



**Examiner's Comments**

**10 LAW OF ASSOCIATIONS**

**September 2025 Examinations**

**The exam comprised of five questions. Candidates were required to answer four questions. All questions were of equal value (20 marks each).**

**Question 1**

This question tested students' understanding of the law of associations.

**Question 2**

This question tested students' understanding of appropriate forms of business associations in response to articulated client needs.

**Question 3**

The third question mainly tested students' understanding of the law of directors' duties, with a particular focus on the duty to act in good faith and for a proper purpose, conflict avoidance, disclosure requirements and defences under the *Corporations Act 2001* (Cth) and appropriate remedies.

**Question 4**

The fourth question mainly tested students' understanding of the law of corporate contracting.

**Question 5**

The fifth question tested students' understanding of board meetings, directors' duties and members' remedies, with a particular focus class rights and statutory oppression.

**Characteristics of poor or average responses**

Poor or average answers do not answer the question(s) asked and often contain irrelevant or inappropriate material. In this connection, some of these papers appear to rely too heavily on the open-book format of the exam to produce responses that are not tailored to the questions asked of students. In this connection, many students appear to (wrongly) apply proforma framework answers that didn't really answer the question(s) asked of them,

Poor or average answers often lack analysis. These answers contain conclusory statements, not reasoned arguments as required: ie while they may well identify some of the relevant legal issues and applicable law, they lack analysis, instead simply asserting a

conclusion often devoid of reasoned legal analysis with a demonstrable lack of supporting authority.

Poor or average answers contain significant or numerous errors and/or omissions reflecting a demonstrable lack of in-depth study of relevant topics. Poor or average responses demonstrated difficulty identifying relevant sources of law. Some responses did not cite a single statutory provision or case on point as authority for a legal proposition advanced, or they relied too heavily on one or two cases.

Poor or average answers are unintelligible and/or written entirely in point form, rather than complete sentences and paragraphs. Problem questions test a student's ability to analyse a problem and to reason logically towards a conclusion. It is a form of persuasive writing buttressed by legal reasoning. If the answer to the question does not clearly set out the reasoning, it is difficult to assess the student's ability to undertake this core requirement.

Poor or average answers suffer from poor time management, leaving entire questions unanswered or not addressing all issues within any given question.

### **Characteristics of very good or excellent responses**

There were few excellent responses and a greater number of very good responses. The characteristics of the very good responses were: identification of all relevant issues; identification of relevant sources of law; and clear, logical analysis of the legal issues raised by the facts in support of a reasoned conclusion.

These very good or excellent responses demonstrate a thorough knowledge and application of relevant legal concepts and authority, replete with nuanced legal argumentation capable of discerning relevant and irrelevant parts ('red herrings') of each topic, thus addressing the questions asked with precision and clarity

Very good or excellent responses are generally exceptionally well written, structured and expressed.

### **Common mistakes**

Although there was a general improvement in time management skills, some students who did poorly due to poor time management skills. Failing to manage one's time effectively is most problematic, especially when questions are equally weighted. If there is insufficient material (or nothing at all!) before the examiner in relation to the questions chosen, it becomes rather difficult for the student to pass the course. Several students wrote 'I.R.A.C.' repeatedly throughout their examination papers. At this stage of one's candidature, students should know that 'I.R.A.C.' should be implemented in your answer (not repeated for each legal issue identified in your answer).

### **Areas for improvement**

The issue of corporate contracting was an area ripe for improvement. Other areas of improvement lay in understanding the complex interaction between statute (eg *Corporations Act 2001* (Cth)) and the general law.