



## Spring Syllabus

### Course Syllabus LAW 111G

<b>Business Law</b>
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#### **Contact Details for Professor**

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#### **Office hours and location:**

Wednesdays (11:30 - 12:30) or by appointment; Pleinlaan 5

#### **Course Description**

Students entering any sector of business today must have at least a passing knowledge of general legal concepts in order to function effectively in our global environment. This course introduces the legal context in which business is conducted in common law and civil law jurisdictions. During the first part, particular emphasis is placed on Contracts Law, followed by an introductory look at business-related topics including Corporations and other forms of business organizations, M&A, Compliance and White Collar Crime, Intellectual Property, Agency, Sales, Competition, Secured Transactions, Bankruptcy and Conflict of Laws.

#### **Course Prerequisites**

As this is an introductory course, there are no prerequisites.

#### **Learning Objectives**

After this course, students are expected to gain:

- i) a basic understanding of the general legal framework, emerging trends and contemporary legal debates related to business law, particularly in an international context;
- ii) increased ability to identify legal issues, enhanced critical-thinking and legal-reasoning through interactive lectures, case studies, group work and illustrations of the general principles of business law; and
- iii) sensitivity to the importance of ethical considerations in business decision making (i.e., business decision makers need to consider not just whether a decision is “legal” but also whether it is “ethical”).

#### **Course Materials**

Textbook: *Business Law*, by R.W. Emerson, *Barron's Educational Series*, Sixth Edition, 2015. Case Studies and additional readings will be distributed during class or made available on the Pointcarré learning platform.

### **Course Assessment**

Students will be evaluated on the basis of their performance as follows:

➤ Written Assignment	20%
➤ Midterm examination	25%
➤ Final group presentation	25%
➤ Final examination	<u>30%</u>
TOTAL	100%

### **Grading Scale of Vesalius College**

Vesalius College grading policy, in line with the Flemish Educational norms, is as follows:

Letter grade	Scale of 20	Scale of 100
A	17.0-20.0	85-100
A-	16.1-16.9	81-84
B+	15.3-16.0	77-80
B	14.5-15.2	73-76
B-	13.7-14.4	69-72
C+	13.1-13.6	66-68
C	12.3-13.0	62-65
C-	11.5-12.2	58-61
D+	10.7-11.4	54-57
D	10.0-10.6	50-53
F	0-9.9	0-49

### **Further description of Assessment Activities and Grading Criteria**

#### **I. Written Assignment (20% total)**

##### **Essay: “Law in the Press”**

You are asked to review a legal dispute/case that has appeared in the press within the past three years. You are free to choose a case from the local, regional or international press. The key to this assignment is to choose a topic that interests you AND has a business and legal context. For further information, including assignment requirements and assessment guidelines, see ATTACHMENT 1.

#### **II. Final Group Presentation (25%)**

##### **Group presentation: “Focus on Fraud”**

Following a series of lectures which examine the legal and regulatory aspects of white collar crime and its costs to business and society, we examine with the question: Does Fraud Pay? In teams, students will prepare a 10 minute presentation based on a major fraud case of their choice. All presentations will take place during Week 13. For further information, including assignment requirements and assessment guidelines, see ATTACHMENT 2.

Note: TurnItIn Class ID and Password are provided on Pointcarré.

### Academic Honesty Statement

Academic dishonesty is not tolerated in this course. Academic honesty is not only an ethical issue but also the foundation of scholarship. Cheating and plagiarism are therefore serious breaches of academic integrity.

Following the College policy, cheating and plagiarism cases will be communicated in writing to the Associate Dean for Students and submitted to the Student Conduct Committee for disciplinary action. If you refer to someone else's work (whether on the internet or otherwise), appropriate references and citations must be provided.

### Course Schedule

Except as otherwise announced, all class meetings will take place on:		
Wednesday	10:00 - 11:30	(VeCo 3)
Friday	11:30 - 13:00	(VeCo 3)

