



GLOBAL SUMMER PROGRAMME 2020

LGST234 THE LEGAL ENVIRONMENT OF BUSINESS: AN ASIAN PERSPECTIVE

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A. COURSE DESCRIPTION

Law does not exist in a vacuum, and neither do businesses –law provides the backbone upon which businesses operate. Armed with some basic knowledge, entrepreneurs should be able to better structure their businesses, avoid common legal pitfalls, and identify potential problems, and take appropriate actions, both before and after the problems arise. A failure to understand –at least rudimentarily –the impact of the legal landscape and certain legal developments on business transactions often has dire consequences.

This is an introductory course designed to help acquaint students –who may be future business owners or managers –with the legal environment within which businesses operate and the common legal issues one may face when doing business in Asia, with a particular emphasis on Singapore. The course will entail not only classroom teaching and learning, but will also include invaluable sharing sessions guest speakers from various relevant fields, as well as field trips to legal institutions and/or offices in Singapore.

A substantial part of the course will be dedicated to exploring, at a general level, various aspects of laws pertaining to doing business, with an especial focus on business organisations and commercial transactions.

With cross-border business dealings being the norm instead of the exception, an understanding of the implications of contractual clauses in international contracts, and of the avenues for the resolution of international disputes, also become essential.

Because business relationships with commercial parties are primarily governed by contract, an understanding of how contracts work is important. Basic principles of contract law (e.g. the making and performance of contracts), as well as laws applying to specific situations (e.g. the sale of goods and services), will be taught in brief. Students will also be introduced to the law of torts and will, in particular, learn the essentials of the very pervasive tort of negligence, and the often-misunderstood tort of defamation.

B. LEARNING OBJECTIVES

This is an introductory course that will acquaint students with the legal environment of business in Asia in general, and in Singapore in particular.

At the end of the course, students will:

- Be aware of the commonly used corporate entities in Singapore
- Know how business transactions are regulated by the law and the issues commonly overlooked by business owners and managers
- Have a general understanding of particular relevant and frequently-misunderstood areas of business law, such as defamation and negligence
- Develop a general knowledge of the legal infrastructure in Singapore
- Know the avenues through which recourse may be sought in the event of domestic and cross-border commercial disputes.

C. PRE-REQUISITES / REQUIREMENTS / MUTUALLY EXCLUSIVE COURSES (IF ANY)

This course does not require any pre-requisite.

This is an introductory course in which students will have the opportunity to explore, very generally, various aspects of the legal environment of doing business in Singapore and the region. Because students are expected to be from various disciplines and countries, the legal content will be kept general to make the course manageable.

D. ASSESSMENT METHODS / GRADING DETAILS

Class Participation	20%
Individual Assignment	40%
Group Project	40%
Total	100%

E. ACADEMIC INTEGRITY

All acts of academic dishonesty (including, but not limited to, plagiarism, cheating, fabrication, facilitation of acts of academic dishonesty by others, unauthorized possession of exam questions, or tampering with the academic work of other students) are serious offences.

All work (whether oral or written) submitted for purposes of assessment must be the student's own work. Penalties for violation of the policy range from zero marks for the component assessment to expulsion, depending on the nature of the offense.

When in doubt, students should consult the instructors of the course. Details on the SMU Code of Academic Integrity may be accessed at <http://www.smuscd.org/resources.html>.

IMPORTANT: Plagiarism is strictly forbidden and may result in a failed grade. All materials and ideas gleaned from other sources must therefore be appropriately attributed.

F. ACCESSIBILITY

SMU strives to make learning experiences accessible for all. If students anticipate or experience physical or academic barriers due to disability, please let the instructor know immediately. Students are also welcome to contact the university's disability services team if they have questions or concerns about academic provisions: included@smu.edu.sg.

Please be aware that the accessible tables in the seminar room should remain available for students who require them.

G. INSTRUCTIONAL METHODS AND EXPECTATIONS

“I think the big mistake in schools is trying to teach children anything, and by using fear as the basic motivation. Fear of getting failing grades, fear of not staying with your class, etc. Interest can produce learning on a scale compared to fear as a nuclear explosion to a firecracker.”

— Stanley Kubrick

The course will be conducted in seminars of 3 hours of instruction with a mid-seminar break of 15 minutes (in addition to the 3 hours).

Class Participation: Each student will be assessed on his/her participation in class. The emphasis is on the quality rather than the quantity of participation. Students should prepare themselves adequately by reading assigned materials beforehand in order to benefit fully from the seminars. Active participation will provide a vibrant and interactive environment conducive for learning.

Individual Assignment: Students will be tasked to write short, individual reflective essays on one or more aspects of the legal environment of business in Singapore and/or the region, based on the material introduced in the course. Reference may be made to any content they may have encountered in the course, including assigned texts and readings, class discussions, guest speaker sharing sessions, or field trips. Students will be assessed based on their depth of understanding, maturity and perceptiveness of relevant issues. As always, plagiarism is strictly forbidden and all materials and ideas gleaned from other sources should be appropriately attributed.

