# Business Law and Financial Regulation

## Prof. Michele Mozzarelli

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

The course aims to provide students with an adequate understanding of the main features of company law and financial regulation in western Countries. A particular emphasis will be placed on clarifying the role of company law and financial regulation in carrying out business activity, illustrating the means for balancing the various interests involved.

At the end of the course students will possess a comprehensive view of the main topics related to the structure of the corporations and the financial markets. They will be able to understand the main challenges arising from and the regulatory strategies applied to mitigate them.

To describe in detail the discipline included in the course syllabus and will be able to become familiar with the systematics of the civil code and the related laws examined (in particular the one concerning the business crisis). Students will also be able to identify the discipline applicable to individual specific cases and to make the main connections between the institutions treated. Students will also be able to identify the regulation applicable to individual concrete cases and to make the main connections between the principles mentioned.

***COURSE CONTENT***

Goals and means of corporate law; agency problems and legal strategies; basic governance structure; transactions with creditors; related party transactions; corporate fundamental changes; control transactions; the financial system; banking and financial market theories; goals strategies and limits of financial regulation; corporate law and securities markets.

***READING LIST***

AA.VV., *The Anatomy of Corporate Law: A Comparative and Functional Approach,* Oxford University Press, 2017.

AA.VV.*, Principles of financial regulation*, Oxford University Press, 2016.

Additional required and suggested readings will be made available on the course web site on *Blackboard*.

***TEACHING METHOD***

Class lectures and discussions on assigned readings.

***ASSESSMENT METHOD AND CRITERIA***

Written and oral examination; the oral examination will take place on the same day as the written test.

The written test consists of true-false questions, with a maximum mark of 33 points. Correct answers are awarded 1 point each, incorrect answers entail a penalty of 0.5 points each, and no points are awarded for not given answers.

Students obtaining a mark of 17/33 or higher will be admitted to the oral exam.

The oral exam consists of (at least) two questions about the entire course syllabus. While the written test aims at assessing students' general knowledge, the oral exam will also take into account ability to critically analyse an individual theme within the field of commercial law and technical accuracy of presentation. The oral exam will be assessed based on the relevance and adequate level of detail of the students’ answers, their appropriate use of the specific terminology, the reasoned and consistent structure of the discourse, the ability to identify the connections between the different institutes.

A pass mark is also required on the oral exam; the final mark is out of thirty and will take into account the written test (30%) and the oral exam (70%).

***NOTES AND PREREQUISITES***

The lecturer will use Blackboard to make teaching materials and any further reading list information available to students.

Knowledge of the contents of the Principles of Private Law course is a prerequisite for successful attendance of the Commercial Law course.

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.