# Commercial Law

## Prof. Alessandro Munari

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

The course aims to illustrate the legal framework for productive entrepreneurial activities carried out either by individuals or groups. Beginning with reference to specific legislation, the course will illustrate the underlying interpretative and applicative issues by means of a theoretical-practical approach, which is in line with the context of a course within an economics framework. With a focus on corporate law.

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

1. describe the company law profiles presented during the course;

2. use a proper legal jargon and illustrate their knowledge in a precise, clear, and effective way;

3. identify pertinent sources of law for concrete case studies, as well as relevant legislation and procedures, and express their personal opinion with adequate independent judgement;

4. acquire basic knowledge for further studies in the different sectors of corporate law.

***COURSE CONTENT***

*Business company*. The relevant concept of business in the field of commercial law. Business company rules; business categories; organisational models. Advertising and business organisation (accounting records, collaborators and company). Companies and the market: distinguishing features, competition, bargaining (an outline). The cooperation between entrepreneurs. Corporate crisis (an introduction).

*Corporate company.* The concept of corporate company and its general principles. Company stock and share capital; economic activities; company profit motive. – Partnerships: typological and organisational features of simple, general, and limited partnerships. Constitution, legislation regulating company asset management and corporate responsibility for social bonds. The relationship between partners and corporate administration. Termination of corporate relationship and company dissolution. – Limited companies: typological and organisational features of limited liability companies, joint stock companies, and private companies limited by shares. Constitution and legislation regulating shareholding. The financial structure. Administration and control systems. Limited company dissolution. – Corporate groups – An introduction to mutual benefit organisations. An introduction to extraordinary transactions.

***READING LIST***

Civil code containing laws which are up-to-date at the the time of the course.

M. Cian (edited by), *Manuale di diritto commerciale,* Giappichelli, Torino, 2023 (or any more recent editions), the following sections only: dalla Introduzione alla Sezione Quinta compreso il capo primo (§§ 1- 14; pagg. 1-127); Sezione Sesta (§ 19; pagg. 163-170); Sezione Ottava (§§ 22-34; pagg. 195-303); dalla Sezione Nona alla Sezione Sedicesima (§§ 35-70; pagg. 305-687)*.*

***TEACHING METHOD***

Frontal lectures.

Discussion of theory on legal issues covered in the course will alternate with the analysis of some practical profiles.

***ASSESSMENT METHOD AND CRITERIA***

Oral exam. It includes a series of questions (not less than 3) on various parts of the course programme and it is based on the reading list above. The questions aim to assess students’ acquired competences regarding notions and knowledge of the subject, mastery of language and their skills for critical analysis of the principles.

***NOTES AND PREREQUISITES***

Students should have an adequate knowledge of private law.

Use of an up-to date civil code is highly recommended.

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.