# Commercial Law (Advanced Course)

## Prof. Michele Mozzarelli

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

The course aims to provide an in-depth analysis of the legal problems and the related economic repercussions concerning companies, in particular those making use of the capital market. It will examine of the relative discipline in the Consolidated Law on Finance in the light of Community law, of Consob regulations, of the reform of company law and various forms of self-regulation (regulations of market management companies, self-regulatory codes, company statutes), also with reference to the relevant jurisprudence.

At the end of the course, students will obtain a high level of awareness of the legal problems connected with the governance methods of listed issuers, of the interests involved and of their protection techniques, acquiring the tools for their adequate management. Students will also have an organic knowledge of the legal issues relating to corporate governance, its dynamics and the strategies used to preserve its correctness and efficiency and ensure the protection of the interests of the various subjects involved.

Students will then develop hermeneutical tools to address in an evolved way a regulatory text regarding the governance of companies, in particular listed companies, and to place the various institutions within the correct systematic framework.

***COURSE CONTENT***

The course will deal with the most important aspects of corporate governance in a double perspective, positive and functional, in particular of companies with listed shares in light of their evolution following the reforms and scientific reflection of the last twenty years.

***READING LIST***

The reading list will be provided by the lecturer on the first day of class and contextually uploaded to the Blackboard pages of the course.

***TEACHING METHOD***

Classroom lectures with possible use of visual aids. The materials will be available on the Blackboard pages of the course. During the course some practical cases will be addressed and presented by groups of students on a voluntary basis. The presentation will be assessed.

***ASSESSMENT METHOD AND CRITERIA***

Written test. The test consists of two questions on the entire programme, including practical cases: the first question is aimed at assessing the student's ability to place a single legal institution within a more general systematic context, the second question is designed to verify the learning of the specific concepts and fine mechanics of positive discipline.

The assessment wil be based on the relevance of the students’ answers, their ability to give an insight into the required topic, their appropriate use of specific terminology, the reasoned and consistent structuring of the speech, and the ability to identify conceptual links and open questions.

Students who have prepared one of the practical cases referred to in the “Teaching method” section will obtain an additional score ranging from 0 to 3 points based on the correct, clear and complete presentation of the case. This score is added to the mark of the written test, up to the mark of 30/30. The attribution of honours will exclusively depend on the excellent result of the written test.

***NOTES AND PREREQUISITES***

In order to make the most of the course, knowledge of the following is highly recommended:

– corporate law, with particular reference to joint stock companies;

– law of contracts and obligations;

– the main concepts relating to the functioning of regulated markets for financial instruments and its operators.

The lecturer will use Blackboard to make teaching materials available to students; students are therefore invited to register for the course on Blackboard.

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.