



**RIGA  
GRADUATE  
SCHOOL OF  
LAW**

## Course Outline

<b>Course number</b>					
Course title	<b>EU Company Law</b>				
Credit points	3 ECTS				
Total hours	24				
Contact hours	24				
Independent studies					
Course level	Masters				
Prerequisites	None				
Category	Mandatory		Restricted elective		Free elective

### COURSE RESPONSIBLE

<i>Name</i>	<i>Academic degree</i>	<i>Academic position</i>
Alessio Bartolacelli	PhD - Associate Professor	Visiting Professor

### COURSE TEACHERS

<i>Name</i>	<i>Academic degree</i>	<i>Academic position</i>
Alessio Bartolacelli (sessions 1-7, 11)	PhD – Associate Professor	Visiting Professor
Sara Addamo (sessions 8-10, 12)	PhD – Lecturer	Visiting Lecturer

### COURSE ABSTRACT

The course aims at providing students with an in-depth knowledge of the basic features of European Company Law, with a comparative analysis, also outside the scope of the EU, of the most relevant features of the companies (e.g.: profit purpose, directors' duties).

We will analyse the freedom of establishment in the jurisprudence of the European Court of Justice and some harmonized areas of company law, with a specific focus on company's purpose and corporate governance issues.

### GRADING CRITERIA

<i>Criteria</i>	<i>Weighting</i>
Activity in class (case law analysis, answer to questions, contribution to the debate...)	30%
Final essay	70%

### COURSE REQUIREMENTS

### COURSE PLAN – MAIN SUBJECTS

<i>No.</i>	<i>Main subjects</i>	<i>Planned hours</i>
1	Introduction	2
2	Company and business organisations. National and European forms	2
3	Setting up the company	2
4	Nationality and freedom of movement	4
5	Company's purpose	4
6	Corporate governance: shareholders' and directors' competencies and duties	8
7	Public powers and companies	2

### COURSE PLAN – SESSIONS

<i>Session</i>	<i>Session subjects and readings</i>	<i>Lecture/Seminar</i>
1	Basic lexicon General introduction to companies, corporations and their law	Lecture
2	Company and business organisations. National and European forms (Private/public companies in the Member States; SE, SCE, EEIG)	Lecture

<i>Session</i>	<i>Session subjects and readings</i>	<i>Lecture/Seminar</i>
3	Establishment, disclosure and nullity of a company <ul style="list-style-type: none"> <li>• Codified Directive (EU) 2017/1132 (consolidated) and the following cases               <ul style="list-style-type: none"> <li>○ Job Centre I and II</li> <li>○ Ubbink Isolatie BV</li> <li>○ Marleasing</li> <li>○ Dahiatsu</li> </ul> </li> </ul>	Lecture and workshop
4	Defining a company's nationality, freedom of movement of companies, transfer of seat & cross-border conversion <ul style="list-style-type: none"> <li>• Codified Directive (EU) 2017/1132 (consolidated)</li> </ul>	Lecture
5	EUCJ decisions on freedom of transfer <ul style="list-style-type: none"> <li>• Codified Directive (EU) 2017/1132 (consolidated) and the following cases               <ul style="list-style-type: none"> <li>○ Segers</li> <li>○ Daily Mail</li> <li>○ Inspire Art</li> <li>○ Centros</li> <li>○ Überseering</li> <li>○ Sevic</li> <li>○ Cartesio</li> <li>○ Vale</li> <li>○ Polbud</li> </ul> </li> </ul>	Workshop
6	Company's purpose and profit: US v. EU <ul style="list-style-type: none"> <li>• Case Law: Dodge v. Ford and seqq.</li> </ul>	Lecture
7	Benefit corporations – Statutes' analysis	Lecture and workshop
8	Corporate governance: shareholders' rights and competencies.	Lecture
9	Corporate governance: directors' duties and Business Judgment Rule	Lecture

<i>Session</i>	<i>Session subjects and readings</i>	<i>Lecture/Seminar</i>
10	Shareholders' competencies and rights and BJR case law <ul style="list-style-type: none"> <li>• Case Law (e.g.): <ul style="list-style-type: none"> <li>○ Karella and Karellas</li> <li>○ Kotnik</li> <li>○ Dowling</li> <li>○ Holzmüller and Gelatine German cases</li> <li>○ Siemens</li> <li>○ Commission v. Spain</li> <li>○ Smith v. Van Gorkom</li> <li>○ ARAG-Garmenbeck</li> <li>○ Lewis v. S.L. &amp; E.</li> </ul> </li> </ul>	Workshop
11	Workers' participation in the company's governance: the German <i>Mitbestimmung</i> and similar European experiences	Lecture
12	Public participation in the company's governance: state-owned companies and golden shares	Lecture

### **COURSE LEARNING OUTCOMES**

This course has the following main learning outcomes:

#### **Knowledge:**

1. Awareness of the basic features of companies and corporations, with a specific view to European rules and US-EU comparison on selected key topics
2. Awareness of the rules governing the structure of a corporation, its internal bodies and the impact on external constituencies

#### **Skills:**

3. Reading and understanding corporate statutes and articles
4. Understanding the key element of corporate cases decided by National and European Courts

#### **Competencies:**

5. Argumentative competencies, both written and oral
6. Ability to identify the relevant players in a corporation and in a corporate case

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

<i>Learning outcomes</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.

*Please analyse the contribution of defined grading criteria to learning outcomes. Number of grading criteria and learning outcomes should correspond to previously defined one.*

<i>Grading criteria</i>	<i>Learning outcomes</i>					
	<b>1.</b>	<b>2.</b>	<b>3.</b>	<b>4.</b>	<b>5.</b>	<b>6.</b>
Activity in class	X	X	X	X	X	X
Final paper	X	X	X	X	X	X

Students will be requested to write an open-book short essay (2500 words) by answering two questions posed by the course responsible, on topics tackled over the course, also applying the learned rules to practical cases.

## **COURSE LITERATURE**

### *Compulsory literature*

<i>No.</i>	<i>Author, year, title, publisher</i>
1	Selected articles made available by the course teachers on the course website