



Course Outline

Course number	
Course title	European Company Law
Credit points	3 ECTS
Total hours	24 Contact hours
Lecture hours	24
Seminar hours	0
Course level	Masters
Prerequisites	None

COURSE RESPONSIBLE

<i>Name</i>	<i>Academic degree</i>	<i>Academic position</i>
Aleksandrs Fillers	Ph.D.	Assistant Professor

COURSE TEACHERS

<i>Name</i>	<i>Academic degree</i>	<i>Academic position</i>
Aleksandrs Fillers	Ph.D.	Assistant Professor

COURSE ABSTRACT

Notwithstanding long-term efforts of the EU to harmonise the company laws across Europe, many aspects of company law in Europe are left to the realms of domestic legislation. Nevertheless, the EU has an important role steadily harmonizing certain areas of company law, creating pan-European corporate forms and developing mechanisms of corporate mobility. As a result, currently, company law in Europe is a mixed area of law regulated by both domestic and EU sources.

The course introduces students to the key company law systems used in Europe and discusses how these systems are regulated or reflected in EU law. The course covers the establishment, transfer, and dissolution of companies, as well as the rights and obligations of its key players and stakeholders, including the board of directors, management, shareholders and employees. Special attention is given to the role of free movement on the internal market on the corporate law regime in Europe.

LEARNING OUTCOMES

This course has the following objectives:

- To gain a proper understanding of the EU company regulation and its relations with domestic company law.
- For students to develop skills of applying acquired knowledge in EU company law to practical case studies.
- For students to develop and demonstrate good argumentative skills.

Knowledge:

1. Students will study legal sources related of EU company law and the principal concepts of company law in Europe.
2. Students will study the main legal challenges surrounding the formation and working of the companies in the EU as well obstacles related to corporate cross-border mobility.
3. Students will acquire a detailed knowledge and understanding of cross-border corporate mobility within the EU.

Skills

1. Students will be able to solve practical cases involving EU freedom of establishment and *Societas Europea* and *Societas cooperativa Europea*.
2. Students will develop skills of writing academic works and participating in small class discussion during the lectures.
3. Students will learn to apply the acquired knowledge to practical case studies.

Competences:

1. Students will be able to critically analyse EU company law issues and give reasoned opinions about them.
2. Students will improve their research and academic writing skills as well as their listening and note-taking skills.
3. Students will learn to interpret EU company law and critically appraise its effect on company law in Europe.

GRADING CRITERIA

Criteria	Weighting
Mid-term assignment	40%
Final assignment	60%

COURSE PLAN – MAIN SUBJECTS

No.	Main subjects	Planned hours
1	Introduction to European Company Law	4
2	Primary and Secondary Rights of Establishment	4
3	Formation	2
4	Finance and Accounts (Capital formation, capital maintenance and accounts)	4
5	Corporate Governance and Beneficial Owners	4
6	Capital Markets and Listing	2
7	Merger, Division, Dissolution and Insolvency	4

COURSE PLAN – SESSIONS

<i>Session</i>	<i>Session subjects and readings</i>	<i>Lecturer</i>
1+2	<p>Introduction to EU Company Law (company law systems, company forms and company law harmonization).</p> <p>Reading: de Luca § 1-4 and Grundmann, §1-3.</p> <p>This lecture will introduce the subject of company law and place the international and national company law provisions in an EU perspective. The implications of the TFEU for company law will be presented together with the development of the EU legislation on company law.</p>	Lecture (A. Fillers)
3+4	<p>Right of Establishment (Primary Establishment and Secondary Establishment)</p> <p>Reading: De Luca § 5 – 6</p> <p>Cases:</p> <ul style="list-style-type: none"> • 81/87 Daily Mail • C-212/97 Centros • C-202/00, Überseering • C-167/01, Inspire Art • C-371/10 - National Grid Indus • C-106/16 – Polbud <p>This lecture will focus on the landmark cases of Centros, Überseering, Inspire Art and National Grid Indus cases, based on Article 49 and 54 TFEU (Article 43 and 48 EC), and their impact on the national company law of EU Member States.</p>	Lecture (A. Fillers)
5	<p>Formation</p> <p>Reading: De Luca § 8 and §9</p> <p>Cases:</p> <ul style="list-style-type: none"> • C-81/09 Idrima Tipou AE • C-111/94, C-55/96 Job Centre I and Job Centre II • C-126/87 Ubbink Isolatie BV <p>This lecture will focus on the concept of legal personality and discuss situations where the corporate veil can be lifted. The lecture will also aim to explain the process of setting up the company and the importance of disclosure in safeguarding commercial certainty in EU.</p>	Lecture (A. Fillers)
6	<p>Registered Capital and Capital Formation</p> <p>Reading: De Luca §10</p> <p>This lecture will discuss the concept of the registered capital and methods of its formation. In this context the lecture will also cover the various forms of the shares, their elements and advantages.</p>	Lecture (A. Fillers)
7	<p>Capital Maintenance and Accounts</p> <p>Reading: De Luca §11; §12</p> <p>Cases:</p>	Lecture (A. Fillers)

