

COURSE SYLLABUS

(Attached to Decision No..... / QD-ĐHNT dated / / 20....

of the President of Foreign Trade University)

Course title: CORPORATE AND BUSINESS LAW (F4)

Course code: KET.F4 (2-1718).1_LT

Department: Faculty of Law

Course conducting:

Credit hours: 03

Prerequisite(s):

Time of the first design/announcement:

Adjust, modify, supplement:

1. INSTRUCTOR(S) INFORMATION

No.	Instructors' name	Email	Phone number	Office
1.	Dr.Nguyen Binh Minh	minhnb@ftu.edu.vn	0916055595	Faculty of Law
2.	Dr. Ha Cong Anh Bao	baohca@ftu.edu.vn	0912425009	Faculty of Law

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2. COURSE OBJECTIVES

This course is to develop knowledge and skills in the understanding of the general legal framework, and of specific legal areas relating to business, recognising the need to seek further specialist legal advice where necessary.

Corporate and Business Law is divided into eight areas. The syllabus starts with an introduction to the overall legal system of the Socialist Republic of Vietnam such as the sources of law and the court system. It then leads into the area of the law of obligations including contract and tort, which underpin entrepreneurial activity and business transactions generally. The syllabus then covers a range of specific legal areas relating to various aspects of business of most concern to financial professionals. These are the law relating to employment and the law relating to companies. These laws include the formation and constitution of companies, the financing of companies and types of capital, and the day-to-day management, the administration and regulation of companies and legal aspects of insolvency. The final section links back to all the previous areas. This section deals with corporate fraudulent and criminal behaviour.

3. COURSE LEARNING OUTCOMES

3.1 Learning outcomes about knowledge, skills, autonomy and responsibility

On successful completion of this course candidates should be able to:

3.1.1 Knowledge

1. Identify the essential elements of the legal system, including the main sources of law
2. Recognize and apply the appropriate legal rules relating to the law of obligations

4.3. Websites

<http://www.accaglobal.com>

4.4. Others:

3. Constitution 2013
4. Civil Code 2015
5. Law on Enterprises 2020
6. Commercial Law 2005
7. Law on Bankruptcy 2014
8. Civil Procedure Code 2015
9. Law on Commercial Arbitration 2010
10. Labour Code 2019

5. COURSE CONTENTS AND SCHEDULE

5.1. Course content

No.	Contents	Time Allocation			Contribution to CLO
		Hour(s) on the class		Case study	
		Lecture	Practice, Seminar		

1-2	Chapter 1: Essential elements of the legal system	4	2	1.5	9	1,3,8,9,11
3-6	Chapter 2: The law of obligations	8	4	4	18	2,3,4,5,7,8,10,11
7	Chapter 3: Employment law	2	1	2	4,5	2,3,4,5,6,7,8,10,11
8-10	Chapter 4: Formation and constitution of business organizations	6	3	6	13,5	2,3,4,5,6,10,11
11-12	Chapter 5: Capital and the financing of companies	4	2	3	9	2,3,4,5,6,10,11
13	Chapter 6: Management, administration and the regulation of companies	2	1	2	4,5	2,3,4,5,6,10,11
14	Chapter 7: Insolvency law	2	1	2	4,5	2,3,5,6,7,10
15	Chapter 8: Corporate fraudulent and criminal behavior	2	1	2	4,5	2,3,4,5,6,10,11
Total		30	15	22,5	67,5	

5.2. Schedule of lectures

No.	Teaching and Learning activities	Hours	Content	Contribution to CLO
1	Lecture	2	<p>1.1. Sources of law</p> <p>1.1.1. Definition of law and types of law.</p> <p>1.1.2. The purpose and significance of the Constitution.</p> <p>1.1.3. Legislation and its forms</p> <p>1.2. Court structure</p> <p>1.2.1. The structure of the courts</p> <p>1.2.2. Roles of the courts and their jurisdictions.</p> <p>1.2.3. Roles of judges</p> <p>Prepared: Reading: [1- Ch.1 & Ch.2]</p> <p>Homework: F4 Revision kit</p>	See 5.1
	Practice, Seminar	1		
	Case study	0		
	Self-study with teacher's tutorial	4,5		

	Assessment methods		<ul style="list-style-type: none"> - Define law and distinguish types of law? - Explain the purpose and significance of the Constitution? - Explain the structure of the courts? - Explain the roles of the courts and their jurisdictions? 	
2	Lecture	2	1.3. Constitutional rights	See 5.1
	Practice, Seminar	1	1.3.1. Rights and legal capacity of citizens and legal entities	
	Case study	1,5	1.3.2. Limitation to legal capacity of citizens	
	Self-study with teacher's tutorial	4,5	Prepared: Reading: [1- Ch.2] & 3 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Explain the rights and legal capacity of citizens and legal entities? - Explain the limitations that may apply to the legal capacity of citizens? 	
3	Lecture	2	2.1. Formation of contract	See 5.1
	Practice, Seminar	1	2.1.1. Definition of contract 2.1.2. Types of contracts 2.1.3. Offer	

