



SELF PROGRAM

2026/2027

Company Law

Brock Binder

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Course information

Number of credits: 6 credits

Contact hours: 30 hours

Hours taught per week: 3 hours

Teaching period: Fall Semester 2026

Course description

Welcome to this common law course on company law; these modules will be conducted in two components: 1) a module providing an understanding of the fundamentals of company law, 2) a practical exercise that furnishes the drafting of an office memorandum. During these ten sessions, you are expected to have read and prepared the case law or jurisprudence assignments that will be discussed in class.

The written exam will consist of short written answer questions with legal analysis and multiple-choice questions. The office memorandum will consist of drafting a professional document (***without the use of AI***) that could be used in a law office.

Course outline

Lecture 1: Introduction.

- The common law system as it relates to company law.
- The common law jurisprudence.
- Jurisdiction over parties.

Lecture 2: The reasonable person standard and company law.

- Causation.
- Foreseeability.

Lecture 3: Agency.

- Agency formation.
- The principal and the agent.

Lecture 4: Agency Liability.

- Joint and several liability.
- Agency liability in contract.
- Agency liability in torts.

Lecture 5: Partnerships.

- Partnerships versus sole proprietorship.
- Liability of partners.
- Ending of a partnership.

Lecture 6: Limited Liability Entities.

- Public and private companies.
- Limited partnerships.
- Limited liability partnerships.
- Limited liability companies.

Lecture 7: Corporations—incorporation.

- The corporation formation and its roles.
 - Promoters, shareholders, board of directors, and officers.
 - The business judgment rule and reasonableness.
 - Corporate opportunity doctrine.

Lecture 8: Corporations continued.

- Shareholder rights
 - Rights to corporate documents.
 - Direct versus derivative lawsuits.

Lecture 9: Insider trading.

- The determination of the insider.
- 10b-5 of the Securities and Exchange Act of 1934.

Lecture 10: The Office Memorandum.

- Fundamentals of legal writing in English.

Course objectives

- Understanding introductory concepts of the common law as it pertains to company law.
- Reading and understanding common law case law.
- Learning how to develop an office memorandum surrounding a legal issue.

Assessment

60 percent in-class written examination and 40 percent office memorandum.

Attendance

In order to participate, students must be present. Nevertheless, a maximum of 2 (two) unexcused absences will be allowed; otherwise, no mark will be given. An unexcused absence at a test (final test or continuous assessment) means no credits for the course.

Bibliography

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Wellington Power Corp. v. CAN Surety Corp., 217 (W.Wa. 2005).
Aetna Casualty & Surety Co., v. Dow Chemical Co., 883 F.Supp. 1101 (E.D.Mich. 1995).
Jenson Farms Co. v. Cargill, Inc., 309 N.W.2d 285 (Minn. 1981).
Humble Oil & Refining Co. v. Martin, 148 Tex. 175, 222 S.W.2d 995 (1949).
Hoover v. Sun Oil Co. 212 A.2d 214 (Del. 1965).
Tarnowski v. Resop, 236 Minn. 33; 51 N.W.2d 801 (Minn. 1952).
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Segars v. McCormick, 2002 OK CIV APP 89, 55 P.3d 470. (Okla. Civ. App. 2002).
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Trustees of Dartmouth College v. Woodward, 17 U.S. (4 Wheat.) 518 (1819).
Sea Land Services, Inc. v. The Pepper Source, 941 F.2d 519 (7th Cir. 1991).
In re Solutions Liquidation LLC, et al., v. et al., Stienes, 608 B.R. 384 (Bkrcty.D.Del. 2019).
Robinson v. R & R Pub. Inc., 943 F.Supp. 18 (D. D.C. 1996).
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In re Oracle Corp., 867 A.2d 904 (Del.Ch. 2004).
United States v. Jiau, 734 F.3d 147 (2nd Cir. 2013).
United States v. O'Hagan, 521 U.S. 642, 117 S.Ct. 2199 (1997).