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| **Qualification** | **Unit number and title** |
| Pearson BTEC Level 5 HND Diploma Business | Unit 37: Company Law |
| **Student name** | **Assessor name** |
|  | Mr.Mahmoud |
| **Date issued** | **Formative Date** |  **Deadline** | **First submission** |   **Submitted on** |
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| 20.11.2017 | 20.12.2017 | **Resubmission deadline with 15 days after feedback** |  **Submitted on** |
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| **Assignment title** | Analysing a Company Law (1 of 1) |

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| **Learning Outcome** | **Learning Outcome** | **Assessment Criteria** | **In this assessment you will have the opportunity to present evidence that shows you are able to:** | **Task no.** | First 2nd  Submission submission |
| LO 1 | Understand the nature of a company | 1.1 | explain the concept of corporate personality and lifting the veil | 1 |  |
| 1.2 | analyze the advantages and disadvantages ofincorporation | 1 |  |
| 1.3 | describe the law on promoters and pre-incorporation contracts | 1 |  |
| 1.4 | explain the requirements for registration andcommencement of trading | 1 |  |
| LO2 | Be able to draw up the constitution of a company | 2.1 |  apply the requirements for the memorandum to a given scenario | 2 |  |
| 2.2 |  draw up the articles of association in a given scenario | 2 |  |
| 2.3 |  evaluate the doctrine of ultra vires and its effect | 3 |  |
| 2.4 |  explain the contents of a prospectus and listing particulars | 3 |  |
| LO3 |  Understand share capital and capital maintenance | 3.1 |  explain the different types of capital | 4 |  |
| 3.2 | assess the law on issue of shares, class rights and dividends | 4 |  |
| 3.3 | discuss the law applicable to capital maintenance and insider dealing | 4 |  |
| LO4 |  Understand about shareholders, directors, charges and insolvency | 4.1 |  describe the duties and powers of directors | 5 |  |
| 4.2 |  explain the rules on the different types of meetings | 6 |  |
| 4.3 |  discuss the law on minority protection | 7 |  |
| 4.4 |  evaluate the rights of shareholders and debenture holders | 8 |  |
|  | 4.5 |  discuss rights on liquidation. | 8 |  |  |

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| **Learner declaration** |
| I certify that the work submitted for this assignment is my own and research sources are fully acknowledged.Student signature: Date:  |

