COURSE INFORMATION

REQUIRED BOOK:

1. LARRY CATÁ BACKER, CASES AND MATERIALS ON COMPARATIVE CORPORATE LAW (Carolina Academic Press, 2002).

READING ASSIGNMENTS:

Reading assignments are set forth below in the syllabus. Reading assignments will also be announced from time to time in class. Additional readings and problems may be added or substituted throughout the semester. Please bring the Text, and any supplemental readings with you to each class.

Understand that there is no guarantee that we will be able to cover in class all material assigned for that class session throughout the semester. Anticipate, therefore, that there may be occasions when you will have read ahead. Do not panic; do not become irritated; do not conclude that there is something amiss; humor me and assume that there is a reason for the pacing of the course. If in doubt, please be sure to see me.

Please keep in mind that you will be responsible for all assigned readings whether or not discussed in class. You will also be responsible for all materials covered in class, whether or not included in your reading materials.

GRADING

The course grade will be based on a twenty-four hour take home final examination. You may take the examine anytime form the first day to the day before the last day fo the
examination period.

**ATTENDANCE AND CLASS PARTICIPATION**

Law School rules require me to notify students of my attendance policy.

**Class attendance is strongly encouraged but not required.** However, understand that I will take attendance. You will be required to sign in at each class session. While failure to attend class will not result in a lower grade, it might help both you and me explain poor performance on the exam. Also, I remind you that material covered in class during the course of class discussion may find its way onto the final exam.

**Class Meeting Time and Makeup.** Class meets twice a week, Tuesday and Thursday from 1:00 P.M through 1:50 P.M. Should make up classes become necessary I will give you as much warning as possible.

**Class participation is required.** All students are expected to be prepared for each class session (that is, to have carefully read the material assigned). It is my policy to call on students at random. However, at the end of each class session, I may assign one or more students the primary responsibility for the materials to be covered that day. Please come see me before class if you are unprepared and you want to be excused from participation (please have a very good reason ready).

**Failure to participate is not cost free.** One point will be deducted from your final grade for each day you are unprepared to participate in excess of three. Please note: participation does not mean having the “right” answers to the questions we discuss. Participation requires only that you have read and thought about the materials to be discussed and that you are prepared to discuss them.

**Seating is assigned.** To make seat selection somewhat less arbitrary, and to help me remember who you are, the seat you choose on the second day of class will be your assigned seat. I will circulate a seating chart on Wednesday for you to fill in.

**Class Notes and Tape Recording.** Please feel free to get together with your classmates for studying and sharing notes. It is sometimes efficient. Take as many notes as you like. . . NO TAPE RECORDING OF CLASS. Sorry.

**A word on my approach to class.** This is not a lecture course. I hope to begin to teach you not only the substantive rules of basic comparative corporate law, but also how to approach any multi-jurisdictional corporate law problem as a corporate practitioner would. To that end, the bulk of each class session will consist of discussion. You should expect to be challenged, even when you are right!; understand that one of my goals for this year is to teach you how to defend your answers, and present your analysis, even under
aggressive questioning.  **Don't take it personally.**  Aggressively testing your ideas and answers to questions (as well as the level of your preparation) doesn't mean that I don't respect you. Understand that you may not always have the right answer and that sometimes you will have to convince your opponent, counterpart, or client that you are, indeed, right. Moreover, many times there may not be a right answer. My goal is to teach you to understand the substantive rules and the process of applying them creatively in a business context in which a client will not accept the response "You cannot do that."

**CONFERENCES**

I maintain an open door policy. I encourage you to see if me should you have any questions or concerns. Please feel free to contact me by e-mail if you like. I will respond promptly.

**SYLLABUS**

I plan to follow the case book, the table of contents of which you have already received. Remember that additions and substitutions may be made throughout the semester, but I will give you plenty of warning.