



Code	Subject Title	Cr. Hrs	Semester
COMM-401	Corporate Law	3	VII
Year	Discipline		
4	Commerce		

COURSE DESCRIPTION

Corporate law is the law of corporations and designed to understand the fundamental concepts and legal framework of corporate law in Pakistan. This includes the corporate governance which is a relatively new term used to describe a process, which has been practiced for as long as there have been corporate entities. This process seeks to ensure that the business and management of corporate entities is carried on in accordance with the highest prevailing standards of ethics and efficacy upon assumption that it is the best way to safeguard and promote the interests of all corporate stakeholders. This course also provides students with an introduction to companies' ordinance 1984, Securities and Exchange Commission of Pakistan Act, 1997 and Rules relating to single Member Company in Pakistan. This course inter-alia established a relationship between corporate law and governance within its economic, legal and business context with special reference to corporate law and governance mechanisms.

The course will be divided into two parts:

1. The fundamental of corporate law
2. Corporate governance

PART –I

CORPORATE GOVERNANCE

1. What is corporate governance
 - The Background
 - Definition of Corporate Governance
 - The Benefits of Corporate Governance
 - The Pakistani Corporate
 - The Origins of Corporate Governance in Pakistan
2. The Need for Corporate Governance
3. The Stakeholders
 - General
 - Shareholders
 - Directors
 - Employees
 - Creditors
4. Promoting Reform and Shareholder Activism

PART-II

FUNDAMENTALS OF CORPORATE LAW- (Company law)

5. Definition and Nature of a Company
 - Meaning of Company
 - Characteristics of Company
 - Corporate personality.
 - Lifting the corporate veil
 - Difference b/w company and partnership
6. Historical development of company law with special reference to Pakistan.
7. Kinds of companies
8. Formation of companies
 - Promotion
 - Promoters
 - Preliminary contracts or pre-incorporation contracts and provisional contracts.
 - Incorporation registration etc.
9. Memorandum of Association
 - Meaning and importance
 - Contents of MOA
 - Alteration of MOA
 - Doctrine of ultravires and its effects
10. Articles of Association
 - Meaning and Importance and its contents
 - Alteration of AOA
 - Constructive Notice
 - Doctrine of Indoor Management and its exceptions.
11. Prospectus
12. Securities and Exchange commission of Pakistan (Regulation of company's affairs through SECP)
 - Powers and function of SECP
13. Shares and Share Capital
14. Management of a company
 - Directors, Powers, Duties and Functions
15. Company Meeting and Resolutions.
16. Concept of Single member Company's in Pakistan (Law relating to SCME in Pakistan)
17. Majority powers and minority protection
18. Prevention of oppression and mismanagement
19. Case law study
20. Wrap-up and overview of course

Recommended Books/Statutes/Rules

Pakistan

1. Companies' ordinance, 1984.
2. SECP Act 1997
3. SMC rules.

4. Manual of Corporate Governance
5. Company Law and Practice in Pakistan, By Nasrullah Babar Vol I,II, edn 1st
6. Company Law and The Shareholder by Dr. Khalid Ranjhja
7. Company Law by Shaukat Mehmood, Vol I, II, edn 4th

England

1. Gower and Davies Principles of Modern Company Law, edn 8th
2. Cases and Materiels in Company Law by L.S Saly, edn 5th
3. Pennington's Company Law, edn 6th
4. Palmer's Company Law, Vol I, II.

Indian

1. Company Law by Avtar Singh, edn 14th
2. Indian Company Law by Jehangir M.J. Sethna, edn 11th
3. S.K. Dasgupta Guide to Company Law, edn 1st.
4. K.M. Ghosh & Dr. K.R. Chandratre's Company Law, edn 13th.
5. Company Law by Ashoke