# Commercial Law

## Prof. Giuseppe Rescio

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

The course is designed to provide students with a solid grounding in commercial law principles (parties, deeds and the contexts) as well as the method of analysis interpretation of the relevant rules. Special attention will be paid to clarifying the role of commercial law and its principles in the effective conduct of business, explaining how the various competing interests are balanced.

Given the enormous area covered by commercial law, the course will focus on general principles and its primary objective will be to explain the basic underlying principles with particular reference to those that distinguish the area from private law in general. Accordingly, students must have a good knowledge of private law before doing this course.

At the end of the course, students are expected to be able to identify the sources and distinguish the contents of the primary legislation of the subject, and be able to understand the logics and create the relevant links.

***COURSE CONTENT***

Section I

The concept of entrepreneur, categories and rules. The reform of bankruptcy and other insolvency proceedings. The business. Credit instruments and dematerialised financial instruments. Companies and partnerships in general. Consortia and other forms of co-operation among entrepreneurs. Partnerships.

Section II

Joint stock companies, limited liability companies, partnerships limited by shares, European companies, co-operatives; corporate groups, aspects of listed companies and the securities market, mergers and acquisitions.

Periodically, the lecturer’s webpage will include exam contents’ updates in relation to the new legislation.

***READING LIST***

For the first part

Presti-Rescigno, *Corso di diritto commerciale,* Zanichelli, Bologna, tenth edition, 2021, volume 1 (excluding lectures from 5 to 10 and paragraphs 2 and 3 of lecture 4).

For the second part

Presti-Rescigno, *Corso di diritto commerciale,* Zanichelli, Bologna, tenth edition, 2021, volume 2.

The two specified textbooks are also available in a single volume (with identical numbering of the lectures).

Alternative manuals may be suggested at the beginning of the lectures and/or through notifications on Blackboard.

In view of the increasingly rapid legislative development of the subject, it is necessary that students prepare their exams on updated editions of the manuals. It is furthermore necessary for students to have an updated edition of the Civil Code and the main special laws. We recommend the latest edition available of the Civil Code edited by Viggiani for La Tribuna or by De Nova for Zanichelli. Further regulatory updates will be published on the Blackboard pages of the course.

***TEACHING METHOD***

Lectures, with visual aids. The material will be published on the course's Blackboard page.

***ASSESSMENT METHOD AND CRITERIA***

The final exam aims to assess the students’ achievement of the intended learning outcomes. The learning assessment consists of a final oral exam. Students are tested through questions concerning significant parts of the course content, in order to understand the overall degree of knowledge acquired, their expressive skills, their ability to address the topics studied with a critical approach and relate the various parts of the course content.

The final mark will be equally based on the students’ mastery of argumentation and legal language, their critical view of the topics covered during the course, and the ability to relate the various parts of the course content.

Specifically, the oral exam consists of a series of questions on the course textbooks and the final mark is the result of an average of each score assigned to these questions. The students’ achievement of a comprehensive view of the topics addressed during lectures along with their critical use, their good expressive skills and command of a subject-specific language will be assigned excellent marks. Students with synthetic and analytical skills that, however, are not articulate and/or are expressed using a correct but not always appropriate language, will be assigned satisfactory marks; students with knowledge gaps and/or an inappropriate use of the language – as long as in a context that still demonstrates essential knowledge of the exam material – will be assigned a pass mark. Students with knowledge gaps (such as, fail to study part of the textbooks assigned for the course), inappropriate language, lack of familiarity with the reading list material included in the course, will be assigned a fail mark.

***NOTES AND PREREQUISITES***

Students must have passed the examination on Principles of Private Law before sitting the exam for this course. The lecturer will use Blackboard to make the teaching material available to students; students are therefore invited to register for the course on Blackboard.

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.