### Course Syllabus

CLASS	DATE	TOPIC
Week 1	Wednesday Friday	<p><b>Class Welcome; Chapter 1: What is the Law?</b></p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- Describe the origin and nature of Law;</li> <li>- Compare and contrast the Common Law and Civil Law Systems;</li> <li>- Explain what is meant by the term "Conflict of Laws," as illustrated by the Yahoo case study. What is the relevance of this case today?</li> </ul> <p>Case Study: <b>Yahoo! vs. La Ligue Contre le Racisme et l'Antisémitisme</b></p> <p>Recommended Reading: Elissa A. Okoniewski (2002): "Yahoo! Inc. v. LICRA: The French Challenge to Free Expression on the Internet," Vol 18, American University International Law Review, Issue 1</p> <p><b>Written Assignment</b> (due Week 5) See, ATTACHMENT 1</p>
Week 2	Wednesday Friday	<p><b>Chapter 4: Introduction to Contracts Law</b></p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- Provide a comprehensive legal definition of "Contract;"</li> <li>- Describe fully the nature, classification &amp; formation of Contracts;</li> <li>- Understand the difference between Express and Implied Contracts, as illustrated by examples.</li> </ul>
Week 3	Wednesday Friday	<p><b>Chapter 5: Reality of the Contract: Did the Minds Really Meet?</b> <b>Chapter 6: Capacity of the Parties &amp; Legality</b></p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- Describe the legal problem of "Meeting of Minds" in the context of Contracts Law;</li> </ul>

		<ul style="list-style-type: none"> <li>- <i>Discuss the reasons why mutual assent may be lacking, using examples discussed in class; and</i></li> <li>- <i>Define the terms “Capacity” and “Legality” from a contractual point of view.</i></li> </ul> <p>Case Studies: Lone Star Liquors; ABC Clothiers</p>
Week 4	Wednesday Friday	<p><b>* NO BUSINESS LAW CLASS this week *</b> (to be replaced by evening lectures below)</p> <p>Rescheduled classes:</p> <ul style="list-style-type: none"> <li>i) <b>Wed., Feb 15</b> (6-8pm): Bruno Vandermeulen, Partner Bird &amp; Bird Law Firm Intellectual Property Law and Why it Matters to Business</li> <li>ii) <b>Wed., March 29</b> (6-8pm): Jean-Michel Coumes, Counsel, Hogan Lovells International Introduction to Competition Law</li> </ul>
Week 5	Wednesday Friday	<p><b>DUE Wednesday, start of class:</b> Written Assignment (ATTACHMENT 1)</p> <p><b>Chapter 7: Statute of Frauds</b> <b>Chapter 8: Discharge, Damages &amp; Remedies</b> Case Study: Hadley vs. Baxendale</p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- <i>Discuss the purpose and applicability of Statute of Frauds;</i></li> <li>- <i>Define the terms “Discharge of Contract,” &amp; “Damages,” as illustrated by examples as discussed, including the case study</i></li> <li>- <i>Describe the three key elements to bring a contract case in court.</i></li> </ul> <p><b>*EVENING GUEST LECTURE:</b> Bruno Vandermeulen, Partner Bird &amp; Bird “Why IP Law Matters to Business”</p>
Week 6	Wednesday Friday	<p><b>Chapter 9: Sales Contracts and CISG</b> (Convention on Contracts for the Int’l Sale of Goods, textbook p.170) <b>Chapter 14: Law of Agency</b> Sample Sales Contract and Forms of Power of Attorney</p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- <i>Explain how the CISG helps to facilitates int’l trade;</i></li> <li>- <i>Explain why Agency is fundamentally important to business; and</i></li> <li>- <i>Understand the roles and related legal responsibilities of both Principal and Agent.</i></li> </ul>
Week 7	Wednesday Friday	<p>Review Midterm Exam <b>Midterm Exam</b></p>

