



<b>Name</b>	CORPORATE LAW
<b>Component Modules</b>	
<b>Subject area</b>	IUS/05
<b>Academic year and semester</b>	2nd year – 1st semester
<b>Language of instruction</b>	English
<b>ECTS</b>	8
<b>Number of hours of lectures</b>	48
<b>Teachers</b>	
<b>Expected learning outcomes</b>	<p>The learning outcomes related to each of the three modules into which the Course is divided can be identified as follows.</p> <ul style="list-style-type: none"><li>• Knowledge and understanding of the fundamental notions relating to the structure of a company and the status of the commercial entrepreneur, as well as the distinctive signs of a company and the concept of competition: students will acquire sound knowledge of the articulation of companies in their physiological phase.</li><li>• Ability to understand and apply the transition from the individual dimension of a company to the collective dimension of companies and, in particular, to distinguish the different rules applicable to the types of partnerships and capital companies.</li><li>• Ability to identify the organizational structure, models and procedures that partnerships and corporations are called upon to adopt.</li><li>• Ability to understand the discipline applicable to business crisis. In particular, it is necessary to learn the crisis and insolvency regulation tools present in the legislation of the new Code of Business Crisis and Insolvency (former bankruptcy insolvency proceedings).</li><li>• Autonomy of judgement in the analysis and organization of business activities according to current regulations.</li><li>• Ability to analyze, synthesize and communicate clearly the various issues relating to the entrepreneur, companies and the discipline of the new Code of Business Crisis and Insolvency (former insolvency proceedings).</li><li>• Autonomy of judgement in dealing with typical decisions concerning business activities in the face of which to identify the most appropriate corporate structure in the economic context of reference.</li><li>• Ability to analyze, synthesize, and communicate clearly and appropriately in the analysis of business and corporate activities as well as in the context of the discipline of the new Code of Business Crisis and Insolvency.</li></ul>



<b>Syllabus</b>	<p>The course program is divided into three thematic areas</p> <p>1: The General Theory of the Firm</p> <ol style="list-style-type: none"><li>1. The entrepreneur: notion and articulations. The Special Status of the Commercial Entrepreneur</li><li>2. Commercial representation</li><li>3. The company: concept, legal nature, transfer</li><li>4. The hallmarks of the company. Company, sign and brand</li><li>5. Competition law: acts of unfair competition, misleading advertising and <i>antitrust rules</i></li></ol> <p>2: Societies</p> <ol style="list-style-type: none"><li>1. Societies: notion, classification in the genus of associative contracts</li><li>2. Partnerships: simple partnerships, general partnerships, limited partnerships</li><li>3. Corporations: joint-stock companies, limited partnerships, limited liability companies</li><li>4. The discipline common to several types of corporations: dissolution, liquidation and extinction; management and coordination activities; Transformation, merger and demerger</li><li>5. Adequate organizational structures in the management of social enterprises - General characteristics of the organizational, administrative and accounting structure - Assessment of the adequacy of organizational structures - Business crisis and adequate organizational structures - Case studies</li><li>6. Consortia and consortium companies</li><li>7. Cooperative societies (outline)</li></ol> <p>3: Insolvency Proceedings in the light of the new Corporate Crisis and Insolvency Code</p> <ol style="list-style-type: none"><li>1. Insolvency proceedings in the new Code of Business Crisis and Insolvency</li><li>2. Judicial liquidation (formerly Bankruptcy). Composition with creditors. Debt restructuring agreements.</li><li>3. Extraordinary administration of large companies in a state of insolvency</li><li>4. Compulsory administrative liquidation (outline)</li></ol>
<b>Teaching and learning methods</b>	<p>Teaching is mainly delivered through lectures. In addition to lectures, the course also involves a number of hours of interactive teaching (at least one hour for each ECTS). The lectures will be integrated with exercises that will take place in the classroom and present specific case studies to the students (all related materials will be made available in advance among the teaching material).</p>
<b>Evaluation methods</b>	<p>There are no mid-term exams.</p> <p>The assessment of each student's preparation will be carried out through an oral exam which, at the candidate's choice, may be divided into two parts:</p> <p><u>the first</u>, concerning the general theory of the entrepreneur, the law on competition; The concept of company and the rules dedicated to partnerships</p> <p><u>the second</u>, on the regulations on corporations, consortia, consortium companies, cooperatives and on the legislation on business crisis and insolvency as well as on the procedures provided for by the new business crisis and insolvency code</p> <p>The oral exam consists of open questions on the entire program of the modules, which test students on their analytical skills, autonomy of judgment and especially properties of language, as well as on their ability to represent in a clear and appropriate way the discipline regulating entrepreneurs, companies and insolvency procedures.</p>



<b>Assessment methods</b>	<p>The assessment of learning involves the assignment of a final grade expressed in thirtieths.</p> <p>In the event that the student opts for the division into two parts, the final grade will be calculated as an arithmetic average of the marks obtained in the two tests, provided that the student passed each of them (therefore getting a mark of eighteen/thirtieths in each).</p> <p>For the purposes of assigning the final grade, the questions all have the same weight.</p> <p>To pass the exam with a grade close to 18/30, the student must demonstrate that he/she has acquired sufficient knowledge of the topics covered during the course and that he/she is able to present them in a sufficiently accurate and appropriate manner.</p> <p>On the other hand, in order to achieve a score equal to or greater than 27/30, the student must demonstrate that he or she has acquired an excellent knowledge of all the topics covered during the course, and can connect them in a logical and coherent way and expose them by using appropriate technical and legal language.</p>
<b>Prerequisites</b>	Comparative private law
<b>Teaching materials</b>	Kraakman R., Armour J., Davies P., Enriques L., Hansmann H., Hertig G., Hopt K., Kanda H., Pargendler M., Ringe W-G. & Rock E. (2017). <i>The Anatomy of Corporate Law: A Comparative and Functional Approach</i> . Oxford University Press