

## COURSE OF STUDY *Master's degree in Law*

ACADEMIC YEAR 2023-2024

ACADEMIC SUBJECT Business law

General information	
Year of the course	<i>III year</i>
Academic calendar (starting and ending date)	<i>II semester</i>
Credits (CFU/ETCS):	9 CFU
SSD	<i>IUS/04</i>
Language	<i>Italian</i>
Mode of attendance	<i>Facoltative</i>

Professor/ Lecturer	
Name and Surname	<i>Gabriele Dell'Atti</i>
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Telephone	
Department and address	<i>Dipartimento Ionico in Sistemi giuridici ed economici del Mediterraneo – Sede di Giurisprudenza</i>
Virtual room	<i>Microsoft Teams</i>
Office Hours (and modalities: e.g., by appointment, on line, etc.)	<i>Monday h 10:30</i>

Work schedule			
Hours			
Total	Lectures	Hands-on (laboratory, workshops, working groups, seminars, field trips)	Out-of-class study hours/ Self-study hours
225	<i>72 frontal lecture</i>	<i>18 seminars</i>	135
CFU/ETCS			
9			

<b>Learning Objectives</b>	<i>The Business Law course aims to provide useful knowledge to understand nature and the declinations of the main regulatory institutions in the field of business. The course will deepen the rules governing the dynamics of business activity, with particular reference to the contractual and negotiation profiles of corporate practice, through both a theoretical and practical approach, also through seminar lessons to stimulate the solution of legal questions.</i>
<b>Course prerequisites</b>	<i>Knowledge of the principles and notions of Private Law and Public Law</i>

<b>Teaching strategies</b>	
<b>Expected learning outcomes in terms of</b>	
<b>Knowledge and understanding on:</b>	<i>Deepening of the specific issues of commercial law most discussed in doctrine and jurisprudence through the analysis of the abstract case and the analysis of practical cases</i>
<b>Applying knowledge and understanding on:</b>	<i>It is expected to obtain as a result of the course the full learning of the subject in order to be able to apply the precepts. Consequently, also through a seminar</i>

	<i>activity, we aim to provide the student with the tools to use the fundamentals of the subject in the practical field</i>
<b>Soft skills</b>	<p><b>Making judgements</b> Students must have the ability to collect and interpret data (normally in their field of study) deemed useful to determine autonomous judgments, including reflection on social, scientific or ethical issues related to them.</p> <p><b>Communication skills</b> Through the development of semi-veterinary lessons, the aim is to develop the student's ability to communicate what has been learned to specialist and non-specialist interlocutors.</p> <p><b>Ability to learn</b> At the end of the course the student, through the implementation of the method of study of the subject, will be able to continue the study independently throughout life, as well as to undertake subsequent studies with a high degree of autonomy</p>
<b>Syllabus</b>	
<b>Content knowledge</b>	<p><i>The course will explore the following aspects:</i></p> <p><i>Companies: The corporate phenomenon: general characteristics, notion and types. - The organisation of partnerships - The vicissitudes of partnerships - The simple company - The general partnership - The limited partnership - Capital companies - The joint-stock company: general provisions, contributions, shares - Bonds, participative financial instruments, earmarked assets - The shareholders' meeting and shareholders' agreements - Administration and controls - Capital, assets and balance sheet - Incorporation - Amendments to the articles of incorporation and withdrawal - The limited partnership limited by shares - The limited liability company - Transformation, merger and division - Dissolution and winding-up - Qualifying holdings and groups of companies - Cooperative and mutual insurance companies - Groups of companies.</i></p> <p><i>Banckruptcy Law.</i></p> <p><i>Debt Securities: Debt Securities - Historical and Legislative Profiles - Characteristics - Dogmatic Principles - Circulation - Discipline - The Bill of Exchange - The Cheque</i></p> <p><i>bank cheque - Banker's draft - Securities representing goods</i></p> <p><i>Banking contracts: Parabanking transactions: leasing and factoring - The current account - Insurance - Contracts for exchange and distribution (sale, agency, estimation, administration, franchising) - Contracts for the performance of works or services (contracting, subcontracting, engineering, transport, storage) - Contracts for the promotion or conclusion of business (mandate, commission, dispatch, agency, brokerage, ordinary account)</i></p>
<b>Texts and readings</b>	<p>1) PARTE GENERALE: AA.VV. (a cura di L. De Angelis et al.), <i>Manuale di diritto commerciale</i>, CEDAM, Milano, ult. edizione, capitoli da VII a XXVII (pagg. 215-936); e inoltre</p> <p>2) PARTE SPECIALE: S. Fortunato, <i>La società a responsabilità limitata –Lezioni sul modello societario più diffuso</i>, Giappichelli, Torino, II edizione, 2020, integralmente.</p> <p><i>To use any other text in place of the text indicated in n. 1) it is necessary to consult the teacher in charge to analytically agree on the program; in any case, the study of the special part referred to in n.2) will be required.</i></p> <p><i>In any case, updating must be ensured, therefore texts that are not updated to at least 2020 will not be usable for the preparation of the exam.</i></p>

	<i>The use of a civil code with the special laws relevant to the discipline updated no earlier than January 2023 is strongly recommended.</i>
<b>Notes, additional materials</b>	
<b>Repository</b>	

<b>Assessment</b>	
Assessment methods	<i>Oral exam</i>
Assessment criteria	<ul style="list-style-type: none"> <li>• <i>Knowledge and understanding</i> <i>The purpose of the course is to provide students with the fundamentals of the subject, focusing on enterprises, partnerships, companies and recent laws</i></li> <li>• <i>Applying knowledge and understanding</i> <i>It is expected to actively participate in the seminar initiatives in order to verify the understanding of the notions learnt during the lectures</i></li> <li>• <i>Autonomy of judgment</i> <i>The students are expected to have a critical grasp of the subject matter, leading them to use the notions they have learnt for the analysis of concrete cases</i></li> <li>• <i>Communication skills</i> <i>Students are expected to use appropriate legal language to deal with technically complex topics</i></li> <li>• <i>Capacities to continue learning</i> <i>It is expected that the outcome of the course will be a thorough learning of the subject matter, providing the student with the tools to understand and apply it in practice</i></li> </ul>
Final exam and grading criteria	<i>It is expected that the outcome of the course will be a full understanding of the subject in order to be able to apply its precepts. Consequently, also by means of a seminar activity, it is intended to provide the student with the tools to use the fundamentals of the subject in a practical context</i>
<b>Further information</b>	
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