Week 8	Wednesday Friday	<p><b>Return Midterm Exams</b></p> <p><b>Chapter 19: Focus on Fraud</b></p> <p><b>Assignment: Final Group Presentations</b> (due Week 13)</p> <p>See, ATTACHMENT 2</p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- Provide a comprehensive definition of the term “White Collar Crime,” providing examples as discussed in class;</li> <li>- Describe “The Fraud Triangle” and “Profile of a Fraudster;”</li> <li>- Understand the legal and regulatory framework in the fight against fraud and corruption.</li> </ul>
Week 9	Wednesday Friday	<p><b>Chapter 19: Focus on Fraud (con’t)</b></p> <p>Case Study: Would you make a Good Compliance Officer?</p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- Describe the role and function of the Compliance Dept in companies and banks; and</li> <li>- Explain why effective fraud detection measures are key to successful business operations.</li> <li>- Guest lecture: Describe key challenges faced by the Belgian Special Combined Hormones Unit Investigative Team</li> </ul>
Week 10	Wednesday  Friday	<p><b>READING DAY</b> (during Wed’s regularly scheduled class session):</p> <p>Independent Group work for Final Fraud Presentations</p> <p>Professor Gardner will be available for feedback and questions. (See Attachment #2)</p> <p><b>Chapter 15: Types of Business Organizations</b></p> <p>Introduction to Company Law: <i>So you want to be an entrepreneur?</i></p>
Week 11	Wednesday Friday	<p><b>Chapter 16: Corporations: Nature, Formation and Powers</b></p> <p><b>Chapter 17: Management of the Corporation</b></p> <p>Case Study: The Case of the Minority Shareholder</p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- Describe fully the forms of business organizations;</li> <li>- Compare and contrast the legal &amp; business factors relevant to each form of business organization; and</li> <li>- Analyze the roles &amp; functions of the different corporate stakeholders.</li> </ul> <p><b>*EVENING GUEST LECTURE:</b></p> <p>Jean-Michel Coumes, Counsel, Hogan Lovells International</p> <p>Introduction to Competition Law</p>

		April 3 - April 17: <b>SPRING RECESS</b>
Week 12	Wednesday Friday	<p><b>Chapter 15-17: Corporations</b> (review &amp; wrap up)</p> <p><b>Chapter 13: Bankruptcy/ Secured Transactions</b></p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- <i>Define bankruptcy from a legal point of view, provide concrete examples of why companies go bankrupt;</i></li> <li>- <i>Describe the role of the bankruptcy trustee;</i></li> <li>- <i>Discuss the legal implications of being a secured vs unsecured creditor in a bankruptcy proceeding; and</i></li> <li>- <i>Provide a comprehensive definition of "Security Interest," describing the legal implications thereof.</i></li> </ul>
Week 13	Wednesday Friday	<p><b>Final Group Presentations: Focus on Fraud</b></p> <p>See, ATTACHMENT 2</p>
Week 14	Wednesday Friday	<p><b>Chapter 13: Bankruptcy/ Secured Transactions (con't)</b></p> <p>Case Study: The Problem with Proceeds</p> <p><i>By the end of this lesson, you should be able to:</i></p> <ul style="list-style-type: none"> <li>- <i>Understand the purpose of "perfection of lien" in Common Law jurisdictions</i></li> <li>- <i>Explain why it is important to be aware of local filing requirements; and</i></li> <li>- <i>Discuss what is the problem with proceeds, based on the case study.</i></li> </ul> <p><b>Review Final Exam</b></p>
Week 15	Wednesday Friday	<b>Final Exam</b> (time & place to be announced)

## ATTACHMENT 1

**Essay Assignment "Law in the Press" (20 points maximum)**

**Due Date: Week 5, Wednesday, start of class**

### **I. YOUR TASK:**

For your Written Assignment, choose a legal dispute or case involving a current legal issue that has recently appeared in the press (within the past three years). You are free to choose a case from the local, regional or international press, or from your home country. Topics may include environment, taxes, discrimination, competition, contracts, trade, fraud, bankruptcy, finance, human resources, technology, intellectual property, product liability, the internet & social media, human rights, etc. The key to this assignment is to choose a topic that interests you AND has legal & business-related element.

**II. REQUIREMENTS:** In **1,000-1,500 words** (not including your bibliography), answer the following questions (double-spaced, 12 point font):

- a) Introduction: What are the facts surrounding this legal dispute/case? Provide a brief summary. Where did this event take place (or is currently taking place)?
- b) Discussion: State the issue and provide a clear analysis of the issue (i.e., what is the legal conflict, what legal issue(s) are presented?). What is the relevant legislation surrounding this dispute/case?
- c) Conclusion: Has this dispute/case been resolved? If so, what was the legal outcome? Were damages awarded? Was a punishment imposed by the court? Do you agree or disagree? Alternatively, if this dispute/case is still pending today, what do you see as the likely outcome? Why? Support your opinion with clear arguments.
- d) Bibliography: Use a minimum of five external sources to fully research your case. Wikipedia is not an acceptable academic source! Be sure to provide complete citations for all of your sources. Note, the word count of your paper should not include the Bibliography. There is no limit on the word count of your Bibliography.
- e) **Word count:** State the word count of the text of your paper (not including your bibliography) following your name.

