I. COURSE DESCRIPTION

An introduction to the basic provisions of the Corporation Code, and general concepts in intellectual property law, the protection they guarantee, and the actions and remedies involved therein.

II. LEARNING OUTCOMES

By the end of the course the students will have an overview of business organizations and intellectual properties that will enable them to:

A. Appraise business organizations and intellectual properties from the legal perspective;
B. Differentiate copyright, trademarks and trade names, and patents, and understand how they are acquired and enforced;
C. Formulate the appropriate legal approach to business issues involving questions of law specifically as it applies to business organizations and intellectual properties;
D. Evaluate legal situations using the appropriate legal standards and criteria.

III. COURSE OUTLINE AND TIMEFRAME

THE LAW ON CORPORATIONS

Weeks 1 to 2

A. Definitions and Classifications

1. Corporation defined
2. Classes of Corporations
3. Corporators and Incorporators, Stockholders & Members
4. Classification of Shares
   a. Founders’ Shares
   b. Redeemable Shares Treasury Shares
Weeks 3 to 4

B. Incorporation and Organization of Private Corporations

1. Number and Qualifications of Corporations
2. Corporate Term
3. Minimum Capital Stock Required of Stock Corporations
4. Amount of Capital Stock to be Subscribed & Paid for

Incorporation

1. Contents of Articles of Incorporation
2. Amendment of Articles of Incorporation
3. Commencement of Corporate Existence
4. *De Facto* Corporations
5. Corporation by *Estoppel*

Weeks 5 to 6

C. Board of Directors / Trustees / Officers

1. The Board of Directors or Trustees
2. Election of Directors or Trustees
3. Corporate Officers, Quorum
4. Disqualification of Directors, Trustees, or Officers
5. Removal of Directors or Trustees
6. Liability of Directors, Trustees, or Officers
7. Dealings of Directors, Trustees, or Officers with the Corporation
8. Disloyalty of a Director
9. Executive Committee

Weeks 7 to 8

D. Powers of Corporations

1. Corporate Powers and Capacity
2. Power to Extend or Shorten Corporate Term
3. Power to Increase or Decrease Capital Stock; Incur, Create, or Increase Bonded Indebtedness
4. Power to Deny Pre-emptive Right
5. Sale or other Disposition of Assets
6. Power to Acquire Own Shares
7. Power to Invest Corporate Funds in another Corporation or Business
8. Power to Declare Dividends
9. Power to Enter into Management Contract

Week 9

E. By-Laws

1. Adoption of By-Laws
2. Contents of By-Laws
3. Amendment to By-Laws

F. Meetings
Week 10 Departmental Mid-terms – March 30, 2016; Wednesday; 6:00 – 8:00 pm

Weeks 11 – 14

G. Stocks and Stockholders
   1. Subscription Contract
   2. Pre-incorporation Subscription
   3. Consideration of Stock and Transfer of Shares
   4. Rights of Unpaid Shares

H. Corporate Books and Records

I. Merger and Consolidation
   1. Plan of Merger or Consolidation
   2. Stockholders’ or Members’ Approval
   3. Articles of Merger or Consolidation
   4. Effectivity of Merger or Consolidation
   5. Effects of Merger or Consolidation

J. Appraisal Right
   1. Instances of Appraisal Right
   2. How Right is Exercised

K. Non-Stock Corporations

L. Close Corporations

M. Special Corporations

N. Religious Corporations

Weeks 15 to 17

Selected provisions of the Philippine Civil Code on Partnerships

Selected sections of the Intellectual Property Code, with focus on basic provisions governing copyright, trademarks and trade names, and patents.

Week 18 Final Exams: May 16-21, 2016

IV. REQUIRED TEXTBOOKS

- De Leon, Hector S., The Law on partnership and private corporations (preferably latest edition)

SUPPLEMENTAL READINGS

- Essentials of Philippine business law as published by the Ateneo de Manila University Press
- De Leon, Hector S., The Law on obligations and contracts (preferably latest edition)
- Additional readings as suggested by the teacher.
V. COURSE REQUIREMENTS AND GRADING SYSTEM

COURSE REQUIREMENTS

Class Participation/Recitation 20 percent
Quizzes/Assignments 20 percent
Midterms (Departmental) 20 percent
Other Activities (Group Report/Projects) 20 percent
Long Test/Final Test 20 percent

GRADE EQUIVALENTS

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VI. CLASS POLICIES: To be discussed by individual faculty

VII. CONSULTATION HOURS: As provided by individual faculty

Consultation hours will be announced individually by each lecturer. The students are encouraged to regularly seek the advice of their respective faculty. You may check their schedule with the secretary (Ms. Peachy V. Abaño) of the Marketing & Law Department. You may also email them directly to request for an appointment.