

LA3H2-15 Principles of Corporate Law and Governance

26/27

Department

School of Law

Level

Undergraduate Level 3

Module leader

David Gindis

Credit value

15

Module duration

10 weeks

Assessment

100% exam

Study location

University of Warwick main campus, Coventry

Description

Introductory description

The module offers a systematic, critical, and contextual analysis of key principles, concepts, and issues in UK company law and corporate governance.

Module aims

This module aims to provide an understanding of key issues and principles in corporate law and governance, integrating theoretical, policy, contextual, and practical perspectives. It introduces the choice of business forms available to entrepreneurs, examines the distinctive characteristics of companies, and analyses the implications of the fundamental principles of corporate law – separate legal personality and limited liability – including their application within corporate groups. It then explores how companies interact with external parties, focusing on contractual rights and liabilities, before examining the nature and scope of directors' duties under the Companies Act 2006, and assessing shareholder remedies against directors, including unfair prejudice petitions and derivative actions. Finally, it considers the position of creditors and their protection through creditor-focused duties under both company and insolvency legislation.

Outline syllabus

This is an indicative module outline only to give an indication of the sort of topics that may be covered. Actual sessions held may differ.

- Setting up a company: business forms, types of companies, and the corporate constitution
- Advantages of the company: corporate personality and limited liability
- Consequences of the company: veil piercing and parent company liability
- Dealing with outsiders: authority, agency, and corporate contracting
- Managing the company: directors and general duties of directors
- Protecting the company: defaulting directors and company remedies
- Protecting the shareholders: derivative actions and unfair prejudice petitions
- Protecting the creditors: creditor-regarding duties and wrongful trading

Learning outcomes

By the end of the module, students should be able to:

- Appreciate the wide-ranging influence of corporate activity and the law relating to it.
- Assess the economic and commercial benefits of doing business using the corporate form.
- Understand and develop critical insights into key concepts of company law.
- Be familiar with the general body of company law and related legislation.
- Understand and apply rigorously specific statutory provisions.
- Apply creatively the case law to continuing areas of legal uncertainty.
- Understand corporate governance through common law and statutory developments.
- Formulate and evaluate policy arguments regarding aspects of company law and corporate governance.

Indicative reading list

[Reading lists can be found in Talis](#)

Subject specific skills

- Develop ability to analyse and evaluate current issues related to corporate law and governance.
- Enhance independent critical and contextual thinking about relevant legal and policy issues related to the implications of utilising the corporate form, and the directors duties regime.
- Develop ability to identify and search out the most appropriate sources to deepen knowledge, understand and develop critical analyses.

Transferable skills

- Advanced communication skills: ability to articulate complex legal concepts clearly, including persuasive argumentation and structured reasoning.

- Problem-solving: applying legal principles to practical scenarios, identifying issues and reaching sound conclusions.
 - Analytical and critical thinking: evaluating legal frameworks, interpreting statutory provisions, and assessing policy implications with a critical perspective.
 - Commercial awareness: understanding the interplay between law, business strategy, and market dynamics, and appreciating the practical implications of corporate law principles.
 - Research and information management: locating, synthesizing, and applying legal sources and corporate law materials effectively.
-

Study

Study time

Type	Required
Lectures	18 sessions of 1 hour (12%)
Seminars	7 sessions of 1 hour (5%)
Private study	90 hours (60%)
Assessment	35 hours (23%)
Total	150 hours

Private study description

No private study requirements defined for this module.

Costs

No further costs have been identified for this module.

Assessment

You do not need to pass all assessment components to pass the module.

Assessment group B

	Weighting	Study time	Eligible for self-certification
Assessment component			
Exam	100%	35 hours	No

The assessment comprises two parts. Part A: students will write an essay on one of a selection of

Weighting**Study time****Eligible for self-certification**

given topics. Part B: students will answer a problem question.

Reassessment component is the same

Feedback on assessment

Individual written feedback and general (cohort) feedback (standard Law School policy).

[Past exam papers for LA3H2](#)

Availability**Courses**

This module is Optional for:

- ULAA-M130 Undergraduate Law
 - Year 3 of M130 Law
 - Year 3 of M130 Law
- Year 4 of ULAA-M131 Undergraduate Law (4 Year)
- Year 4 of ULAA-M132 Undergraduate Law (Year Abroad)
- ULAA-M135 Undergraduate Law and Sociology
 - Year 3 of M135 Law and Sociology
 - Year 4 of M135 Law and Sociology
- Year 4 of ULAA-M133 Undergraduate Law with French Law
- Year 4 of ULAA-M134 Undergraduate Law with German Law
- Year 3 of ULAA-M136 Undergraduate Law with Humanities (3 Year)
- UPHA-V7MW Undergraduate Politics, Philosophy and Law
 - Year 3 of V7MW Politics, Philosophy and Law
 - Year 3 of V7MW Politics, Philosophy and Law