**Professional Practice (Degree in Company Management and Consulting)**

## Prof. Giulio Tedeschi

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

The course aims to explore business consulting services through the analysis of some of the so-called extraordinary transactions, adopting an interdisciplinary approach that can help students get an in-depth understanding of the different accounting, legal, tributary, and financial profiles explained, one by one, during the other courses.

The course topics are aimed at deepening the knowledge needed to specialise in the processes characterising business life, beginning with an economic-corporate definition and moving on to the choice and subsequent implementation of operations that characterise a company's life.

The course meets the requirements set out by the agreement between Università Cattolica del Sacro Cuore and the Chartered Accountants Register of Milan as concerns the State examination and the internship to be done during university studies.

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

1. know and understand the consulting services and thus also in order to identify the underlying logic of extraordinary transactions and the interrelations in their implementation;
2. acquire the methodologies to be followed to interpret and apply the business principles and legal rules governing the transactions examined during the course;
3. interpret the main technical documents consulted when selecting and implementing the operations examined during the course;
4. develop the skills they need to carry out an analysis of the opportunities, the affordability, and the consequences of the choices made in each operation;
5. use a technical language to communicate their acquired knowledge clearly and effectively.

***COURSE CONTENT***

*1. Professional service and corporate services*

Concept of professional ‘service’ of the accountant. Roles and functions of the technical consultant and the officers of justice. Tasks in corporate *governance*, with particular regard to the figure of the statutory auditor of commercial companies and of member of the Supervisory Body. Elements of professional ethics.

*2*. *Business plans; corporate structures and business continuity plans*

Adequate corporate structures pursuant to Art. 2086 c.c. and safeguarding business continuity: technical applications for the study of “adequate” corporate structures. Definition and use of business plans during the different phases of the business life cycle: incorporation, extraordinary transactions, Merger Leveraged Buy-Out/leveraged buy-outs. Professional consulting and new business crisis law (reference).

*3. The sale of a company*

The economic-financial logic and variables involved in transactions; legal references and contractual conditions; the management of the risks related to taxation and liability profiles. Company rental (overview).

*4. Capital increase and contributions in kind*

Determination of economic value and estimates in professional practice (overview); contributions in kind, legal framework, obligations and aspects of the accounting and valuation techniques used in determining an increase in share capital.

*5. Mergers (demergers – an introduction)*

Legal references, fulfilments and technical aspects; the exchange rate and the assessments; the capital increase after the transaction; accounting aspects (capital surplus and deficit) and tributary profiles.

*6*. *Corporate crisis management and professional services*

Professional services and activities designed to anticipate and solve the onset of corporate crises. Negotiated settlements and professional figures. Extrajudicial and judicial remedies. Crisis management plans: the figure of the attestant/crisis management consultant.

***READING LIST***

Further information regarding the reading list will be provided in the Syllabus and communicated at the beginning of the course directly by the lecturer.

For students who will not be able to attend classes and for in-depth study, the syllabus will list specific textbooks (with details on the chapters to study especially for non-attending students). Further study material for exam preparation (readings, documents, legal papers, etc.) will be made available on the dedicated Blackboard platform.

***TEACHING METHOD***

The blended course includes on-site activities, involving frontal lectures, and off-site activities. The on-site activities are based on interactive lectures, intended to frame the topics of the individual modules, and the analysis of concrete cases. Off-site activities involve the use of video-lectures (asynchronous) and the supplementary discussion of course material during webinar tutorials and live feed-back sessions (synchronous). Some of the frontal lectures will be held by subject matter experts.

During the course, materials and case studies from professional experiences will be discussed, alongside expert testimonials.

The syllabus containing the course's analytical programme will be communicated on Blackboard.

***ASSESSMENT METHOD AND CRITERIA***

*A)* *Ongoing assessment.*

For students who opt for the ongoing assessment: 50% of the assessment will be based on two written tests assigned during the course on the first three modules of the course and as per the content, method and timelines published in the Blackboard area reserved for students enrolled in the course. The remaining 50% of the assessment will be based on a final oral test. The final test may only be taken following a positive assessment of the tests assigned during the course. In order to pass the exam, the final test (to be held in one of the 3 exam calls following the end of the course) must be passed.

*B)* *Single summative assessment*

Students who opt for a single final assessment during the exam session shall sit a written and oral exam (the exam starts with a written test – lasting 90 minutes –; if passed, the student will take the oral exam).

***NOTES AND PREREQUISITES***

The interdisciplinary approach to the topics covered, a regular and participatory attendance of lectures - which will help students learn the subject - is recommended.

Knowledge of business, accounting, corporate and tax law aspects is a further condition for learning the subject.

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.