

ISTRUZIONI PER LE LEZIONI ONLINE

REGISTRATE E TRASMESSE TRAMITE MICROSOFT TEAMS



NON REGISTRARE

Non registrare le lezioni con dispositivi esterni alla piattaforma. Ricorda che **è vietato registrare esami o sessioni di laurea.**



TUTELA LA TUA IMMAGINE

Se non vuoi apparire nella registrazione della lezione **disabilita o copri la webcam.**

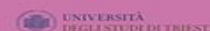


STUDENTI E STUDENTESSE



TUTELA I TUOI DATI

Non usare la piattaforma o la chat per **comunicazioni non pertinenti** alle lezioni, per finalità estranee o per domande personali.



TUTELA IL CONTESTO

Disabilita il microfono se non necessario e usa la funzione **sfocatura dello sfondo** se attivi la videocamera. Presta attenzione ai contenuti presenti nel campo di ripresa.



ITALIAN AND EUROPEAN COMPANY LAW

AA 2021/2022

JOINT STOCK COMPANIES

COMPANIES LIMITED BY SHARES

AMENDMENTS

COMPANIES LIMITED BY SHARES

Majority principle

- Extraordinary shareholders' meeting
 - Some special quorums
- Notary public
- Filed with the Business Register to be effective
- VOICE VS EXIT

WITHDRAWAL RIGHT

- 2437 – causes

- Stated by the law that cannot be derogated
- Stated by the law that can be derogated
- Stated by the by-laws (only for so called closed companies)

WITHDRAWAL RIGHT

- Stated by the law that cannot be derogated
 - Change of company's purpose and significant change of the company's business
 - Conversion
 - Transfer of the company's registered office abroad
 - Revocation of the liquidation
 - Elimination of causes of withdrawal
 - Change criteria for share value (withdrawal)
 - Changes regarding voting or participation rights
- Open-ended term (not listed)
 - 180 days notice
- GROUPS

WITHDRAWAL RIGHT

- Stated by the law that can be derogated
 - Extension of the company's expiry term
 - Elimination/creation of restrictions to the circulation of shares

WITHDRAWAL RIGHT

- Declaration of the shareholder
- Company
 - Revoke of the resolution (ius poenitendi)
 - Winding-up – 90 days
 - Redemption of shares
- Redemption of shares - value
 - Listed companies
 - Not listed companies
- Average market price

WITHDRAWAL RIGHT

- Redemption of shares - who?
 - Other shareholders
 - Third parties
 - Company itself
- Available reserves
- Capital decrease
 - Winding-up

Increase of the corporate capital

- *Nominal*

- Reserves become capital

- *Real*

- *New contributions*

REAL Increase of the corporate capital

- New contributions
- EXTRAORDINARY SHAREHOLDERS' MEETING
- DIRECTORS (total amount – 5 years)
 - Former shares should be fully paid up
 - New shares
 - Subscription

REAL Increase of the corporate capital

- PRE-EMPTION RIGHT

- Exclusions:

- Contributions in kind
- Interest of the company
 - Share premium
- 10% listed companies
- employees

REDUCTION of the corporate capital

REAL

- Releasing shareholders from the duty of making payments still due
- reimbursement

CAUSED BY LOSSES

- $< 1/3$
- $> 1/3$
- $> 1/3$ and under the minimum