



Name	CORPORATE LAW
Component Modules	-
Subject area	GIUR-02/A
Academic year and semester	2nd year – 1st semester
Language of instruction	English
ECTS	8 CFU
Number of hours of total assisted teaching activities divided between DE and DI	56 hours, including 48 hours of Expository Teaching (DE) and 8 hours of Interactive Teaching (DI)
Teachers	Prof. Guido Doria (6 CFU) Prof. Gaetano Filograno (2 CFU)
Expected learning outcomes	<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">• 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.• 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.• Ability to identify the organizational structure, models and procedures that partnerships and corporations are called upon to adopt.• Ability to understand the discipline applicable to business crises. 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).• Autonomy of judgement in the analysis and organization of business activities according to current regulations.• 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).• 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.• 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.
Syllabus	<p>The course program is divided into three thematic areas:</p> <p>1: The General Theory of the Firm (Filograno)</p> <ol style="list-style-type: none">1. The entrepreneur: notion and articulations. The Special Status of the Commercial Entrepreneur2. Commercial representation3. The company: concept, legal nature, transfer4. The hallmarks of the company. Company, sign and brand5. Competition law: acts of unfair competition, misleading advertising and antitrust rules <p>2: Companies (Doria)</p> <ol style="list-style-type: none">1. Companies: notion, classification in the genus of associative contracts



	<p>2. Partnerships: simple partnerships, general partnerships, limited partnerships</p> <p>3. Corporations: joint-stock companies, limited partnerships, limited liability companies</p> <p>4. The discipline common to several types of corporations: dissolution, liquidation and extinction; management and coordination activities; Transformation, merger and demerger</p> <p>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</p> <p>6. Consortia and consortium companies</p> <p>7. Cooperative companies (outline)</p> <p>3: Insolvency Proceedings in light of the new Corporate Crisis and Insolvency Code (Doria)</p> <p>1. Insolvency proceedings in the new Code of Business Crisis and Insolvency</p> <p>2. Judicial liquidation (formerly Bankruptcy). Composition with creditors. Debt restructuring agreements.</p> <p>3. Extraordinary administration of large companies in a state of insolvency</p> <p>4. Compulsory administrative liquidation (outline)</p>
Teaching and learning methods	<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> <p>ID: class exercises; case studies</p>
Evaluation methods	<p>The assessment of each student's preparation will be carried out through an oral exam</p> <p>The oral exam consists of open questions on the entire syllabus, which test students on their analytical skills, autonomy of judgment and especially propriety 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>
Assessment methods	<p>The assessment of learning involves the assignment of a final grade. 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>
Prerequisites	<p>Comparative private law</p>
Teaching materials	<p>Kraakman R., Armour J., Davies P., Enriques L., Hansmann H., Hertig G., Hopt K., Kanda H., Pargendler M., Ringe W-G. & Rock E. (2017). The Anatomy of Corporate Law: A Comparative and Functional Approach. Oxford University Press</p> <p>Notes about insolvency law in Italy after the year 2022</p> <p>Teaching materials provided by the teachers</p>