CORPORATIONS
COURSE INFORMATION

Required Materials


CORPORATIONS AND BUSINESS ASSOCIATIONS: STATUTES, RULES AND FORMS (2004)[Statutes].

Supplemental Readings [Supp.]. The Supplement can be obtained from Blackboard.

Recommended


Klein and Coffee provides a very good summary of the law and central concepts which we will study in this course. I recommend that you read the whole section on agency and partnership in the first week or so of the course.

Class Assignments
I call on people in class and expect everyone to be prepared. The day before each class, I will announce a panel of 6-8 students who should be particularly prepared. Those students should have not only read the cases but figured out how the cases would be decided under the statutory provisions we are studying (which are listed in the syllabus) and must know which statutory sections govern which issue. You can expect to be on call for a couple of days running.

If there is a day when you cannot be prepared let me know before class and I will not call on you that day.

You must attend class and must do the reading in order to follow what is going on in the class. In designing my lectures, I assume that everyone has read the case. Thus, in presenting the facts of a case, I present only enough facts to refresh your memory. I do not present all the necessary facts. In addition to reading the cases, you must read the other assigned materials, especially the statutes. As previously mentioned, I expect you to know (and be able to cite) the assigned statutes. If a problem is
assigned you should solve it before class.

I teach with power point. Edited versions of the slides (omitting answers to questions) will be available on Blackboard before class.

Be aware that the power point slides are intended to supplement -- and not to substitute for -- class discussion. Many important issues are not presented on the slides in order to give me flexibility to introduce certain important issues when it appears best to do so. Therefore, avoid the pitfall of assuming you do not need to take notes, or can just scribble a few supplemental notes on the margins of the slides you printed out. Instead, take notes just as you would in any other class based on what we discuss in class. Do not focus on the slides.

**Office Hours**
I will hold office hours after class. If you cannot meet during regular office hours, feel free to stop by my office and schedule an appointment. You also can call me. I try to avoid using email to schedule appointments.

If there is student interest, I also would be happy to schedule some brown bag lunches during the year to discuss anything of interest to the students. Any student interested in a brown bag lunch should let me know.

**Exam**
The exam will be open book.

Although the format varies from year to year, the exam will include multiple choice questions. The remainder of the exam will be some combination of short answer, short essay, and/or long essay.

The multiple choice questions resemble essay questions in that they generally present a fact pattern and then ask questions about the rights and obligations of various parties given the fact pattern. In the multiple choice section, students may give written answers to 3 questions where they think the question is ambiguous.

**Grading**
Your grade will be based primarily on the final exam. Class participation also may be taken into account. I generally take class participation into account more for lower grades and resolve uncertainty when an exam falls on the border between two grades.
SYLLABUS FALL 2004

PART ONE

Your required reading includes the statute sections listed in the syllabus (and mentioned in the casebook to the extent a case mentions the U.P.A., R.U.L.P.A., or Del. Gen. Corp. Law). You are not responsible for learning Calif. or NY Corp statutes (except to the extent relevant for a case). Your assignment for each class is to read 20-25 casebook pages ahead of where we ended the previous class (although we will often will cover less material). You also must read and understand the relevance of the listed statutes.

Optional assignments are denoted with an asterisk (*). K&C is optional, but gives a very helpful summary of the law.

SECTION I: AGENCY

Introduction to the Law of Enterprise Organization A&K: 1-12
Nature of the Agency Relationship

Supp: Intro. materials
Supp: Cargill1 & Questions on Cargill
Supp: Lind & Questions on Lind
*K&C 5-27

Liability in Tort A&K 23-30 (Humble, Hoover)
Supp: Questions on Humble/Hoover

Fiduciary Duties A&K 30-35 (Tarnowski)
*K&C 27-45

SECTION II: PARTNERSHIPS

A. Partnership Formation, Management & Authority

1. Formation & Rights of Third Parties A&K 39-42, 47-50 (Vohland)
UPA § 6, 7, 9, 13-18, 25, 27, 40

1 This version of Cargill is longer than the one in the book.
2. Partnership Governance

Supp: Problem One
A&K 58-60 (National Bisquit)
UPA § 9, 13-18, 25, 27, 40

3. Fiduciary Duties & Rights
A&K 42-47 (Meinhard)
Supp: Questions on Meinhard
UPA § 9, 10, 20-22
*K&C 71-80

B. Dissolution (& fiduciary duties cont.)
A&K 60-72 (Adams, Dreifurst, Page)
Supp: Questions on Dissolution
Supp: Questions on Page
UPA § 29, 38, 41, 42

C. Limited Liability Modifications of the Partnership Form
A&K 72-79