classmates. Marks will be given for good quality answers which provide the clarification sought by fellow classmates. Marks will also be given for thought-provoking questions provided the student who poses such a question makes a reasonable attempt to answer that question.
- It is important to note that each student's overall participation will be monitored on a regular basis.

Group Presentation 30%

- The class will be divided into smaller groups of students. Each group will be responsible for presenting the answers to questions given out at the end of every topic.
- There will be an optional peer review on each group member's contribution to the presentation.

Final Examination 50% (Open Book)

- This is an open-book examination. Details will be announced in class subsequently during the course. There will be no choice and all questions need to be answered.

Reading List (Reference Texts)

Singapore Business Law, 9th Edition, 2021. CommAsia Resources Pte Ltd

Walter Woon on Company Law, Revised 3rd Edition. Thomson – Sweet & Maxwell Asia.

Academic Honesty and Plagiarism

Academic integrity and honesty is essential for the pursuit and acquisition of knowledge. The University and School expect every student to uphold academic integrity & honesty at all times. Academic dishonesty is any misrepresentation with the intent to deceive, or failure to acknowledge the source, or falsification of information, or inaccuracy of statements, or cheating at examinations/tests, or inappropriate use of resources.

Plagiarism is 'the practice of taking someone else's work or ideas and passing them off as one's own' (The New Oxford Dictionary of English). The University and School will not condone plagiarism. Students should adopt this rule - You have the obligation to make clear to the assessor which is your own work, and which is the work of others. Otherwise, your assessor is entitled to assume that everything being presented for assessment is being presented as entirely your own work. This is a minimum standard. In case of any doubts, you should consult your instructor.