# Commercial Law

## Prof. Giovanna Salvati

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

The course aims to provide students with the tools needed to understand the legal principles of the individual and collective enterprise, developing attitudes for framing and solving the most common underlying problems. Starting from the reference normative data, the course will illustrate the underlying interpretative and applicative questions, using a theoretical-practical approach consistent with the context of an economics course. Particular attention will be paid to examining the behavioural rules established for conducting an entrepreneurial productive activity (individual and collective), including in view of its market interface.

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

1. frame the legal profiles of the company covered in the course syllabus;

2. apply their acquired knowledge with a correct understanding of the issues that will arise from time to time, even within interdisciplinary contexts;

3. formulate judgments and assessments based on incomplete information, integrating their knowledge and drawing on the legislative, jurisprudential and practical sources applicable from time to time;

4. possess an appropriate legal language, enabling them to communicate their knowledge clearly and effectively with both specialist and lay interlocutors;

5. grasp the critical aspects of the business environments in which they will operate and conduct the necessary evaluations with adequate autonomy of judgment; they will also possess the necessary basics and skills for further study in different areas of public and private company law.

***COURSE CONTENT***

2/3 of lectures will be dedicated to studying the company and its applicable discipline regardless of the legal form adopted; 1/3 of lectures will be dedicated to studying corporate law, dealing with the following topics:

1. The concepts of business and the relevant notion for commercial law; business categories; organisational models.

2. Advertising and business organisation (accounting records, collaborators and company).

3. The company and the market (distinctive signs, competition, bargaining).

4. The company crisis (evolution of the discipline; prevention systems)

5. The company crisis (insolvency procedures for crisis management aimed at liquidation or the recovery of business continuity)*.*

6. The company: the concept and types of companies; the company contract; corporate assets and share capital; economic activity (and its relationship with the company); the purpose of companies.

7. Partnerships: typological and organisational characteristics of the simple company, general partnership and limited partnership; the establishment of the company; capital ordering and relations with third parties; relations between shareholders and the company administration; dissolution of individual company relations and of the company.

8. Joint-stock companies: typological and organisational characteristics of the limited liability company, joint-stock company, limited partnership with shares; the establishment of the company (principles); capital ordering and relations with third parties; relations between shareholders and the company administration; dissolution of individual social relations and of the company (principles).

***READING LIST***

Civil Code with related laws updated to the course year.

For points 1 to 3 of the syllabus, one of the following alternative volumes:

AA.VV., *Diritto delle imprese (manuale breve),* Giuffré, Milan, last edition (chaps. 1, 2 section 1-2, 4)

or

AA.VV., *Manuale di diritto commerciale3,* edited by Cian, Giappichelli, Turin, last edition (§§ 1 to 14).

For points 4 to 5 of the syllabus: AA.VV., *Manuale di diritto commerciale*3, edited by Cian, Giappichelli, Turin, last edition (section 7).

For points 6 to 8 of the syllabus, one of the following alternative volumes:

G.F. Campobasso, *Diritto commerciale, 2, Dirittodellesocietà,*Utet, Turin, last edition: (i) study chapters 1, 2, 3 and 18 well; (ii) study the principles\* of chapters 4, 5, 8-11; (iii) chapters 6, 7, 12-17, 19-end may be omitted.

or

AA.VV., *Diritto delle società (manuale breve),* Giuffré, Milan, 2012, 5th ed. (or more recent edition, if available): (i) study chapters 1, 2, 3 and 6 well; (ii) study the principles\* of chapters 4, 5 section 1, 3 and 4, 8; (iii) chapters 5 section 2, 5 and 6, 7, 9-end may be omitted.

or

AA.VV., *Manuale di diritto commerciale3,* edited by Cian, Giappichelli, Turin, last edition: (i) study §§ 32 to 41; 54 to 56; 58 to 59 well; study the principles\* of §§ 42 to 53.

\* means that the student must learn the principles in order to know the differences in the study of partnerships.

More specific information on what to study for different parts of the syllabus will be provided by the individual lecturers during the course (and will be available on their personal webpage and/or on *Blackboard*).

***TEACHING METHOD***

Frontal lectures.

***ASSESSMENT METHOD AND CRITERIA***

The exam aims to assess students' achievement of the teaching objectives described above and their level of preparedness. It is a written exam comprising three or four open-ended questions, which students are required to answer with adequate arguments. Students are normally allowed one hour.

The written exam may be replaced by a partial test contributing 50% to the determination of the final mark: the first test (interim test), offered to all students, is in written form and comprises a series of closed- and open-ended questions on the topics covered in the first part of the course, listed in detail on Blackboard; the completion test includes two open-ended written questions on the remaining part of the syllabus.

For all examinations, the marks are based on the following factors: *a*) broad understanding of course topics, the ability to critically apply knowledge, language skills and specific expression in a legal area, particularly, commercial and accounting law, will result in an “excellent” mark, honours will only be added to the mark if the candidate demonstrates extraordinary knowledge; *b*) analysis and summarising skills are not fully articulated and/or the use of language which is not wholly appropriate will result in a “good” mark, any differences in the mark will depend on how well the candidate performs in the examinationc; *c*) gaps in students’ knowledge or the use of inappropriate, if not completely incorrect, language, and only basic knowledge of the syllabus will result in a “satisfactory” mark; *d*) serious gaps in knowledge of the syllabus and, in any case, missing parts of the syllabus, the use of incorrect language or unfamiliarity with the reading list will result in a “fail”.

***NOTES AND PREREQUISITES***

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