

COURSE DESCRIPTION

University: Comenius University in 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 = 61 – 65 %; FX = 0 – 60 %. 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, company name). 4) Financing of a company (equity/debt financing, hybrid instruments) 5) Disclosure (disclosure requirements). 6) Fundamental changes in a company (M&A, transfer of seat, liquidation). 7) Enforcement of corporate law (actio pro socio, derivative actions, action negatoria). 8) Development of writing skills and oral interaction. 9) Preparation of short written submissions during the semester. 10) Mastering oral interaction of students with tutors and class-mates. 11) Preparation of final assignment. 12) Case study or written assignment.	
Recommended literature:	

Kraakman – Armour – Davies – Enriques – Hansmann – Hertig – Hopt – Kanda – Rock (2009). The Anatomy of Corporate Law. A Comparative and Functional Approach. Second Edition. Oxford: Oxford University Press.
Gower – Davies (2012). Principles of Modern Company Law. Ninth Edition. Sweet & Maxwell
Ferran – Chan Ho (2013). Principles of Corporate Finance. Second Edition. Oxford : Oxford University Press.

Languages necessary to complete the course:

English

Notes:

Past grade distribution

Total number of evaluated students: 4

A	ABS	B	C	D	E	FX
50,0	0,0	0,0	25,0	25,0	0,0	0,0

Lecturers:

Last change: 21.01.2018

Approved by: