

COURSE OUTLINE

Department & Faculty: Department of Mechanical Engineering & Management Centre for Diploma Studies, SPACE, UTM	Page :
Course Code : Partnership and Company Law (DDWW 3423) Total Contact Hours : 4 hours x 14 weeks Lecture 3 hrs Tutorial 1 hour	Semester : Academic Session :

Lecturer : Pn. Adibah Awang Room No. : MJIT Telephone No. : 019 - 7100936 E-Mail : adibah@utm.my	
Synopsis : The course is designed to generally introduce students to types of business organization that could be formed as business generating profit tools that are available in Malaysia. It shall firstly introduce them to partnership and its advantages as compared to sole proprietorship. From thereon they shall study the nature of a partnership, how to form a partnership, the limitations in numbers of partners, relationships between partners in a partnership and with the firm, rights of a partner, liabilities of partners in a partnership, dissolution of a partnership. The second part of this course shall discuss focus on company law, differences between a company and a partnership, cooperation, foundation and subsidiary. Students shall be exposed to the advantages of setting up a company, the nature of a company, its rights and liabilities. The management of a company, company financial resources and the rights and responsibilities of the top level managers (chairman, directors, board of directors or CEO of a company) shall be discussed too. This course shall be discussed about the assets of company, management of those assets and what happened to those assets when a company is dissolved.	

LEARNING OUTCOMES

By the end of this course, students should be able to:

No.	Course Learning Outcome	Programme Learning Outcome(s) Addressed	Taxonomy and Soft skills Levels	Assessment Methods
1.	Identify the concept and principles of partnership and company in Malaysia and the rest of the world as well as the differences between rights and responsibilities of shares-holders, partners in a partnership and share holders in a company.	PLO1	C1	Quiz, Test, Final Exam
2.	Explain the principles of running and managing of a partnership and company.	PLO1	C2	Quiz, Test, Final Exam
3.	React to real life problems based on the principles and provisions of all relevant statutes. Practise new knowledge to new situation	PLO3 PLO6	P3, CTPS1-2 A2, LL1	Assignment, Final Exam
4.	Comply with ethics and professionalism in conducting themselves and the work according to the code of practice	PLO8	A2, EM1-2	Assignment & Presentation

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Prepared by (Head of Programme) Name : Hasliza Husin Signature : Date :	Certified by (Head of Department) Name : Mohamad Shafie Abdul Rashid Signature : Date :
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STUDENT LEARNING TIME

Teaching and Learning Activities	Student Learning Time (Hours)
1. Face to face Learning <ul style="list-style-type: none"> a. Lecture b. Tutorial c. SCL Activities 	35 14 7
2. Independent Study <ul style="list-style-type: none"> a. Non Face to face learning or SCL b. Revision c. Evaluation 	34 15 9
3. Formal evaluation <ul style="list-style-type: none"> a. Tests b. Quizzes c. Final examination 	2 1.5 2.5
Total	120

TEACHING METHODOLOGY
Lecture and Discussion, Co-operative Learning, Independent Study, Individual/Group Assignment, Presentation

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WEEKLY SCHEDULE

Week 1	: 1.0 Introduction to partnership law 1.1 Definition of partnership- s. 2 of PA 1967 1.2 Types of relationship and joint venture that are partnership according to s. 4 of PA 1967 1.3 Types of relationships and joint ventures that are not partnership according to s. 4 of PA 1967 1.4 Differences between a partnership and sole proprietorship, company, corporation 1.5 Disadvantages and advantages 1.6 Parties 1.7 Nature and intention of the relationship 1.8 Manners of forming a partnership
Week 2	: 2.0 Formation of a partnership 2.1 Manners in forming a partnership 2.2 Advantages and disadvantages of both manners 2.3 Terms and conditions of partnership 2.4 Name of partnership 2.5 Registration of partnership 2.6 Legal status of a partnership
Week 3	: 3.0 Status, Rights and Obligations 3.1 Status of a partner a. Dominant/ major share holder b. Minority share holder c. Salaried partner d. Sleeping partner e. Holding out as a partner 3.2 Disadvantage and advantages 3.3 Rights of every partner a. Towards each other b. Towards the firm c. Towards third parties 3.4 Obligations of each partner a. Towards each other b. Towards the firm c. Towards third parties
Week 4	: 4.0 Dissolution 4.1 Reasons for dissolution 4.2 Where 4.3 How and manners of dissolution

