

COURSE DESCRIPTION

Academic year: 2023/2024	
University: Comenius University Bratislava	
Faculty: Faculty of Law	
Course ID: PraF.KOPHP/ENm17-3101/17	Course title: Company Law
Educational activities: Type of activities: lecture / seminar Number of hours: per week: 1 / 2 per level/semester: 14 / 28 Form of the course: on-site learning	
Number of credits: 3	
Recommended semester: 1.	
Educational level: II.	
Prerequisites:	
Course requirements: Continuous assessment: written outputs and participation in seminars - 60% Final assessment: written essay or case study - 40% Grading scale: A/1 = 91 – 100 %; B/1,5 = 81 – 90 %; C/2 = 73 – 80 %; D/2,5 = 66 – 72 %; E/3 = 60 – 65 %; FX = 0 – 59 %. During the examination, the students are allowed to use all available sources of legal information, especially legal provisions which are not commented, comments, the decisions of the highest courts, legal literature and legal databases.	
Learning outcomes: Students will be familiar with the topic of company law in context of the EU legislation. The goal is to cover the core issues of company law, starting from description of company as such and its formation, following the issues of financing and disclosure requirements. Moreover, the company law course will deal with fundamental changes in a company. Additionally, the course will cover the topic of enforcement of corporate law.	
Class syllabus: 1) Consolidation of knowledge of the company law in context of the EU legislation 2) Company law and legal basis of company – company law in general, harmonization process in the EU, types of business entities, main characteristics of the company 3) Formation of a company – incorporation procedure, constitutional documents, company registers 4) Management structure and directors’ duties and liability, decision-making, business judgment rule 5) Role of shareholders in companies, general meeting, scope of decisions, rights 6) Financing of a company – equity/debt financing, hybrid instruments 7) Accounting / financial statements / distribution of assets in companies 8) Fundamental changes in a company I – general description of merges and acquisitions, difference between asset deal and share deal, spin-offs / divisions 9) Fundamental changes in a company II – process of merger, contracts, decisions, key elements, potential disputes	

- 10) Fundamental changes in a company III – cross border conversions, selected judgments of the CJEU
 11) Enforcement of corporate law – actio pro socio, derivative actions, liability claims
 12) Development of writing skills and oral interaction / preparation of short written submissions during the semester / mastering oral interaction of students with tutors and class-mates
 13) Preparation of final assignment – case study or written assignment

Recommended literature:

- 1) DE LUCA, N. European Company Law. 2nd edition, Cambridge University Press, 2021.
 2) FERRAN, E. Company Law and Corporate Finance, Oxford University Press, 1999.
 3) SIEMS, M. – CABRELLI, D. (edited) Comparative Company Law: A Case-Based Approach. 2nd edition, Hart Publishing, 2018.
 4) FERRAN, E. – CHAN HO, L. Principles Corporate Finance. 2nd edition. Oxford University Press, 2014.
 5) KRAAKMAN, R. – J. ARMOUR, J. – DAVIES, P – ENRIQUES, L. – HANSMANN, H. – HERTIG, K. – HOPT, K. – KANDA, H. – PARGENDLER, M. – RINGE, W.-G. – ROCK, E. The Anatomy of Corporate Law: A Comparative and Functional Approach. 3rd Edition, Oxford University Press, 2017.
 6) DAVIES, P. – WORTHINGTON, S. – HARE, C. Principles of Modern Company Law. 11th edition, Sweet & Maxwell, 2021.
 7) HANNIGAN, B. Company Law. 6th Edition, Oxford University Press, 2021.
 8) DORRESTEIJN, A. F. M. – TEICHMANN, C. – WERLAUFF, E. – MONTEIRO, T. – POCHEP, N. European Corporate Law (European Company Law Series). 3rd edition, Kluwer Law International, 2017.
 9) VICARI, A. – SCHALL, A. Company Laws of the EU: A Handbook. Beck/Hart, 2020.

Languages necessary to complete the course:

English

Notes:

Past grade distribution

Total number of evaluated students: 108

A	ABS	B	C	D	E	FX
36,11	0,0	29,63	18,52	10,19	2,78	2,78

Lecturers: JUDr. Barbora Grambličková, PhD., LL.M., doc. Dr. Angelika Mašurová, PhD.

Last change: 26.04.2022

Approved by: