



# BAHAMAS INSTITUTE OF FINANCIAL SERVICES

COMPANY LAW PRACTICE & ADMINISTRATION STAGE 1



## **Course Description**

This introductory course is designed to provide participants with an in-depth knowledge of company law principles, practical guidance on company administration and maintenance, and integrative analysis on company compliance and corporate best practices for companies incorporated and operating within the Bahamas.

## **Course Objectives**

Upon completion of the course, participants should be able to:

1. Obtain in-depth knowledge and understanding of the principles of company law and practice
2. Develop an awareness of the practical application of those principles for the resolution of simple and complex legal and corporate issues involving Bahamian companies and corporate vehicles.
3. Understand and apply the fundamentals of company administration, management, and maintenance.
4. Integrate practical knowledge of anti-money laundering and countering Terrorist financing best practices with general company administration and management standards and procedures
5. Discuss the developments in modern company law and practice in the Bahamas and generally.

## **COURSE SYLLABUS**

<b>UNIT 1</b>	General Company Law Principles
<b>UNIT 2</b>	Types of Companies
<b>UNIT 3</b>	Client Due Diligence Requirements
<b>UNIT 4</b>	Company Incorporation
<b>UNIT 5</b>	Corporate Record-keeping
<b>UNIT 6</b>	Shares, Shareholders, Capitalization
<b>UNIT 7</b>	Company Management
<b>UNIT 8</b>	Managing Risks
<b>UNIT 9</b>	Company Compliance
<b>UNIT 10</b>	Company Liquidations

## **Course Duration**

The course is structured for twelve (12) weeks (ten weeks of class, one week for the midterm examination/research project tutorial, and one week for the final examination). There will be approximately thirty (30) lecture hours (one per week for three hours for the ten week teaching duration), and it is recommended that participants devote a minimum of four (4) hours of study per week. The course will be delivered by face-to-face classroom instruction and via Skype (for Family Island and Turks and Caicos Islands participants).

## **Course Materials**

Course materials will comprise of the Company Law, Practice, and Administration, Stage I Course Manual, legislation, case studies, precedents, and additional/supplementary class notes and articles by the course lecturers. Participants will also be required to read articles, case studies, trade periodicals, and other material recommended by the course lecturers. The recommended textbook for the course is *Company Law* by Brenda Hannigan which may be purchased at Nassau Stationers.

Additionally, participants may wish to purchase a law dictionary to assist them in understanding certain legal terminology in their reading/studying. Mozley and Whitley's *Law Dictionary* (February 2010) is one of the recommended legal dictionary and may be ordered/purchased on [www.amazon.com.uk](http://www.amazon.com.uk).

## **Course Assessment**

<b>Class Participation</b>	<b>10%</b>	<b><u>Course Marking Scheme</u></b>
<b>Capstone Project</b>	15%	90 - 100% - A (Distinction)
<b>Midterm Examination</b>	25%	80 - 89% - B (Merit)
<b>Final Examination</b>	50%	70- 79% (Pass)
<b>Total</b>	100%	69% and below (Fail)

## **PREPARATION GUIDE TO COMPANY LAW, PRACTICE & ADMINISTRATION I**

Participants are advised to prepare adequately for classes and the examination by developing an organized reading and study plan. The course material is divided into Ten (10) units which will require participants to read the content in each unit, make notes, and attempt the self-assessment questions at the end of each unit.

It is expected that participants will read the relevant unit before class and come prepared to ask questions and participate in class discussion. The course is designed to be practical and interactive and there will be much information to be obtained not only from the course material but also from class lectures and student participation.

It is highly recommended that participants plan time each week to devote to the reading and preparation of course material and assignments inclusive of relevant legislation and case studies that may be applicable to the specific topic to be covered.

Additionally, it is recommended that participants set clear objectives in accordance with the unit objectives for learning and understanding the course material. Consistent revision of course material and class notes and the effective use of the self-assessment questions at the end of each unit will be advantageous in preparation for the final examination.

Company Law, Practice, and Administration I requires in-depth knowledge and understanding of company law principles and concepts and practical application of such concepts in the management and administration of companies and other corporate vehicles. Equally important is the development of practical skills for the implementation of corporate best practices in company management.

Participants are encouraged to use their work experiences, real-life examples, and overall knowledge of company law and companies generally, to assist in their understanding and application of the course material.

