

PRINCIPLES OF AGENCY AND PARTNERSHIP

Professor: Matthew Syken, Esq.
msyken@hotmail.com
(646) 221-3332

Brief Introduction

This one-unit course will introduce you to two forms of human business interrelationship and their various complications. The agency relationship and the partnership relationship form the common law building blocks for the more intricate statutory forms of limited-liability business associations you will study in the more advanced Business Associations course. Meanwhile, the concepts needed to understand agency and partnership coordinate well with and draw upon those doctrines you are currently studying in Torts and Contracts.

The “Principles” course additionally aims to further and build upon your skills in legal analysis and law study, skills that you have learned and applied both in the ILM course and in your other classes. While studying the doctrines of agency and partnership, you will be applying and refining these skills through written and interactive exercises with the goal of improving your overall understanding and performance in all of your classes.

Approximately one-half of the course will be devoted to Agency law and one-half to Partnership, starting with Agency law.

Required Text:

Klein, Ramseyer and Bainbridge, *Business Associations* (8th ed. 2012). This textbook will also be used the following term in Business Associations.

Recommended Text: Klein, Ramseyer and Bainbridge, *Business Associations, Agency, Partnership, LLCs and Corporations*, 2013 Statutes & Rules (Foundation Press).

CALI Registration Instructions

If you have not already registered for a CALI account, you can follow these steps:

- 1) Go to www.cali.org
- 2) Click “create new account”
- 3) Replace GUEST with this authorization code during registration: WESTNNstu235
- 4) Select graduation year
- 5) Complete registration. (You will only need to use the code once.)

Note: Prof. Syken’s section is not given CALI assignments; though you may wish to register anyway for future use. Never assume work and/or assignments used for one sections of the course will be used in another. Verify with the individual professor.

Principles of Agency and Partnership Learning Objectives

The learning objectives for Principles of Agency and Partnership include both mastery of skills and doctrinal knowledge. Below you will find a list of key skills that will be practiced and developed and an outline of the areas of doctrinal coverage.

Skills:

- Applying rules to facts in writing that is both succinct and fully explanatory.
- Understanding and utilizing statutory interpretation and rules of statutory construction to understand, work with, and interpret statutes.
- Developing facility in working with cases, including crafting broad and narrow holdings to assist with effective applying and distinguishing.
- Honing study skills, including outlining, memorization, and practice writing.
- Developing skills of self-assessment and learning outside of the classroom.
- Transferring learning and legal analysis skills from one course to another.

Doctrinal Coverage:

- I. Agency
 - A. Creation of Agency Relationship
 - B. Respondeat Superior/Vicarious Liability
 1. Which relationships establish vicarious liability
 2. Scope of employment
 - C. Duties of Agents and Principals to one another
 - D. Agent's Authority
 1. Actual
 2. Apparent
 - E. Ratification
- II. Partnership
 - A. Formation and Implications of Formation
 - B. Management
 - C. Financial Rights/Accounting
 - D. Fiduciary Duties
 - E. Liability to Non-Partner Third-Parties
 - F. Dissociation/Dissolution

Course Requirements and Other Details

1. Attendance is mandatory. If you exceed more than the allowed absences, you will be dropped from the course. ***You are responsible for keeping track of the number of absences you accumulate. Please keep records.*** Promptness is also mandatory.

2. Class participation and preparation are required. If you are unprepared in class more than once, your final grade will be adjusted down to the next available grade for each additional occasion that you are unprepared. Unprepared includes failure to complete a required but ungraded component of a group exercise.
3. There may be occasional on-line quizzes, in-class quizzes, and homework assignments. Together these will count for 10% of your grade. One late assignment will be forgiven, as long as it is completed prior to the start of the next class. After that, late assignments will count as zero.
4. All assignments must be handed in with a hard copy and submitted via Webcourse under the Assignment tab prior to the start of the class in which they are due (the professor may change this at his discretion to email, instead).
5. Small groups will earn points through successful completion of group exercises. The group's accumulated points will be awarded to each group member and will count 5% of the final grade.
6. A midterm counting 15% of your grade will be administered.
7. The final exam will count toward 70% of your grade.
8. Students must enroll in the Principles of Agency and Partnership course website (the access code is "respondeat"), and ensure that an accurate email address is recorded there. You will be held responsible for the content of any email messages sent through the website.

DISABILITY SERVICES STATEMENT:

Western State College of Law provides accommodations to qualified students with disabilities. The Disabilities Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Second Floor Students Services Suite. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Associate Dean of Students Charles Sheppard at csheppard@wsulaw.edu or (714) 459-1152. Complaints will be

handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

Use of Electronic Devices

1. The purpose of the following policies is to enable all students to focus on the learning activities of the classroom without distraction.
2. Violation of the following policies will result in the student being excluded from the class session. An absence will be recorded.
3. Cell phones: All cell phones must be on vibrate or turned off prior to the start of class. Sending and receiving text messages, photographs, or other uses of a cell phone are violations. Rare situations in which the student must leave the ringer on in order to receive emergency information should be cleared with the professor prior to the start of class. Accidents are understandable; however, if your phone goes off multiple times, you will be in violation of these policies.
4. Laptops: Laptop computers are permitted in the classroom for the purposes of taking notes and consulting briefs, outlines, or other documents the student has previously created. Use of the laptop for internet access is governed by #5 below. Use of the laptop for playing games, completing puzzles, viewing photographs, engaging in email or written correspondence, consulting documents unrelated to the class in session, or other uses unrelated to the class is prohibited.
5. Internet use: Only the following internet access is permitted during the class session: accessing the professor's website for the class in session; brief consultation of online reference sources, such as dictionaries or encyclopedias, for the purpose of understanding class discussion; or limited research on Westlaw or Lexis directly related to material under discussion in the classroom. In addition, a professor may direct you to a specific website directly relevant to the class, such as that for a government agency. All other uses of the internet are prohibited. Sending and receiving email of any kind, including email from classmates about the class in session, is prohibited. Do not research what is discussed in class, during class.
6. Any questions about the scope of these rules or about ambiguous situations should be directed to the professor.