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| **In addition to the above PASS criteria, this assignment gives you the opportunity to submit evidence in order to achieve the following MERIT and DISTINCTION grades** |
| **Grade Descriptor** | **Indicative characteristic/s** | **Contextualisation** |
| **M1: Identify and apply strategies to find appropriate solutions** | An effective approach to study and Research has been applied. |  **To Achieve M1:.** Identify and apply strategies to find appropriate solutions about the concept of corporate personality and lifting the veil for the above scenario with example of different relevant cases and explain to Mr.Adam and his family. **(Task1)** |
| **M2: Select/design and apply appropriate methods/techniques**  | Relevant legal theories and techniques have been applied.Use legal terminology accurately. | **To achieve M2:** Select/design and apply appropriate methods/techniques for evaluating the doctrine of ultra vires and its effect for above scenario for a life stock company under the name Green Valley Ltd for Mr.Adam and his family members with the help of legal case study **(Task 3)** |
| **M3: Present and communicate appropriate findings** | A range of methods of presentation have been used and legal language has been accurately used.You must find the right legal solution to the issue presented | **To achieve M3:** Present and communicate appropriate findings about the concept of corporate personality and lifting the veil for the above scenario express your thoughts precise legal terms with case studies and explain to Mr.Adam and his family members**(Task 1)** |
| **D1: Use critical reflection to evaluate own work and justify valid conclusions.** | Self-criticism of approach has taken place in legal language. | **To achieve D1:** Use critical reflection to evaluate own work and justify valid conclusions about the duties and powers of directors for a life stock company for Mr.Adam and his family members using relevant cases. **(task5)** |
| **D2: Take responsibility for managing and organizing activities** | Autonomy/independence has been demonstrated. | **To Achieve D2:** Take responsibility for managing and organizing activities about rules on the different types of meetings for a life stock company for Mr.Adam and his family members with relevant cases and examples. **(Task 6)** |
| **D3: Demonstrate convergent/lateral/creative thinking.** | Ideas have been generated and decision taken in legal manner. | **To Achieve D3:** Demonstrate convergent/lateral/creative thinking about the law on minority protection for a life stock company for Mr.Adam and his family members with the relevant cases and examples of law on minority.**(Task7)** |
| **Assignment brief** |
| **Unit number and title** | Unit 37: Company Law |
| **Qualification** | Pearson BTEC Level 5 HND Diploma Business |
| **Start date** | 20 . 11.2017 |
| **Deadline/hand-in** | 2012.2017  |
| **Assessor** | Mr.Mahmoud |
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| **Assignment title** | Analysing a Company Law (1of 1) |
| **Purpose of this assignment**To provide learners with a knowledge and understanding of the law on companies and the skill to apply the rules particularly in business situations.1. Understand the nature of accompany.2. Be able to draw up the constitution of a company3. Understand share capital and capital maintenance4. Understand about shareholders, directors, charges and insolvency |
| **Scenario** Adam runs a quite big animal farm with the help of the members of his large family which consists of three daughters (Susana, Marry & Hidey), a son (Smith), wife (Angela) and his parents (Ana & Evan). His generosity has led him to fall far behind the payments of the debts. He asked his eldest daughter and his solicitor to incorporate a life stock company under the name of **Green Valley Ltd**, where the authorized capital is (£250000) divided into number of shares of (£1) each and distributed equally between his family members but him. The promoters; however, agreed to govern the company by a board of three members; namely the eldest daughter, the son and Adam's mother, hence they asked the solicitor to rent an appropriate office for the company. He rented an apartment at his own building, secretly aiming for a higher price than average. Adam, however, unilaterally transferred the title of the farm, including the animals to the company, at the time it was under formation. After the registration procedures of the incorporation have been accomplished, the eldest daughter, as CEO, has bought a slaughter house to export the frozen meat which was not ratified by the Annual General Meeting on the base that the act was beyond the objectives of the company. It was also decided to sue the solicitor for his unlawful act. Adam has failed to repay his debts and his creditors have asked the court for piercing the veil of Green Valley Ltd, and appointing a liquidator to the company on the ground of violating the Company Act 1985; in that the company was formed on fraud suspicion since Adam is their debtor and he deliberately transferred his properties to the company in intentional deception. So Adam and his family members decided to get the services of the Consultant to get complete knowledge about the company law and for analyzing the above critical situation to solve the above problem, So they hired you as a company law Consultant and asked you to assist them and provide complete knowledge about the company law to finally able to solve the above critical situation. You have been asked by the adam and his family members to prepare a complete report which cover all the important topics about company law.  |
|  **Task 1. (1.1, 1.2,1.3,1.4 M1,M3) Report****(1.1)**Explain the concept of corporate personality and lifting the veil for incorporating a life stock company under the name of Green Valley Ltd for Mr.Adam and his family members and explain to Mr. Adam and his family members including (corporations and registered companies, separate legal personality company is separate and its members are separate, legal decision to treat the rights or duties of a corporation as the rights or liabilities of its shareholders).**( 1.2)** Analyze the advantages and disadvantages of incorporation a life stock company under the name of Green Valley Ltd for Mr Adam and his family members, including (Limited Liability, Attractive Investment, Capital Incentive, Owner/Employee, Perpetual Existence, Freely Transferable Shares, Disadvantages such as: Fees, Formalities, Paperwork, Disclosure of Names of Corporate Officers and Directors, Tax Consequences).**(1.3)** Describe the law on promoters and pre-incorporation contracts for a life stock company under the name Green Valley Ltd for Mr. Adam and his family members, such as (a person who under takes to form a company and takes the preliminary steps for its incorporation, promoters duties and his obligations, other duties, Remedies for breach of promoters duties, Effect of Pre-Incorporation Contract on the Company, Effect of Pre-Incorporation Contract on Person Purporting to Contract on Behalf of the Company).**(1.4)** Explain the requirements for registration and commencement of trading a life stock company under the Name Green Valley Ltd for Mr.Adam and his family members, including (Type of company - Company Activity - Trade Name - The company's capital – partners, the registration of the company, Document, The competent department, Headquarters of the company, Licensing, The crew and personnel) **To Achieve M1:** Identify and apply strategies to find appropriate solutions about the concept of corporate personality and lifting the veil for the above scenario with example of different relevant cases and explain to Mr.Adam and his family. **To achieve M3:** Present and communicate appropriate findings about the concept of corporate personality and lifting the veil for the above scenario express your thoughts precise legal terms with case studies and explain to Mr.Adam and his family members.**Note: For getting merit this is an ‘opportunity’ for the student and not a ‘right’ from completing a particular task. This is actually dependent on the standard and quality of the work of student.** |
| **Task 2: (2.1,2.2,) Report**(2.1) Apply the requirements for the memorandum to a given above scenario for life stock company under the name Green Valley Ltd for Mr.Adam and his family members, such as (Application of foundation requirements, in a written contract in accordance with the formula that you find it appropriate, by drawing the Statute of the company rules, Charter of company Lays down area of operation of the company – Regulates external affairs – Defines the object & scope – Assumptions Regarding the company • Name- ABC Ltd. • Number of Share Holders/Members • Situated in- Certificate of Incorporation, Contents of Memorandum **(2.2)** Draw up the articles of association in a given above scenario for a life stock company under the name Green Valley Ltd for Mr.Adam and his family members, such as (Application of foundation requirements, in a written contract in accordance with the formula that you find it appropriate, by drawing the Statute of the company rules including (1) Article One : Partners, Article 2: Name of the Company, Article (3): Purpose of the Company, Article (4): Head Office of the Company, Article (5): Term of the Company, Article (6): Capital of the Company, Article (7): Increase or Decrease of Capital, Article (8):Shares, Article (9): Management of the Company, Article (10): Auditors, Article (11): Shareholders General Meetings, Article (12): Fiscal Year and Distribution of Profit and Loss, Article (13): Termination and Liquidation of the Company, Article (14): Settlement of Disputes, Article (16): Notices, Article (17): Contract Copies). |
| **Task 3: (2.3,2.4 M2) Report****(2.3)** Evaluate the doctrine of ultra vires and its effect for a life stock company under the name Green Valley Ltd for Mr. Adam and his family members.* **Guideline:** If the company does something beyond the scope of its objects clause, this is said to
* be ultra vires (beyond the powers of the company).