	Case study	2	2.1.4. Termination of offer 2.1.5. Acceptance	
	Self-study with teacher's tutorial	4,5	Prepared: Reading: [1- Ch.3 & Ch.4] & 4 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Define the nature of a contract - Explain the meaning of an offer, and the distinction between an offer and other types of representation - Explain the termination of an offer. - Explain the meaning and consequence of acceptance 	
4	Lecture	2	2.2.Content of contracts	See 5.1
	Practice, Seminar	1	2.2.1. The essential elements of a contract	
	Case study	1	2.2.2. Forms of contract	
	Self-study with teacher's tutorial	4,5	2.2.3. Parties to contract Prepared: Reading: [1- Ch.5] & 4, 5 Homework: F4 Revision kit	

	Assessment methods		<ul style="list-style-type: none"> - Define the nature of a contract - Explain the meaning of an offer, and the distinction between an offer and other types of representation - Explain the termination of an offer. - Explain the meaning and consequence of acceptance 	
5	Lecture	2	2.3.Security for performance of civil obligations 2.3.1. Pledge	See 5.1
	Practice, Seminar	1	2.3.2. Mortgage 2.3.3. Deposit 2.3.4. Security deposit 2.3.5. Escrow deposit	
	Case study	1	2.3.6. Guarantee 2.3.7. Fidelity guarantee	
	Self-study with teacher's tutorial	4,5	2.3.8. Lien on property 2.4.Breach of contract 2.4.1. Meaning of breach of contract 2.4.2. Consequences of a breach of contract Prepared: Reading: [1- Ch.5& Ch.6] & 4	

			Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Explain the methods of securing obligations - Explain the meaning of breach of contract - Explain the consequences of a breach of contract 	
6	Lecture	2	2.5. Non-contractual obligations	See 5.1
	Practice, Seminar	1	2.5.1. Meaning of tort 2.5.2. Tort of negligence 2.5.3. Duty of care	
	Case study	1,5	2.5.4. Defenses to negligence 2.5.5. Causality and remoteness of damage	
	Self-study with teacher's tutorial	4,5	2.5.6. Consequences of damage or loss in relation to non-contractual obligations Prepared: Reading: [1- Ch.7] & 4 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Define the meaning of tort - Explain how obligations in tort arise 	

		- Discuss the consequences of damage or loss in relation to non-contractual obligations		
7	Lecture	2	<p style="text-align: center;">3.1.Labor agreements</p> <p>3.1.1. Definition of employment contract</p>	See 5.1
	Practice, Seminar	1	<p>3.1.2. Definition of employee</p> <p>3.1.3. Duties of the parties to contract</p> <p>3.1.4. Compulsory statutory legislation</p>	
	Case study	2	<p>3.1.5. Varying the terms of an employment contract</p> <p>3.1.6. Continuous employment</p>	
	Self-study with teacher's tutorial	4,5	<p style="text-align: center;">3.2.Dismissal and redundancy</p> <p>3.2.1. Grounds and conditions for dismissal</p> <p>3.2.2. Wrongful dismissal</p> <p>3.2.3. Unfair dismissal</p> <p>3.2.4. Remedies for unfair dismissal</p> <p>3.2.5. Redundancy</p> <p>Prepared: Reading: [1- Ch.8 & Ch.9] & 10</p> <p>Homework: F4 Revision kit</p>	

	Assessment methods		<ul style="list-style-type: none"> - Distinguish the legal differences between the employed and those who work under civil contracts. - Explain the nature of a labor agreement and the main duties of the parties to a labor agreement. - Explain the grounds and conditions for dismissal. - Discuss the rights and obligations of employers and employees when an employee is dismissed 	
8	Lecture	2	4.1. Agency law 4.2. Partnership 4.2.1. Definition of partnership	See 5.1
	Practice, Seminar	1	4.2.2. Forming an unlimited liability partnership 4.2.3. Terminating an unlimited liability partnership 4.2.4. Authority of partners in an unlimited liability partnership 4.2.5. Liability of partners an unlimited liability partnership	
	Case study	2	4.2.6. Limited liability partnerships 4.3. Corporations and legal personality 4.3.1. Sole traders' and companies' legal identities	

