UNIVERSITÀ DEGLI STUDI DI BARI ALDO MORO

Dipartimento di Giurisprudenza

General information	2024-2025
Academic subject	***Business Law 2***
Degree course	*LMGI*
Academic Year	*3°*
European Credit Transfer and Accumulation System (ECTS)	**9**
Language	*Italian*
SDS - GDS	GIUR-02/A *Business Law* - 12/GIUR-02
Academic calendar (starting and ending date)	*1st (Fall) semester from 1/10/2024 to 13/12/2024*
Mode of Attendance	*Optional but strongly recommended*

Professor/ Lecturer	
Name and Surname	***Francesca VESSIA***
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Department and address	*Department of Law-Palazzo F. Cassano-Corso Italia, 23-Second Floor*
Tutoring (time and day)	*Prof. VESSIA Francesca: Wednesdays from 10:00 a.m. to 1:00 p.m.* ***N.B.*** *The timetable may change during the months of lessons.* *Students are invited to consult the lecturers' institutional pages.*

Syllabus	
Learning Objectives	*The course represents the continuation of specialist teaching on the methods to arrange and run economic activity. The main objective of the course is to provide students with a complete and in-depth knowledge of corporate law and forms of association between companies. The student must acquire skills that allow him to develop and understand entrepreneurial phenomena when organised in a corporate and/or associated form, as well as in case of economic crisis.*
Course prerequisites	*Institutions of Private Law*
Contents	*The object of the course is the examination of the legal problems inherent to the exercise of economic activity organised in a collective form, taking into account the different regulations of the types of companies and corporations, as well as the specific rules dictated for the business crisis in the insolvency context.* *The following institutions will be taken into consideration in the aforementioned perspective:* ***Part I*** *The collective organization of businesses from the Commercial Code to the Civil Code.* *The associative forms of business organisation (participatory association) and inter-company cooperation bodies (consortia, EEIG, temporary business associations and business networks).* ***Part II*** *Companies in general* *The contract* *The partnership* *The general partnership* *The limited partnership* *The joint-stock company: general characteristics, constitution,*

	contributions and capital, shares, financial instruments, bonds, assets intended for a specific business, shareholders' meeting, directors *The board of auditors and accounting control* *Alternative administration and control systems* *The so-called powers of the minority and the intervention of the Judicial Authority* *The joint-stock company: statutory amendments and right of withdrawal, capital operations, corporate books and financial statements* *The company with shares listed on the stock exchange.* *Shareholdings, control and groups* *The financial market and centralised management of financial instruments.* *The limited partnership by shares* *The limited liability company* *The limited liability company: financial organisation, corporate organisation, capital operations, corporate books and balance sheet* *Dissolution and liquidation of joint-stock companies* *Transformation, merger and division of companies* *Cooperative companies* *Mutual insurance companies* ***Part III*** *The management of business crises between bankruptcy law and the Code of business crises and insolvency.*
Books and bibliography	***Part I*** *G.F. CAMPOBASSO, Diritto commerciale 1. Diritto dell'impresa, Utet, 2022,8^ ed., chapters from IX to XII:* ***and*** *G. F. CAMPOBASSO, Diritto Commerciale 3. Contratti, titoli di credito, procedure concorsuali, Utet, 2022, 6^ ed., chapter XVIII – part I;* ***or*** *A. GRAZIANI – G. MINERVINI – U. BELVISO – V. SANTORO, Manuale di DirittoCommerciale, 19^ ed., WKI-Cedam, 2023, part III – chapters XII - XIII.* ***Part II*** *G.F. CAMPOBASSO, Diritto Commerciale 2. Diritto delle società, Utet, 2020,10^ ed. (entire book)* ***or*** *M. CIAN (a cura di), Diritto commerciale. III, Diritto delle società, Giappichelli, 2020, <u>with the exclusion of</u>: Cape IV Section III (pp. 629-666); Section IX (pp. 927-938).* ***Part III*** *G. F. CAMPOBASSO, Diritto Commerciale 3. Contratti, titoli di credito, procedure concorsuali, Utet, 2022, 6^ ed., part III, chapters XXIII – XXVIII.* ***N.B**. In case of handbook updating before starting of lessons, it is recommend purchasing the most recent edition of the mentioned books, without prejudice to the topics to be studied as indicated above.*
Additional materials	***It is essential to purchase an updated (2024 or 2025) non-commented Civil Code, with an adequate set of complementary laws.*** *Suitable material will be provided to attending students by the teacher*

Work schedule			
Total	Lectures	Hands on (Laboratory, working groups, seminars, field trips)	Out-of-class study hours/ Self-study hours
Hours			
225	***72***		***153***
ECTS			
9			

Teaching strategy	
	Traditional method based on theoretical lectures with PowerPoint presentation will be combined with: *1. practical exercises;* *2. oral discussion on real cases and judgments;* *3. writing of legal opinion.* *For self-verification of learning of the method and teaching contents, tutoring before exam is highly recommended.*
Expected learning outcomes	
Knowledge and understanding on:	*The course provides students with the cognitive tools necessary to:* ○ *place the different cases in the legal system;* ○ *understand the rationale of the instruments, the interests protected, the derogability or imperativeness of the rules;* ○ *identify the interpretative problems of the defining cases and the rules applicable to them;* ○ *know the peculiar Italian discipline of IPR and competition, also in relation to the Community legislation of reference.*
Applying knowledge and understanding on:	*The course enables students, through technical skills and knowledge, to:* ○ *qualify real cases;* ○ *solve practical cases;* ○ *use hermeneutic techniques to arrive at practical solutions.*
Soft skills	• ***Making informed judgments and choices*** *The course enables students to acquire:* ○ *Critical capacity and analysis of the interpretative issues underlying the positive discipline, aimed at solving practical cases and autonomy of judgement;* ○ *Capacity for legal qualification of cases in the regulatory system and for linking institutions, with mastery and mental elasticity.* • ***Communication skills*** *The course enables the acquisition of the typical skills of the positive jurist, i.e.:* ○ *the ability to express oneself using the specialised technical language of economic-legal subjects;* ○ *the ability to relate acquired knowledge clearly and completely to one's interlocutors.* • ***Ability to learn autonomously*** *Ultimately, students will be able to develop autonomous and self-directed learning processes in antitrust and competition law as well as IP law, with a view to lifelong learning.*

Assessment and feedback	
Assessment methods	*Oral exam*

	Erasmus students will be able to agree with the teacher on alternative methods of assessment compared to the oral exam.
Assessment criteria	*During the final examination, the candidate, with the ability to analyse regulatory provisions, autonomy of judgement in solving the (theoretical and concrete) legal problems posed, a critical sense and propriety of language, will have to demonstrate that he/she can clearly and appropriately represent and master the discipline of industrial law.*
Criteria for assessment and attribution of the final mark	*The method of ascertaining the knowledge and skills acquired is that of the oral examination, with theoretical questions on specific institutes aimed at verifying:* *a) the degree of in-depth knowledge of the reference legislation in force;* *b) the ability to make connections with other related institutes and/or with the regulations in force and with European legislation;* *c) the ability to identify and understand exegetical problems;* *d) the ability to solve practical cases and exemplify concrete situations.*
Final exam and grading criteria	*The examination ends with the awarding of a mark expressed in thirtieths from a minimum of 18/30. The different levels of preparation will lead to different judgements: excellent (30/30 cum laude), very good (28/29), good (25/27), fair (21/24), sufficient (18/20).*
Further information	*There are no intermediate tests for non-attending students*