# Commercial Law

## Prof. Claudio Frigeni

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

The course aims to illustrate the problems implied in business activities and the solutions offered by the legal system regarding business financing and organisation. In particular, it will focus on the business activities carried out by companies, especially partnerships and limited companies, with an introduction to cooperatives.

***Intended learning outcomes***

At the end of the course, students will be able to: i) identify the main legal problems related to business activities; ii) know the different forms of business activity and, in particular, the different types of company; iii) know the elements of private law related to the financial and the organisational structure of the different types of company; iv) know the rules created to solve the problems related to business activities, and the acknowledged legal positions of the different interest holders, including the tools and the strategies to protect them, also from a legal perspective.

***COURSE CONTENT***

A historical and systematic introduction to commercial law. The key role of companies in commercial law. The relevant business legislation. Business conceived as an ‘activity’. Business conceived as an ‘organisation’. The company and its assets. Business conceived as a ‘value’. The ‘transversal’ discipline of businesses. The liability for the debts of the business. Organised business activity. Companies: the formal, financial, and organisational structure of partnerships (simple partnership, general partnership limited partnership) and limited companies (joint-stock company and limited liability company). Corporate business activities. The business activities carried out by cooperatives: an outline. Negotiable instruments: general principles. Dematerialised securities.

***TEACHING METHOD***

 The course will be characterised by frontal lectures, held in class, that will require students to study in advance the parts of the textbook and the teaching material indicated in the course Syllabus that will be made available on Blackboard. All students are invited to acquire the basic skills for the use of Blackboard.

***ASSESSMENT METHOD AND CRITERIA***

 The final assessment will consist of an oral exam. During the exam, students will have to demonstrate that they can orient themselves among the topics and the issues on which the course is based, with a focus on the most widely discussed during the lectures.

 **Attending** students will have the possibility to take an interim (partial) test in which they will be assessed on their knowledge of the general part of business and partnership law. The interim test will determine 40% of the final mark and will consist in a written exam based on 10 multiple-choice questions and 3 practical case studies aimed to assess the students’ ability to apply the legal institutions to concrete cases. In order to be considered as attending students, it will be necessary to attend at least 80% of the lectures.

 The assessment criteria, for both the oral exam and the written test, will include the relevance of the answers, the use of an appropriate legal terminology, the ability to structure and organise the treatment of a legal institution, as well as the ability to apply the legal rules that are relevant to a specific concrete situation.

***READING LIST[[1]](#footnote-1)***

AA.VV., *Diritto commerciale* – One Volume, edited by M. Cian, Giappichelli, Turin, V edition, 2021

If there are more recent editions, students will have to study the latest one. Further information concerning additional readings and other study material for the exam may be provided for attending students during the lectures.

***NOTES AND PREREQUISITES***

Students are expected to have a basic knowledge of private law institutions.

For the study of the subject, it is essential for students to consult a civil code containing laws updated to the latest edition available. Students are expected to know the changes in the laws or regulations that may occur during the year, that will be made available on Blackboard and through a notification on the lecturer’s webpage (<http://docenti.unicatt.it/ita/claudio_frigeni/>).

Information on office hours available on the teacher's personal page at http://docenti.unicatt.it/.

1. The textbooks indicated in the reading list can be purchased at UCSC libraries or from any other reseller. [↑](#footnote-ref-1)