



UNIVERSITÀ  
DEGLI STUDI DI MILANO-BICOCCA

## SYLLABUS DEL CORSO

### Diritto Commerciale

2021-2-E1401A007

---

#### Learning objectives

Grasp the essential dynamics of the firm and the foundations of its legal treatment.  
Understand the main contents and logics of the law of business organizations.

#### Contents

The course focuses on the law governing business organizations in the Italian legal system. After a brief introduction on the essential features of the firm and an overview of the historical development of the legal treatment of business activities, the course will first address the discipline applicable to firms in general (definition, types, main areas of regulation). Then the course will be devoted to the regulation of legal entities, especially of entities with owners' limited liability. Finally, the course will concisely address legal issues that cut across the different types of companies, such as corporate groups and structural changes.

#### Detailed program

##### Part I

- Definition of entrepreneur.
- Filing system.
- Firm's officers.

- Accounting system.
- Going concern and the sale of firms.
- Insolvency proceedings.
- Types of firms and the discipline's scope of application.

## Part II

- Collective business organizations: essential features; types and differences.
- Corporations
  - characteristic features and taxonomy;
  - assets-related profiles: shares transferability; equity issues and legal capital; shareholders' withdrawal rights;
  - governance profiles: shareholder general meetings; board of directors; auditing system.
- Other types of companies.
- Groups of companies.
- Structural changes and takeovers.
- Cooperatives.

## Prerequisites

Essential elements of private law.

## Teaching methods

Lectures, problem-based discussions, tests, research on selected topics on a voluntary basis.

*During the Covid-19 emergency period, classes will be delivered online, live streaming (via WebEx) and/or recorded (with videos uploaded on the e-learning course page).*

## Assessment methods

Oral exam.

*During the Covid-19 emergency period, oral exams will be held online only, via WebEx. In the e-learning course page a public link will be available.*

## **Textbooks and Reading Materials**

CIAN (a cura di), Manuale di diritto commerciale, Giappichelli, latest edition. Study the following parts (numbers refer to the 2019 edition): Introduction, Sections I, II, III, IV, VIII (only chapters 22-23), IX, XI, XII, XIII, XIV, XV (only chapter 65), XVI, XVII (only chapter 76).

---