UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

SYLLABUS DEL CORSO

Diritto Commerciale

2425-2-E1401A007

Learning objectives

A) Knowledge and understanding
Knowledge and understanding of the main regulatory elements concerning business law, with particular reference to business organisation and company law

B) Applied knowledge and understanding
Ability to identify the real problems affecting the exercise of business activities and to analyse the tools offered by business law in order to address them.
Ability to interpret and apply the rules of business law.

C) Autonomy of judgement
The ability to exercise independent judgement in identifying and evaluating possible legal solutions to problems encountered by companies and firms.

D) Communication skills
To be able to communicate in correct Italian the problems affecting companies and the main regulatory elements involved.

E) Learning skills
Being able to find, consult and interpret the texts of the regulations relevant to the various business contexts.
Understand how business organisations and companies work.

Contents

The course focuses on the regulation of business and companies in the Italian legal system. After highlighting the essential logics that govern its functioning, the course aims to delve into corporate law. The main topics of

corporate law, with particular reference to corporations, will then be explored. Finally, some cross-cutting profiles of the different types of companies, such as groups and extraordinary transactions, will be briefly addressed

Detailed program

First Part - Business Law:

- the entrepreneur;
- the regime of publicity;
- the commercial representation;
- accounting;
- the firm;
- insolvency procedures (overview).

Secondo Part - Company Law:

- companies in general;
- the joint-stock company: typological characteristics; financial structure (regulation of shares; incorporation and contributions; share capital; withdrawal; bonds and financial instruments); management (shareholders' meeting; administrative body; system of controls);
- limited liability companies;
- groups;
- M&A and takeovers.;
- mutuals.

Prerequisites

Excellent knowledge of private law; adequate communication skills; successful completion of preparatory exams.

Teaching methods

Lectures (in presence only) and discussion of practical cases. Possibility of in-depth study on a voluntary basis

Assessment methods

Oral exam; there will be no intermediate tests.
The oral exam consists of a discussion on the topics covered in the syllabus and indicated in the recommended study materials, with particular focus on the in-depth aspects addressed during the lessons. The goal is to assess the ability to understand and clearly and personally articulate the fundamental concepts of the subject. Evaluation criteria are based on the knowledge and comprehension of the core content of the discipline, as well as the ability to independently rework and apply the acquired knowledge.

Textbooks and Reading Materials

Choose one of the following:

- G.F. Campobasso, Manuale di diritto commerciale, UTET, latest ed., cap. I, II, III, IV, V, IX, X, XIII, XIV, XV, XVI, XVII, XVIII, XIX, XX, XXI, XXIII, XXIV, XXV, XLIV.
- M. Cian (ed. by), Manuale di diritto commerciale, Giappichelli, latest ed., sez. I, II,III, IV, VI, VIII (cap. 22 e 23), IX, XI, XII, XIII, XIV, XV, XVI.

The use of the Italian Civil Code is **Mandatory**.

Sustainable Development Goals

INDUSTRY, INNOVATION AND INFRASTRUCTURE