**CL-450 – Corporate Law & Secretarial Practices**

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| Resource Person: | Bilal Naeem |
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| Contact Hours: | To be shared in class |
| Office Address: | 3N/09 |
| Programme: | BS Accounting and Finance |
| Section: | A |
| Semester: | Spring 2023 |
| Course Pre-requisites: |  |
| Credit Hours: | 3 |
| Course Type: | On campus |
| Venue/Day/Time: | Wednesday: 11:00 a.m. to 2:00 p.m.  Friday: 3:30 p.m. to 6:30 p.m. |
| Course URL (if any): | N/A |

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| **Course Description:** |
| Corporate Law covers legal provisions applicable to companies incorporated under Companies Act, 2017. In this course we teach the participants relevant provisions of this law to make them able to ensure the compliance of its provisions in the companies. This course also includes secretarial practices, means the performing all duties mentioned in the law to be performed in running the legal and administrative matters of the companies. |

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| **Course Teaching Methodology:** |
| We will be conducting classes on campus and classes will follow a basic structure of introduction to topics and coverage of topics through class practice. |

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| **Programme Educational Objectives (POs):** | |
| PO-1 | Critical Thinking and Decision Making |
| PO-2 | Effective Communication Skills |
| PO-3 | Ethics and Sustainability |
| PO-4 | Core Business Knowledge and Competence |
| PO-5 | Effective Teamwork and Leadership Skills |
| PO-6 | Industry Focus |
| PO-7 | Global Perspective (Internationalization) |
| PO-8 | Market Knowledge |
| PO-9 | Professional Track |

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| **Programme Learning Outcomes (PLOs):**  **After completing this degree programme, students shall be able to:** | | |
|  | | **Mapping the PLOs with POs** |
| PLO-1 | Graduates must be able to use analytical and reflective thinking techniques to identify and analyze problems, develop viable alternatives, make effective decisions and apply appropriate quantitative and qualitative techniques in solving business problems. | PO-1 |
| PLO-2 | Graduates must be able to draft effective business documents and prepare and deliver effective oral business presentations using a variety of appropriate technologies. | PO-2 |
| PLO-3 | Graduates must be able to identify and analyze ethical conflicts and sustainability issues involving different stakeholders in order to develop viable alternatives and make effective decisions relating to business ethics and sustainability. | PO-3 |
| PLO-4 | Graduates must be able to demonstrate competency in the underlying concepts, theory and tools taught in the core undergraduate curriculum. | PO-4 |
| PLO-5 | Graduates must be able to work effectively in teams and understand group processes, leadership, conflict, power and culture in organizations. | PO-5 |
| PLO-6 | Graduates must be able to understand the dynamics of local industry and understand business as an integrated system and apply strategic planning tools to coordinate among the functional areas. | PO-6 |
| PLO-7 | Graduates must be able to identify and analyze relevant global factors that influence decision-making and develop viable alternatives and make effective decisions in an international business setting. | PO-7 |
| PLO-8 | Graduates must be able to know, and work in financial markets and roles within current trends and practices at both operational and strategic levels. | PO-8 |
| PLO-9 | Graduates must be able to possess and reflect the required learning to be able to earn professional credentials in the area of Accounting and Finance including CA and ACCA. | PO-9 |

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| **Course Objectives (COs)** | |
| CO-1 | Develop an in depth understanding of various legal structures |
| CO-2 | A familiarity with laws applicable to companies registered under Companies Act, 2017 |
| CO-3 | A familiarity with secretarial practices |

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| **Course Learning Outcomes (CLOs):**  **After completing this course, students shall be able to:** | | |
|  | | **Mapping the CLOs with PLOs** |
| CLO-1 | Make decisions regarding the optimum legal structure for a given business or setup | CO-1, PLO-1, PLO-4, PLO-9 |
| CLO-2 | Understand how to incorporate a company | CO-2, PLO-1, PLO-4, PLO-9 |
| CLO-3 | Understand all legal issues and procedures surrounding capital | CO-2, CO-4, CO-6, PLO-1, PLO-4, PLO-9 |
| CLO-4 | Understand everyday legal issues governed under COCG and Listing regulations | CO-2, PLO-1, PLO-4, PLO-9 |
| CLO-5 | Understand secretarial practices and how to practically fulfill them | CO-3, PLO-1, PLO-4, PLO-9 |
| CLO-6 | Understanding of how companies can be wound up | CO-2, PLO-1, PLO-4,PLO-9 |

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| **Assurance of Learning and Assessment Items:**  *Specify Assessment Items that will assure student learning through application and achieve objectives of specific PLOs / COs / CLOs* | |
| **Assessment Item** | **Application/ Objectives**  **PLO / CO / CLO** |
| Class Activities | Various CLO, PLO-1, PLO-4, PLO-9 |
| Class Assignments | Various CLO, PLO-1, PLO-4, PLO-9 |
| Project/Presentation | CLO-1 – CLO 6, PLO-1, PLO-4, PLO-5,PLO-9 |
| Mid Term Examination | CLO-1, CLO-2, CLO-3, CLO-4, PLO-1, PLO-4, PLO-9 |
| Final Term Examination | CLO-1 – CLO 6, PLO-1, PLO-4, PLO-9 |

