

**Western State College of Law**  
**PRINCIPLES OF AGENCY AND PARTNERSHIP 118A**

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**Brief Introduction**

This one-unit course will introduce you to two forms of human 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 two-thirds of the course will be devoted to Agency law and one-half to Partnership. We start with Agency. The Partnership section will follow at an appropriate interval.

There is no need to purchase any new texts for this course. 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, 2<sup>nd</sup> 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. Apart from the Schwartz readings, the other readings required for the first day are copied within this document. Information regarding the course website will be included in the detailed syllabus distributed on the first day.

**CALI Registration Instructions**

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

- 1) Go to [www.cali.org](http://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:

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

### Doctrinal Coverage:

- I. Agency
  - A. Respondeat Superior/Vicarious Liability
    1. Which relationships establish vicarious liability
    2. Scope of employment
  - B. Creation of Agency Relationship
  - C. Duties of Agents and Principals to one another
  - D. Agent's Authority
    1. Actual
    2. Apparent
  - E. Ratification
  - F. Termination
- II. Partnership
  - A. Formation
  - B. Management
  - C. Fiduciary Duties
  - D. Accounting: Profits and Losses
  - E. Liability to 3<sup>rd</sup> Parties
  - F. 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 will 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. Any assignment required to be handed in must be typed and printed out/emailed prior to the start of the class. No exceptions beyond the first class meeting.
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 70% of your grade.
8. Students must enroll in the Principles of Agency and Partnership course website (the access code is "skills"), 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.

### **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 turned **off** at the start of class. Leaving the phone on and merely turning off the ringer is a violation of this policy. Sending and receiving text messages, photographs or other uses of a cell phone are violations. Rare situations in which the student must leave a phone on in order to receive emergency information should be cleared with the professor prior to the start of class.
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 lap top for internet access is governed by #5 below. Use of the lap top 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, 2<sup>nd</sup> 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:

N & L	Unpublished Manuscript, <b>Timothy E. Naccarato and Courtney G. Lee, Cases and Materials on Principles of Agency, 2012 Edition</b> , (used by permission of Professors Naccarato and Lee). The full volume is on the website. Only selected pages will be assigned. It is recommended that you print out only those pages that are assigned.
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	<b>Michael Hunter Schwartz, Expert Learning for Law Students (second edition)</b> . All students should already own this book. If you do not, it should be purchased.

Principle cases with starting page numbers in parentheses are noted for useful reference. These page numbers will refer to the Naccarato and Lee text unless noted as handout, which means they are in the handout assigned for that class session. You should, however, read all pages

listed in the assignment. Assume any problems or questions that fall within the assigned pages are to be studied for discussion purposes, unless instructed otherwise.

**PRINCIPLES OF AGENCY AND PARTNERSHIP  
READING ASSIGNMENTS**

<b>WEEK</b>	<b>TOPICS</b>	<b>HOMEWORK ASSIGNMENT</b>	<b>CASES</b>	<b>IN-CLASS EXERCISES</b>
1	<p>Introduction to Agency</p> <p>Respondeat Superior/ Vicarious Liability</p> <p>Broad and Narrow Holdings</p> <p>Rules/Standards/Factors</p> <p>Significance</p>	<p><a href="http://www.cali.org/lessonlink/727/BA03/2708/jq">http://www.cali.org/lessonlink/727/BA03/2708/jq</a></p> <p>N&amp;L 5-23, 45-57 R2 §§ 1-3, 219, 220, 228-237</p> <p>Assigned Cases</p> <p>ELLS 104-121 Handout: <i>Keller, Broad and Narrow Holdings: A User's Guide</i></p> <p>ELLS 151-157</p> <p>ELLS 213-220</p>	<p><i>Heims v. Hanke</i>, p. 9. (Bring Hardcopy) <i>Townsend v. State of California</i>, p. 13 (Bring Hardcopy) <i>Kane Furniture v. Miranda</i>, p. 18 <i>Riley v. Standard Oil</i>, p. 46 <i>Nelson v. American-West African Line</i>, p.51 <i>Nutt v. Norwich Roman Catholic Diocese</i>, p. 55 <i>Martinelli v. Bridgeport Roman Catholic Diocese</i> (handout)</p>	<p>Formation of Small Groups</p> <p>Crafting Broad and Narrow Holdings</p> <p>Rule Deconstruction and Significance Exercises</p>
2	<p>Applying and Distinguishing</p> <p>Creation of Agency Relationship</p>	<p>Revise Townsend &amp; Riley Holdings and Bring in Hardcopy</p> <p>R2 § 1-3, 220 Assigned Cases</p> <p>ELLS 220-228</p>	<p><i>Basile v. H&amp;R Block</i> (handout) <i>Green v. H&amp;R Block</i> (handout)</p>	<p>Working with Hypos</p> <p>Learning Rules from Cases</p> <p>Writing Exercises</p>

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
3	<p>Duties of Agents and Principles</p> <p>Authority and Ratification</p> <p>Memorization Strategies</p> <p>Preparing for Midterms</p>	<p>Write Brief Riley Essay and Bring Hardcopy</p> <p>Restatement Chart (handout)</p> <p>R2 §§ 13, 379, 381, 382, 385, 404, 434, 438, 441</p> <p><a href="http://www.cali.org/lessonlink/371/BA01/2708/jq">http://www.cali.org/lessonlink/371/BA01/2708/jq</a></p> <p>N&amp;L 162-166, 174-181, 204-213</p> <p>R2 §§ 8, 8A, 8B, 82, 83, 93-95, 98, 99</p> <p>Assigned Cases</p> <p>ELLS 173-187</p> <p>ELLS 249-250</p>	<p><i>King v. Bankerd, p. 163</i></p> <p><i>Walker v. Pacific Mobile Homes, p. 178</i></p> <p><i>Raclaw v. Fay, Conmy (handout)</i></p> <p><i>Evans v. Ruth, p.204</i></p> <p><i>Manning v. Twin Falls Clinic, p. 207</i></p>	<p>Memorization Exercises.</p> <p>Graphic Organizers</p> <p>Self-Assessment quiz</p> <p>Drafting and Answering Essay Questions</p>

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
4	<p><i>MIDTERM</i> (1<sup>ST</sup> Half)</p> <p>Intro to Partnership</p> <p>Revised Uniform Partnership Act</p> <p>Formation</p>	<p><i>MIDTERM</i> (1<sup>ST</sup> Half)</p> <p>CALI:  <a href="http://www.cali.org/lessonlink/373/BA08/2708/jq">http://www.cali.org/lessonlink/373/BA08/2708/jq</a></p> <p>Uniform Partnership Act—            Summary  <a href="http://uniformlaws.org/Acts/summary.aspx?title=Partnership%20Act">http://uniformlaws.org/Acts/summary.aspx?title=Partnership%20Act</a></p> <p>Assigned Cases</p> <p>CA Corp. §§ 16201-16202</p>	<p><i>Holmes v. Lerner</i></p> <p><i>In re Marriage of Geraci</i></p>	<p><i>MIDTERM</i> (1<sup>ST</sup> Half)</p>

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
5	Partners' Management and Financial Rights	CALI: <a href="http://www.cali.org/lessonlink/730/BA06/2708/jq">http://www.cali.org/lessonlink/730/BA06/2708/jq</a>  Katharine Clark and Matthew Connolly, <i>A Guide to Reading, Interpreting and Applying Statutes</i> , pp. 1-12 available at: <a href="http://www.law.georgetown.edu/academics/academic-programs/legal-writing-scholarship/writing-center/upload/statutoryinterpretation.pdf">http://www.law.georgetown.edu/academics/academic-programs/legal-writing-scholarship/writing-center/upload/statutoryinterpretation.pdf</a>  Assigned Cases  CA Corp. §§ 16401-16403		Statutory Interpretation
6	Partners' Fiduciary Duties  Midterm Review	Assigned Cases  Midterm Review Materials  CA Corp. §16404  ELLS 73-80	<i>Meinhard v. Salmon</i> <i>Enea v. Superior Court</i>	Working with Hypotheticals  Midterm Self-Evaluation

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	IN-CLASS EXERCISES
7	Partners' Authority  Partnership Dissolution/ Dissociation  Review	CALI: <a href="http://www.cali.org/lessonlink/840/BA07/2708/jq">http://www.cali.org/lessonlink/840/BA07/2708/jq</a>  CA Corp. § 16301  Handout (statute and cases)  CA Corp. §§ 16601-16603, 16701, 16701.5, 16801, 16802, 16804, 16806, 16807	<i>Elias Real Estate, LLC v. Tseng</i>    <i>Corrales v. Corrales</i>	Applying Precedent