UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

SYLLABUS DEL CORSO

La Mobilità delle Società nell'Unione Europea

2627-2-FSG02A016-FSG02A01602

Learning objectives

Through the analysis of the EU Treaties and secondary law, as well as the jurisprudence of the EU Court of Justice, the course illustrates the legal instruments created and developed by the EU system through the synergy between the EU legislature and the CJEU to allow companies incorporated within the EU (Art. 54 TFEU) to operate in Member States other than the one of incorporation on a stable and continuous basis (right of establishment under Art. 49 TFEU) regardless of their "nationality," as is the case for any natural person.

Specifically, the student, during the course, will acquire the ability to:

A) Expertise and comprehension skills

Understand the rights enjoyed by legal persons and companies under EU Corporate Law.

Understand the main regulatory elements concerning the free movement of companies, the sources, including jurisprudential sources, of this right.

B) Applied knowledge and comprehension skills

Be able to find, interpret and apply the relevant legal rules, as well as the relevant EU case law.

Be capable of resolving any antinomies between national and EU law that may hinder the free movement of companies in the European space.

C) Autonomy in understanding Cross-border Corporate Law issues

Understand to find and evaluate possible legal solutions to issues concerning national obstacles to the free movement of legal persons and companies.

D) Communication skills

Understand to communicate to public and private parties and those who draft or apply administrative or judicial measures, the legal problems and the main normative and case-law elements involved.

E) Learning skills

Understand to find the relevant rules and to independently interpret any legal rule and/or relevant EU case law.

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

The course is organised as follows:

- 1 introductory 2-hour lecture jointly with co-teacher of the course aimed at illustrating the course;
- 7 classes (2 hours) delivered in lecture mode in the initial part but aimed at involving students interactively in the subsequent part through the analysis of documents published on the course's e-learning platform;
- 2 classes (2 hours) on line (asinochronous and recorded);
- 1 classe (2 hours) on line..

All activities are carried out in presence (exceptions only where necessary).
Active participation in the course is required.

Assessment methods

The oral test consists of an interview on the topics covered in the examination text + in the materials published on the elearning platform, which, among other things, actualize the examination text. The objective is to test the ability to understand and expound in a clear and personal manner all the fundamental topics and aspects of the subject.

In the first exam session: a written test with open questions on the topics covered in the exam text + in the materials published on the elearning platform.

The evaluation criteria for the indicated skills are based on knowledge and understanding of the fundamental content of the discipline and the ability to apply the acquired knowledge with personal reworking. attention will also be paid to the organization of the answer and the use of the appropriate legal vocabulary.

Textbooks and Reading Materials

Materials published on the elearning platform of the course

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

Sustainable Development Goals

INDUSTRY, INNOVATION AND INFRASTRUCTURE