

A.A. 2020-2021

Name	Company law
Modules	Module 1: General business theory and debt securities Module 2: Company law
Scientific-disciplinary sector	IUS 04
Course year and semester of delivery	3° year
Teaching language	Italian
Didactic load in university credits	11 CFU
Number of hours of assisted teaching activity	48 Module 1: 18 Module 2: 20
Professors	Teaching managers: Vincenzo Donativi Module 1: Caterina Luisa Appio Module 2: Vincenzo Donativi
Specific learning outcomes	<p>Knowledge and understanding</p> <p>The learning outcomes related to each of the two modules into which the Course is divided can be identified as follows.</p> <ul style="list-style-type: none"> • Knowledge and understanding of the principal notions relating to the structure of the business and the statute of commercial entrepreneur, as well as the distinctive signs of the company and competition, demonstrating knowledge of business structure in its physiological phase. • Knowledge and understanding of the principles and rules governing the circulation of debt securities, demonstrating knowledge of different types of instruments that can be included in that category. • Ability to understand and apply related to the transition from individual dimension of the company to the collective one and, in detail, distinguish the rules applicable to the types of partnerships and corporations. • Autonomy of judgment in the analysis and organization of business activities. • Ability to analyse, synthesize and clarity of presentation to the various issues relating to the company, debt securities and companies.

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	<ul style="list-style-type: none"> • Development of the skills necessary to understand the operating mechanism, the financial structure and the governance systems of partnerships and corporations, including cooperatives. • Ability to analyse, synthesize, clarify and language properties in the analysis of entrepreneurial and corporate activity, debt securities and competition.
Program	<p>Module 1: General business theory and debt securities</p> <ol style="list-style-type: none"> 1. The entrepreneur: notion and articulations. The special statute of the commercial entrepreneur 2. Commercial representation 3. The company: concept, legal nature, transfer 4. The distinctive signs of the company. The Company, the Sign and the Brand 5. Debt securities. Concept, characters, types. 6. Credit instruments. Promissory note and credit cards. 7. Payment instruments. Bank check, cashier's check and debit card. <p>Module 2: Companies</p> <ol style="list-style-type: none"> 1. Companies: notion, classification of association contracts in the genus. 2. Partnerships: simple partnerships, partnerships, limited partnerships. 3. Corporations: joint stock companies, limited partnerships, limited liability companies. 4. The discipline common to several types of companies: dissolution, liquidation and extinction of capital companies; direction and coordination activities; transformation, merger and division.
Types of didactic activities envisaged and relative methods of performance	<p>Module 1: General business theory and debt securities</p> <p>Frontal lessons Hours of lectures: 18</p> <p>Module 2: Company</p> <p>Frontal lessons Hours of lectures: 30</p>
Learning assessment methods and criteria	No intermediate tests are foreseen.

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	<p>The verification of the preparation of each student will be carried out with an oral test which, at the candidate's choice, can be divided into two parts:</p> <ul style="list-style-type: none"> - the first on module 1; - the second on module 2. <p>The oral exam consists of open questions on the entire program indicated for each of the modules; the student must, in particular, demonstrate, with the analytical skills, autonomy of judgment and, above all, language properties, that he/she is able to clearly and appropriately represent the discipline of entrepreneur, of debt securities and of companies.</p>
Measurement criteria of learning and attribution of the final mark	<p>The assessment of learning involves the attribution of a final mark expressed in thirtieths. In the event that the student opts for the division into two parts, the final mark will be calculated, as the arithmetic mean of the assessments achieved in the two tests, provided that sufficiency has been achieved in each of them (eighteen / thirty).</p> <p>To assign the final mark, the questions all assume the same importance.</p> <p>To pass the exam with a mark close to 18/30, students must demonstrate they have acquired sufficient knowledge of the topics covered during the course of lessons and be able to present them with acceptable language properties.</p> <p>To achieve a mark equal to or greater than 27/30, students must demonstrate that they have acquired a thorough knowledge of all topics covered during the course, being able to deal with them in a logical, critical and systematic way, using an appropriate technical language.</p>
Prerequisites	Private Law 1 and Private Law 2
Didactic material used and recommended didactic material	<p>Module 1 – for general business theory, G.F. Campobasso, <i>Diritto commerciale, 1, Diritto dell'impresa</i>, Utet, latest edition; for the part relating to debt securities: A. Graziani, G. Minervini, U. Belviso, V. Santoro, <i>Manuale di diritto commerciale</i>, Cedam, 2020 (*).</p> <p>Module 2: AA. VV., <i>Società</i>, a cura di V. Donativi, Wolters Kluwer, 2019.</p>