# Institutions of Commercial and Tax Law

## Prof. Chiara Presciani- Prof. Carlo Pino

# Module of Commercial Law

## Prof. Chiara Presciani

***COURSE AIMS AND INTENDED LEARNING OUTCOMES***

The course is divided into two parts: the first part focused on an in-depth study of the entrepreneur (business and enterprise), the second concerning companies, in particular, the organisation and financing of joint-stock companies.

At the end of the module, students will have acquired adequate theoretical knowledge relating to the discipline of Italian commercial and corporate law, with specific regard to companies (partnerships and capital companies) and their functioning. In addition, the course aims to teach students the ability to apply the knowledge acquired to the practical cases addressed during lectures.

***COURSE CONTENT***

- The notion of enterprise pursuant to art. 2082 of the Italian Civil Code

- Types of companies.

- Agricultural entrepreneurs.

- Commercial entrepreneurs.

- The company and its transfer.

- The corporate case.

- Partnerships.

- The establishment of the joint stock company and amendments to the articles of association.

- The financial structure of joint stock companies.

- The organisational structure of joint stock companies.

- The financial structure of limited liability companies.

- The organisational structure of limited liability companies.

- Simplified LLCs and with marginal capital

- Groups of companies

- Extraordinary operations (transformation, merger, and demerger).

- The dissolution and extinction of the companies.

***READING LIST***

M. Cian, Manuale di diritto commerciale, Giappichelli, latest edition. (Compulsory)

***TEACHING METHOD***

The course is divided into classroom lectures, where direct dialogue with students is encouraged. To this end, in addition to theoretical lessons (aimed at providing students with an explanation of the key concepts of the subject matter), the course will include an analysis of practical cases where students will try to apply the concepts acquired.

***ASSESSMENT METHOD AND CRITERIA***

The exam is oral and accounts for 100% of the course assessment. The exam consists of questions about the programme aimed at assessing the students’ preparation and knowledge, and their ability to apply them to practical cases.

The final mark is on a 30-point grading scale and will take into account the relevance and completeness of the students’ answers as well as their adequate use of legal language.

***NOTES AND PREREQUISITES***

For the study of this subject, we recommend regularly consulting an updated civil code.

Prerequisites for the student is also adequate knowledge of the institutional principles of private law.

Information on office hours available on the teacher's personal page at <http://docenti.unicatt.it/>.

**Module of Tax Law**

Prof. Carlo pino

***COURSE AIMS AND INTENDED LEARNING OUTCOMES***

The course aims to provide students with the essential tools for understanding the taxation phenomenon from a legal point of view, with reference to both general and constitutional principles that underpin the subject, and to the study of income taxes and VAT.

The course is divided into two parts: (i) a general part, which concerns the tax system as a whole, the notion of tax, the relevant constitutional principles, the Taxpayer Bill of rights, the role of the financial administration and the tax court; (ii) a special part, aimed at investigating direct taxation, with special reference to corporate taxes, and VAT.

At the end of the course students will have a general picture of the taxation phenomenon from a legal point of view and, through an analysis of concrete cases, they will be familiar with the discipline of income taxes, both with reference to individuals and to corporations; additionally, they will understand the application of value added tax, also taking into account EU principles, and have general notions on the assessment and collection of tax and tax litigation.

***COURSE CONTENT***

* Taxes as a legal institution; the constitutional principles.
* The Taxpayer Bill of Rights.
* The tax system and the structure of taxation.
* Income taxes: structure and application.
* The different types of income.
* IRPEF, total income and tax determination.
* Taxation on business income, with special reference to joint stock companies: IRES and IRAP.
* General principles of VAT.
* General principles for the assessment and collection of taxes and tax litigation.

***READING LIST***

E. De Mita, Principi di diritto tributario, Giuffrè, Milan, latest edition.

During lectures the teacher will provide and summarise in the table of contents published on Blackboard the essential parts of the textbook for the examination.

*Alternative textbooks*

G. Falsitta, Corso istituzionale di diritto tributario, Cedam, Padua.

M. Beghin, Diritto tributario, Cedam, Padua.

If these textbooks are used, it is necessary to refer to the same topics covered in the recommended text, by comparing the respective table of contents.

*Reference textbooks*

An updated collection of tax laws.

***TEACHING METHOD***

Frontal lectures, enhanced with examples and classroom discussions of concrete cases.

***ASSESSMENT METHOD AND CRITERIA***

At the end of the course there will be a final oral exam, usually consisting of three questions, the first concerning the general part of the course, and the other two on the special part.

The assessment will be based both on the completeness of the answers provided by the candidates and on their use of adequate legal terminology.

For attending students, the programme will focus especially on the topics covered in class.

***NOTES AND PREREQUISITES***

To better address the proposed topics, it is advisable to have already attended the course in public and private law, as well as - concurrently - the course in commercial law. As for the part of the course relating to corporate taxation, it is advisable to have taken the General accounting exam.

Given the constant updating of the topics covered in line with the frequent regulatory changes, and the interactive approach used, attendance of the course is highly recommended.

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