## **Business Tax Law**

## Proff. Marco Allena e Paolo Arginelli

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

The aim of the course is to teach students the fundamental principles and assist them in acquiring an in-depth knowledge of business taxation, with a special focus on the taxation and related assessment of corporations.

More specifically, the aim of the course is to cover in detail the methods and evolution paths of tax assessment, outline the development in the relationship between Tax authorities and the taxpayer, also providing an introduction to the taxation process (first module), as well as dealing with the taxation of corporations, extraordinary transactions, corporate liquidation and crisis (second module).

At the end of the course, students will have acquired knowledge of the fundamentals of corporate taxation, understanding its main problems and mastering the tools that enable them to deal with the continuous changes on the subject of taxation, especially concerning corporate taxation and economic dynamics, also internationally, as well as the essential procedural profiles.

Specifically, students will be proficient in the fundamental principles of the subject matter, both in substantive and procedural terms, contextualising the relevant theoretical and systemic principles within the surrounding economic system and recent changes.

* With specific reference to the latter, at the end of the course students will be capable of critically examining the sources of law (national and EU) and administrative sources, grasping both their legal and economic-business effects. In detail, at the end of the course, students will have acquired theoretical knowledge of and be capable of practically applying:
* the fundamental principles of Corporate income tax regulations concerning the establishment of the income of companies and entities resident in Italy for tax purposes, both as a going concern and in the case of corporate liquidation and crisis;
* the principle of derivation of the Corporate Income Taxable basis from reported earnings on financial statements;
* internal rules regulating the tax treatment of the main extraordinary transactions (mergers, demergers, company transfers, transfer of shares, share swaps);
* the rules that govern the Italian National Tax Consolidation Regime and fiscal transparency;
* Tax assessment (demand)
* Verification with acceptance
* The cooperative compliance regime
* Overview of the tax trial
* The rules governing subsidiary companies abroad and earnings from countries with a preferential tax regime
* The internal rules for the transfer of a company’s registered office abroad and in Italy
* The essential features of company crises, with a focus on tax profiles

***COURSE CONTENT***

**first module:** ASSESSMENT AND TAX TRIAL– Prof. Marco Allena

**ist semester**

The module aims to outline assessment and tax trial procedures, outlining both traditional profiles and the evolution paths that have characterised their change, also in recent years. In this regard, an analysis will be carried out of the different types of tax assessments, the new forms of relationships between tax authorities and taxpayers and measures to prevent tax litigation, ending with the formulation of an overview of the tax trial.

**Second module:** TAXATION OF CORPORATIONS, EXTRAORDINARY OPERATIONS OF BUSINESS GROUPS – Prof. Paolo Arginelli

**2nd semester**

Abuse of the law and tax avoidance. The Italian National Tax Consolidation Regime. Tax transparency regime for limited companies. Extraordinary transactions: conversions; mergers; demergers; company sales and transfers; the transfer and swap of shares. CFC legislation. M&A transactions and taxation. Tax profiles of company liquidation and of subjection to insolvency procedures.

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

The reading list will be made available during the course on the lecturers’ online pages ( [www.unicatt.it](about:blank) website and blackboard).

Supplementary teaching material will be distributed, and made available, that students may access on the lecturers’ online pages ([*www.unicatt.it*](about:blank) website*)* and on blackboard*.*

***TEACHING METHOD***

The course will be held with frontal lectures in the classroom and written and oral exercises, with a special focus both on the dynamics of the relationship between the tax system and the economic-business system, and on the experience of other Countries.

Students will have the opportunity, if they wish to do so, to carry out possible group work, on selected themes, that they will be asked to present orally.

Once the initial lessons have been held, students will be informed about the dates on which, in addition to the lecturers, various external guests, whether academics or representatives of companies and/or professionals, will intervene on the subject of the application of single legal and economic themes that have been dealt with from a systemic theoretical perspective during the course.

During the Course students will be encouraged, whenever possible, to participate, if they wish to do so, in training promoted by the Faculty and lecturers, as a crucial moment of dialogue with real-life eeonomics and law.

***ASSESSMENT METHOD AND CRITERIA***

For each module, students will take a written or oral exam at the end of the module and will also be assessed on the basis of in-depth written work assigned in each module, carried out both individually and as a group.

Specifically, during exams, students are expected to show that they have correctly understood the general principles of business taxation and the essential characteristics of the themes covered in each module.

During exams, students will have to demonstrate that they have grasped the fundamental subjects and issues covered during lessons, both in the general course and during presentations by external guests.

The lecturers will point out during lectures (and will publish in the Course Syllabus) the specific parts of the programme for which students will have to integrate the content of lectures with the study of the distributed or used material.

The final mark will be the arithmetic average of the marks obtained in each of the three modules.

Students will be assessed on the basis of individual or group work carried out during the Course, and the assessment criteria will include pertinent and accurate answers and in-depth work, proficiency in the use of the technical lexicon, well-structured and coherent argumentation, references to documents (judgements, administrative practice and doctrine) mentioned during lessons and supplied in the study material (on blackboard).

The first and third modules will be assessed on the basis of written exams, and will consist in:

FIRST MODULE: the exam will include three open questions, with only the two best answers counting towards the final mark, and a practical case study.

THIRD MODULE: the exam will include three open questions, with only the two best answers counting towards the final mark, and a practical case study.

In the case of the second module on assessment and on the tax trial, the exam will consist in an oral test on themes covered during lessons.

***NOTES AND PREREQUISITES***

Students are strongly advised to attend the course.

In order to attend the course, students are expected to have acquired knowledge of the general principles of tax law, given the specialistic content of the Course and of its single Modules.

Given the very strong interrelations with other branches of the law, the lecturers advise students to the prepare the Business Tax Law exam after they have studied Commercial Law and Public Law.

Non-attending students must agree on the general course and supplementary reading together with the lecturer.

All students are invited to frequently visit both the Course Blackboard page and the teachers’ personal pages that they can access from the Università Cattolica’s website.

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

1. The texts indicated in the reading list can be purchased at University bookshops; they can also be purchased from other booksellers. [↑](#footnote-ref-1)