

COURSE	LAW 313 Securities Regulation
UNIT VALUE	1.5 Units (3 class hours per week)
INSTRUCTOR	Mark Gillen
TERM OFFERED	Fall 2024
CLASS TIMES	See Schedule
PREREQUISITES/COREQUISITES	LAW 105 Contracts or LAW 105I Transsystemic Contracts are required prerequisites for LAW 313 Securities Regulation LAW 109 Torts or LAW 109I Transsystemic Torts are required prerequisites for LAW 313 Securities Regulation LAW 315 Business Associations is a strongly recommended pre-or corequisite for LAW 313 Securities Regulation

COURSE DESCRIPTION

The course provides a background for the study of securities regulation including the purpose for which securities are sold, main types of securities, how securities are distributed and subsequently traded, the theoretical source of value for securities, and securities market efficiency. Further background is provided through a brief review of the history and purposes of securities regulation, the Canadian constitutional position on securities regulation, and sources for Canadian securities regulation. The course then goes on to provide an overview of main aspects of securities regulation including the initial distribution of securities, the regulation of secondary market trading and ongoing disclosure requirements, insider trading, takeover and issuer bid regulation, the regulation of securities market services, and mutual fund regulation. These aspects of securities regulation will be examined in the context of the B.C. *Securities Act* and related regulatory instruments.

OBJECTIVES

Students should be able to:

- 1. Basic Background and Subject Knowledge:** Demonstrate an understanding of the background material and knowledge of securities regulation by answering short, matching, true-false or multiple-choice questions on one or more closed-book mid-term quizzes or on a closed-book portion of a final exam.
- 2. Application:** Identify issues in securities regulation raised in one or more fact situations set out on a mid-term or final exam and assess how securities regulation and related case law would deal with the issues raised on the facts by setting out the applicable law and applying that law to the given fact situation.
- 3. Principles:** Demonstrate an understanding of the underlying principles of securities regulation by:
 - (i) explaining the meaning and purpose of a section of the *Securities Act*, the Regulations, or a provision in an Instrument or Policy Statement that has not been covered in class or on the syllabus;
 - (ii) writing out the argument you would make to the Securities Commission for an exemption order;
 - (iii) explaining how you would advise a client with respect to a given transaction;
 - (iv) explaining how securities regulation responds to perceived securities market problems and why the processes set up to deal with the problems are set up in the way they are; and/or
 - (v) answering a series of short, matching, true-false or multiple-choice questions on the Securities Act, the Regulations, Instruments, Policy Statements, or the course materials.
- 4. Policy:** Demonstrate an appreciation of broader policy issues by writing an exam essay responding to a question or commenting on a statement or by addressing one or more short answer questions.

TEACHING METHODOLOGY

Achievement of the “basic background and knowledge” objectives noted above will be based primarily on the readings for the course and in-class overviews. Classes will also consider the “application”, “principles”, and “policy” objectives noted above. Sample problems will be the primary approach to the “application” and “principles” objectives noted above. Lecture and discussion will be the primary approach to the “policy” objective noted above.

¹ The information in this document is provided for course registration purposes only and is **subject to change**. More detailed course information about course content and evaluation will be provided upon the commencement of the course. Students seeking additional information about the course prior to its commencement may contact the instructor or, if no instructor is listed, the Law front office (law.studentservices@uvic.ca)

EVALUATION

The evaluation will consist of:

(i) Basic Background and Subject Knowledge: A closed-book quiz administered during the term counting for 30% of the final grade.

(ii) Research Assignment: A simple mid-term research assignment that will count for 10% of the final grade.

(iii) Final Exam: A final exam that will count for 60% of the final grade. The final exam will contain an open-book part (and *may* be exclusively an open-book exam) focusing on objectives 2 through 4 of the objectives set out above and *may* contain a closed-book part focusing on objective 1 set out above.

ACADEMIC INTEGRITY

Please refer to the University's *Policy on Academic Integrity*:

https://www.uvic.ca/calendar/undergrad/index.php#/policy/Sk_0xsM_V

June 5, 2024