Successful participation in class discussion, proper planning and completion of the individual research project, and passing the mid-term and final examination will require a comprehensive knowledge and practical application of the course material. Both the mid-term and final examinations will comprise multiple choice and short-answer questions.

## **GENERAL GUIDE TO**

### **ANSWERING COMPANY LAW EXAMINATION QUESTIONS**

#### **Short answer examination questions**

One of the methods of evaluation of the student's understanding of Company Law principles and concepts is short-answer questions on the mid-term and final examinations.

The short-answer question is designed to test whether the student has understood the terminology, principles, and concepts in Company Law in specific areas of the subject. Short-answer questions normally require students to provide comprehensive definitions, explanations, legal requirements, and formalities relating to Company Law, in their answers to such questions.

With regard to questions which require a definition, students are advised to provide a detailed explanation of the terminology that is clear, concise, and coherent, without any ambiguity as to the student's understanding of Company Law concepts. The marking scheme is indicative of the weight of the answer of the questions. Short-answer questions relating to terminology which carry high marks require more detailed explanation than questions which carry lower marks.

Short answer questions may also require students to list the legal requirements or formalities for a particular Company Law concept, agreement, or principle. Students are encouraged to accurately and properly cite answers which directly relate to the questions, without randomly guessing or providing irrelevant answers which have no application to the question asked, notwithstanding the fact that an attempt at an answer is better than not providing one at all.

The self-assessment questions at the end of each module in this course manual assist in providing student's with the practical exercise of answering similar questions which may appear on their mid-term and final examinations. It is highly recommended that students practice answering these questions immediately after completing the material in each module, in order to reinforce their understanding of the terminology, concepts, and principles covered.

#### **Case study questions**

Case study questions are designed to test the critical thinking and analytical skills of students by requiring them to identify critical issues in the questions and apply legal principles and concepts to such issues, in resolution of the key areas for consideration.

Every case study question addresses several key concepts within a topic area or several topic areas, in order to test the student's comprehension, understanding, and awareness of the fundamental and ancillary issues which require analysis, discussion, and resolution.

A practical, thorough, and comprehensive approach to case study questions is normally expected of students by examiners setting and marking the examinations.

One recommended technique in answering case study questions is the following:

1. Read the entire question carefully to obtain an overall understanding of what the question relates to and is asking.
2. Read the question again. This time dissect the question (paragraph by paragraph).
3. Identify parties (e.g. employer, employee, third party) and issues (e.g. unfair dismissal, breach of data protection, discrimination, sexual harassment etc.). There are normally several issues in a case study question which may comprise the main issues or ancillary issues for analysis and discussion by the student.
4. Apply the relevant legal principles, legislation, and case authorities to the issues/facts in the question. Analyze the facts.
5. Argue the relevant issues supported by the relevant legal principles, legislation, and case authorities. Apply critical thinking to your analysis of the facts. Consider and cite both sides of the issue. All parties share some duty, responsibility, liability etc. in consideration of the issues.
6. Reach a conclusion based upon your analysis of the facts and the application/argument of the relevant law to those facts.
7. Make any recommendation or reform (if necessary or applicable) and any practical advice regarding resolution of the issues (e.g. real-life work experience).
8. Conclude your answer definitively.

Overall, the student should focus on providing an answer that is comprehensive, practical, coherent, and clear in its identification and assessment of the facts, legal analysis, and argument, supported by key legal principles, legislation, and/or case authorities.

With regard to the study and application of relevant case authorities, the author of this course manual recommends that students focus more on key case authorities whose decisions comprise the ratio or legal principle articulated, any distinguishing cases, and relatively recent cases which provide binding decisions which apply to the issues within a case study question. It is not advantageous to memorize 10-15 cases which have the same ratio or principle when one can comprehend and apply a few key cases which correctly answer the question at hand.

### **Essay questions**

Essay questions are often designed to test a student's thorough knowledge of a particular topic area of the syllabus. Students may be given a general quote from the judgment or dicta of a particular case or a general Company Law topic of relevance to the Bahamas jurisdiction for comment and analysis.

Essay questions should only be attempted, if not mandatorily required, if the student is thoroughly knowledgeable and conversant of the particular topic being asked and is able to provide his/her original thought, critical analysis, and reasoned commentary to the question.