Reading Assignments

On the following pages, you will find the required reading assignments. Please note that the professor reserves the right to modify the reading assignments at any time.

The required texts are a set of selected materials that will be provided to you on the course website, and **Michael Schwartz, Expert Learning for Law Students, 2nd Edition**, which was a

required text for the first semester ILM course. In addition, you will be assigned lessons available at the CALI.org website.

Brief ALL cases that fall within the textbook assignment (Klein). Be prepared to hand in your case brief, as the collection of this will be at random.

The following syllabus pages utilize these abbreviations:

KLEIN	Central textbook.
R2	Restatement (Second) of Agency. The assigned provisions will be found either in the recommended text, in separate handouts, or easily found online.
CA Corp.	California Corporations Code as presently amended. The assigned provisions will either be provided to you, found in the recommend text, or online.
ELLS	Michael Hunter Schwartz, Expert Learning for Law Students (second edition). All students should already own this book. If you do not, it should be purchased.

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
1/26/15	Creation of Agency Relationship Liability of Principal to Third Parties in Contract Rules/Standards/Factors	Klein 14-24 R2 - §§ 1, 7, 8, 8A, 26, 27, 33, 34, 35, 144, 145, 159 ELLS 151-157	Hogan, Ampex, Fenwick	R2 - § 220 Exercise Learning Rules of Cases Be prepared to discuss Practice Problem 1, Part 1 only – Available on Webcourse
2/2/15	Introduction to Liability continued; contract liability Significance	Klein 24-34 R2 - §§ 8B, 82, 83, 93-95, 98, 99 ELLS 213-220	Stefanovicz, Koos Bros., Atlantic Salmon	Significance Problems Be prepared to discuss Chapter 1 Problem (PA&P – 7)
2/9/15	Liability of Principal to Third Parties in Tort – Master/Servant Relationship	Klein 35-47 R2 - §§ 1, 2, 219, 220	Martin, Sun Oil, Holiday Inns	Be prepared to discuss Chapter 2 Problem (PA&P – 26)

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
2/17/15	Liability of Principal to Third Parties in Tort - Scope of Employment Memorization Strategies	Klein 47-59 Restatement Chart (On Webcourse) R2 - §§ 1, 2, 219, 228 - 237 ELLS 173-187	Miller, Ira S. Bushy & Sons Inc., Manning,	Memorization Exercises
2/23/15	Liability of Principal to Third Parties in Tort – Statutory Claims and Liability for Independent Contractors	Klein 59-68 R2 - § 219	Conoco, Majestic Realty Associates	Drafting and Answering Questions Be prepared to discuss Chapter 6 Problem (PA&P – 59)
3/2/15	Fiduciary Obligations of Agents Preparing for Midterms	Klein 69-78 R2 - §§ 376 – 396, 400, 401, 403, 404 Handout on Webcourse for R2 - §§ 434, 438, 441 Prepare and Turn in Respondeat Superior Complaint ELLS 249-250	Reading, Rash, Newbery	Midterm Preparation
3/9/15	<i>SPRING BREAK</i>			

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
3/16/15	<i>MIDTERM</i>			
3/23/15	Introduction to Partnership	Klein 79-89 CA Corp. §§ 16103, 16201, 16202 RUPA - §§ 103, 201, 202 Uniform Partnership Act—Summary http://uniformlaws.org/ActSummary.aspx?title=Partnership%20Act	Unemployment Compensation Commission, Peyton	Application of Statutes Be prepared to discuss Summer 2013 Final Exam Problem Essay Question, Part 1.
3/30/15	Partnership Fiduciary Duties Midterm Review	Klein 89-103 CA Corp. § 16404 RUPA - § 404 ELLS 73-80	Southex Exhibitions Inc, Young, Meinhard	Midterm Review & Self-Evaluation
4/6/15	Partnership Fiduciary continued	Klein 103-116 CA Corp. §§ 16203, 16301, 16303, 16305, 16306 RUPA - §§ 203, 301, 303, 305, 306	Sandvick, Meehan	Applying Case Law to Statutory Analysis

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
4/13/15	Partnership Fiduciary continued, Expulsion	Klein 116-131 CA Corp. §§ 16201, 16401, 16402, 16403 RUPA - §§ 201, 401, 402, 403	Lawlis, Putnam, Stroud, Summers	Fun with Accounting.
4/20/15	Partners' Property, Management Rights	Klein 131-148 CA Corp. §§ 16801, 16802, 16804, 16806, 16807 RUPA - §§ 801, 802, 804, 806, 807	Sidley & Austin, Cohen, Collins, Page	In-class (if we have time), or for homework, brief Holzman v. Escamilla [Klein pg. 166]
4/27/15	Partnership Dissociation, Expulsion, Buy-Out Agreements, and Distinctions of General Partnership with Limited Partnerships, and Limited Liability Partnerships	Klein 148-165 CA Corp. §§ 16601-16603, 16701-16704 RUPA - § 601-603, 701-704	Sheffel, Vasso, Reed, Belman	Be prepared to discuss Fall 2013 Final Exam Essay Question, Part 2. Turn in Holzman case brief