

LAW 201 Week 8 Lecture Notes

November 2nd, 2023

Business Law (Corporate)

Business Law Generally

- A very broad area of law – involves or interacts with contracting, finance, banking, taxation, administrative law, employment, transactional work, and business structures
- Our topic tonight = “Business Associations”

What do Corporate Lawyers Do?

- Create business structures (e.g., partnerships, corporations)
- Advise on governance issues (i.e., how businesses must run their internal affairs), as well as on government filings
- Advise on/write contracts that corporations are a party to employment, supply, customer service, IP licensing, sale, etc.
- Advise on, and “do deals” – buying a big asset; selling your business; companies going public (i.e., raising money from a large group of investors and getting listed on a stock exchange)
- Advise on tax issues
- Assist litigators and admin lawyers where are regulatory proceedings or corporate offences
- Much more...

The Law of Business Associations

- How can people get together to pursue a business?
- What kinds of business structure does the law make available for people who want to set up and run a for-profit business?
- Which of these structures to use for a given business?
- How to get the structure up and running and how to shape it so that it proves most helpful?
- How to run the structure (“governance”)?

Unincorporated Associations – Sole Proprietorships

- *Sole proprietorships: owner = the manager = the business*
- The sole proprietor owns *all* of the business assets, controls *all* of the business decisions and gets to retain *all* of the net profits!
- ...and is responsible for ALL of the business’ liability
- No distinction personal and business assets, so unlimited personal liability

Unincorporated Associations – Partnerships

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R Barnett



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