

## **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.

### **Required Text:**

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

### **Recommended Texts:**

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

Michael Hunter Schwartz, *Expert Learning for Law Students* (second edition).

### **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:

- 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. Principal's Liability to Third Parties in Contract
    1. Authority
      - a. Actual
      - b. Apparent
      - c. Inherent
    2. Ratification
    3. Estoppel
  - C. Principal's Liability to Third Parties in Tort (Respondeat Superior/Vicarious Liability)
    1. Master/Servant/Independent Contractor
    2. Scope of employment
    3. Liability for Statutory Claims and for Independent Contractors
  - D. Duties of Agents and Principals to one another
- II. Partnership
  - A. Formation
  - B. Fiduciary Duties
  - C. Property
  - D. Liability for Contracts and Torts
  - E. Management
  - F. Financial Rights/Accounting
  - G. Dissolution
  - H. Dissociation

### **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 with class participation, 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.
5. A midterm counting 20% of your grade will be administered.
6. The final exam will count toward 70% of your grade.
7. Students must enroll in the Principles of Agency and Partnership course website (the access code is “fiduciary”), and ensure that an accurate email address is recorded there. You will be held responsible for the content of any email messages sent through webcourse. Webcourse will be available on or about January 9, 2015.
8. 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 save a copy of your proof of completion of each CALI exercise in the event something does not transfer correctly on CALI’s 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](mailto: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](mailto: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.

Brief ALL cases that fall within the textbook assignment (Klein). Be prepared to electronically submit your case brief via webcourse within 1 hour of the completion of class, as the collection of case briefs may be at random.

Be prepared to discuss all analysis questions and review problems in the assigned reading.

The following syllabus pages utilize these abbreviations:

KLEIN	The required textbook.
R2	Restatement (Second) of Agency. The assigned provisions will be found either in the recommended text, in separate handouts, on Westlaw, or on Lexis.
CA Corp.	California Corporations Code as presently amended. The assigned excerpts are available on Webcourse.
RUPA	The Uniform Partnership Act from 1997. The assigned provisions will be found either in the recommended text, in separate handouts, on the Webcourse, or on Westlaw or Lexis.
ELLS	<b>Michael Hunter Schwartz, Expert Learning for Law Students (second edition).</b> All students should already own this book.

**PRINCIPLES OF AGENCY AND PARTNERSHIP  
READING ASSIGNMENTS**

<b>WEEK</b>	<b>TOPICS</b>	<b>HOMEWORK ASSIGNMENT</b>	<b>CASES</b>	<b>SUGGESTED PRACTICE EXAMS (AVAILABLE ON WEBCOURSE)</b>
1/12/15	<p>Introduction to the Course</p> <p>What is an Agent?</p> <p>Statutory Construction</p> <p>Introduction to Writing Examinations/Practice Problem/Practical Analyses</p>	<p>Klein pgs 1-13</p> <p>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></p> <p>CALI Exercise: Statutory Interpretation, available at: <a href="http://www.cali.org/lessonlink/1058/LCS03/3710/jq">http://www.cali.org/lessonlink/1058/LCS03/3710/jq</a></p> <p>John L. Langbein, <i>Writing Law Examinations</i>, available at: <a href="http://lawschool.westlaw.com/shared/marketinfodisplay.asp?code=so&amp;id=6&amp;subpage=3">http://lawschool.westlaw.com/shared/marketinfodisplay.asp?code=so&amp;id=6&amp;subpage=3</a></p> <p>ELLS 104-121</p>	<p><i>Gorton v. Doty</i> <i>A. Gay Jensen Farms Co. v. Cargill, Inc.</i></p>	<p>Spring 2014 Midterm: Essay as to Richard Only</p> <p>Spring 2013 Final: Short Answer 3</p>