<p>Self-study with teacher's tutorial</p>	<p>4,5</p>	<p>4.3.2. Limited liability of members</p> <p>4.3.3. Shareholding companies</p> <p>4.3.4. Effect of legal personality</p> <p>4.3.5. Comparison of companies and partnership</p> <p>Prepared: Reading: [1- Ch.10, Ch.11 & Ch.12]</p> <p>& 4, 5</p> <p>Homework: F4 Revision kit</p>	
<p>Assessment methods</p>	<ul style="list-style-type: none"> - Demonstrate a knowledge of the legislation governing partnerships. - Explain the different types of partnership - Analyze the liability of partners for partnership debts - Distinguish the legal differences between individual entrepreneurs, partnerships and companies - Explain the meaning and effect of limited liability - Illustrate the implications of separate personality - Recognize instances in which separate personality will be ignored - Explain the procedure for registering different types of limited company. 		

9	Lecture	2	4.4. Company formation	See 5.1
	Practice, Seminar	1	4.4.1. Promoters and pre-incorporation contracts 4.4.2. Pre-incorporation expenses and contracts	
	Case study	2	4.4.3. Statutory books and records	
	Self-study with teacher's tutorial	4,5	4.4.4. Confirmation statements Prepared: Reading: [1- Ch.13] & 4, 5 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Explain duties of promoters - Critically analyze promoters' liability for breach of pre-incorporation contracts - Explain the requirements for public accountability 	
10	Lecture	2	4.5. The formation and constitution of a company	See 5.1
	Practice, Seminar	1	4.5.1. Procedure for registering different types of limited company.	
	Case study	2	4.5.2. Capital requirements for establishing different types of limited company	
	Self-study with	4,5	4.5.3. Content and effect of the company's constitutional documents	

	teacher's tutorial		Prepared: Reading: [1- Ch.13] & 5 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Explain the procedure for registering different types of limited company - Explain the capital requirements for establishing different types of limited company - Explain the content and effect of the company's constitutional documents 	
11	Lecture	2	5.1. Share capital	See 5.1
			5.1.1. Definition of capital	
	Practice, Seminar	1	5.1.2. Ordinary shares and preference shares	
			5.1.3. Placement of shares and subsequent issues of shares.	
	Case study	2	5.1.4. Rights and duties of shareholders	
	Self-study with teacher's tutorial	4,5	5.1.5. Legal provisions applicable to increasing and reducing share capital. 5.1.6. Consequences of increasing and reducing share capital. Prepared: Reading: [1- Ch.15] & 5 Homework: F4 Revision kit	

	Assessment methods		<ul style="list-style-type: none"> - Illustrate the differences between ordinary shares and preference shares, and different classes of preference shares - Explain the placement of shares and subsequent issues of shares - Explain the rights and duties of shareholders - Explain the legal provisions applicable to increasing and reducing share capital - Explain the consequences of increasing and reducing share capital 	
12	Lecture	2	5.2. Loan capital	See 5.1
	Practice, Seminar	1	5.2.1. Differences between loan capital and share capital	
	Case study	2	5.2.2. Rights of those who provide long-term capital	
	Self-study with teacher's tutorial	4,5	5.3. Capital maintenance and dividend law Prepared: Reading: [1- Ch.16 7 Ch.17] & 5 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Distinguish the legal differences between loan capital and share capital - Explain the rights of those who provide long-term capital 	

			- Explain the rules governing the distribution of dividends	
13	Lecture	2	<p>6.1. Members' Council, Board of Management and company directors</p> <p>6.1.1. Roles of the Members' Council, the Chairman of the Members' Council, Board of Management and the director or general director in the operation of a company.</p> <p>6.1.2. Powers of the management bodies of the company and its shareholders</p> <p>6.1.3. Exclusive competence of the management bodies of the company and the shareholders</p>	See 5.1
	Practice, Seminar	1	<p>6.2. Other company officers</p> <p>6.2.1. Auditors</p> <p>6.2.2. Duties and powers of a company's Inspection Committee</p>	
	Case study	2	<p>6.3. Company meetings and resolutions</p>	

<p>Self-study with teacher's tutorial</p>	<p>4,5</p>	<p>6.3.1. Legal requirements relation to meetings of shareholders</p> <p>6.3.2. Decision making</p> <p>Prepared: Reading: [1- Ch.18, Ch.19 & Ch.20] & 5</p> <p>Homework: F4 Revision kit</p>	
<p>Assessment methods</p>	<ul style="list-style-type: none"> - Distinguish between the powers of the management bodies of the company and its shareholders - Explain the matters that fall within the exclusive competence of the management bodies of the company and the shareholders - Discuss the appointment procedure relating to, and the duties and powers of, a company's auditors - Discuss the appointment procedure relating to, and the duties and powers of, a company's Inspection Committee - Explain the legal requirements in relation to convening and conducting meetings of shareholders - Explain how decisions are made at meetings, including voting procedures. 		