The individual assignment is due for submission one week after the end of the course.

Group Project: Students will be grouped into teams for group projects, which may take the form of role-playing, or putting up a presentation. The instructor will inform the students whether the groups will be randomly assigned or whether the students are free to form their own groups.

Students will be given instructions about their group project in the first week of GSP 2020 and will have almost the whole duration of the course to work on the projects.

Presentations will be conducted in the final week of the course.

H. CLASSROOM POLICIES

As part of emergency preparedness, instructors may conduct lessons online via the WebEx platform during the term, to prepare students for online learning. During an actual emergency, students will be notified to access the WebEx platform for their online lessons. The class schedule will mirror the current face-to-face class timetable unless otherwise stated.

I. IMPORTANT ASSIGNMENT DATES

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|----|------------------------|------------------------------|
| 1. | Individual Assignment: | Due one week after Lesson 12 |
| 2. | Group Project: | Lesson 12 |

J. CONSULTATIONS

To be announced

K. RECOMMENDED TEXT / READING LIST / CASE STUDIES LIST

Students are highly encouraged to read up on the history and development of the Singapore legal system prior to the first lesson, at <https://www.singaporelawwatch.sg/About-Singapore-Law/Overview>

Students may, if they so wish, refer to the following textbooks for a deeper understanding of business and company law in Singapore:

- George Shenoy and Loo Wee Ling (gen. ed.), Principles of Singapore Business Law (2nd Edition, Cengage Learning, 2013)
- V Yeo & J Lee, Commercial Applications of Company Law in Singapore (6th Edition, CCH, 2018)

Supplemental readings, exercises and course assignments may be provided to the students from time to time via the e-Learn platform.

Legal Resources Available Online as Reference Materials

Free access to Singapore statutes and cases is available to SMU students through the database known as **LawNet**. The hyperlink to LawNet can be found under the “Law Databases” column on the SMU Library’s Law Research Navigator at: <http://researchguides.smu.edu.sg/Law>

There are many other useful digital databases and resources available in the library.

Free access to local statutes, cases and legal updates/news may also be found at <http://statutes.agc.gov.sg>, www.singaporelawwatch.sg and www.singaporelaw.sg.

“Along with the standard computer warranty agreement which said that if the machine 1) didn't work, 2) didn't do what the expensive advertisements said, 3) electrocuted the immediate neighborhood, 4) and in fact failed entirely to be inside the expensive box when you opened it, this was expressly, absolutely, implicitly and in no event the fault or responsibility of the manufacturer, that the purchaser should consider himself lucky to be allowed to give his money to the manufacturer, and that any attempt to treat what had just been paid for as the purchaser's own property would result in the attentions of serious men with menacing briefcases and very thin watches. Crowley had been extremely impressed with the warranties offered by the computer industry, and had in fact sent a bundle Below to the department that drew up the Immortal Soul agreements, with a yellow memo form attached just saying: ‘Learn, guys...’”

— Neil Gaiman, Good Omens

LESSON PLAN			
LESSONS	TOPICS	SUB-TOPICS	
LESSON 1 (Tue, 30 June)	INTRODUCTION TO THE LEGAL ENVIRONMENT OF BUSINESS	<ul style="list-style-type: none"> • What is law? • How does law exist in Asia / Singapore? 	
LESSON 2 (Thu, 2 July)		<ul style="list-style-type: none"> • What organisational forms can a business take? 	
LESSON 3 (Fri, 3 July)		<ul style="list-style-type: none"> • What is a contract? • What goes into a contract? 	
LESSON 4 (Tue, 7 July)	THE PRIVATE COMPANY	<ul style="list-style-type: none"> • What is the creature known as the 'company'? 	
LESSON 5 (Thu, 9 July)		<ul style="list-style-type: none"> • How is business conducted in the company? • How does a company come to an end? 	
LESSON 6 (Fri, 10 July)	OTHER AREAS OF RELEVANCE	<ul style="list-style-type: none"> • Shareholder issues: a practitioner's perspective • Legal aspects of start-up financing: a practitioner's perspective 	
LESSON 7 (Tue, 14 July)		<ul style="list-style-type: none"> • The often-misunderstood tort of defamation 	
LESSON 8 (Thu, 16 July)		<ul style="list-style-type: none"> • The tort of negligence: when doing your best is not enough 	
LESSON 9 (Fri, 17 July)		<ul style="list-style-type: none"> • The civil litigation and dispute resolution landscape in Singapore 	
LESSON 10 (Tue, 21 July)	GROUP PROJECTS	FIELD TRIP: VISIT TO SUPREME COURT OF SINGAPORE	
LESSON 11 (Thu, 23 July)		<ul style="list-style-type: none"> • The bill comes due: the enforcement of judgments overseas 	Guest speaker sharing session
LESSON 12 (Fri, 24 July)		STUDENT GROUP PROJECT	

*As guest speakers are full-time practitioners with occasionally volatile schedules, the lesson sequence and particulars of content are subject to change.