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	<ul style="list-style-type: none"> a. Voluntary b. By death c. By application to courts
	4.4 Divisions of assets in the event of dissolution
	4.5 Rights and liabilities to be settled before dissolution is final
Week 5	5. Company law <ul style="list-style-type: none"> 5.1 Who and what is a company 5.2 Where to set up a company 5.3 Conditions in setting up a company -the legal capacity of parties involved <ul style="list-style-type: none"> a. foreign company b. domestic company c. subsidiary company d. parent company 5.3 Differences between a company, partnership and corporation 5.4 Advantages and disadvantages
Week 6	6 Types of company <ul style="list-style-type: none"> 6.1 <ul style="list-style-type: none"> a. Company limited by shares b. Company limited by guarantee c. Unlimited company d. private company e. public company 6.2 Name of company and its restrictions 6.3 Company financial resources 6.4 Address and official work of place 6.5 Registration of a company
Week 7	7 Registration and promoter <ul style="list-style-type: none"> 7.1 Company must be registered <ul style="list-style-type: none"> -promoter and prospectus 7.2 Promoter, his roles and functions in setting up and registering a company 7.3 Status of pre-registration contracts 7.4 Status of contract, after registration if refuses to assume or acknowledge 7.5 Status of post registration contract
Week 8	8 Status and legal rights of a company <ul style="list-style-type: none"> : 8.1 Upon registration- company as a separate entity 8.2 Reasons and advantages of the separate entity doctrine 8.3 Rights of a company <ul style="list-style-type: none"> a. to sue/be sued

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	b. to acquire/ dispose of property c. hire and terminate staff d. enter and terminate contract 8.4 Foss v Harbottle principle 8.5 Reasons 8.6 Applications of Foss b Harbottle principle
Week 9	9 Lifting of corporate veil 9.1 Meaning of lifting of corporate veil 9.2 Reasons of lifting and when it is allowable 9.3 Where and when it could be lifted 9.4 Effects of the lift of corporate veil
Week 10	10 Memorandum & Article of a company 10.1 Memorandum of a company 10.2 Functions and roles of a memorandum 10.3 Contents of a memorandum 10.4 Relationships and effects of a memorandum <ul style="list-style-type: none"> a. with company b. members of the company c. towards third parties 10.5 Article of a company 10.6 Functions and roles of article 10.7 Relationships and effects of article <ul style="list-style-type: none"> a. with the company b. members of the company c. third parties 10.8 Amendments to the memorandum and article of a company 10.9 Refusal and failures to obey the provisions of M&A of a company
Week 11	: 11 Company Financial resources and assets : 11.1 –Financial resources of a company <ul style="list-style-type: none"> a. shareholding b. assets – fixtures, chattels c. loans, charges d. debentures and future profits 11.2 Majority and minority shareholders 11.3 Divisions of company profits <ul style="list-style-type: none"> a. bonuses b. dividends

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Week 12	: 12 Managers and administrators of a company 12.1 Differences between shareholders, staff and managers of a company 12.2 They may be or may be not the same parties 12.3 Chairperson/ president Board of directors Directors (elected or appointed, with or without voting shares) CEO Company secretary Accountant General Manager(s) Manager(s) The general staff 12.4 Fiduciary relationship 12.5 The role, duties and responsibilities of each party towards the company 12.6 Duty to avoid conflict of interests with companies' at all time -directors' transaction with the company - duty to disclose 12.7 When and reasons to remove a director
Week 13-14	13 Winding up of a company 13.1 Reasons 13.2 Manners a. Voluntary b. By applications c. Court's order 13.3 Legal implications towards a. assets of the company b. debts and financial liabilities of the company c. company d. staff, e. third party, chargers etc ** (TOTAL OF 15 LECTURE WEEKS INCLUDING 1 WEEK MID SEMESTER BREAK)

REFERENCES	Statutes
	Partnership Act 1968 , Company Act 1980
	Main Reference: 1. A. Krishnan. Company Law of Malaysia, Sweet & Maxwell, Kuala Lumpur, 5 th ED. 2000 2. M. Shahid. Partnership Law of Malaysia. Sweet & Maxwell. Kuala Lumpur , 2005. 3. Chin, A.L. Liabilities of Company's Director. Pelanduk Publication. Kuala Lumpur, 2000.

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	4. Wu Min Aun & Beatrix Vohrah, <i>Commercial Law of Malaysia</i> , Longman, Kuala Lumpur, 2002.
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GRADING

No	Assessment Method	PLO	Number	PPD & PSM Assessment (%)	PPK Assessment (%)	Implementation Dates
1	Quiz	PLO1	5	10	10	Week 1 - 14
2	Test	PLO1 PLO3	2	30	20	Week 5, 11
3	Assignment & Presentation	PLO3 PLO6 PLO8	1	10	10	Week 9 - 13
4	Final exam	PLO1 PLO3	1	50	60	Week 17 - 19
	Overall Total			100	100	