# Business and Consumer Contracts

## Prof. Alessandro D’Adda

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

The course aims to investigate the content of the recent rules of European Union law and domestic law which have innovated the general regulation of the contract contemplated by the Italian civil code, with particular regard to the negotiation between professionals and consumers (*business-to-consumer*) and between companies (*business-to-business*). The general discipline of the contract envisaged in the civil code will therefore be compared with the recently envisaged special disciplines with regard to contracts between professionals and consumers as well as between companies in unbalanced positions. At the end of the course students will be able to:

– navigate in the variegated panorama of contract law resulting from this plurality of sources in order to know how to assess, with a certain degree of autonomy, what contractual remedies consumers and businesses can use to obtain maximum protection in different situations.

– know the rationale and functioning of the main principles of contract law ‘between peers’ and how they are governed by the civil code;

– understand its limits in relation to the needs of consumer protection and of the ‘weak’ company that have emerged in the Community market, justifying the exceptions imposed by European Union Law;

– understand the variegated panorama of contract law resulting from this plurality of sources in order to know how to assess, with a certain degree of autonomy, what contractual remedies consumers and businesses can use to obtain maximum protection in different situations.

***COURSE CONTENT***

– The principles of general contract law, including the essential elements of the contract and its conclusion, pre-contractual responsibility, interpretation and integration, the legal force of the contract and withdrawals, contract invalidity and remedies.

– The new profiles of negotiation between professionals and consumers (*b2c*), including the information and advertising obligations in the contract formation phase, the new regulation of the protection contract ‘form’, the minimum contents of the contract and the imposed ‘negotiated’ contents, control over illegal or unfair clauses, correction of the contract with unfair terms; partial nullity, dispositive integration, correction of the judge, distance contracts and protection recesses, financial intermediation, consumer credit, class action to protect consumers.

– The new profiles of negotiation between companies (*b2b*), including the regulation of franchising contracts, subcontracting relationships, abuse of economic dependence, late payments in commercial transactions, with references to EU competition law.

***READING LIST***

In addition to lecture notes, students may refer to the following textbooks:

A. D’Adda-V. Bachelet, *Lezioni di diritto europeo dei contratti*, Giappichelli, 2020, for law on asymmetric contract of consumers and companies.

A. Torrente-P. Schlesinger, *Manuale di diritto privato,* Giuffré, latest ed. (chapters. 25-35; 37-39) for contract law in general;

***TEACHING METHOD***

The course takes place in classrooms and will be taught like a seminar with frequent analysis of case studies, continuous exchange and discussion between lecturer and attending students.

Lectures will be completed by tutorials, taught by Dr. Luigi Regazzoni, aimed at analysing the legal institutions covered by the course through a *Law and Economics* perspective.

***ASSESSMENT METHOD AND CRITERIA***

The final exam aims to assess students’ knowledge of the discipline, according to the intended learning outcomes mentioned above, including their independent judgment and communication skills.

It will be based on an oral exam, consisting in three questions on the course content; students will have to use their knowledge of the topics explained during the course in order to find the most appropriate answer.

The assessment criteria will include knowledge of the discipline, use of appropriate terminology, adoption of a critical approach towards the subject, use of problem-solving skills, and ability to combine different topics while answering the questions of the exam.

In particular, the oral exam will be based on the whole content of the course, and it will consist in three questions on the topics explained in class and in the textbooks of reference mentioned above; the final mark will result from the average between the three answers.

***NOTES AND PREREQUISITES***

The course of Business and Consumer Contracts is open to all students. However, a good knowledge of the basic institutions of contract law, which will in any case be taken up again in the study of the special discipline of consumer or business contracts.

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.