

# **LAWS3100 Mid-term Summary**

## **Chapter 1 About Companies**

### **1. Company**

- Function of a company (p.4)
  - Hold assets
  - Carry on a business or other activity
  - Lend or borrow money
  - Enter into contracts with its participants and with outsiders such as supplier and customers
  - Be the registered proprietor of land
- How important are companies in AU? (p.6)
- Architecture of companies (p.7-8):
  - Capital structure (equity capital, debt equity, share)
  - Management structure
  - Legal attributes
- A member of a company (p.8):
  - Who holds shares
  - Generally, its owners or proprietors
- A company's management structure (p.9-10)
  - Officers
- A company's key legal attributes (p.10):
  - Separate legal personality
  - Corporate capacity
  - Limited liability
  - Legal capacity
- Historical development of companies (p.10-15):
  - Salomon's case (p.14/45)

## **Chapter 2 Company Law**

### **1. Company law (p.19)**

- Company law functions (p.19):
  - Provide formation
  - Confer special attributes
  - Set out rules
  - Facilitate dealings
- What does company law cover? (p.19)
- Breach the company law (p.21)
- Purpose of company law (ppt14):
  - Investor protection
  - Commercial stability and consumer confidence
  - Balancing competing interests
  - Certainty – standard form rules
- Company law regulate the relationship between: (p.5)
  - Participants in the company
  - The company and the state
  - The company and those with whom the company had dealings

- Main sources of company law (p.23)
  - The corporations Act
  - Case law
- Other sources of company law (p.31)
  - Case law (p.31)
  - Corporations Regulations (p.32)
  - ASX Listing Rules (p.35)
  - Accounting Standards (p.34)
  - ASIC Act (p.33)
- Applying company law to legal problem (p.36-37)

## **2. Corporate Act**

- What is corporate Act? (p.23)
- History (p.23-29)
- Structure of the Corporation Act (p.29)
  - How is it divided up? (p.30)
  - The Corporation Act is divided into Chapters, and the Chapters into Parts, Divisions and sections
- Regulates fundraising by companies (p.29)
- Regulates financial services, products and markets (p.23)
- What does the Corporation Act contain? (p.29)
  - Formation of Australian companies

Registration of foreign companies operating in Australia