Commercial Law 2

## Prof. Marco Saverio Spolidoro

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

The course focusses on the role of private autonomy in company law and, especially, on the relationship among mandatory provisions, derogable rules, soft law and social and parasocial clauses, with special reference to the capital and financial structure of corporations and the responsibilities of corporate bodies.

The aim of the course is to stimulate the students' ability to dialectically use the concepts learnt in the course, enabling them to understand how, in a concrete discussion, the acquired notions can be used for a particular purpose.

Students who intend to actively attend the course are offered the opportunity to prepare for the exam with the so-called Socratic method. After an introductory stage, the course will consist of a series of discussions on legal issues taken from practical cases. The assistant professors will supervise the lectures during the first part of the course and are available to students for interviews and for the practical organisation of the different educational aspects.

The intended learning outcomes are the following:

* “Knowledge and understanding”: All the students who have attended the course in any form or who have studied the teaching material will know the functions and purposes of the principles studied, will have memorised the contents of the provisions, mastering subject-specific vocabulary, and will have a very clear idea of the distinction between law and interpretations of the law.
* "Ability to apply knowledge and understanding": All students will be able, starting from a specific factual situation, described in unambiguous terms, to qualify it correctly and to argue it, although in a simple way, to support a possible conclusion in order to solve the concrete case.
* "Independent judgment": All students, and in particular those who take an active part in lectures, are encouraged to discuss issues not only on the basis of the concepts learnt in the course, but above all on the basis of what they have previously learnt in other courses and their general culture.
* "Communication skills". Students' communication skills are assessed during the exam. For students who actively participate in lectures, these skills will be subject to corrective interventions by the teacher or his collaborators.
* "Learning skills": At the end of the course, students will be able to perform in a "work" situation or preparatory situation to professional activity in the field of industrial law as a potential "resource" and not as an "apprentice" to be trained from scratch.

***COURSE CONTENT***

Extraordinary operations of companies. Incorporation, contributions, capital increases and reductions, merger, demerger, control, groups, management and coordination. Mergers and Acquisitions. Leveraged Buy Out.

***READING LIST***

The material for attending students consists of a Syllabus available on the Blackboard platform.

For students’ self-study the suggested textbook is:

Colombo – Spolidoro, *Appunti sulle operazioni straordinarie,* 2022, published on the Blackboard platform.

Syllabus, jurisprudence and doctrine discussed during lectures and pubblished on Blackboard.

We recommend that students re-read the part on company law included in the manual of the Commercial Law course.

We also recommend that students have the possibility to refer to the updated laws.

***TEACHING METHOD***

Teaching consists of seminar lectures and case discussions. Office hours and exams are also considered part of the teaching activity.

Attendance is strongly recommended, but it is not compulsory. Since the so-called *Socratic method* is not applicable in large classes, the lecturer reserves the right to divide the classes, entrusting seminar cycles to tutors who work under his supervision and coordination. Tutors are long-time collaborators of the lecturer and have numerous publications to their credit, some of them are qualified for second level university teaching or are about to obtain such qualification.

If requested by the majority of the actively attending students, a part of the lectures (about one third) and the related discussions will be held in a foreign language (English or French).

***ASSESSMENT METHOD AND CRITERIA***

The exam is oral and consists of three or more questions, of which at least one will focus on knowledge of the applicable rules ("notion-based contents") and one consisting in the examination of a practical case ("applicative question").

Students who have actively and commendably participated in the course will be granted reductions in the mnemonic learning syllabus. The written papers prepared by these students may be assessed, if provided that their subject and delivery time have been previously agreed with the lecturer.

There are different examination boards. Younger academics support the older ones. Any student, attending or not, may ask to be questioned by the lecturer.

Each question is assessed first independently and then together with the other questions. The mark will depend on students’ knowledge, their application and presentation skills, as well as their correct argumentation skills. There should not be serious gaps in the conceptual part. Deficiencies in their application ability may be compensated for by excellence in another area and vice versa.

In the oral interview, candidates will have to demonstrate that they are familiar with the themes and the fundamental issues discussed during lectures, with particular attention to the single-subject section of the course and to the practical exercises part. In this context, emphasis will be placed on the readings included in the reading material that will have to be carried out accurately, although with special reference to the relevant aspects of the course. Assessment will be based on promptness and relevance of students’ answers, their appropriate use of specific terminology, argumentative and consistent structure of speech, and their ability to identify conceptual links and open issues.

If the candidate is not sufficiently prepared, the exam may be suspended or repeated, upon their personal request or if requested by the examiner. The requirements of the Faculty remain unchanged.

***NOTES AND PREREQUISITES***

Prerequisite for the students is operational knowledge of private law and commercial law. The requirements of the Faculty remain unchanged.

In case the current Covid-19 health emergency does not allow frontal teaching, remote teaching will be carried out following procedures that will be promptly notified to students.

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.