**( 2.4)** Explain the contents of a prospectus and listing particulars for a life stock company under the name Green Valley Ltd for Mr.Adam and his family members, including (which companies are required to issues prospectus and contents of prospectus such as (i)Name and address of registered office of company. (ii)Name of stock exchange where application for listing is made. (iii)Date of opening of the issue. (iv)Date of closing of the issue. (v)Name and address of companies manager and managing directors**To achieve M2:** Select/design and apply appropriate methods/techniques for evaluating the doctrine of ultra vires and its effect for above scenario for a life stock company under the name Green Valley Ltd for Mr.Adam and his family members with the help of legal case study. |
| **Task 4: (3.1,3.2,3.3) Report****(3.1)** Explain the different types of capital for incorporating a life stock company for Mr.Adam and his family members including (authorized capital, issued share capital and subscribed, The paid-up capital, Subscribed Capital). **(3.2)** Assess the law on issue of shares, class rights and dividends for incorporating a life stock company for Mr.Adam and his family members including (Preference shares, ordinary shares, Issue and allotment of shares, Allotment contracts, Redeemable shares, Company purchasing its own shares, attend general meeting and vote, To a share of the company's profits, To a final distribution on winding up).**(3.3)** Discuss the law applicable to capital maintenance and insider dealing for incorporating a life stock company including (The doctrine of capital maintenance, payment of dividends or other distributions to shareholders reduction of a company’s share capital and/or reserves prohibition on the provision by a company of financial assistance for the purchase of its own shares; and a company’s redemption or purchase of its own shares. Insider dealing such as employees, officers directors, friends and family) |
| **Task 5: (4.1,D1) (report)**Describe the duties and powers of directors for a life stock company for Mr.Adam and his family members, and present it in class with agreed date and deadline with Assessor.**To achieve D1:** Use critical reflection to evaluate own work and justify valid conclusions about the duties and powers of directors for a life stock company for Mr.Adam and his family members using relevant cases.  |
| **Task 6: (4.2, D2) Report**Explain the rules on the different types of meetings for a life stock company for Mr.Adam and his family members including (Shareholders meeting, Directors meeting, Board meeting, Committee meeting, Class-meeting, Creditors meeting).**To Achieve D2:** Take responsibility for managing and organizing activities about rules on the different types of meetings for a life stock company for Mr.Adam and his family members with relevant cases and examples. |
| **Task 7: (4.3, D3) report**Discuss the law on minority protection for a life stock company for Mr.Adam and his family members including (rights of minorities).**To Achieve D3:** Demonstrate convergent/lateral/creative thinking about the law on minority protection for a life stock company for Mr.Adam and his family members with the relevant cases and examples of law on minority.**Note: For getting Distinction this is an ‘ opportunity’ for the student and not a ‘right’ from completing a particular task. This is actually dependent on the standard and quality of the work of the student.** |
| **Task 8: (4.4, 4.5) Report****(4.4)**Evaluate the rights of shareholders and debenture holders for a life stock company for Mr.Adam and his family members.Guideline: Shareholders (they are owners of the company) Debenture holders: ( They are creditors of company).**(4.5)** Discuss rights on liquidation including (Liquidation proceedings, Compulsory liquidation, voluntary winding up, assets and liabilities in liquidation) |

