UNIVERSITÀ DEGLI STUDI DI BARI ALDO MORO

Dipartimento di Giurisprudenza

Main information on teaching		
Name of the course	***Diritto Commerciale 2*** ***Commercial Law 2***	
Course of studies	***LMG (A-L) – LMGI (A – Z)***	
Year of the Course	*3°*	
(CFU) / European Credit Transfer and Accumulation System (ECTS)		: **9**
SSD	GIUR-02/A – *Business Law [IUS/04 Commercial Law] - 12/GIUR-02*	
Language	*Italian*	
Period	*1° semestyer from 1/10/2025 to 13/12/2025*	
Attendance requirement	*Voluntary*	

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Reception (days, times and arrangements)	*On Friday from 10:30 to 12:00* *N.B. During the months of the lessons the timetable may change. Students are invited to consult the institutional pages of the professor.*

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Syllabus	
Learning objectives	*The aim of the course is to highlight the peculiarity of the interests involved by the economic action of the forms of business associations, and in particular corporate, the forms of composition of the interests involved and the related disputes, the control techniques of that action and the safeguards laid down for this purpose, the rules for managing business crises, always in order to grasp the peculiarities of the subsystem of "commercial law" with respect to the private sector system.*
Prerequisites	*Private Law*
Teaching content (Programme)	*As a development of the discourse on the company started with the course of Commercial Law I, favoring an exegetical-systematic approach, the course of Commercial Law II will deal with the corporate collective enterprise as well as the discipline of the crisis of the company.* *TOPICS OF THE COURSE PART I- THE COLLECTIVE ENTREPRENEUR.* *1. Collective entrepreneurs and other forms of association. 2. Notions general. 3. Companies in general. 4. The company contract; 5. The simple company. 6. The company in collective name. 7. The limited partnership. 8. The limited company in general. 9. The s.p.a.: the constitution. 10. The s.p.a.: contributions and capital. 11. The s.p.a.: shares. 12. The s.p.a.: financial instruments. 13. The s.p.a.: bonds. 14. The s.p.a.: assets assigned to a specific business. 15. The s.p.a.: the shareholders' meeting. 16. The s.p.a.: the directors. 17. The Board of Statutory Auditors and the audit.* *18. Alternative systems of administration and control. 19. I c.d. minority powers and intervention of the judicial authority. 20. La s.p.a.: statutory amendments and right of withdrawal. 21. La s.p.a.: transactions in capital. 22. La s.p.a.: company books and financial statements. 23. The company with listed shares. 24. Participation, control and groups. 25. The financial market. 26. Limited partnership. 27. Limited liability company. 28. The s.r.l.: financial organisation. 29. The s.r.l.: the corporate organization. 30. The s.r.l.: the operations on the capital. 31. The s.r.l.: social books and budget. 32. Winding up and winding up of limited liability companies. 33. Conversion, mergers and divisions of companies. 34. Foreign companies. 35. Cooperative companies. 36. Mutual insurers.* *PART II- THE COMPANY CRISIS.* *1. Insolvency proceedings and general principles. 2. The negotiated settlement of the crisis. 3. Judicial liquidation. 4. Crisis regulation tools. 5. The Concordat and the Restructuring Plan subject to approval. 6. Procedures for over-indebtedness. 7. Compulsory administrative liquidation, reorganization and resolution of banks. 13. The extraordinary administration of large enterprises.*

Reference texts	*Recommended texts for exam preparation:* ** FOR COMPANY LAW (PART I OF THE PROGRAMME):* *1. F. FERRARA JR. - F. CORSI, Gli imprenditori e le società, Milano, Giuffrè, last edition available (everything except chapters I to V);* *2. G. F. CAMPOBASSO, Commercial Law. Vol. II, Company Law, Ed. Utet, Turin, last available edition, (in full);* **FOR BUSINESS CRISIS LAW (PART II OF THE PROGRAMME):* *1. A. GRAZIANI - G. MINERVINI - U. BELVISO - V. SANTORO, Handbook of commercial law, Ed. Cedam, Padova, last edition. (2023) , Part VII in full (p. 695 to p. 870);* *2. G. D'ATTORRE, Manuale di Diritto della Crisi e dell'Insolvenza, Giappichelli, Torino, last edition (in the parts corresponding to the course topics).* *Recommended readings of company law:* *1. M. Di Rienzo, Mutualità negoziale e mutualità normativa, Ed. Giappichelli, Turin, 2008;* *2. V.V. Chionna (edited by), Patrimonio dell'imprenditore e Codice antimafia, Cacucci, Bari, 2023.* *N.B. The readings of company law are recommended for the possible interest of the student in the deepening of the method of approach followed for the topics taken in class and remain completely irrelevant to the examination.*
	It is essential to purchase an updated Civil Code (2024 or 2025) not commented, with adequate set of complementary laws

