# Corporation Law

Prof. Antonio Cetra

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

The course aims to analyse in depth and to consolidate knowledge of main areas of company law, especially in regard to companies limited by shares (for-profit and mutual), and to develop the ability to understand and resolve the main associated underlying issues, with appropriate language, conceptual autonomy and critical spirit. Starting from reference normative data, the course illustrates the underlying questions of interpretation and application in the different types of companies, using a theoretical and practical approach consistent with the context of a business-economic course.

At the end of the course, students will be able to:

1. demonstrate knowledge and contextualise the main topics of corporate law studied in the course;

2. apply acquired competences with a professional approach oriented to support stances with arguments and resolve corporate issues;

3. integrate knowledge and manage its complexity, by formulating independent judgements based on incomplete information, including the promotion of peculiarities of the company environment they will be working in;

4. communicate their opinions clearly and efficiently to specialists and non- specialists;

5. grasp the critical issues present in the business contexts in which students will operate and assume the necessary determinations with adequate autonomy of judgment.

***COURSE CONTENT***

2/3 of the lessons will cover issues concerning the corporate legal form and its variations; 1/3 will cover business financing issues, according to the following *syllabus*:

1. *The establishment.* 2. *The financing*: equity capital (shareholding and related issues); credit capital (debt and bond securities and related issues). 3. *The governance*: a) limited liability partnerships: legal and statutory model; b) shareholding company: traditional, two-tier, and one-tier models; c) group of companies. 4. *The voice*: Limited liability partnerships: legal and statutory model; b) shareholding company: the assembly. 5. *Extraordinary operations:* transfer of registered office; transformation; merging; division; operations on corporate stock; termination 6. *The cooperatives (overview)*.

***READING LIST***

Material on legislation:

Civil Code (updated to current year) and other laws mentioned at lectures or in the textbooks specified below.

Reference textbooks:

1. AA.VV., *Diritto commerciale, III, Diritto delle società2*, edited by Cian, Giappichelli, Turin, 2020 (limited to the following §§: from 9 to 27; from 29 to 31; 33; from 35 to 38);

2. Angelici, *La riforma delle società di capitali. Lezioni di diritto commerciale,* Cedam, Padua, 2006 2nd ed. (optional reading but strongly recommended).

***TEACHING METHOD***

Lectures.

***ASSESSMENT METHOD AND CRITERIA***

The exam aims to assess students’ achievement of the learning objectives described above and their preparation. The exam is written and consists of a description of a case study and three or four questions related to it, which students are required to answer with adequate arguments (examples and exam topics of the previous academic years are available on Blackboard). The time allowed is 1 hour and 30 minutes. The mark is based on the following factors: completeness of preparation and mastery of the suggested issues (up to 18 points); argumentative and critical thinking skills, and ability to relate the different parts of the syllabus (up to 7 points); appropriate language skills (up to 5 points). Students who have achieved a sufficient result can decide whether to accept the proposed mark, whether to continue the assessment with an additional oral exam or whether to refuse the mark and retake the test.

There is no interim test.

***NOTES AND PREREQUISITES***

Attendance is strongly recommended.

The course is aimed at students who have already taken courses in Commercial Law (or equivalent courses) whose syllabus includes basic theory of business as well as a course in types of partnerships (especially Limited liability partnerships), including an outline on how to establish, develop and maintain social capital, shareholding, and corporate organisation.

Further information can be found on the lecturer's webpage at http://docenti.unicatt.it/web/searchByName.do?language=ENG, or on the Faculty notice board.