

**CORPORATIONS LAW**  
**MODEL EXAM**  
**2010**



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## ***IRAC method of completing exams***

- Issues** - Outline the issues that you are going to discuss.
- Rules** - Define the legal rules that are relevant to the question.
- Application** - Apply the legal rules to the facts of the question (this is the hard part!).
- Conclusion** - Tie things up, usually in the form of an advice to your hypothetical client.

Always use your reading time wisely to **PLAN YOUR ANSWER** before writing. This is of utmost importance as it will help you clarify your thoughts and ensure that you avoid following desperate exam strategies that unprepared students commonly resort to, such as:

- i) 'the kitchen sink' i.e. spilling all of your knowledge that is vaguely related to the topic onto the exam paper and hoping for the best.
- ii) 'the garden path' i.e. going off on an irrelevant tangent

Remember that the **APPLICATION IS THE MOST IMPORTANT SECTION** of your answer and should take up the bulk of your time. The actual conclusions you reach are often superfluous. Rather, your marker will be most interested in *how you arrived* at your conclusion.

### ***Question One***

Matilda and Bianca are executive directors of Getting Hitched Ltd, a Sydney-based business that performs makeovers on young singles and matches them up with eligible mates who, in most cases, they end up marrying. Matilda and Bianca began the business in 2002, initially as a small dating service, but due to rapid success Matilda and Bianca wish to expand their operations interstate and eventually nationally and hope to provide wedding planning services. Combined, Matilda and Bianca hold 70 per cent of the issued share capital in Getting Hitched Ltd. The chairperson of Getting Hitched Ltd, Bridget, owns 5 per cent, and the remaining 25 per cent of issued shares are held by private individual shareholders, the majority of whom are success stories of Matilda and Bianca's enterprise.....

**Question Two**

Fabian Fabuleaux is a long time client of yours and you are currently assisting him in his liquidation of Barking Dog Ltd which was wound up by the court for insolvency on 1 June 2006. Fabian's instructions to you are that members of Wine Glut Pty Ltd hold 80 per cent of the shares in Barking Dog, specifically that Grapevine Pty Ltd, Rosewine Pty Ltd, Merlots r us Pty Ltd and Verdelho Hill Pty Ltd each own 20 per cent of Barking Dog. Grapevine, Rosewine, Merlot and Verdelho Hill are all fully owned subsidiaries of Ordinary Brothers Wine Pty Ltd. InsuredaGrape Ltd is an insurance company which owns a further 15 per cent of the shares in Barking Dog. The remaining shares are divided amongst mums and dads shareholders.....

**Question Three**

Mark, Dave and Philippe have together been running Grand Master Dragon Landscapes for a number of years. The business is a small scale landscaping business which is unincorporated. They recently decided to incorporate a proprietary company which will run the landscaping business. The three had a conversation before incorporating the company to decide whether the company should expand to include a retail and wholesale nursery to supply plants propagated at the nursery for the landscaping part of the business. Mark was keen to set up such an expansion but Dave and Philippe were concerned that the project would be too much of a financial risk but did not think the idea was wholly bad. The conversation however did not yield a decision on whether to expand into the nursery business.....



**If you have any queries regarding the corporations law model exam  
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