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### Topic 1: Introduction to Business Structures, Companies and the Regulatory Scheme.

#### Reading 1

Jason Harris, *Company Law: Theories, Principles and Applications*, 2nd ed, 2015, Chapter 1 'Corporate Law: Theories, Principles and Applications', [1.1] – [1.23].

#### Reading 2

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 2 'The Regulatory Framework', [2.1] – [2.32].

#### Reading 3

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 3 'The Nature of Companies, Partnerships, and Other Business Structures', [3.2] - [3.8].

#### Reading 4

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 3 'Business Structures', [3.1] – [3.101].

#### Reading 5

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 4 'Partnerships and Associations', [4.1] – [4.75].

### Topic 2: Incorporation and Its Effects

#### Reading 6

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 4 'Corporate Personality', [4.1] – [4.22].

#### Reading 7

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 4 'Incorporation and Its Consequences', [4.160].

#### Reading 8

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 20 'Protection of Creditors' [20.130], [20.200] – [20.230].

### Topic 3: Corporate Governance, ASIC and Managing Companies

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John Farrar & Pamela Hanrahan, *Corporate Governance*, 1<sup>st</sup> ed, 2017, Chapter 3 'Corporate Governance', [3.1] – [3.38].

#### Reading 10

John Farrar & Pamela Hanrahan, *Corporate Governance*, 1<sup>st</sup> ed, 2017, Chapter 18 'Holding Directors Accountable: Role and Powers of ASIC', [18.1] – [18.31].

#### Reading 11

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 6 'Internal Management and Meetings', [6.1] – [6.36].

#### Reading 12

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 8 'Managing Companies', [8.1] – [8.32].

#### **Topic 4: Duties and Liabilities of Directors and Officers - Framework of Duties, Duty to Act in Good Faith and Duty to Act for a Proper Purpose**

##### **Reading 13**

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 15 'Directors' and Officers' Duties: Good Faith and Proper Purposes', [15.2] – [15.8], [15.9] – [15.23].

##### **Reading 14**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 3 'Regulating Companies', [3.390] – [3.430].

#### **Topic 5: Duties and Liabilities of Directors and Officers – Duty of Care**

##### **Reading 15**

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 17 'Directors' and Officers' Duties: The Duty of Care and Diligence', [17.1] – [17.22].

##### **Reading 16**

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 9 'The Duty of Care and Diligence', [9.1] – [9.34].

#### **Topic 6: Duties and Liabilities of Directors and Officers – Loyalty**

##### **Reading 17**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 9 'Conflicts of Interest and Special Cases', [9.010] – [9.053], [9.057] – [9.100], [9.125] – [9.284], [9.288] – [9.560], [9.650] – [9.850.12].

#### **Topic 7: Shareholder Rights and Remedies**

##### **Reading 18**

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 13 'Members' Remedies' [13.1] – [13.28].

##### **Reading 19**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 10 'Members Remedies' [10.070] - [10.070.12], [10.435] – [10.435.3].

##### **Reading 20**

John Farrar & Pamela Hanrahan, *Corporate Governance*, 1<sup>st</sup> ed 2017, Chapter 21 'Shareholder Remedies' [21.1] – [21.40].

#### **Topic 8: Corporate Liability, Promoters, Pre-Registration Contracts and Corporate Contracting**

##### **Reading 21**

John Gooley, Michael Zammit, Matthew Dicker & David Russell, *Corporations and Associations Law: Principles and Issues*, 6<sup>th</sup> ed, 2015, Chapter 16 'Contractual, Tortious and Criminal Liability', [16.1] – [16.88].

##### **Reading 22**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 16 'A Company's Liability for Civil and Criminal Wrongs', [16.020] – [16.310.6].

### **Reading 23**

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 8 'Promoters: Duties and Liabilities', [8.1] – [8.15].

## **Topic 9: Share Capital and Corporate Fundraising**

### **Reading 24**

Jason Harris, *Company Law: Theories, Principles and Applications*, 2<sup>nd</sup> ed, 2015, Chapter 7 'Shares and Shareholders', [7.2] – [7.3], [7.13].

### **Reading 25**

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 11 'Share Capital and Transactions Affecting Share Capital', [11.9] – [11.24].

### **Reading 26**

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 20 'Accounts, Auditors and Dividends', [20.25] – [20.37].

### **Reading 27**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 18 'Dividends', [18.060] - [18.090].

### **Reading 28**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 24 'Corporate Reorganisation and Elimination of Minority Holdings', [24.560], [24.580] – [24.590], [24.680] – [24.710].

### **Reading 29**

Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 9 'Corporate Fundraising', [9.1] – [9.67].

## **Topic 10: Takeovers**

### **Reading 30**

John Farrar & Pamela Hanrahan, *Corporate Governance*, 1<sup>st</sup> ed 2017, Chapter 4 'Corporate Control and its Relevance', [4.20] – [4.26].

### **Reading 31**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 23 'Takeovers and Disclosure of Shareholdings', [23.040] – [23.090].

## **Topic 11: External Administration**

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Jason Harris, Anil Hargovan & Michael Adams, *Australian Corporate Law*, 6<sup>th</sup> ed, 2018, Chapter 22 'External Administration and Insolvency', [22.1] – [22.65].

### **Reading 33**

Robert Austin & Ian Ramsay, *Ford, Austin and Ramsay's Principles of Corporations Law*, 17<sup>th</sup> ed, 2018, Chapter 25 'External Administration in Insolvency', [25.010] – [25.180].

### **Reading 34**

Robert Boadle, *The Law of Restructuring*, 1<sup>st</sup> ed, 2019, Chapter 6 'Duties of Directors and Management of Distressed Companies and Trusts', [6.1] – [6.28].