<i>Session</i>	<i>Session subjects and readings</i>	<i>Lecturer</i>
	<ul style="list-style-type: none"> • C-234/94, Tomberger <p>This lecture will discuss the rules for dividend distribution and capital maintenance safeguards imposed in the interests of the credits. It will also introduce to the basic legal requirements for corporate accounts and will discuss the key elements of corporate accounts.</p>	
8	<p>Corporate Governance</p> <p>Reading: De Luca §13; §14; §15</p> <p>Case:</p> <ul style="list-style-type: none"> • C-104/96, Rabobank <p>This lecture will introduce various types of management systems, the appointment and dismissal of the management, and analyse the distribution of power between the management and general meeting of the company.</p>	Lecture (A. Fillers)
9	<p>Minority Protection and Beneficial Owners</p> <p>Reading: De Luca § 16</p> <p>Case:</p> <ul style="list-style-type: none"> • C-42/95, Siemens <p>This lecture will discuss the importance of minority protection and various safeguards on minority rights put forward by EU law. The second part of the lecture will be devoted to the obligation to identify the beneficial owners of the companies under 4th Money Laundering Directive</p>	Lecture (A. Fillers)
10	<p>Capital Markets and Listing</p> <p>Reading: De Luca § 17</p> <p>This lecture will introduce to the concept of capital markets and the legal provisions for listing, operation and delisting of public companies.</p>	Lecture (A. Fillers)
11	<p>Merger and Division</p> <p>Reading: De Luca § 19</p> <p>Case:</p> <ul style="list-style-type: none"> • C-411/03 - SEVIC Systems <p>This lecture will introduce the possible forms of corporate cross border transformation that are supported by EU law, their implementation and future developments in this area.</p>	Lecture (A. Fillers)
12	<p>Dissolution and Insolvency</p> <p>Reading: De Luca § 20</p> <p>Case:</p>	Lecture (A. Fillers)

<i>Session</i>	<i>Session subjects and readings</i>	<i>Lecturer</i>
	<ul style="list-style-type: none"> C-34/04, Eurofood IFSC Ltd. <p>This lecture will introduce the possible forms of dissolution of companies, core elements of a bankruptcy proceedings and principal implications in the case of a cross border insolvency.</p>	

COURSE RESULTS

By completing the study course and successfully passing examination, the student will be able to:

<i>Study results</i>	<i>Evaluation criteria</i>		
	<i>(40-69%)</i>	<i>(70-89%)</i>	<i>(90-100%)</i>
<i>Knowledge</i>	The student has acquired only basic knowledge of the course subject. The student lacks understanding of some of the core issues of the course subject.	Overall, the student's knowledge complies with the expectations. However, there are issues that the student does not fully understand.	The student has demonstrated in-depth knowledge and understanding of the issues related to the course subject.
<i>Skills</i>	The student has demonstrated only basic level of skills.	The student has demonstrated good skills.	The student has demonstrated excellent skills.
<i>Competences</i>	The student can apply the knowledge only at a basic level. The student struggles with assessment and evaluation of legal issues. The student can identify the relevant legal norms. However, the student cannot correctly apply them.	The student can apply the knowledge at a reasonably good level. However, the student does not have the necessary level to be able to fully apply the acquired knowledge independently. The student has some problems to correctly apply the legal norms.	The student is able to apply the knowledge independently and correctly. The student can assess and evaluate legal issues, identify the relevant legal norms, and correctly apply them.

COURSE LITERATURE

Compulsory literature

<i>No.</i>	<i>Author, year, title, publisher</i>
1	N. de Luca, European Company Law, Cambridge University Press, 2017
2	S. Grundmann, European Company Law, 2nd. Ed., Intersentia, 2012
3	Link to consolidated Directives: http://ec.europa.eu/internal_market/company/official/index_en.htm
4	Other mandatory reading will be specified during classes and uploaded respectively on the RGSL Portal

Programme director	/signature/	/date/

Field expert	/signature/	/date/
Course responsible	/signature/	/date/