

LEGAL ISSUES IN START-UP BUSINESS
MGT 70530

The University of Notre Dame

MBA Program

2.0 Graduate Credit Hours

DeBartolo Room 158

Wednesdays, March 21 – May 2, 2007

5:00 pm to 8:50 pm

Instructor: Assoc. Prof. Martin Carrigan, Esq.

Spring Semester 2007 – Module 4

COURSE DESCRIPTION AND OBJECTIVES:

Entrepreneurs, in small firms and in large companies, struggle and deal with a number of legal issues when forming, funding and operating growing businesses. Managers in all businesses face legal issues on a regular basis that concern starting a new division or business unit. This course will examine the legal challenges that these new ventures face, and discuss the issues and resolutions appropriate to each situation.

The objective of the course is to increase the student's identification, understanding and resolution of typical legal issues for the new venture. Additionally, the course will provide students with the knowledge and ability to anticipate and resolve those issues in a manner that complies with applicable laws, achieves core business objectives, and is ethical. Throughout the course we will emphasize developing the ability to think through issues with diligence, independence, clarity and efficiency.

While following the structure of the textbook, we will give consideration to diverse legal issues in such areas as choice of legal entity, corporate securities, commercial leases, intellectual property, and employment. We will also attend to the ethical dimension of such issues. While the focus is on smaller businesses, much of what we consider is also applicable to larger businesses. This course will be of particular interest to students who anticipate becoming entrepreneurs, but the issues considered are important also for venture capitalists, investment bankers, and executives and managers in established businesses.

The legal issues covered in the seminar will be integrated with one another and connected to the reality of business decision-making on legal matters through the application of each such topic to a hypothetical entrepreneurial client whose founders will be seeking legal counsel from us as a class.

RELATIONSHIP TO THE CONCEPTUAL FRAMEWORK:

This course is an integral part of the MBA. It integrates understanding the law of business into the overall structure of doing business in the USA as an entrepreneur. Understanding and applying law and ethics to business is the framework on which good business practices exist and thrive.

CONTACT INFORMATION:

Feel free to email me at mdcarrigan@hotmail.com, or call me on my cell phone at 1-419-461-3640. I will be on campus before and after class if you would like to schedule an appointment.

REQUIRED TEXTBOOK AND READING(S) :

The Entrepreneur's Guide to Business Law, 2nd Edition, by Constance E. Bagley and Craig E. Dauchy, Thomson/Southwestern Publishers, ISBN 0-324-04291-4.

Supplementary readings and other handouts will be made available as necessary.

COURSE REQUIREMENTS:

Regular class preparation, attendance and meaningful participation are necessary to the success of our course as a learning experience. Each student must complete each reading assignment carefully before he or she will be able to participate in our weekly class discussions.

Timely completion of all assignments is also expected; any student requiring an extension should contact me before the assignment in question is due. Class participation will count toward both the quality of our class discussions and the determination of your final grade.

Each student will be responsible for making a 10 minute presentation on an issue of his or her choice at the intersection of law and business. In the alternative, students may prepare and present jointly in teams of no more than 4 students, with each student receiving the same grade for the presentation. The presentations will be given during the final hour of the April meetings of our class and will be scheduled by sign-up during the first class meeting

Unexcused absences from classes will negatively affect the participation component of the final course grade and, in the event of excessive unexcused absences, may affect the final course grade itself.

Knowledge of and strict conformity to the University Academic Code of Honor are required.

GRADING:

The final grade will be determined from:

Class Participation	10%
Memoranda (4, each worth 5%)	20%
Quizzes (2, each worth 10%)	20%
Presentation	20%
<u>Final Exam</u>	<u>30%</u>
Total	100%

The quizzes and exam will be closed book and are scheduled below. The final exam will be closed book and cumulative.

Each student will individually draft and submit four (4) 2-3 page double-spaced memos on specified legal issues.

Grading of all assignments will be determined in light of factors including responsiveness to the question(s)/issue(s) raised, organization, content, clarity, grammar, insightfulness, comprehensiveness, and logic.

COURSE POLICIES AND PRACTICES:

Attendance: Class attendance is required. Excessive absences may affect your grade.

The Professor is a licensed Attorney. Although students are encouraged to ask questions of the Professor, any opinions expressed by him, in class or outside of class, are in the context of educational instruction and neither constitutes legal advice nor the creation of any attorney-client relationship. Nothing prepared by the Professor constitutes work product for the student, and no confidential or fiduciary relationship is established whatsoever.

All materials submitted for grading in this class become the property of the University of Notre Dame.

TENTATIVE SCHEDULE OF TOPICS:

March 21, 2007	<ul style="list-style-type: none">■ Introduction to the course■ First Written Memo (in class)■ Discussion of Chapters 1 – 4■ Assignment of Second Written Memo (due March 28 at the beginning of class)
March 28, 2007	<ul style="list-style-type: none">■ Second Written Memo due at the beginning of class■ Discussion of forms of business entity (Ch. 4) continued■ Discussion of Chapters 5 – 7■ Assignment of Third Written Memo (due April 11 at the beginning of class)
April 4, 2007	<ul style="list-style-type: none">■ FIRST QUIZ over Chapters 1 - 7■ Discussion of Chapters 8 – 9■ Class Presentations
April 11, 2007	<ul style="list-style-type: none">■ Third Written Memo due at the beginning of class■ Discussion of Chapters 10 - 11■ Assignment of Fourth Written Memo (due April 25 at the beginning of class)■ Class Presentations
April 18, 2007	<ul style="list-style-type: none">■ SECOND QUIZ over Chapters 8 - 11■ Discussion of Chapters 12 - 13■ Class Presentations
April 25, 2007	<ul style="list-style-type: none">■ Fourth Written Memo due at the beginning of class■ Discussion of Chapters 14 – 17■ Class Presentations
May 2, 2007	<ul style="list-style-type: none">■ FINAL EXAM over Chapters 1 – 17 of the text and class discussion and lecture (in class exam)