UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

SYLLABUS DEL CORSO

Contratti d'Impresa

2627-2-FSG02A015

Learning objectives

- Knowledge and understanding of the essential dynamics of the business contracts and key elements of its legal treatment.
- Ability to apply the notions learnt to the analysis of concrete cases and in the resolution of legal problems relating to business contracts
- Autonomy of judgment in interpreting legal provisions and identifying the most appropriate legal solutions.
- Communication skills in presenting and discussing legal topics.
- Ability to learn autonomously, including through the consultation of legal sources, academic literature, and case law.

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

-contracts for placement of goods; sale and purchase agreement

-distribution contracts

-contracts for the placement of services: in particular, general contractos

-mandate, agency and brokerage

-banking contracts

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

-financial markets contracts

-insurance contracts

-non partnership agreements among companies

-smart contract

Prerequisites

Essential elements of both contract law and business law

Teaching methods

In class lecture-based teaching, including discussion of cases and materials, reading assignments, with the aim of encouraging the active learning of the students.

Under exceptional cases and previous notice to students, it will be possible to deliver lectures online within the limit of 1 CFU (7 hours)

Assessment methods

During the oral examination, the following will be assessed:
(a) knowledge and understanding of the legal institutions pertaining to business contracts;
(b) the ability to present the relevant legal institutions with appropriate mastery of legal terminology;
(c) the ability to apply the knowledge acquired to the resolution of legal cases proposed by the instructor;
(d) the ability to argue solutions through critical reasoning and to situate the legal institutions within the broader systemic context.

Textbooks and Reading Materials

-M. Campobasso (edited by), *Diritto commerciale. 3 Contratti titoli di credito procedure concorsuali*, Utet, Assago, last edition, I, III, IV, V, VI, IX, X, XI, XIII, XIV (except for pages 164-174), XVI, XVII, XVIII (the chapters refer to the VI edition, 2022)

-G. De Nova, *Il* sale and purchase agreement: *un contratto commentato*, Giappichelli, Torino, last edition, pp. 14-47 (the pages refer to the V edition, 2024);

-M. Cian (edited by), *Diritto commerciale. I. Diritto dell'impresa*, Giappichelli, Torino, last edition, sezione quinta, capo secondo, § 18, pp. 313-328 and sezione sesta, § 22.III, pp. 376-383 (the chapters and pages refer to the 2024 edition);

Reading materials will be available on the e-learning platform

Sustainable Development Goals

INDUSTRY, INNOVATION AND INFRASTRUCTURE