# Institutions of Commercial and Tax Law

## Proff. Chiara Presciani-Carlo Pino

# Commercial Law Module

## Prof.ssa Chiara Presciani

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

The course consists of two parts: the first part focuses on in-depth study of the subject of the entrepreneur (enterprise and company), the second part on companies, with particular reference to the organization and financing of corporations.

At the end of the module students will have acquired adequate theoretical knowledge of the subject of Italian commercial and corporate law, with specific reference to companies (both partnerships and corporations) and to how they operate. Furthermore, the course aims to teach students how to apply notions acquired in the classroom to practical cases which will be explored during lectures.

***COURSE CONTENT***

- The notion of enterprise under article 2082 of the Civil Code

- Types of enterprise

- The agricultural entrepreneur

- The commercial entrepreneur

- The company and its transfer

- The company case

- Partnerships (s.n.c., s.a.s., s.s.)

- The constitution of the joint stock company and amendments to the memorandum 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 limited liability companies and companies with marginal capital

- Company groups

- Extraordinary operations (transformation, merger and de-merger)

- The dissolution and extinction of companies

***READING LIST***

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

***TEACHING METHOD***

The course consists of frontal lectures. In order to encourage a direct dialogue with students, in addition to theoretical lectures (aimed at providing students with the key concepts of the subject) there will be moments of analysis of practical cases during which students try their hand at applying the notions acquired during the course.

***ASSESSMENT METHOD AND CRITERIA***

There will be an oral examination, which is 100% of the course assessment. The examination consists of questions on the syllabus in order to assess students’ knowledge and ability to apply it to practical cases.

The final mark is expressed in thirtieths and will take into consideration the relevance and completeness of students’ answers as well as the appropriate use of legal language.

***NOTES AND PREREQUISITES***

Students should constantly consult the up-to-date Civil Code to study the subject.

Students should also possess adequate knowledge of the institutional principles of private law.

Further information can be found on the lecturer's webpage at http://www2.unicatt.it/unicattolica/docenti/index.html, or on the Faculty notice board.

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

**Commercial Law Module**

Prof. Carlo pino

*TEXT UNDER REVISION, NOT YET APPROVED BY ACADEMIC STAFF*

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

The course aims to provide students with the essential tools to understand the tax phenomenon from a legal perspective, with reference to both general principles underlying the subject matter and the Italian tax system.

The course is divided into: (i) a general part, covering the tax system as a whole, the notion of tax, the relevant constitutional principles, the taxpayer’s statute of rights, the role of the tax administration and the tax court; (ii) a special part, focusing on the main taxes, with special reference to direct taxes on individuals and companies, and VAT.

At the end of the course students will have a general overview of the tax phenomenon from a legal point of view, know the subject of income tax, also through the analysis of concrete cases; have an overview of the application of value added tax, also taking into account EU principles; possess general notions regarding tax assessment, tax collection and tax litigation.

***COURSE CONTENT***

* Tax as a legal institution
* The constitutional principles of tax matters
* The Statute of Taxpayers’ Rights
* The structure of taxation; direct and indirect tax
* The notion of income and income categories
* The taxation of personal income
* The taxation of business income, with particular reference to corporations
* The general principles of VAT
* General notions on tax assessment, tax collection and tax litigation

***READING LIST***

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

During lectures the lecturer will indicate the parts of the reading that are essential for the examination, this information will also be posted on Blackboard in the index.

*Alternative books*

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

M. Beghin, Diritto tributario, Cedam, Padua.

When using these books, reference should be made to the same topics covered in the recommended books by comparing the respective indexes.

*Reference books*

An up-to date collection of tax laws.

***TEACHING METHOD***

Frontal lectures, supplemented by constant exemplifications and discussion regarding concrete cases.

***ASSESSMENT METHOD AND CRITERIA***

At the end of the course there will be a final oral examination, on both the general and special parts of the course.

Assessment will take into consideration the accuracy and completeness of students’ answers as well as their use of appropriate legal terminology.

For attending students, the examination programme will focus on topics covered during lectures in particular.

***NOTES AND PREREQUISITES***

In order to best address the course topics, students should already have taken the public and private law course, as well as the commercial law course at the same time. With regard to the corporate taxation part of the course, it is advisable to have already taken the general accounting examination.

Given the constant updating of the course topics and frequent changes to the law and the interactive approach of the lectures, regular attendance is strongly advised. The teaching material from the course and material useful for preparing for the examination will be available online in the form of slides.

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