UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

COURSE SYLLABUS

Mobility of Corporations Within The Eu

2122-2-FSG01A016-FSG01A024M

Learning objectives

Through the analysis of the EU treaties and secondary law, as well as the case-law of the European Court of Justice, the course is dedicated to the legal instruments introduced and developed by the European Union to allow companies (Article 54 TFEU) to operate in a stable and continuous manner (right of establishment pursuant to Article 49 TFEU) within the single market, regardless of their "nationality", as it is the case for natural persons. In particular, the course will analyse the recognition of EU companies in a Member State other than that of incorporation, as well as the transfer of a company's seat from a Member State to another and/or the merger between companies of different Member States.

Contents

The course will analyse:

- the legal Concept of EU company (art. 54 TFEU);

- freedom of establishment (art. 49 TFEU);

- recognition of foreign EU companies;

- transfer of seat of a company from one Member State to another;

- mergers between companies from different Member States.

Detailed program

Through the analysis of the EU treaties and secondary law, as well as the case-law of the European Court of Justice, the course is dedicated to the legal instruments introduced and developed by the European Union to allow companies (Article 54 TFEU) to operate in a stable and continuous manner (right of establishment pursuant to Article 49 TFEU) within the single market, regardless of their "nationality", as it is the case for natural persons. In particular, the course will analyse the recognition of EU companies in a Member State other than that of incorporation, as well as the transfer of a company's seat from a Member State to another and/or the merger between companies of different Member States.

As it will be made clear during the course, the creation of these forms of mobility has involved in the last 70 yeras a great effort from the EU legislator and the EU Court of Justice, as it requires to set aside national legislation that prevented or made particularly difficult the participation of companies to the economic activities of a Member State other than that of constitution, for example by requiring the company to dissolve itself in the Member State of incorporation or to reconstitute itself in the country where it intends to operate....and much more still needs to be done...

Prerequisites

Knowledge of EU Law.

Teaching methods

Analysis in class of EU Treaties, EU Secondary Legislation and EU Case-law.

Actaive participation is required.

Assessment methods

Oral exam.

Textbooks and Reading Materials

Serena Crespi, La mobilità delle società nell'Unione europea, Giappichelli, 2016, pp. 1-195.