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	SUGGESTED PRACTICE EXAMS (AVAILABLE ON WEBCOURSE)
1/26/15	Creation of Agency Relationship  Liability of Principal to Third Parties in Contract  Rules/Standards/Factors	R2 - § 1  CALI Exercise: Introduction to Agency: Defining Agency Relationships, available at <a href="http://www.cali.org/lessonlink/727/BA03/3710/jq">http://www.cali.org/lessonlink/727/BA03/3710/jq</a>  Klein 14-24 R2 - §§ 7, 8, 8A, 26, 27, 33, 34, 35, 144, 145, 159  CALI Exercise: Authority: Actual, Apparent, and Inherent, available at <a href="http://www.cali.org/lessonlink/371/BA01/3710/jq">http://www.cali.org/lessonlink/371/BA01/3710/jq</a>  ELLS 151-157	<i>Mill Street Church of Christ v. Hogan</i> <i>Three-Seventy Leasing Corporation v. Ampex Corporation</i> <i>Watteau v. Fenwick</i>	Spring 2013 Midterm: Short Answer 1 Summer 2013 Midterm: Essay A Summer 2013 Final: Essay 1
2/2/15	Liability of Principal to Third Parties in Contract (Continued)  Significance	Klein 24-34 R2 - §§ 8B, 82, 83, 93-95, 98, 99  CALI Exercise: Ratification, available at <a href="http://www.cali.org/lessonlink/729/BA05/3710/jq">http://www.cali.org/lessonlink/729/BA05/3710/jq</a>  ELLS 213-220	<i>Boticello v. Stefanovicz</i> <i>Hoddeson v. Koss Bros</i> <i>Atlantic Salmon A/S v. Curran</i>	Spring 2013 Midterm: Short Answer 1 Summer 2013 Midterm: Essay A Summer 2013 Final: Essay 1 Spring 2014 Midterm: Short Answer A

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2/9/15	Liability of Principal to Third Parties in Tort – Master/Servant Relationship	Klein 35-47 R2 - §§ 1, 2, 219, 220  CALI Exercise: Master and Servant Relationships, available at <a href="http://www.cali.org/lessonlink/728/BA04/3710/jq">http://www.cali.org/lessonlink/728/BA04/3710/jq</a>	<i>Humble Oil &amp; Refining Co. v. Martin</i> <i>Hoover v. Sun Oil Co.</i> <i>Murphy v. Holiday Inns, Inc.</i>	Spring 2013 Midterm: Essay Question Summer 2013 Midterm: Essay B Spring 2014 Midterm: Essay
2/17/15	Liability of Principal to Third Parties in Tort - Scope of Employment  Memorization Strategies	Klein 47-59 R2 - §§ 1, 2, 219, 228 - 237  ELLS 173-187	<i>Miller v. McDonald's Corp.</i> <i>Ira S. Bushey &amp; Sons, Inc. v. US</i> <i>Manning v. Grimsley</i>	Spring 2013 Final: Short Answer 2 Fall 2013 Midterm: Essay A
2/23/15	Liability of Principal to Third Parties in Tort – Statutory Claims and Liability for Independent Contractors	Klein 59-68 R2 - § 219	<i>Arguello v. Conoco, Inc.</i> <i>Majestic Realty Associates, Inc. v. Toti Contracting Co.</i>	Summer 2013 Midterm: Essay D Fall 2013 Midterm: Essay C Spring 2014 Midterm: Short Answer B
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	<i>Reading v. Regem</i> <i>Rash v. J.V. Intermediate, Ltd.</i> <i>Town &amp; Country House &amp; Home Service, Inc. v. Newbery</i>	Spring 2013 Midterm: Short Answer 2 Spring 2013 Final: Short Answer 1 Summer 2013 Midterm: Essay C Fall 2013 Midterm: Essay B Fall 2014 Final: Short Answer 1