### III. DEADLINE

- a) Hard Copy: A paper copy of your paper is due on Wednesday, February 15 start of class. If you cannot attend class that day, you must e-mail your paper to Professor Gardner prior to the start of class on February 15. Late papers will be penalized 10% per day!
- b) TurnItIn: You must submit your paper on TurnItIn, by the start of class on February 15.

**IV. ASSESSMENT:** Your Essay will be assessed based on the following factors:

<b>Areas of Assessment: 20 points total</b>	
<b>I. Content</b>	<b>5 points</b>
· Introduction: Formulation of the facts surrounding the legal dispute/case	
· Discussion: Overall structure and coherence of discussion & analysis of the legal issue	
· Conclusion: Quality of the Conclusion	
<b>II. Structure</b>	<b>5 points</b>
· Logical composition	
· Organized approach, including correct use of subheadings	
· Language & style suitable for academic audience	
<b>III. Bibliography, TurnItIn, Word count</b>	<b>5 points</b>
· Accurate representation of the sources consulted	
· Quality of sources used, citations and footnotes	
· Submission to TurnItIn on time; word count limit	
<b>IV. Overall Professionalism</b>	<b>5 points</b>
· Attention to detail	
· Originality	
· Expert knowledge of the issue at hand, with ability to provide clear legal analysis	

## ATTACHMENT 2

**Final Group Presentations “Focus on Fraud” (25 points maximum)**

**Due Date:** Week 13

### I. Your Task

In teams, you will prepare a 10 minute Power Point presentation for your Final Group Presentation. Choose a major Fraud case involving “white collar crime” (except SocGen). There are many examples to choose from, including: Enron, Parmalat, Barings Bank, Sumitomo, Bernard Madoff Investment Securities, Siemens,

Chiquita Brands Int'l, Clearstream Luxembourg, etc. All Fraud cases must be approved by Professor Gardner in advance in order to avoid duplication. Approval will be granted on a "first come" basis. Your team will be expected to speak for a maximum of 10 minutes total, dividing the presentation into 3 parts (see, below). Each person in your team is responsible for one of the 3 parts of the presentation and you must provide your name at the top of "your" section of the presentation. All presentations will take place during class, Week 13. Q&A will follow each presentation.

Please provide one paper copy of your team's presentation (3 slides per page please) + a complete list of all references and external sources used. All presentations must be submitted in "Turn It In" by the start of class (1 submission per team).

## II. Assessment (25 points total)

You and your teammates will be evaluated on both an individual & team basis on the following:

<b>Areas of Assessment: 25 points total</b>	
<b>I. Content: Your contribution to one of the following 3 sections</b>	<b>10 points</b>
<ul style="list-style-type: none"> <li>· <b>Introduction: Formulation of the facts surrounding the legal dispute/case</b> Clear presentation of facts and a solid understanding of the business context? What happened in this case? What was the nature of the Fraud? How was the Fraud uncovered? Did the company have effective Fraud detection measures &amp; techniques in place? Was a whistle blower involved? If so, who?</li> </ul>	
<ul style="list-style-type: none"> <li>· <b>Discussion: Overall structure and coherence of discussion of the legal issue</b> Integration of legal concepts learned in class? Discuss the Fraud from a legal point of view. What legal elements were established for a finding of Fraud in this case? What was the legal &amp; regulatory environment in this case?</li> </ul>	
<ul style="list-style-type: none"> <li>· <b>Conclusion: Quality of the Conclusion</b> What were the "lessons learned"? For example, what was the effect on the company and what happened to the perpetrator of the Fraud (financial impact, reputation, criminal sanctions, etc)? In your view, does Fraud pay? Why or why not?</li> </ul>	
<b>II. Structure</b>	<b>5 points</b>
<ul style="list-style-type: none"> <li>· Logical composition</li> <li>· Organized approach, including correct use of subheadings</li> <li>· Language &amp; style suitable for academic audience</li> </ul>	
<b>III. Bibliography, TurnItIn, Time Limit</b>	<b>5 points</b>
<ul style="list-style-type: none"> <li>· Accurate representation of the sources consulted</li> <li>· Quality of sources used, citations and footnotes</li> <li>· Submission to TurnItIn on time; respect of 10 min time limit?</li> </ul>	
<b>IV. Overall Professionalism</b>	<b>5 points</b>
<ul style="list-style-type: none"> <li>· Attention to detail and originality</li> <li>· Demonstrated teamwork, cohesive presentation</li> <li>· Expert knowledge of the issues, with ability to provide clear legal explanations</li> </ul>	