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| **Evidence checklist** | **Summary of evidence required by student** | **Evidence presented** |
| Task 1 | Report  |  |
| Task 2 | Report |  |
| Task 3 | Report |  |
| Task 4 | Report |  |
| Task 5 | Report |  |
| Task 6 | Report |  |
| Task 7 | Report |  |
| Task 8 | Report |  |

**Notes:**

Provide copy of your project as ***.PDF*** file and copy it on CD and will not accept any project without achieve this.

Please attach any materials used such as observation sheet, log book, notes, report and finally the power points presentation on CD.

**Remember:**

Plagiarism is presenting someone else's words, ideas, arguments, concepts or designs as your own work.

It includes behavior such as: copying information directly from the web or books without referencing the materials, submitting joint coursework as an individual effort, copying another student's coursework, stealing coursework from another student and submitting it as your own work.

Suspected plagiarism will be investigated and, if found to have occurred, will be dealt with accordingly.

**Achievement Summary**

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| **Qualification** | Pearson BTEC Level 5 HND Diploma Business | **Assessor name** | Mr.Mahmoud |
| **Unit Number and title** | Unit 37: Company Law | **Student name** | Doaa al.Huni |
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| **Criteria Reference** | **To achieve the criteria the evidence must show that the student is able to:** | **Achieved?****(tick)** |
| **LO1** | **Understand the nature of a company** |  |
| 1.1 | explain the concept of corporate personality and lifting the veil |  |
| 1.2 | analyze the advantages and disadvantages of incorporation |  |
| 1.3 | describe the law on promoters and pre-incorporation contracts |  |
| 1.4 | explain the requirements for registration and commencement of trading |  |
| **LO 2** | **Be able to draw up the constitution of a company** |  |
| 2.1 | apply the requirements for the memorandum to a given scenario |  |
| 2.2 |  draw up the articles of association in a given scenario |  |
| 2.3 |  evaluate the doctrine of *ultra vires* and its effect |  |
| 2.4 |  explain the contents of a prospectus and listing particulars |  |
| **LO3** |  **Understand share capital and capital maintenance** |  |
| 3.1 |  explain the different types of capital |  |
| 3.2 |  assess the law on issue of shares, class rights and dividends |  |
| 3.3 | discuss the law applicable to capital maintenance and insider dealing |  |
| **LO4** |  **Understand about shareholders, directors, charges and insolvency** |  |
| 4.1 |  describe the duties and powers of directors |  |
| 4.2 |  explain the rules on the different types of meetings |  |
| 4.3 |  discuss the law on minority protection |  |
| 4.4 |  evaluate the rights of shareholders and debenture holders |  |
| 4.5 |  Discuss rights on liquidation. |  |
| **Higher Grade achievements (where applicable)** |
| **Grade descriptor** | **Achieved?****(tick)** | **Grade descriptor** | **Achieved?****(tick)** |
| **M1: Identify and apply strategies to find appropriate solutions** |  | **D1: Use critical reflection to evaluate own work and justify valid conclusions** |  |
| **M2: Select / design and apply appropriate methods / techniques** |  | **D2: Take responsibility for managing and organising activities** |  |
| **M3: Present and communicate appropriate findings** |  | **D3: Demonstrate convergent/lateral/creative thinking** |  |

**Assignment Feedback**

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| **Formative Feedback: Assessor to Student** |
| **Action Plan** |
| **Summative feedback** |
| **Feedback: Student to Assessor**  |
| **Assessor signature**  |  | **Date** |  |
| **Student signature**  |  | **Date** |  |