

## Liverpool John Moores University

Title: CORPORATE GROUP STRUCTURES  
Status: Definitive  
Code: **7019LAWBC** (107711)  
Version Start Date: 01-08-2011

Owning School/Faculty: Law  
Teaching School/Faculty: Law

Team	Leader
James Cullen	Y

**Academic Level:** FHEQ7  
**Credit Value:** 15.00  
**Total Delivered Hours:** 150.00  
**Total Learning Hours:** 150  
**Private Study:** 0

### Delivery Options

Course typically offered: Semester 1

Component	Contact Hours
Online	102.000
Seminar	24.000
Workshop	24.000

**Grading Basis:** 40 %

### Assessment Details

Category	Short Description	Description	Weighting (%)	Exam Duration
Essay	groups	100 coursework 0 exam	100.0	

### Aims

*To examine the different theories explaining the origin, nature and purpose of the company and the different models adopted in various jurisdictions.*

*To understand the legal nature of corporate groups and the liabilities and responsibilities of interlinked companies.*

*To see the 'group' as a vehicle for global business activity.*

*Develop legal writing, research and communication skills.*

*Provide opportunities to develop skills associated with problem solving and decision making.*

*Develop higher order competencies of critical evaluation and independence of thought through the presenting of a cogently argued case.*

## **Learning Outcomes**

After completing the module the student should be able to:

- 1 Critically assess and evaluate the corporate group structure re its potential liabilities, responsibilities and duties to group members.
- 2 Critically evaluate the legal fiction of the company and analyse how the historical fiction may not accord with current economic reality.
- 3 Analyse and evaluate the different theories and approaches to the corporate form in different jurisdictions.
- 4 Critically assess and evaluate the legal nature of the corporate entity.
- 5 Apply analytical and critical evaluation skills to contemporary issues pertaining to multinational groups of companies.

## **Learning Outcomes of Assessments**

The assessment item list is assessed via the learning outcomes listed:

corporate groups                      1    2    3    4    5

## **Outline Syllabus**

*The legal nature and origins of the UK company- fiction and organism theories.  
Comparative analysis with other jurisdictions.  
The legal nature of the corporate group.  
Veil lifting  
Directors - shadow directors and the parent.  
The corporate shareholder.*

## **Learning Activities**

The primary teaching learning vehicle will be seminars and workshops. Students will be expected to undertake preparatory reading and note taking to present to the group at seminars and workshops. Non-assessed formative feedback will be given on student performance at seminars and through written work.

## **References**

<b>Course Material</b>	Book
<b>Author</b>	Wymeersch
<b>Publishing Year</b>	2003
<b>Title</b>	Do we need a Law on Groups of Companies'

<b>Subtitle</b>	capital Markets and Company Law
<b>Edition</b>	
<b>Publisher</b>	
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Howell,C
<b>Publishing Year</b>	2005
<b>Title</b>	'The Company White paper: a descriptive overview'
<b>Subtitle</b>	JBL 306
<b>Edition</b>	
<b>Publisher</b>	
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Muchlinski
<b>Publishing Year</b>	2002
<b>Title</b>	'Holding Multinationals to Account'
<b>Subtitle</b>	
<b>Edition</b>	
<b>Publisher</b>	Company Law Review 23, Company Lawyer
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Dine, J
<b>Publishing Year</b>	2000
<b>Title</b>	'The Governance of Corporate Groups'
<b>Subtitle</b>	
<b>Edition</b>	
<b>Publisher</b>	Cambridge Studies in Corporate Law
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Milman,D
<b>Publishing Year</b>	1999
<b>Title</b>	'Groups of Companies:
<b>Subtitle</b>	The Path towards Discrete Regulation
<b>Edition</b>	
<b>Publisher</b>	
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Rixon,FG
<b>Publishing Year</b>	1986
<b>Title</b>	'Lifting the Veil between holding and subsidiary companies'
<b>Subtitle</b>	
<b>Edition</b>	

<b>Publisher</b>	102 LQR 415
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Schmitthof, CM
<b>Publishing Year</b>	1978
<b>Title</b>	'The wholly owned and controlled subsidiary
<b>Subtitle</b>	
<b>Edition</b>	
<b>Publisher</b>	JBL 218
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	DTI
<b>Publishing Year</b>	2004
<b>Title</b>	Corporate Social responsibility: A Government Update
<b>Subtitle</b>	
<b>Edition</b>	
<b>Publisher</b>	London: DTI
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Mayson, French & Ryan
<b>Publishing Year</b>	2010
<b>Title</b>	Company law
<b>Subtitle</b>	
<b>Edition</b>	27th
<b>Publisher</b>	Oxford
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Sealy & Worthington
<b>Publishing Year</b>	2008
<b>Title</b>	Cases & Materials
<b>Subtitle</b>	
<b>Edition</b>	8th
<b>Publisher</b>	
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Goddard and Hirt
<b>Publishing Year</b>	2005
<b>Title</b>	Section 459 and Corporate Groups
<b>Subtitle</b>	
<b>Edition</b>	
<b>Publisher</b>	JBL 247
<b>ISBN</b>	

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<b>Course Material</b>	Book
<b>Author</b>	Hirt
<b>Publishing Year</b>	2003
<b>Title</b>	In What Circumstances Shall Breaches of Directors' Duties Give a Remedy under S459?
<b>Subtitle</b>	
<b>Edition</b>	Company Lawyer 100
<b>Publisher</b>	
<b>ISBN</b>	

<b>Course Material</b>	Book
<b>Author</b>	Moore
<b>Publishing Year</b>	2006
<b>Title</b>	A Temple built on faulty foundations
<b>Subtitle</b>	
<b>Edition</b>	JBL 180
<b>Publisher</b>	
<b>ISBN</b>	

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## Notes

A module designed to analyse and critically evaluate the corporate group structure within a global market context.