UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

COURSE SYLLABUS

Corporate Law

2122-2-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 to 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.

Assessment methods

Oral exam for all.
Written exam (optional).

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.I and II), IX, XI, XII, XIII, XIV, XV (only chapter 65), XVI, XVII (only chapter 76).