

**LAW 7507-01: AGENCY, PARTNERSHIPS, AND UNINCORPORATED  
ORGANIZATIONS**

**SYLLABUS**

Prof. Bell  
Fall 2008

**COURSE DESCRIPTION AND OBJECTIVES**

Agency, Partnerships, and Unincorporated Organizations covers the fundamentals of the law of business organizations other than corporations, with particular emphasis on individual and organizational accountability for the actions of agents and independent contractors. Topics covered will include: rights and duties between principal and agent; vicarious tort liability; contractual powers of agents; fraudulent acts of agents; the undisclosed principal; liability of the agent to third persons; the doctrine of ratification; notice and notification; imputed knowledge; termination of the agency relationship; the creation of a partnership; the operation of a partnership; dissociation and dissolution; the limited partnership; and the limited liability company.

This class should prepare you to analyze at a general level a wide variety of issues relating to the law of unincorporated organizations. Note that such organizations are widely used in law firms and that many bar exams—including the California bar—cover questions in this area. This class will also encourage you to polish your legal reasoning skills and introduce you to some of the practical and ethical concerns of a working attorney.

**GRADING**

Ninety percent of your grade will come from a partial open-book final exam, based wholly or largely on your essay answers to hypothetical fact patterns. Participation will count for 10%. You can earn one participation point per class by signing a sheet indicating that you have prepared to discuss the assignment, and various points for any ungraded quizzes or projects that I offer. You may lose some or all of the points allowed for classroom discussion if you sign up to speak but demonstrate lack of preparation.

**HOW TO CONTACT ME**

You can find me in my office, room 438, each Monday from 11:30 a.m. to 1:00 p.m., and each Wednesday from 11:30 a.m. to 1:00 p.m. and from 2:30 until 5:30 p.m. I welcome you to drop by at those times or at other times by appointment. You can also call me at 714/628-2503 or email me at <tbell@chapman.edu>. At <<http://www.tomwbell.com/teaching.html>> you can find course materials, such as a copy of this syllabus and some past exams.

## READING ASSIGNMENTS

This syllabus sets forth the readings assigned from the course's text, AGENCY, PARTNERSHIP, AND THE LLC (J. Dennis Hynes & Mark J. Loewenstein, eds., 7th ed. 2007). Please note that while I will make a good faith effort to follow this syllabus, I reserve the right to change it.

<u>class #</u>	<u>assignment</u>	<u>(# of pages)</u>
<b>Introduction</b>		
	Class 1 (cont. below): pp. xxxiii-9	(12)
<b>Ch. 1. The Agency Relationship</b>		
	Class 1: pp. 11-21	(10)
	<b>NB:</b> No class on Wednesday, August 20	
	Class 2: pp. 23-25, 27-28, 38 (n. 1), 41-44, 49-64	(25)
	Class 3 (cont. below): pp. 64, 71-77	(6)
<b>Ch. 2. Rights and Duties Between Principal and Agent</b>		
	Class 3: pp. 79-84, 90-101	(16)
	Class 4: pp. 101-108, 113-123, 126-129, 134-136	(24)
<b>Ch. 3. Vicarious Tort Liability</b>		
	Class 5: pp. 137-141, 144-160, 162-164, 166-173	(29)
	Class 6: pp. 174-198, 202	(25)
	Class 7: pp. 202-219	(17)
	Class 8: pp. 219-244	(24)
	Class 9: pp. 250-270	(20)
<b>Ch. 4. Contractual Powers of Agents</b>		
	Class 10: pp. 271-293	(23)
	Class 11: pp. 301 (n. 2)-320	(18)
<b>Ch. 5. Fraudulent Acts of Agents</b>		
	Class 12: pp. 321, 327-332, 341-356, 360	(22)
<b>Ch. 6. The Undisclosed Principal</b>		
	Class 13: pp. 361-379, 383-386, 389-391	(23)
<b>Ch. 7. Liability of the Agent to Third Persons</b>		
	Class 14: pp. 393-417	(24)

<b>Ch. 8. The Doctrine of Ratification</b>		
Class 15:	pp. 419-427, 431-433, 435-438, 441-448, 452-458	(27)
<b>Ch. 9. Notice and Notification; Imputed Knowledge</b>		
Class 16:	pp. 459-465, 468-474, 487-500	(25)
<b>Ch. 10. Termination of the Agency Relationship</b>		
Class 17:	pp. 501-523	(22)
<b>Ch. 11. The Creation of a Partnership</b>		
Class 18:	pp. 525-528, 532-540, 551-555, 561-570, 574, 577-580	(28)
<b>Ch. 12. The Operation of a Partnership</b>		
Class 19:	pp. 581-589, 594-610, 615-616	(26)
Class 20:	pp. 616-620, 631-648	(22)
Class 21:	pp. 648-664, 668-677	(25)
Class 22:	pp. 677-682, 706-707, 710-724	(21)
<b>Ch. 13. Dissociation and Dissolution</b>		
Class 23:	pp. 725-732, 734-739, 743-754	(24)
Class 24:	pp. 755-769, 772 (n. 2)-778, 782 (n. 6)	(21)
Class 25:	pp. 784-807	(23)
<b>Ch. 14. The Limited Partnership</b>		
Class 26:	pp. 809-814, 821-825, 831-839, 847 (n. 2)-848, 855-857, 864-865, 871-873, 876-878, 891-893	(28)
<b>Ch. 15. The Limited Liability Company</b>		
Class 27:	pp. 895-900, 903-911, 920 (n. 2)-926, 943-944, 956 (n. 2)-958, 966-967, 973-975, 982-986	(24)
<b>Review</b>		
Class 28:	(review)	(0)