UNIVERSITÀ DI PISA

BUSINESS AND COMMERCIAL LAW

LORENZO BENEDETTI

Academic year	2019/20
Course	MANAGEMENT FOR BUSINESS AND ECONOMICS
Code	375NN
Credits	12

Modules	Area	Type	Hours	Teacher(s)
BUSINESS AND COMMERCIAL LAW I	IUS/04	LEZIONI	42	LORENZO BENEDETTI VITO BEVIVINO GIULIA SCHNEIDER

Obiettivi di apprendimento

Conoscenze
By the end of the course:

- students will have acquired knowledge about the tools and methodologies of the business law, insolvency law, property law and financial/bankong law. in particular the aim of the course will be the teaching of the most important principle of the company law and of the insolvency law, with some specific references to the property law and financial law. Particular attention will be given to a comparative approach.

Modalità di verifica delle conoscenze
Ongoing assessment to monitor academic progress will be carried out in the form of tests or meetings between the lecturer and a group of students

Comportamenti
Students will acquire and/or develop an awareness about the problems about the enterprises and the companies

Prerequisiti (conoscenze iniziali)
Knowledge of the pricniple of the civil law

Indicazioni metodologiche
lectures, with visual aids such as powerpoint slides

Programma (contenuti dell'insegnamento)

- The aim of the course is to provide a comparative knowledge of company law, focusing attention on the study of the various types of companies and corporate governance, as regulated by the most significant legal systems of civil law and common law. Then it examines the bankruptcy and insolvency proceedings with the same comparative approach. Furthermore, an in-depth study is carried out on M&A operations. In this perspective, the course continues with the analysis of cross-border mobility of companies, understood as cross-border mergers and freedom of establishment, and with some reflections on European Company (SE).
  After completing the part of company law, the course carries on offering an overview on general principles of international commercial contracts and therefore it introduces students to drafting techniques and study of practical cases.
  Finally, the last lessons are dedicated to financial market law, of which it is highlighted both public profile, as the supervisory activity of Authorities on the markets, and a private profile, as investment services, collective management of savings and corporate compliance, analyzing the changes made by MIFID II.

Lorenzo Benedetti:
The first part of the course is addressed to the general principle of the insolvency law with a comparative perspective and to the most importanto rules provided by the new EU Directive on preventing restructuring frameworks.

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Vito Bevivino II Module
Company Law. Banking Union.
Content
Today, corporations often operate across jurisdictions and in different continent as well. For that reason, professionals are practicing in a linked business world, that produces problems treated in different national law solutions.
This course offers an in-depth understanding of the legal problems and solutions of the modern business corporation analyzed in a comparative and international perspective.
Corporate law issues are examined to provide the students with the legal background necessary to understand the considerable steps of the business law life of a corporation.
For the same reasons, the course provides students with the most advanced European level example of law integration that European Union achieves in the field of bank regulation and supervision.

Giulia Schneider III module

Company Law, Intellectual Property Law and Competition Law

The third module will examine the dynamic aspects of a corporation's life. Attention will be given to the particular case of related-party transactions, referring to both the cases of transactions in which the parties deal with the corporations and of the taking of companies' opportunities and trading in company's shares. Moreover, fundamental changes in the relationships among the participants in the firm will be examined, as mergers and share issuances.
In addition to this, some issues of securities law will be explored, with the detection of the related framework. Ultimately, some considerations regarding the effects of the digital revolution onto corporate law and corporate mechanisms will be enquired.
The last part of the module will give account of the major intellectual property rights, with considerations regarding their functions and design (patents, trademarks, copyright). Ultimately some competition law issues will be dealt with.

Bibliografia e materiale didattico

I Module: insolvency law
- H. Eindemueller, Comparative corporate insolvency law, 2017, on www.ssrn.co;
- Veder and Mennens, Preventive restructuring frameworks, on https://insol.lexiq.nl/2019/08/27/preventive-restructuring-frameworks/

II Module:
Suggested book

1. Kraakman, J. Armour, P. Davies, L. Enriques, H. Hansmann, G. Hertig, K. Hopt, H. Kanda, M. Pargendler, W.-G. Ringe, E. Rock, The Anatomy of Corporate Law. A Comparative and Functional Approach, 3th. Ed., Oxford, 2017 (chapters 1-5; 8)

Essay

1. Bush, G. Ferrarini, A Banking Union for a Divided Europe. An Introduction, in D. Bush, G. Ferrarini (ed. by), European Banking Union, Oxford, 2015, 3 ss.
2. Armour, Making Bank Resolution Credible, European Corporate Governance Institute (ECGI) – Law Working Paper No. 244/2014.

European Commission's Papers

- European Commission, What is the Banking Union.
- European Commission, A Roadmap towards a Banking Union, Brussels, 12.9. 2012 COM(2012) 510 Final.
- European Commission, EU Banking Reform: Strong banks to support growth and restore confidence, Brussels, 23 November 2016 – Press release.
-European Commission, Communication on completing the Banking Union, Brussels, 11.10.2017 COM(2017) 592 final.
- European Commission, Commission calls for the completion of all parts of the Banking Union by 2018 – Press release, Brussels, 11 October 2017.
- European Commission, Completing the Banking Union by 2018 – Fact Sheet, Brussels 11 October 2017.

III Module

Suggested book

1. Kraakman, J. Armour, P. Davies, L. Enriques, H. Hansmann, G. Hertig, K. Hopt, H. Kanda, M. Pargendler, W.-G. Ringe, E. Rock, The Anatomy of Corporate Law. A Comparative and Functional Approach, 3th. Ed., Oxford, 2017 (Chapters 6-7; 9-10)

WIPO, Intellectual Property Handbook: Policy, Law and Use, 2008, online available at https://www.wipo.int/edocs/pubdocs/en/intproperty/489/wipo_pub_489.pdf, pp. 1-98

Other Materials

Slides

Indicazioni per non frequentanti
There are no differences among attending and not attending students.

Modalità d'esame
Oral test.

Note
For any doubts, it is possibile to contact the professot at lorenzo.benedetti@unifi.it

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