

PRINCIPLES OF AGENCY AND PARTNERSHIP

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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.

Materials have been compiled from many sources and put together into a materials book, which is available on Lexis Webcourse. 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.

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.)

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 submitted via Webcourse under the Assignment tab prior to the start of the class in which they are due. Additionally, if the syllabus indicates that the assignment is to be brought to class, you are required to print and bring in a hardcopy.
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.
9. Students must enroll an account with CALI using the directions indicated above. All CALI assignments must be completed and submitted via CALI by clicking on the link in the syllabus. It is highly recommended that you also submit proof of completion of each CALI exercise in either hardcopy or through the Webcourse assignment tab.

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.
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.

The following syllabus pages utilize these abbreviations:

PA&P	Course materials prepared by the professor. Available both on the course website and through WSCOL.
R2	Restatement (Second) of Agency. The assigned provisions will be found either in the Appendix to the Naccarato and Lee text, or in separate handouts that will be referenced.
CA Corp.	California Corporations Code as presently amended. The assigned provisions will be provided to you.
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.

**PRINCIPLES OF AGENCY AND PARTNERSHIP
READING ASSIGNMENTS**

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
1 1/16/14	<p>Introduction to the Course</p> <p>Broad and Narrow Holdings and their Practicality</p> <p>Statutory Construction</p> <p>Introduction to Writing Examinations/Practice Problem/Practical Analyses</p>	<p>Keller, <i>Broad and Narrow Holdings: A User's Guide</i> (PA&P – Appendix 3)</p> <p>Katharine Clark and Matthew Connolly, <i>A Guide to Reading, Interpreting and Applying Statutes</i>, pp. 1-12 available at: http://www.law.georgetown.edu/academics/academic-programs/legal-writing-scholarship/writing-center/upload/statutoryinterpretation.pdf</p> <p>CALI Exercise: http://www.cali.org/lessonlink/1058/LCS03/3190/jq</p> <p>John L. Langbein, <i>Writing Law Examinations</i>, available at: http://lawschool.westlaw.com/shared/marketinfo/display.asp?code=so&id=6&subpage=3</p> <p>ELLS 104-121</p>	None.	<p>Syllabus Review</p> <p>Statutory Construction Exercise</p>

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
2 1/23/14	Introduction to Agency Creation of Agency Relationship Rules/Standards/Factors	PA&P – 5-6, 12, 18-24, 41-57 R2 - §§ 1, 2, 220 CALI Exercise: http://www.cali.org/lessonlink/727/BA03/3190/jq	<i>Basile v. H&R Block</i> (PA&P – 41) <i>Green v. H&R Block</i> (PA&P – 44) <i>Kane Furniture Corp. v. Miranda</i> (PA&P – 18)	R2 - § 220 Exercise Learning Rules of Cases Be prepared to discuss Practice Problem 1, Part 1 only – Available on Webcourse
3 1/30/14	Introduction to Respondeat Superior/Vicarious Liability Significance	PA&P – 5-24 ELLS 213-220	<i>Jones v. Hart</i> (PA&P – 8) <i>Heims v. Hanke</i> (PA&P – 9) <i>Townsend v. State of California</i> (PA&P – 13)	Significance Problems Be prepared to discuss Chapter 1 Problem (PA&P – 7)
4 2/6/14	Respondeat Superior – Scope of Employment	PA&P – 25-40 R2 - §§ 219, 228-237 CALI Exercise: http://www.cali.org/lessonlink/728/BA04/3190/jq	<i>Riley v. Standard Oil</i> (PA&P – 28) <i>Nelson v. American-West African Line</i> (PA&P – 33) <i>Nutt v. Norwich Roman Catholic Diocese</i> (PA&P – 37) <i>Martinelli v. Bridgeport Roman Catholic Diocese</i> (PA&P – 40)	Be prepared to discuss Chapter 2 Problem (PA&P – 26)

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
5 2/13/14	Duties of Agents and Principals Memorization Strategies	Restatement Chart (On Webcourse) R2 - § 404 ELLS 173-187 Prepare and Turn in Respondeat Superior Complaint	None	Memorization Exercises
6 2/20/14	Agent's Authority – Actual and Apparent	PA&P – 58-73 R2 - §§ 8, 8A, 8B CALI Exercise: http://www.cali.org/lessonlink/371/BA01/3190/jq	<i>King v. Bankerd</i> (PA&P – 61) <i>Walker v. Pacific Mobile Homes</i> (PA&P – 70) <i>Raclaw v. Fay, Conmy</i> (PA&P – 85)	Drafting and Answering Questions Be prepared to discuss Chapter 6 Problem (PA&P – 59)
7 02/27/2014	Ratification Preparing for Midterms	PA&P – 74-84 R2 - §§ 82, 83, 93-95, 98, 99 CALI Exercise: http://www.cali.org/lessonlink/729/BA05/3190/jq ELLS 249-250	<i>Evans v. Ruth</i> (PA&P – 75) <i>Manning v. Twin Falls</i> (PA&P – 78)	Midterm Preparation
8 3/6/14	<i>MIDTERM</i>			

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
3/13/14	<i>SPRING BREAK</i>			
9 3/20/14	Introduction to Partnership – Creation	CA Corp. §§ 16103, 16201, 16202, 16203, 16305, 16306 Uniform Partnership Act—Summary http://uniformlaws.org/ActSummary.aspx?title=Partnership%20Act CALI Exercise: http://www.cali.org/lessonlink/373/BA08/3190/jq	<i>Holmes v. Lerner</i> (PA&P – 89) <i>In re Marriage of Geraci</i> (PA&P – 100)	Application of Statutes Be prepared to discuss Summer 2013 Final Exam Problem Essay Question, Part 1.
10 3/27/14	Partnership Fiduciary Duties Midterm Review	CA Corp. § 16404 ELLS 73-80	<i>Meinhard v. Salmon</i> (PA&P – 114) <i>Enea v. Superior Court</i> (PA&P – 123)	Midterm Review & Self-Evaluation
11 4/3/14	Partnership Management Rights	CA Corp. §§ 16401-16403	None.	
12 4/10/14	Partnership Financial Accounting	CA Corp. §§ 16201, 16203, 16401 CALI Exercise: http://www.cali.org/lessonlink/730/BA06/3190/jq	None	Fun with Accounting.

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
13 4/17/14	Partners' Authority	CA Corp. §§ 16301, 16303. CALI Exercise: http://www.cali.org/lessonlink/840/BA07/3190/jq	<i>Elias Real Estate, LLC v. Tseng</i> (PA&P – 129)	Applying Case Law to Statutory Analysis
14 4/24/14	Dissociation/Dissolution	CA Corp. §§ 16601-16603, 16701, 16703, 16704, 16801, 16802, 16804, 16806, 16807 CALI Exercises: http://www.cali.org/lessonlink/374/BA09/3190/jq http://www.cali.org/lessonlink/449/CORP16/3190/jq	<i>Corrales v. Corrales</i> (PA&P – 135)	Be prepared to discuss Fall 2013 Final Exam Essay Question, Part 2.