



# UNIVERSITÀ DI PISA

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## BUSINESS AND COMMERCIAL LAW

**DANIELE BUONCRISTIANI**

Anno accademico

2022/23

CdS

MANAGEMENT FOR BUSINESS AND  
ECONOMICS

Codice

375NN

CFU

12

Moduli	Settore/i	Tipo	Ore	Docente/i
BUSINESS AND COMMERCIAL LAW I	IUS/04	LEZIONI	42	DANIELE BUONCRISTIANI
BUSINESS AND COMMERCIAL LAW II	IUS/04	LEZIONI	42	DANIELE BUONCRISTIANI

### Obiettivi di apprendimento

#### *Conoscenze*

The course focuses on the regulation of the governance of the company. It will focus on the legal and non-legal mechanisms designed to minimise agency problems among the corporation's constituencies.

The course will look at corporate governance focusing on some of the most pressing topics: after a general introduction of the main features of corporations, the goal of corporate law and the major agency problems affecting corporations' governance, the lessons will deal with more specific corporate governance topics, including i) initiation and appointment strategies, ii) directors' relationships with shareholders and stakeholders; iii) directors' duties; iv) corporate opportunities and related party transactions;

The Course also aims at illustrating some basic principles of sectoral laws regarding businesses, as banking law, intellectual property law and competition law.

#### *Modalità di verifica delle conoscenze*

students' active participation is required during classes. The course envisages a mid-term exam for the evaluation of students' knowledge. Final oral exams will test students' ultimate knowledge.

#### *Capacità*

Students will acquire both theoretical and practical skills in order to understand the functioning and the regulation of businesses, both from an internal perspective (corporate governance; IP law) and an external perspective in the relationship with other businesses or entities (banking law; competition law).

#### *Modalità di verifica delle capacità*

These skills will be tested during the discussions which are raised in class and during the final oral exams.

#### *Comportamenti*

Students will acquire both theoretical and practical skills in order to understand the functioning and the regulation of businesses, both from an internal perspective (corporate governance; IP law) and an external perspective in the relationship with other businesses or entities (banking law; competition law).

#### *Modalità di verifica dei comportamenti*

These skills will be tested during the discussions which are raised in class and during the final oral exams.

#### *Prerequisiti (conoscenze iniziali)*

the prerequisite for the course is the passing of the exam of Private law.

#### *Programma (contenuti dell'insegnamento)*

The course reflects on governance mechanisms in light of the economic and business context in which corporations operate: it enquires the solutions given by corporate governance to corporations' organisational and coordination problems. Accordingly, the course enquires the various corporate governance strategies aimed at solving these demands and problems, moving from the structural differences between the



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European and American corporate governance models.

Accordingly, the course adopts an explicitly comparative approach drawing in particular on European and US corporate law, with the analysis of case studies drawn from continental European companies, in particular France, Italy and Germany.

the second module of the course deals with main principles of European banking law, European intellectual property law (patent, copyright, trademarks and property over information and data). Finally basic principles of European competition law are enquired (101 TFUE; 102 TFUE; merger procedures).

### Bibliografia e materiale didattico

The passing of the Principles of Law exam is mandatory for taking the BCL exam

For the purposes of the exam students are required to study on

- R. Kraakman-J. Armour, the Anatomy of Corporate Law, Oxford University Press, 2017
- Wipo, Intellectual Property Handbook, 2004, online available at [https://www.wipo.int/edocs/pubdocs/en/intproperty/489/wipo\\_pub\\_489.pdf](https://www.wipo.int/edocs/pubdocs/en/intproperty/489/wipo_pub_489.pdf) - pages 17-56 and 67-96.
- H. Eidenmüller, Comparative Corporate Insolvency Law, parr. I-III and X-XI (in brief); parr. IV-IX (hints) [European Corporate Governance Institute \(ECGI\) - Law Working Paper No. 319/2016](#), [Oxford Legal Studies Research Paper No. 30/2017](#) (<https://ssrn.com/abstract=2799863>)
- J. Armour et Al., Principles of Financial Regulation, Chap. 1, parr. 1.1-1.3 (in brief) ([https://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2526740](https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2526740))
- J. Armour, Making Bank Resolution Credible, parr. 1-2 (in brief) ([https://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2393998](https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2393998))
- slides (available at <https://elearning.ec.unipi.it/>)
- additional readings that will be defined during classes

### Modalità d'esame

Continuous testing of students' skills and knowledge is envisaged during classes through specific questions and during the final oral exams.

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