

## Company and Commercial Law Assignment Brief

### General Guidance

Where a question is in several parts and a words total is indicated, that is the total for the whole question, not for each part of it. Where a word limit is per part of a question, this will be clearly stated. You will not incur penalty for exceeding the word limit by up to 10% but excessively lengthy and prolix scripts will be penalised.

Whilst it is acceptable to use the internet for legal research, this means proper legal research on sites such as Westlaw, Lexis, Baili, legislation.gov.uk etc; citing Google or Wikipedia and such as authority for any legal proposition is unacceptable.

Paper-based resources will include the materials given to you for this module but you are expected to read more widely and to locate relevant materials beyond the course materials.

### Module Guidance

<b>Module Title:</b>	Company and Commercial Law
<b>Module Code:</b>	Module 3(h)
<b>Assignment Number:</b>	1
<b>Assignment Type:</b>	Response to Problem Question
<b>Date Set:</b>	4 July 2020
<b>Date Due:</b>	26 July 2020

### Module Learning Outcomes

1. Explain the key rules and characteristics of registered companies, partnerships and LLPs.
2. Explain the internal structure of a company, its management and control, legal restrictions and requirements placed on the board or partners.
3. Explain the protection offered in law to minority shareholders.

### Required Task

Prepare a written response detailing the advice you would give to Harrison Limited, and Harry and Derek using the required sub-headings. Your response should not exceed 1,500 words in total.

**Please Note:** All submissions must be made no later than midnight on 26 July 2020. Work MUST be submitted via the online learning environment.

## Brief

You are a trainee solicitor working at a high street firm of solicitors that specialise in company and commercial law, Harveys LLP. The firm is situated in Hammersmith. You have been asked to review the files of Harrison Limited and H & D Devilish Food and draft some preliminary advice on the issues that arise in each of the matters.

### Harrison Limited

Harrison Limited ("the Company") is a family-run toy manufacturer that specialises in making wooden toys. The Company has an issued share capital of £10,000 divided into 10,000 ordinary shares of £1 each, all of which are fully paid. The Company has adopted, without amendment, the Model Articles for Private Companies Limited by Shares.

Martin Harrison is the Managing Director and Chairman and he holds 3,000 ordinary shares. Dorris Harrison is the Sales Director and she holds 2,500 ordinary shares. Jagdeep Panesar is the Finance Director and he holds 2,500 ordinary shares. Finally, Deepika Panesar holds 2,000 ordinary shares and she is the Human Resources Director.

The board has decided that it should expand its operations. In order to do so, it will need to take on additional personnel. Sara Tibetts, currently the Chief Executive Officer of Hamelties, could be appointed as a director of the Company with a fixed term five-year service contract.

### H & D Devilish Food

Derek and Harry have been running a luxury catering business together, as a partnership, for five years. They have been trading under the name 'H & D Devilish Food' and have three branches in Buckinghamshire. The business has been very successful in the last couple of years. Derek and Harry are keen to expand into north London.

Recently a similar local business was forced to close because it's clients had issued proceedings over misleading statements made by that business. This has made Derek and Harry worry about their personal liability. Consequently, Derek and Harry have decided to run their business through a limited company. They plan to change the name to 'Devilish Food' but are aware of another business nearby called 'Devilish Delicacies', which sells cakes. They are concerned that this might be a problem.

Prepare a written response detailing the advice you would give to Harrison Limited, and Derek and Harry in respect of the issues that arise in each of the matters.

Requirements
You MUST complete all of the following requirements:
Requirement 1: Presentation (10% of the mark awarded)
<ul style="list-style-type: none"><li><input checked="" type="checkbox"/> Produce a written response of no more than 1,500 words. The word count must be included on your submission.</li><li><input checked="" type="checkbox"/> You <b>must</b> include a bibliography (this does not form part of the word count).</li><li><input checked="" type="checkbox"/> Your submission <b>must</b> be headed "Harrison Limited and H &amp; D Devilish Food". You <b>must</b> use sub-headings of "The resolution(s) that would be required for the recruitment of the proposed CEO", "The directors' resolutions that would be required", "The procedure for shareholders' resolutions", "The advantages and disadvantages of incorporating the business as a private limited company", "The procedure for incorporating a private company limited by shares" and "Conclusion". You may use other sub-headings as required (these headings/sub-headings do not form part of the word count).</li><li><input checked="" type="checkbox"/> Include references to specific sections of Legislation, Delegated Legislation and other authority.</li></ul>

- ☑ Present in a logical order in paragraphs using appropriate language.
- ☑ You **must** include your student number on your submission.
- ☑ You **must not** include your name on your submission.
- ☑ Your final submissions **must** be in word format and be incorporated within one document.
- ☑ Failure to comply with the general presentation requirements will impact upon the academic rigour mark.

### Requirement 2: Advice to Harrison Limited

Your response **must** include the advice you would give to Harrison Limited in respect of:

- ☑ the resolution(s) that would be required for the recruitment of the proposed CEO;
- ☑ what directors' resolutions would be required; and
- ☑ the procedure for shareholders' resolutions.

### Requirement 3: Advice to Derek and Harry

Your response **must** include the advice you would give to Derek and Harry in respect of:

- ☑ the advantages and disadvantages of incorporating the business as a private limited company as opposed to remaining as a partnership; and
- ☑ the procedure for incorporating a private company limited by shares.

### Your work will be marked against the following criteria:

Depth of Knowledge (30%): How well do you show that you know the subject and in what depth and detail.

Application of Theory (30%): How well you can apply the content you have learnt during the course to the brief given.

