UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

SYLLABUS DEL CORSO

Diritto Commerciale

2627-3-E1803M117-E1803M117M

Learning objectives

The Commercial Law mainly has as object the discipline of the entrepreneur, both from an organizational and a functional and dynamic point of view, the discipline of free competition, that of companies and some aspects of the securities market, the regulation of savings. Object of Commercial Law are also some contracts in which a party, always or frequently, is an entrepreneur and therefore they are usually qualified as contracts of commercial entrepreneurs.
The Commercial Law course proposes the study of the disciplines of entrepreneurs and companies.

Dublin Descriptors
At the end of the course, the student will have acquired:
1. Knowledge and understanding
Students will demonstrate solid knowledge and understanding of the fundamentals of commercial law, including the main categories of entrepreneurs, the regulation of companies, and the relevant provisions contained in the Civil Code and special laws.
2. Applying knowledge and understanding
Students will be able to apply the concepts acquired to concrete cases, critically analyzing entrepreneurial and corporate scenarios, including through participation in seminars and exercises.
3. Making judgements
Students will be able to formulate independent assessments on complex legal issues relating to business activity, with awareness of the legal and economic implications involved.
4. Communication skills
Students will be able to present legal concepts clearly, comprehensively, and precisely, using appropriate technical language.
5. Learning skills
Students will have developed methodological skills suitable for independently continuing the study of commercial law, including in view of further specialized study.

Contents

The course aims to define and explain the essential elements of Italian law governing businesses and companies, as set out in the Civil Code and the main related legislation, also encouraging - through participation in competitive seminars - the practical application of the concepts covered during lectures.

Detailed program

Entrepreneur
General characteristics and requirements. Entrepreneurs and self-employed workers. Categories of entrepreneurs: commercial and agricultural entrepreneurs; small entrepreneurs; public entrepreneurs. Specific types of business: artisan businesses; family businesses; social enterprises; agritourism businesses; unlawful businesses. Commencement and termination of business activity. Statutes governing entrepreneurs. The business register. The entrepreneur's accounting records. Attribution of business activity. Auxiliaries to the entrepreneur. The business (azienda) and its transfer. Family business agreements (patti di famiglia).

Companies
Companies: the concept of company and types of companies. General partnerships (società semplice). Partnerships (società in nome collettivo). Limited partnerships (società in accomandita semplice). Joint-stock companies (società per azioni). Shares, the shareholders' meeting, and management of joint-stock companies. Internal controls. Alternative systems of management and control. Amendments to the bylaws. Bonds/debentures. Dissolution of joint-stock companies. Partnerships limited by shares (società in accomandita per azioni). Limited liability companies (società a responsabilità limitata).

Prerequisites

Knowledge of Private Law and passing of the related exam are required before taking the Commercial Law exam. There are no prerequisites for taking part in the lessons.

Teaching methods

Frontal lectures.

All lectures are conducted in person, in both delivery (DE) and interactive (DI) formats:

- 16 lessons of 3 (three) hours each and 1 lesson of one hour, delivered in delivery and interactive format, in person or remotely.

Students are also offered the opportunity to take part in competitive seminars, organized as interactive exercises held in person or remotely depending on classroom availability:

- 10 exercises of 3 (three) hours each, held in interactive format, in person or remotely.

Lectures and exercises may be held remotely (synchronously or asynchronously), up to a limit of 30% of total hours, depending on organizational needs and/or classroom availability, with prior notice given to students.

The course will be taught in Italian.

Assessment methods

Two alternative examination methods are available; in both cases, an oral exam is required, to be held on the official exam date.

Students who successfully participate in the competitive seminars receive, at the end of the seminars, a partial grade based on both the written case-study solutions and the oral presentation of those solutions, including in the context of debate and discussion with other participants. The subsequent oral exam will consist of an interview aimed at assessing the student's learning of the remaining topics in the syllabus, and will cover only certain chapters of the second volume, since the seminars will already have tested preparation on the first volume and part of the second.

Students who choose **not** to participate in the competitive seminars will instead take a single oral exam, aimed at assessing learning of the topics covered in lectures and in the assigned textbooks, covering the entire course syllabus.

The chapters to prepare for each examination method are set out in detail below.

Syllabus:
For participants in the competitive seminars
Volume 2, chapters: 4-5-8-9-10A-11-14-17-18

For those **NOT** participating in the competitive seminars
Volume 1, chapters: 1-2-3-4-5
Volume 2, chapters: 1-2-3-4-5-8-9-10-11-14-15-16-17-18

Assessment criteria:
For the purposes of assessing the oral exam, the Examination Board takes into account the knowledge acquired, the completeness of the presentation, the depth of analysis of the topics covered, and the accuracy and precision of the technical language used.
With regard to the competitive seminars, the Board assesses both the quality, completeness, and depth of the written assignments and the oral presentation of the related solutions, applying the same criteria set out above.
For students participating in the competitive seminars, the final grade is calculated as the average of the grade obtained at the end of the seminars and the grade obtained in the subsequent oral exam.

Textbooks and Reading Materials

G. F. CAMPOBASSO, Diritto Commerciale, 1. Diritto dell’impresa, UTET, Torino, 8° edition
G. F. CAMPOBASSO, Diritto Commerciale, 2. Diritto delle società, UTET, Torino, 11° edition.

Semester

A.A. 2026-2027

Teaching language

The course will be taught in Italian.

Sustainable Development Goals

QUALITY EDUCATION