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| **Assessment Structure and Grading Policy\*:** | | |
| **Assessment Item** | **Weight (%)** | **Execution Plan** |
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| Class Participation | 5 | Based on attendance and class presence |
| Assignments | 10 | Spread out during the semester (N-1) |
| Class Activities | 10 | Spread out during the semester (N-1) |
| Mid-term exam | 20 | One-time assessment |
| Project / Presentation | 25 | To be conducted at the end of the semester |
| Final exam | 30 | One-time assessment |
| **Total** | **100** |  |
| **Notes – Norms and Important Class Policies:**  *(such as submission guidelines, academic honesty, make-up policy, code of conduct)*   * Students are responsible to make every attempt to be on time, attend classes, keep their mobile phones on silent mode or airplane mode during classes * Students should read their emails regularly for any class related updated * Students are required to maintain 80% attendance in the course or they will received SA grade * The results of activities, midterms and assignments are communicated to the participants during the semester and they need to share any concerns timely with the instructor * Any participant found using unfair means or assisting another participant during a class test/quiz, assignments or examination would be liable to disciplinary action. * UMT –LMS (Moodle) is an Open Source Course Management System (CMS), also known as a learning Management System (LMS). Participants should regularly visit the course website on MOODLE Course Management system, and fully benefit from its capabilities. If you are facing any problem using moodle, visit http://oit.umt.edu.pk/moodle. For further query send your queries to moodle@umt.edu.pk | | |

*\*Rubrics for all assessments (including mid and final exams) will be provided separately to the students.*

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| **Weekly Sessions Plan:** | | | |
| **Week** | **Topics / Contents** | **Activity** | **Application / Objectives**  **PLO / CO / CLO** |
| 1 | Introduction: Introduction of Companies Act 2017, Important definitions, Characteristics of a company. | Class Activity | CLO-1, PLO-1,PLO-4,PLO-9 |
| 2 | Incorporation: Types of companies and their differences, Memorandum of Association, Articles of Association, Incorporation of companies and matters incidental thereto, Registration Process. Amendment in MOA and AOA. | Assignment | CLO-2, PLO-1,PLO-4,PLO-9 |
| 3,4 | Capital: Classes and kinds of shares, rights of shareholders, Prospectus, Statement in lieu of prospectus, Allotment of shares, transfer and transmission of shares, Certificate of shares and debentures, Right issue, bonus issue, issue for consideration otherwise than in cash , issue of shares at premium and at discount. Relevant provisions of Companies (Issue of Capital Rules) 1996. | Class Activity | CLO-3, PLO-1,PLO-4,PLO-9 |
| 5,6 | Directors: Number of directors, eligibility and ineligibility to become director, appointment and removal of directors, Term of appointment, Power of directors, unlimited liability of directors, register of directors. Chief Executive Officer. | Various | CLO-6, PLO-1,PLO-4,PLO-9 |
| 6,7 | Accounts, Audit and Dividend: Statutory books, books of accounts, financial statements, Qualification and disqualification to become auditor, Appointment and removal of auditor, power of auditor, Audit report.  Announcement and payment procedure of interim and final dividend. | Various | CLO-3, PLO-1,PLO-4,PLO-9 |
| 8 | Mid Term | Exam | CLO-1, CLO-3, CLO-4, CLO-5,CLO-6,PLO-1, PLO-4, PLO-9 |
| 9 | Secretarial Practices: Company secretary and his duties, Filing requirements, Statutory Meeting and contents of Statutory Report, meeting of shareholders, types, notice, agenda, Minutes, Quorum, Adjournment, Voting, Poll, Proxies, Resolutions, Meeting of Directors.  Ethics for company secretary.  Sustainability for secretarial practices. | Assignment | CLO-5, PLO-1,PLO-4,PLO-9 |
| 10 | Winding up of Companies: Modes, and differences, appointment of liquidator. |  | CLO-6, PLO-1,PLO-4,PLO-9 |
| 11,12 | COCG: BOD, qualification and eligibility to become director, tenure, power and responsibilities of BOD, BOD meeting and related matters, CFO and company secretary, corporate and financial reporting framework, Audit committee, internal audit, external auditor.  Listing Regulations: Procedure for listing, offer of shares by listed companies. Prospectus, issue, allotment and transfer of shares. Dividend and entitlement, AGM. | Various | CLO-4, PLO-1,PLO-4,PLO-9 |
| 13,14 | Project Presentations | Project submission and Presentation | CLO-1, CLO-2, CLO-3, CLO-4, CLO-5,CLO-6,PLO-1, PLO-5, PLO-4, PLO-9 |
| 15 | Revision and class practice |  | CLO-1, CLO-6, CLO-4, CLO-5,CLO-6,PLO-1, PLO-4, PLO-9 |

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| **Primary Text Book (s):** |
| * Handout and Presentation slides |

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| **Reference / Supplementary Reading (s):** |
| * Companies Act 2017 * COCG, Listing regulations, Issue of Capital Rules |

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| **Useful Online / Web Resources:** |
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