# Commercial Law

## Prof. Amedeo Valzer

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

The course aims to illustrate the legal framework for productive entrepreneurial activities carried out either by individuals or groups, with a focus on corporate law.

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

1. describe the company law profiles presented during the course;

2. use a proper legal jargon and illustrate their knowledge in a precise, clear, and effective way;

3. identify pertinent sources of law for concrete case studies, as well as relevant legislation and procedures, and express their personal opinion with adequate independent judgement;

4. acquire basic knowledge for further studies in the different sectors of corporate law.

***COURSE CONTENT***

*Business company*. The relevant concept of business in the field of commercial law. Business company rules. Advertising and business organisation (accounting records, collaborators and company). The cooperation between entrepreneurs. Corporate crisis (an introduction).

*Corporate company.* The concept of corporate company and its general principles. Company stock and share capital; economic activities; company profit motive. – Partnerships: typological and organisational features of simple, general, and limited partnerships. Constitution, legislation regulating company asset management and corporate responsibility for social bonds. The relationship between partners and corporate administration. Termination of corporate relationship and company dissolution. – Limited companies: typological and organisational features of limited liability companies, joint stock companies, and private companies limited by shares. Constitution and legislation regulating shareholding. The financial structure. Administration and control systems. Limited company dissolution. – Corporate groups – An introduction to mutual benefit organisations. An introduction to extraordinary transactions.

***READING LIST***

edition), only the following parts: from Introduction to Fourth Section included (§§ 1- 9; pp. 1-82); Sixth and Seventh Sections (§§ 19-21; pp. 165-195); from Nineth to Sixteenth Section (§§ 35-69; pp. 311-692)*.*

***TEACHING METHOD***

Frontal lectures.

Discussion of theory on legal issues covered in the course will alternate with the analysis of some practical profiles.

***ASSESSMENT METHOD AND CRITERIA***

Oral exam. It includes a series of questions (not less than 3) on various parts of the course programme and it is based on the reading list above. The questions aim to assess students’ acquired competences regarding notions and knowledge of the subject, mastery of language and their skills for critical analysis of the principles.

The criteria for the final mark are the following:

- deep knowledge of topics, mastery of language, developed ability to systematically link concepts will earn students an excellent mark (from 27/30 to 30/30 and distinction);

- good ability to analyse and synthesise and mastery of language will earn students fair/good marks (from 22/30 to 26/30). The marks will differ based on the degree of detail demonstrated by students in the exam;

- basic knowledge of the course programme will earn students pass marks (from 18/30 to 21/30);

- large gaps, lack of knowledge in parts of the course programme, and use of incorrect language will result in non-pass marks.

***NOTES AND PREREQUISITES***

Students should have an adequate knowledge of private law.

Use of an up-to date civil code is highly recommended.

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.