UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

COURSE SYLLABUS

Private and Business Law - 1

2627-2-E3305M009-T1

Learning objectives

The Private and Commercial Law course focuses on the study of the principal institutions of civil and commercial law that have the greatest impact on property and economic matters.

First, the course examines the core principles of private patrimonial law, beginning with the concepts of legal capacity, family law, and succession law, before moving on to obligations, contracts, and legal entities.

The course then proceeds to the study of commercial law, with particular attention to the legal status of entrepreneurs and the law governing business organizations, including partnerships and corporations.

Throughout the course, guest lectures by academics and legal professionals are scheduled. In addition, a supplementary course will be offered alongside the main course.

Contents

The Private and Commercial Law course covers the fundamental principles and concepts of civil and commercial law. It provides an institutional study of private law and business law, examining the legal framework governing individuals, legal entities, and companies.

The syllabus encompasses the entirety of private law through the study of its principal legal institutions, following the systematic structure of the Italian Civil Code, which is the primary source of private law. Accordingly, the course is based predominantly on the study of the Civil Code.

The programme includes the following topics:

Persons
Family Law

Property Rights
Obligations
Contracts
Civil Liability (Tort Law)
The Entrepreneur
The Business Enterprise
Partnerships
Corporations

The study of Private and Commercial Law is based primarily on the Italian Civil Code, supplemented by the Italian Constitution and the principal special statutes governing the relevant legal areas.

Detailed program

Course Syllabus

1. Introduction and Fundamental Concepts
   Scope and limits of private law: introductory concepts.
   The legal system.
   Sources of law: legislation, regulations, customs, and usages. Case law as a source of law; equity; legal scholarship.
   The legal rule and its essential characteristics. Interpretation of the law.
   Subjective rights and legitimate interests. Powers, expectations, legal status, and legal burdens.
2. Subjects of Private Law
   Legal subjects and legal transactions.
   Natural persons and legal persons.
   Natural persons: legal capacity and legal status.
   Associations and foundations.
   Personality rights.
   Legal transactions.
   Legal facts and legal acts.
   Legal transactions and the expression of intent.
   Introductory concepts: legal transactions and contracts.
   Non-existence, nullity, and voidability.
   Validity and ineffectiveness.
   Basic principles of the protection of rights.
   Publicity, registration, and evidence.
3. Family Law
   Introduction to family law.
   Institutions of family law.
   Marriage.
   Separation and divorce.
   Parentage and adoption.
   Civil unions and cohabitation.
   Matrimonial property regimes.
4. Succession and Gifts
   Law of succession.
   Intestate succession.
   Testamentary succession.
   Forced heirship and reserved shares.
   Gifts (donations).
5. Property Law

Property and assets.
Real rights: ownership.
Limited real rights:
Superficies.
Emphyteusis.
Usufruct.
Rights of use and habitation.
Easements.
Introduction to security rights:
Pledge.
Mortgage.
Co-ownership.
Possession.
Adverse possession (usucapione).

6. Obligations
   Concept, characteristics, and sources of obligations.
   Performance as the object of the obligation.
   Proper performance.
   Breach of obligations.
   Methods of extinguishing obligations other than performance.
   Debtor's default.
   Assignment of receivables.
   Types of obligations:
   Monetary obligations.
   Value debts and currency debts.
   Joint and several obligations.
   Alternative obligations.
   Divisible and indivisible obligations.
7. Contracts: General Principles and Formation
   The concept of contract.
   Formation of contracts.
   Preliminary legal relationships.
   Preliminary agreements.
   Option agreements.
   Rights of first refusal.
   Essential elements of a contract.
   Incidental elements and conditional contracts.
8. Contracts: Effects and Regulation
   The binding effect of contracts.
   Withdrawal from contracts.
   Interpretation of contracts.
   Representation.
   Agency agreements (mandate).
   Contracts and third parties.
   Contracts for a person to be designated.
   Assignment of contracts.
   Contracts for the benefit of third parties.
   Contracts on behalf of the person entitled.
9. Contracts: Invalidity and Remedies
   Invalidity:
   Nullity.
   Voidability.
   Sham transactions (simulation).
   Rescission.
   Termination (resolution) of contracts.

10. Principal Named Contracts
    Named and unnamed contracts.
    Principal named contracts:
    Sale.
    Lease.
    Contract for services (appalto).
    Commercial agency.
11. Other Named Contracts
    Basic principles governing:
    Report (carry-over contract).
    Exchange (barter).
    Supply contracts.
    Transport.
    Brokerage.
    Deposit.
    Loan for use.
    Loan for consumption.
    Suretyship.
    Other named contracts.
    Introduction to modern atypical contracts.
12. Civil Liability
    Contractual and non-contractual liability.
    Civil wrongs: general principles.
    Lawful harmful acts and unlawful acts.
    The system of civil liability.
    Compensation for damages.
    Environmental damage.
13. Consumer Law
    Consumer protection law.
    The Italian Consumer Code.
    Consumer contracts.
    Consumers and electronic commerce.
14. Obligations Arising by Operation of Law and Negotiable Instruments
    Obligations arising ex lege.
    Unilateral promises.
    Promise to pay.
    Acknowledgment of debt.
    Public promises.
    Management of another's affairs without authority.
    Undue payment.
    Unjust enrichment.
    Introduction to negotiable instruments.
15. Debtor's Liability and Security for Obligations
    Debtor's liability.
    Security interests for obligations.
    Priority rights among creditors.
    Introduction to the preservation of the debtor's assets as security for creditors.
16. Business Law
    Concept and legal status of the entrepreneur.
    Partnerships and corporations.
    Competition law.
    Industrial property law.
    Introduction to business crisis and insolvency law.

Prerequisites

The course of Institutions of Private Law does not require particular prerequisites.

Teaching methods

Teaching will be entirely delivery-based, with frontal lessons and support via an e-learning platform. A number equal to 4 lessons can be recorded and uploaded to the platform. Attendance is strongly recommended.

Assessment methods

Oral examination.

The evaluation will take into account the theoretical skills acquired, the accuracy of the answers, the ability to reason about legal principles, as well as the argumentative effectiveness.

Textbooks and Reading Materials

Manuale di diritto privato, Rapporti patrimoniali, Paradiso Massimo, june 2026, III ed., pag. 656

Sustainable Development Goals

GOOD HEALTH AND WELL-BEING | GENDER EQUALITY | REDUCED INEQUALITIES | RESPONSIBLE CONSUMPTION AND PRODUCTION