

**COURSE SYLLABUS:
PARTNERSHIPS AND CORPORATIONS**

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Office Hours: By appointment only.

- All questions and contact **MUST** be initiated via Email.
- In all Emails you **MUST** write “**WCC STUDENT**” in the subject portion of your email, due to the volume of junk email received.

GRADES: Your final class grade will *generally* be based upon the following.

Class Participation:	10%
Tests	25%
Document Preparation:	10%
Midterm Examination:	25%
Final Exam:	30%

TESTS:

- If you are unable to attend any test, you must give notice prior to the test **or you may not be permitted to take the test later and will receive a failing grade.** Students arriving more than 15 minutes late for a test or exam **may not be admitted to the classroom and will receive a failing grade.**
- *Generally*, all tests will be scored on a 100 point scale.
- Students **MUST** bring a #2 pencil to all tests.

CLASS PARTICIPATION:

- Attendance (being in class when the lecture begins and staying until the end of class);
- Attentiveness in class;
- **Participation in class discussions;**
- Exhibiting tolerance (not necessarily acceptance) to opposing point of view in class;
- Homework assigned (preparing documents, agreements, forms).

DOCUMENT PREPARATION:

All writing assignments **MUST**:

- Contain a **cover page** with your name, the course name and course section (day or evening).
- Be typewritten and **stapled**.

Assignments not containing both of the above will *not*** be accepted.

**Students must keep an extra copy of all assignments.

***** If a form or document requires a **signature and/or notary stamp**, then the form or document **must** contain both the signature line, a (sample) signature, a (sample) notary acknowledgment and (sample) notary signature. **Failure to include these items will significantly reduce your grade on the assignment*******

The details of written assignments will be reviewed with the class when they are assigned. If a student misses class the day an assignment is made, it is the student's responsibility to obtain the proper assignment from me.

Late assignments or papers are marked down ONE-HALF OF A GRADE.

Late assignments or papers handed in after December 2nd are marked down ONE FULL GRADE.

COURSE BOOK REQUIRED:

The Law of Corporations, and Other Business Organizations, Fourth Edition,
By Angela Schneeman

NOTE: (a) The material in the course book is presented in a **different order** than what we will be covering in class. You are expected to read the course book in the order required by this syllabus, in order to be prepared for the class lectures.

(b) The material in the course book often covers general legal principals. By contrast, the lectures at times focus on New York law and real life, practical applications of the law. **Where the course book and the lectures differ, you are expected to know, and will be tested on the material in the lectures.**

The Following Is The Order In Which We Will Cover The Course Material:
(Please Note the reading assignments for the first 5 weeks below)

Chapter 2: **Sole Proprietorships:** (Read for the *second class*)

Chapter 3: **General Partnerships:**
(Read p. 45-68 for *third class*, read p. 69-100 for *fifth class*)

You will be expected to read the entire Uniform Partnership Act, Appendix E of the course book, and the Uniform Partnership Act (Revised 1997) in Appendix F of the course book. They are referred to in the course book, and we will discuss them in class. Pay particular attention to:

§2 Definitions, §6 Partnership Defined, §7 Rules for Determining the Existence of a Partnership, §8 Partnership Property, §9 Partner Agent of Partnership as to Partnership Business, §13 Partnership Bound by Partner's Wrongful Act, §14 Partnership Bound by Partner's Breach of Trust, §15 Nature of Partner's Liability, §16 Partnership by Estoppel, §18 Rules Determining Rights & Duties of Partners, §19 Partnership Books, §20 Duty of Partners to Render Information, §21 Partner Accountable as a Fiduciary, §22 Right to Account, §24 Extent of Property Rights of a Partner, §25 Nature of Partner's Right in Specific Partnership Property, §26 Nature of Partner's Interest in the Partnership, §27 Assignment of Partner's Interest.

Anticipated Written Assignments to be reviewed in class:

SS-4 Employer Identification, Business Certificate for Partners, Assumed Name Certificate, Amended Business Certificate, and Dissolution Certificate, to be obtained from the Westchester County Clerk's office at http://www.westchesterclerk.com/LegalDivision_Forms.htm

Chapter 1: **Agency:** (Read Chapter one for the *fourth class*)

Chapter 4: **Limited Partnerships.** To be read at the conclusion of our discussion of general partnerships.

Chapter 5 and 6: **Limited Liability Partnerships and Companies.** To be read at the conclusion of our discussion on Limited Partnerships.

Chapter 7, 8, 9, 10 and 11: **Corporations:** To be read at the conclusion of our discussion on Limited Liability entities. Read the entire Business Corporation Law of NYS