Organization of didactic			
Hours			
Total	**Total Frontal Teaching**	**Practice (laboratory, field, exercise, other)**	**Individual study**
225	**72**		**153**
CFU/ETCS			
9			
teaching methods			
	To the traditional theoretical method of the frontal lessons, will be joined *1. empirical practical exercises and case studies;* *2. oral discussion of legal cases and questions;* *3. writing opinions.*		

	4. Attendance at classes is compulsory for those who have changed courses and for the others, strongly recommended as the lessons perform a complementary function to the study of the subject of the course without being a mere exposition of notions and rules concerning the topics included in the program, helping to better understand institutions, identifying the reasons for their discipline and protected interests.

Learning outcomes planned	
Knowledge and understanding	*The course provides students with the cognitive tools necessary to:* *Place the different cases in the legal system;* *Understand the ratio of the institutes, the interests protected, the exception or imperative of the rules;* *To identify the problems of interpretation of the case studies and the rules applicable to them.*
Applied knowledge and understanding	*The course allows students, thanks to the skills and technical knowledge, to:* *Describe the specific circumstances* *Solve practical cases* *Using hermeneutic techniques to come up with practical solutions.*
Transversal skills	*Autonomy of judgment* *The course allows students to acquire:* *The critical and analytical capacity of the interpretative questions underlying the* *positive discipline, aimed at the resolution of practical cases and the autonomy of judgment* *or* *Communication skills* *The course allows you to acquire the typical skills of the positive jurist, namely: amely:* *o The ability to express oneself through the specialized technical language of business economics and law* *o The ability to clearly and comprehensively report the knowledge acquired* *• Ability to learn independently* *At the end of the course the student must be able to develop processes of autonomous learning, based on a reconstruction of the system* *'enterprise', having regard both to the specific discipline and to the principles and thus also taking into account the problems relating to their* *balancing.*

Assessment	
Methods of monitoring learning	*Final oral exam* *No exemptions, written tests or other means of verification.*

Assessment criteria	*1) The method of assessment of the knowledge and skills acquired is that of the oral examination, with specific questions from which to verify the degree of deepening of the regulatory knowledge, and then go on to investigate the ability to understand the legal institutions in their systematic placement and to identify the exegetical problems posed by the laws;* *2) The exam ends with the assignment of a grade*
Criteria for measuring learning and attribution of the final vote	*The examination of Commercial Law I takes place in oral form, with a variable number of questions and such as to allow the preparation in each main part of the program.* *During the oral interview, the following will be verified: (a) the learning of the notions and rules of the institutions subject to examination; (b) the ability to present notions and rules according to correct technical terminology; (c) the effective exegetical understanding of the institutions, the rationale of the rules and the interests protected, including through "case-related" applications; (d) the ability to place institutions in the context of the legal system and to liaise with other civil and commercial law institutions.* *The final vote represents, in principle, an average of the judgments obtained in each specific knowledge and/or competence. In any case, a sufficient assessment for each objective is required to pass the examination, based on the answers given to the questions formulated for the different subject areas of teaching.* *The grade is expressed in thirtieths. The assessment will take into account the level of preparation achieved according to the above-mentioned criteria and, in line*

	with the expected learning outcomes, 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).
Awarding thesis	*Students can request the assignment of the thesis only after passing the exams of Commercial Law I and II on the day of receipt indicated by the teacher with the subscription of the form downloadable from the website of Department.*