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3/9/15	<b><i>SPRING BREAK</i></b>			
3/16/15	<b><i>MIDTERM</i></b>			
3/23/15	Partnerships – Formation	Klein 79-96 CA Corp. §§ 16103, 16201, 16202 RUPA - §§ 103, 201, 202  CALI Exercise: Are You My Partner? Is This a Partnership?, available at <a href="http://www.cali.org/lessonlink/373/BA08/3710/jq">http://www.cali.org/lessonlink/373/BA08/3710/jq</a>	<i>Fenwick v. Unemployment Compensation Commission</i>  <i>Martin v. Peyton</i> <i>Southex Exhibitions, Inc. v. Rhode Island Builders Association, Inc.</i> <i>Young v. Jones</i>	Spring 2013 Final: Essay Summer 2013 Final: Essay 1, 2, Short Answer 3 Fall 2013 Final: Essay 1, Short Answer 4
3/30/15	Partnership Fiduciary Duties	Klein 97-116 CA Corp. § 16404 RUPA - § 404  Midterm Self-Evaluation	<i>Meinhard v. Salmon</i> <i>Sandvick v. LaCrosse</i> <i>Meehan v. Shaughnessy</i>	Spring 2013 Final: Essay

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4/6/15	Partnership Property, Liabilities, Management Rights, and Authority	Klein 123-136 CA Corp. §§ 16203, 16301, 16303, 16305, 16306 RUPA - §§ 203, 301, 303, 305, 306  CALI Exercise: Authority of Partners to Bind the Partnership, available at <a href="http://www.cali.org/lessonlink/840/BA07/3710/jq">http://www.cali.org/lessonlink/840/BA07/3710/jq</a>	<i>Putnam v. Shoaf</i> <i>National Biscuit Company v. Stroud</i> <i>Summers v. Dooley</i> <i>Day v. Sidley &amp; Austin</i>	Summer 2013 Final: Essay 1, 2, Short Answer 3 Fall 2013 Final: Short Answer 1, 2
4/13/15	Partnership Finances and Records	CA Corp. §§ 16201, 16401, 16402, 16403 RUPA - §§ 201, 401, 402, 403  CALI Exercise: Management and Financial Rights of Partners, available at <a href="http://www.cali.org/lessonlink/730/BA06/3710/jq">http://www.cali.org/lessonlink/730/BA06/3710/jq</a>		Spring 2013 Final: Short Answer 4 Summer 2013 Final: Short Answer 1, 2, 3 Fall 2013 Final: Essay 2 Spring 2014 Final: Short Answer 2, 3
4/20/15	Partnership Dissolution	Klein 137-160 CA Corp. §§ 16801, 16802, 16804, 16806, 16807 RUPA - §§ 801, 802, 804, 806, 807  CALI Exercise: Partnership: Winding Up, Partnership Accounts, and Distribution of Profits and Losses, available at <a href="http://www.cali.org/lessonlink/449/CORP16/3710/jq">http://www.cali.org/lessonlink/449/CORP16/3710/jq</a>	<i>Owen v. Cohen</i> <i>Collins v. Lewis</i> <i>Page v. Page</i> <i>Prentiss v. Sheffel</i> <i>Pav-Saver Corporation v. Vasso Corporation</i> <i>Kovacik v. Reed</i>	Summer 2013 Final: Short Answer 2 Spring 2014 Final: Short Answer 3

WEEK	TOPICS	HOMEWORK ASSIGNMENT	CASES	SUGGESTED PRACTICE EXAMS (AVAILABLE ON WEBCOURSE)
4/27/15	Partnership Dissociation, Expulsion, Buy-Out Agreements, and Distinctions of General Partnership with Limited Partnerships, and Limited Liability Partnerships	Klein 116-122, 160-169 CA Corp. §§ 16601-16603, 16701-16704 RUPA - § 601-603, 701-704  CALI Exercise: Partnership Dissociation, available at <a href="http://www.cali.org/lessonlink/374/BA09/3710/jq">http://www.cali.org/lessonlink/374/BA09/3710/jq</a>	<i>Lawlis v. Kightlinger Gray</i> <i>G&amp;S Investments v. Belman</i> <i>Holzman v. De Escamilla</i>	Summer 2013 Final: Short Answer 2 Fall 2013 Final: Short Answer 3 Spring 2014 Final: Short Answer 3