14	Lecture	2	7.1. Definition of insolvency	See 5.1
			7.1.1. Criteria applied to insolvency	
	Practice, Seminar	1	7.1.2. Compulsory insolvency 7.1.3. Voluntary insolvency	
			7.2. Insolvency procedure	
	Case study	2	7.2.1. Role of the courts and judges 7.2.2. Jurisdiction over the insolvency process	
	Self-study with teacher's tutorial	4,5	7.3. Saving a company: administration Prepared: Reading: [1- Ch.21 & Ch.22] & 7 Homework: F4 Revision kit	
	Assessment methods		<ul style="list-style-type: none"> - Discuss the criteria applied to establish insolvency - Explain the role of the courts and judges in relation to their jurisdiction over the insolvency process - Explain the duties, powers and responsibilities of the committee for management and liquidation of assets 	
15	Lecture	2	8.1. Definition of Corporate fraudulent and criminal behavior 8.1.1. Financial crime	See 5.1

Practice, Seminar	1	8.1.2. Insider dealing 8.1.3. Market abuse 8.1.4. Money laundering	
Case study	2	8.1.5. Bribery	
Self-study with teacher's tutorial	4,5	8.2. Legal obligations of companies in relation to disclosure of information. 8.3. Criminal activity relating to companies Prepared: Reading: [1- Ch.4] Homework: F4 Revision kit	
Assessment methods		<ul style="list-style-type: none"> - Explain the legal obligations of companies in relation to disclosure of information. - Recognize the nature and legal control over activities that may destabilize securities markets - Recognize the nature and legal control over corruption 	

6. COURSE POLICY

- According to current training regulation

7. COURSE ASSESSMENT

There are three elements of assessment in this subject

Assessment	Rate	Form of Assessment	Time allowance
Class participation	10%	Oral/ in writing	5'
Mid-term assessment	30%		
<i>Assignment</i>		01 in writing	take home
<i>Mid-term exam</i>		01 in writing	90'
<i>Presentation</i>		01 in oral	5-10'/ each group
Final-term exam	60%	01 in writing	90'

Class participation

Class attendance is mandatory. Students are expected to arrive on time, to be willing and able to discuss in the lectures.

Assignments/problem sets/reports

One or more specific topics will be set by the lecturers. The assignment requires students to undertake independent research with a maximum number of 2,000 – 3,000 words.

Oral presentation

The class will be divided into small groups. Each group shall be provided 10-15 minutes for presentation, and 5-10 minutes for answering questions. The questions can be raised by anyone in the class and by the lecturers.

Mid-term exam

One mid-term exam in writing will be set by the lecturers. It includes multiple choices, short questions, and case study questions. The exam can be open/ or closed book, which is decided by the lecturers.

Final exam

The final exam in writing will be set by the lecturers. It includes multiple choices, short questions, and case study questions. The exam can be open/ or closed book, which is decided by the lecturers.

- Score ladder: 10

- Type of assessment

Form	Content	Criteria	CLO	Proportion
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Formative	Attendance	Class attendance is mandatory. Students are expected to arrive on time, to be willing and able to discuss in the lectures.	The number of attendances and participation in lesson	1,2,3,4,5,6,7,8,11	10%
	Midterm assessment	One or more specific topics will be set by the lecturers. The assignment requires students to undertake independent research with a maximum number of 2,000 – 3,000 words.	<i>Assignment: 01</i> in writing	1,2,3,4,5,6,7,8,9,10,11	30%

		<p>One mid-term exam in writing will be set by the lecturers. It includes multiple choices, short questions, and case study questions. The exam can be open/ or closed book, which is decided by the lecturers.</p>	<p><i>Mid-term exam: 01</i> in writing</p>		
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		<p>The class will be divided into small groups. Each group shall be provided 10-15 minutes for presentation, and 5-10 minutes for answering questions. The questions can be raised by anyone in the class and by the lecturers.</p>	<p><i>Presentati on: 01 in oral</i></p>		
<p>Summa tive</p>	<p>Final test</p>	<p>The final exam in writing will be set by the lecturers. It includes multiple choices, short questions, and case study</p>	<p>01 in writing</p>	<p>1,2,3,4,5,6,7,8,9, 11</p>	<p>60%</p>

		questions. The exam can be open/ or closed book, which is decided by the lecturers.			
				Total:	100%

DEAN OF FACULTY

HEAD OF DEPARTMENT