Critical Analysis (30%): How well you show you have weighed up options, why you have come to the conclusions you have.

Presentation (10%): Your grammar, spelling, punctuation, referencing and following of academic writing criteria at undergraduate level (level 6) and professional level to reflect the standard that is expected by the court, government agencies and your client / office.

## Full Marking Scheme: Company and Commercial Law Assignment 2020

	Depth Of Knowledge (30 marks or 30% of overall grade)	Application Of Theory (30 marks or 30% of overall grade)	Critical Analysis (30 marks or 30% of overall grade)	Presentation (10 marks or 10% of overall grade)
<b>Fail</b>	<p>Very superficial knowledge of subject matter shown.</p> <p>Fails to adequately demonstrate knowledge of the Learning Outcomes.</p>	<p>Very little evidence of application of theory to the question e.g. unable to explain the law in respect of the different offences.</p>	<p>Little real analysis of any value.</p>	<p>Some sense but difficult to follow</p>
<b>Borderline Fail 12+ Marks</b>	<p>Largely superficial, but with some areas of depth.</p> <p>Attempts to adequately demonstrate knowledge of the subject matter.</p>	<p>Small amount of evidence of application.</p> <p>Attempts to demonstrate an ability to provide a written response incorporating the required advice.</p>	<p>Some analysis with reasonable depth of understanding.</p> <p>Tries to identify the basic information that needs to be provided within the advice.</p>	<p>Poor use of grammar and English leads to poor coherence. There will be spelling and grammatical mistakes and/or inappropriate use of verbs. Some attempt at structure of writing a response to a problem question.</p>
<b>Pass 15+ Marks</b>	<p>Good knowledge demonstrated of most of the main areas. Able to show a good understanding of the law in respect of the differences in business models.</p> <p>Identified the relevant resolutions that would need to be passed for the recruitment of the proposed CEO. Identified what directors' resolutions would</p>	<p>Several good examples of evidence of application provided.</p> <p>Demonstrates an ability to explain how the law would impact upon the scenarios.</p> <p>Was able to demonstrate knowledge of a wider understanding of the law in respect of the advantages of changing business models and</p>	<p>Some solid and well-founded analysis. e.g. grasped some alternative approaches that may be taken when passing resolutions.</p> <p>Able to identify potential problems for the clients.</p>	<p>Good grammar and structure to response. Some good paragraphs and sentence structure. There will be spelling and grammatical mistakes without detracting from overall meaning. Must include the required sub-headings.</p>

	<p>be required; and the procedure for shareholders' resolutions.</p> <p>Adequately demonstrates knowledge of the advice to be given, albeit somewhat superficially.</p>	<p>the process for changing the business.</p> <p>Was able to demonstrate an ability to provide advice with reference to the scenarios, albeit somewhat superficially.</p>		
<p><b>Merit 18+ Marks</b></p>	<p>Good analysis of knowledge gained to date viewed from some different perspectives.</p> <p>Demonstrates very good knowledge of the law in respect of resolutions and the procedure to be followed in order for those resolutions to be passed.</p> <p>Demonstrates very good knowledge of the law in respect of different business models including the advantages and disadvantages of incorporating a business as a private limited company as opposed to remaining as a partnership.</p> <p>Identified more than just the basic information, demonstrated knowledge beyond that included in the course materials.</p>	<p>Range of opinions /authority appropriately included and applied well.</p> <p>Ability to apply the law governing the procedure for incorporating a private company limited by shares.</p> <p>Able to apply any relevant test(s) and determine likely outcomes.</p> <p>Evidence of reflection upon the facts provided.</p>	<p>+ synthesis of ideas and either learning or critical evaluation of the law itself.</p> <p>Able to analyse, for example provide contrasting advice in relation to changing the business model and recognising there may be argument for the business to remain as a partnership.</p> <p>Considers the relevance of the information provided.</p>	<p>Good grammar and problem question writing skills. Good use of paragraphs, good sentence structure, grammar and spelling, but some mistakes without detracting from overall understanding. Good writing skills and good use of language.</p>

<p><b>Distinction 21+ Marks</b></p>	<p>+ Deep knowledge demonstrated.</p> <p>++ Cited the relevant authority in support throughout response. This type of deep knowledge may be demonstrated by the observation certain areas of the law are unsettled; may also take the form of commentary on the sources included in the submission.</p> <p>Was able to demonstrate very good knowledge and understanding of each of the required points.</p>	<p>++ Very good range of authority considered with some evaluation/ justification for the advice given.</p> <p>Ability to apply the law setting out, clearly and concisely, any relevant timescales and steps that would be taken, with very good evidence of application in the advice provided throughout the submission.</p>	<p>+ relevant reflections showing synthesis, learning AND critical evaluation</p> <p>Able to advise on approaches that may be taken offering balanced advice that considers various options available.</p> <p>Able to analyse any relevant test(s).</p>	<p>Coherent and fluent throughout, but may have a few very minor grammatical or spelling mistakes which do not detract from the flow of the submission at all. Excellent structure, weakness in one area only.</p>
<p><b>Distinction (Higher) 24+ Marks</b></p>	<p>+ Sources cited are considered. The source and origins of knowledge gained is critically evaluated.</p>	<p>Excellent range of sources and authority considered with full evaluation / justification for the advice given.</p>	<p>+Inspired development of highly original idea(s) and / or plans for reform to the current criminal law.</p>	<p>Coherent throughout and excellent problem question writing skills. No spelling or grammatical mistakes. Excellent use of paragraphs and sentence structure. Excellent structure for the answer.</p>