# Commercial Law

## Gr. A-Cl: Prof. Duccio Regoli; Gr. Co-La: Prof. Amedeo Valzer; Gr. Le-Po: Prof. Silvia Vanoni; Gr. Pr-Z: Prof. Antonio Cetra

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

The course aims to provide students with the necessary tools to understand the legal discipline principles of the individual and collective enterprise, developing attitudes to frame and solve the most recurrent problems underlying them. Starting from the reference normative data, the course illustrates the underlying interpretation and application issues, using a theoretical-practical approach consistent with the context of an economic course. Particular attention will be paid to examining the behavioural rules established for the conduct of entrepreneurial productive activity (individual and collective), also due to its interfacing with the market.

At the end of the course, students will:

1. demonstrate knowledge and contextualise profiles of commercial law studied in the course;

2. apply knowledge acquired on the basis of a correct understanding of the issues that will arise from time to time, even in interdisciplinary contexts;

3. formulate judgments and assessments on the basis of even incomplete information, by integrating knowledge and drawing on the normative, jurisprudential and practical sources applicable;

4. acquire an appropriate legal language that enables students to communicate their knowledge clearly and unambiguously to specialist and non-specialist interlocutors;

5. grasp critical issues that may arise in the management of corporate crises and assume the necessary determinations with an adequate degree of independent judgment; have the necessary basis and skills to advance in studies in different sectors of public and private corporate law.

***COURSE CONTENT***

A little over half of the lectures will be dedicated to the study of the company and the discipline applicable to it regardless of the legal form assumed; a little under half of them will be dedicated to studying corporate law, dealing with the following topics:

1 The concepts of business and the notions relevant to commercial law; business categories; organisational models.

2. Advertising and business organisation (organizational structures, accounting records, collaborators and company).

3. The company and the market (distinctive signs, competition, bargaining).

4. Financing of the company (contractual transactions and debt securities).

5. The business crisis (prevention systems and insolvency procedures).

6. Companies: the notion and types of companies; the company contract; corporate assets and share capital; economic activity (and its relationship with the company); the purpose of companies.

7. Partnerships: typological and organisational characteristics of the simple company, general partnership and limited partnership; the establishment of the company; capital ordering and relations with third parties; the relationships between members and the social administration; the dissolution of individual social relations and of the company.

8. Joint-stock companies: typological and organisational characteristics of the limited liability company, joint-stock company, limited partnership with shares; the establishment of the company (principles); capital ordering and relations with third parties (principles); relations between shareholders and the social administration (principles); the dissolution of individual social relations and of the company (principles).

***READING LIST***

Civil code with related laws updated to the year of the course.

For points from 1 to 5 of the syllabus, one of the following books:

AA VV., *Manuale di diritto commerciale,* edited by Cian, Giappichelli, Torino, 2021, 4th ed. §§ from 1 to 22;

 or

AA.VV., *Diritto delle imprese (manuale breve),* Giuffré, Milano, 2020, 2nd ed. (chapters I-XIII).

For the points from 6 to 8 of the syllabus, one of the following books:

AA.VV., *Manuale di diritto commerciale,* edited by Cian, Giappichelli, Torino, 2021, 4th ed.: (i) to study well i §§ from 35 to 44; from 58 to 60; from 62 to 63; (ii) study principles \* i §§ 45 to 56 and § 66.

or

G.F. Campobasso, *Diritto commerciale,* 2, Diritto delle società, Utet, Turin, 2016, 9th ed.: (i) to study well chapters I, II, III and XVIII; (ii) study principles\* of chapters IV, V, VIII-XI; (iii) chapters that can be omitted VI, VII, XII-XVII, XIX-end.

\* It means that by studying this textbook, students must complete their preparation on the discipline of the limited liability companies and learn the main differences with the discipline of joint stock companies and limited liability companies and partnerships.

More specific information on the study of the various parts of the syllabus will be provided by each lecturer during the course (or will be made available on their personal webpage on Blackboard).

***TEACHING METHOD***

Frontal lectures.

***ASSESSMENT METHOD AND CRITERIA***

The exam aims to assess the achievement of the learning objectives described above and students’ preparation. It is a written exam consisting of a description of a case study and of three or four questions, to be answered with adequate arguments (examples and exam topics from former academic years available on Blackboard). The exam lasts 1 hour and 30 minutes. Marks are awarded as follows. Students who demonstrate: *a*) broad knowledge of topics in question, the ability to apply critical knowledge and specific linguistic and expressive skills to the field of law and – especially - business law will be awarded the highest marks, with potential for distinction (*lode*) in cases of particularly excellent exam preparation; *b*) an ability to analyse and summarise that is sometimes lacking in structure and/or who employ language that is not entirely appropriate will be awarded fair/good, depending on the level of preparation demonstrated during the exam; *c*) gaps in their preparation or use inappropriate language, even if not totally incorrect, alongside basic knowledge of the syllabus will be awarded a grade of "sufficient” (a pass mark); *d*) serious gaps in their knowledge or the total lack of knowledge of any part of the syllabus, use incorrect language or lack the ability to navigate the reading material will not pass the exam. During the exam it is not possible to consult legal sources or course material. The text of the exam is the same for all four classes, except for the first two exam sessions (of the summer session), for which each lecturer can propose a personalised exam text, which takes into account issues on which each lecturer has specifically focused during the course.

There will be no interim test.

***NOTES AND PREREQUISITES***

In order for the course to be more beneficial, students are recommended to attend this course after passing or at least having prepared for the exam of Private Law.

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.