General information		
Academic subject	***Business Law 2***	
Degree course	*LMG (M-Z) – SSG (A-Z)*	
Academic Year	*3°*	
European Credit Transfer and Accumulation System (ECTS)	**9**	
SSD - GDS	GIUR-02/A – *Business Law*	
Language	*Italian*	
Academic calendar (starting and ending date)	*1 semester from 1/10/2025 to 16/12/2025*	
Attendance	*Strongly advised*	

Professor/ Lecturer	
Name and Surname	***Massimo DI RIENZO***
E-mail	*massimo.dirienzo@uniba.it*
Telephone	*080.571.7834*
Department and address	*Department of Law -Building F. Cassano-Corso Italia, 23-Piano 2°*
Tutoring (time and day)	On **Wednesdays from 12:00 to 14:00** N.B. During the months of lessons the timetable may change. **Students are invited to consult the teacher's institutional pages.**

Syllabus	
Learning Objectives	*The course represents the continuation of specialized teaching on the methods of organizing and carrying out 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 businesses. The student must acquire skills that allow him/her the ability to process and understand entrepreneurial phenomena when organized in a corporate and/or associated form, as well as in the presence of an economic crisis.*
Course prerequisites	*Private law institutions*
Contents	***Course program*** *The object of the course is the examination of legal problems inherent to the exercise of economic activity. The lessons will be accompanied by in-depth seminar activities on some topics of particular doctrinal and jurisprudential interest.* *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 organization (participatory association) and inter-company cooperation bodies (consortia, EEIG, temporary business associations and business networks).* ***Part II*** *The contract* *The partnership contract* *The simple 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 powers of the minority and the intervention of the Judicial Authority* *The S.p.A.: 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 centralized management of financial instruments* *The limited partnership by shares* *The limited liability company* *The S.r.l.: financial organization, corporate organization, capital operations, corporate books and balance sheet Dissolution and liquidation of joint-stock companies* *Transformation, merger and splitting of companies* *Cooperative societies* *Mutual insurance companies* ***Part III*** *The management of corporate crises between bankruptcy law and the Code of corporate crises and insolvency.*
Books and bibliography	***Part I:*** *G.F. CAMPOBASSO, Diritto commerciale 1. Diritto dell'impresa, Utet, 2022, 8^ ed., from part IX to XII:* ***e*** *G. F. CAMPOBASSO, Diritto Commerciale 3. Contratti, titoli di credito, procedure concorsuali, Utet, 2022, 6^ ed., chapter XVIII – part I; chapter XIX – part II (only par. 13)* ***alternatively*** *A. GRAZIANI – G. MINERVINI – U. BELVISO – V. SANTORO, Manuale di Diritto Commerciale, 19^ ed., WKI-Cedam, 2023, part III – Chapters XII e XIII.* ***Part. II:*** *G.F. CAMPOBASSO, Diritto Commerciale 2. Diritto delle società, Utet, 2020, 10^ ed. (the whole book)* ***alternatively*** *M. CIAN (a cura di), Diritto commerciale. III, Diritto delle società, Giappichelli, 2024, with the exclusion of: Chapter IV of Section III (pp. 653 -690); Section IX (pp. 961-977).* ***Part III:*** *G. F. CAMPOBASSO, Diritto Commerciale 3. Contratti, titoli di credito, procedure concorsuali, Utet, 2022, 6^ ed., capitoli da XXIII a XXVIII – parte III.* *N.B. If the manuals are updated before the start of the lesson courses, we recommend purchasing the most recent volume, without prejudice to the topics to be studied as indicated above.*
Additional materials	*It is essential to purchase an updated Civil Code.*

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	*The teaching methodology adopted is the conventional one with the use of integrative teaching tools (e.g. slides, databases, etc.).* *The frontal lessons will be accompanied by seminars and classroom discussions on cases and/or specifically recommended readings.* *The relevant educational material will be made available to students on the teacher's web page.* *Attendance at the lessons is strongly recommended, as they perform a complementary function to the study of the subject matter of the course and do not consist in the mere exposition of the notions and rules concerning the topics included in the program, helping a better understanding of the institutes, the identification of the reasons for the relevant discipline and the interests protected.*
Expected learning outcomes	
Knowledge and understanding on:	*The course provides students with the cognitive tools required to:* o *Place the various cases in the legal system;* o *Understand the rationale of the institutions, the protected interests, the derogability or mandatory nature of the rules;* o *Identify the interpretative problems of the definitional cases and the applicable regulations*
Applying knowledge and understanding on:	*The course allows students, thanks to their skills and technical knowledge, to:* o *Qualify the specific cases* o *Solving practical cases* o *Use hermeneutical techniques to reach practical solutions.*
Soft skills	• ***Making informed judgments and choices*** *The course allows students to learn:* o *The ability to criticize and analyze the underlying interpretative issues to positive discipline, aimed at resolving practical cases and autonomy of judgment* o *Capacity of legal qualification of the cases in the system regulatory and liaison between institutes, with mastery and mental flexibility.* • ***Communicating knowledge and understanding*** *The course allows you to acquire the typical skills of a positive lawyer, namely:* o *The ability to express using the specialized technical language of business economic-legal subjects* o *The ability to report the knowledge acquired to one's interlocutors clearly and completely* • ***Capacities to continue learning*** *At the end of the course the student should be able to:* o *address and resolve controversial issues, on the basis of an organic reconstruction of the system, taking into account both the specific discipline and the general principles, and therefore also taking into account the problems relating to their balancing.*

Assessment and feedback	
Methods of assessment	***Oral exam***
Evaluation criteria	*During the oral interview the following will be assessed:* *(a) learning the concepts and rules of the institutes being examined;* *(b) the ability to explain notions and rules according to correct technical terminology;* *(c) the effective exegetical understanding of the institutions, of the rationale of the rules and of the interests protected, also through "case study" type questions;* *(d) the ability to place the institutes in the context of the legal system and to make connections with other institutes of civil and business law.*
Criteria for assessment and attribution of the final mark	*The Business Law 2 exam takes place with a variable number of questions and such as to allow preparation to be found in every main part of the program. The final grade represents, in principle, an average between the judgments obtained in each specific knowledge and/or skill. In any case, in order to pass the exam, a sufficient assessment is required for each assessment area, verified on the basis of the answers provided to the questions formulated for the different disciplinary areas of teaching.* *The maximum rating will be recognized if the student demonstrates not only argumentative mastery and the ability to connect the knowledge acquired but also critical originality in relation to the profiles covered in the course.* *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).*
Additional information	