UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

COURSE SYLLABUS

Business Contracts

2122-2-FSG01A015

Learning objectives

Grasp the essential dynamics of the business contracts and foundations of its legal treatment.

Understand the main contents and functioning of the law of business contracts.

Acquire analytical tools necessary to understand legal matters concerning the business contracts phenomenon.

Contents

The course focuses on the law governing business contracts. In particular, the first part of the course examines general principles of business contracts and their connection with civil law contracts; protection of the weaker party in B2B and B2C contracts will also be covered.

The second part of the course aims at analyzing specific business contracts, the most common among enterprises, underlining their practical impacts

Detailed program

First Part: business contracts and general principles

- the meaning of “business contracts”

- general principles: business continuity, the bucket organization of relationships with corporate partners and value of contracts

- the protection of the weaker parties in B2B contracts: abuse of economic dependence and payments delay in business transactions

- the protection of the weaker parties in B2C contracts: vaxatious clauses (i.e. *clausole vessatorie*) and asymmetric information

Second Part: types of business contracts

- sale, *contratto estimatorio* and supply contract

- distribution contracts

- contracts for the placement of services (in particular, general contractos and transport)

- mandate, agency and brokerage

- ordinary current account

- banking contracts

- facility contracts: leasing, factoring, loan securitization and consumer credit

- payments services

- financial markets contracts

- insurance contracts

- non partnership agreements among companies

- smart contracts

Prerequisites

Essential elements of both contract law and business law

Teaching methods

Lectures, discussion of hypothetical problems and cases, reading assignments, tests, with the aim of encouraging the active learning of the students.

Assessment methods

Oral exam, aimed to test the contents knowledge, the critical analysis of the topics and the proper use of technical words

Textbooks and Reading Materials

· M. Campobasso (edited by), *Diritto commerciale. 3 Contratti titoli di credito procedure concorsuali*, Utet, Assago, last edition, I – XIV and XVI-XVIII (the chapters numbers refer to the V edition, 2014)

· G. Cian, *Contratti civili, contratti commerciali e contratti d'impresa: Valore sistematico-ermeneutico delle classificazioni*, in *Riv. dir. civ.*, 2004, I, pp. 849-862; the essay will be available on the e-learning platform

· M. Cian (edited by), *Diritto commerciale. I. Diritto dell'impresa*, Giappichelli, Torino, last edition, sezione quinta, capo secondo, § 18, pp. 305-320 and sezione sesta, § 22.II, pp. 376-383 (the chapters and pages refer to the 2020 edition); the materials will be available on the e-learning platform

· S.A. Cerrato, *Appunti su* smart contract *e diritto dei contratti,* in *BBTC*, 2020, pp. 370-403; the essay will be available on the e-learning platform