
Testi del Syllabus

Resp. Did.

SERAFIN GIULIA

Matricola: 035134

Docente

SERAFIN GIULIA, 6 CFU

Anno offerta:

2023/2024

Insegnamento:

566EC - ITALIAN AND EUROPEAN COMPANY LAW

Corso di studio:

EC01 - ECONOMIA E GESTIONE AZIENDALE

Anno regolamento:

2022

CFU:

6

Anno corso:

2

Periodo:

Primo Semestre



Testi in italiano

Lingua insegnamento

INGLESE

Contenuti (Dipl.Sup.)

Introduction to Italian Company Law:

- business activities and their forms,
- the Business register,
- partnerships and companies.

Introduction to European Company Law:

- the internal market, the freedom of establishment and the freedom to provide services,
- the legislative system of the European Union,
- the goal of harmonization of Member States' Company Law and the most important acts of the European Union.

Partnerships:

- Simple partnership,
- General partnership,
- Limited partnership.

Limited Liability Companies:

- Company limited by shares,
- Company limited by quotas.

Common rules for LLCs:

- Dissolution and liquidation,
- Company groups,
- Extraordinary transactions: transformations; Mergers and divisions (hints).

Between European Company Law and Italian Company Law:

- Financial Markets and Listed Companies Law (the Shareholder Rights Directives I and II).
- The European Transparency Directive.
- The European Takeover Bid Directive.
- The Crowdfunding European Regulation.

Testi di riferimento

- D. Mascagni and V. Piacentini, Italian Company Law, Wolters Kluwer, 2021 ed. (excluding chapters 6 and 21).
- Legal texts and other materials that will be uploaded to the Moodle platform.

Other suggested readings:

- N. De Luca, European Company Law (2nd edn.), Cambridge University Press, 2021.
- R. Kraakman, J. Armour, P. Davies, L. Enriques et al., The Anatomy of Corporate Law: A Comparative and Functional Approach (3rd edn.), Oxford University Press, 2017.
- A. Dignam, J. Lowry, Company Law (12th edn.), Oxford University Press, 2022.

Obiettivi formativi

The course aims to provide students with a basic knowledge of the Italian legislative system regarding business activity and in-depth knowledge regarding Italian corporate law.

In addition, an overview of European corporate law will be provided during the course, analyzing in more detail which are the main European legislative acts concerning the harmonization of corporate law.

Finally, will be examined some aspects regarding the listed companies' law and the European legislative acts concerning this field, as well as the European regulation of crowdfunding.

Throughout the course, attention will be given to the goal of developing the necessary critical ability to analyze problems concerning the corporate law, also through the examination of case law studies.

Prerequisiti

To take the exam the students must have passed Introduction to Italian Law.

Metodi didattici

Lecture and discussion of some case studies.

Altre informazioni

During the last weeks of the course, attending students will have the opportunity to prepare an assignment (even in teams) on a case law agreed upon with the lecturer, which will be scored from 1 to 15 points. The most interesting papers may be presented in classroom.

For those who will do the assignment, the exam will consist of three open-ended questions, and the final grade will be composed of the sum of the points received during the exam (for a maximum of 15 points) and those given to the assignment.

Modalità di verifica dell'apprendimento

The exam is written and consists of six open questions.

To pass the exam the students must demonstrate competence both in Italian and European Company Law.

For attending students who will do the assignment, the exam will consist of three open-ended questions, and the final grade will be composed of the sum of the points received during the exam (for a maximum of 15 points) and those given to the assignment.

Programma esteso

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Between European Company Law and Italian Company Law:

- Financial Markets and Listed Companies Law (the Shareholder Rights Directive).
- The European Takeover Bid Directive and its implementation.
- The Crowdfunding European Regulation.

Obiettivi per lo sviluppo sostenibile

Codice	Descrizione
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Testi in inglese

	English
	<p>Introduction to Italian Company Law:</p> <ul style="list-style-type: none"> - business activities and their forms, - the Business register, - partnerships and companies. <p>Introduction to European Company Law:</p> <ul style="list-style-type: none"> - the internal market, the freedom of establishment and the freedom to provide services, - the legislative system of the European Union, - the goal of harmonization of Member States' Company Law and the most important acts of the European Union. <p>Partnerships:</p> <ul style="list-style-type: none"> - Simple partnership, - General partnership, - Limited partnership. <p>Limited Liability Companies:</p> <ul style="list-style-type: none"> - Company limited by shares, - Company limited by quotas. <p>Common rules for LLCs:</p> <ul style="list-style-type: none"> - Dissolution and liquidation, - Company groups, - Extraordinary transactions: transformations; Mergers and divisions (hints). <p>Between European Company Law and Italian Company Law:</p> <ul style="list-style-type: none"> - Financial Markets and Listed Companies Law (the Shareholder Rights Directives I and II). - The European Transparency Directive. - The European Takeover Bid Directive. - The Crowdfunding European Regulation.
	<ul style="list-style-type: none"> - D. Mascagni and V. Piacentini, Italian Company Law, Wolters Kluwer, 2021 edn. (excluding chapters 6 and 21). - Legal texts and other materials that will be uploaded to the Moodle platform. <p>Other suggested readings:</p> <ul style="list-style-type: none"> - N. De Luca, European Company Law (2nd edn.), Cambridge University Press, 2021. - R. Kraakman, J. Armour, P. Davies, L. Enriques et al., The Anatomy of Corporate Law: A Comparative and Functional Approach (3rd edn.),

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Lecture and discussion of some case studies.

During the last weeks of the course, attending students will have the opportunity to prepare an assignment (even in teams) on a case law agreed upon with the lecturer, which will be scored from 1 to 15 points. The most interesting papers may be presented in classroom.

For those who will do the assignment, the exam will consist of three open-ended questions, and the final grade will be composed of the sum of the points received during the exam (for a maximum of 15 points) and those given to the assignment.

The exam can be written or oral and consists of six open questions.

To pass the exam the students must demonstrate competence both in Italian and European Company Law.

For attending students who will do the assignment, the exam will consist of three open-ended questions, and the final grade will be composed of the sum of the points received during the exam (for a maximum of 15 points) and those given to the assignment.

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