



## Degree in Economics Academic year 2015/16

### Company and business law (3th, 1th semester, 9 CFU)

**Name of the teacher: Prof. Aurelio Mirone**

Student receiving place: Palazzo delle scienze – C.so Italia, 55 - Catania

Email: aumirone@lex.unict.it

Student receiving timetable: Thursday, 12.00-13.00 (Department of Economics, 4th floor, room n. 1/a) - Wednesday, 10.00-11.00 am (Department of Law, 4th floor)

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<b>General Objectives of teaching in terms of expected results of learning</b>	<ol style="list-style-type: none"><li>1. Knowledge and understanding: this course allows students to learn Company and Business law so they could resolve questions of law interpretation;</li><li>2. Applying knowledge and understanding: the student thinks over legal rules and correct interpretation of it, so he is able to know the economics and social function of law;</li><li>3. Making judgments: the student can assess practical cases;</li><li>4. Communication skills: the student will be able to discuss his thesis with experts;</li><li>5. Learning skills: frontal lectures and individual studying allows students to achieve good level of understanding.</li></ol>
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<b>Pre- requisites</b>	Good level of knowledge of Private Law
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<b>Teaching organization/ methods</b>	Frontal lectures
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<b>Attendance</b>	Mandatory
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<b>Reference texts</b>	<ol style="list-style-type: none"><li>1. G. AULETTA - N. SALANITRO, Diritto Commerciale, a cura di A. MIRONE, Giuffrè, latest edition;</li><li>2. AA.VV., Diritto commerciale, a cura di M. CIAN, vol. II, Giappichelli, latest edition; <u>or</u> G.F. CAMPOBASSO, Diritto commerciale, vol II, Diritto delle società, Utet, latest edition.</li></ol> <p>It requires knowledge of the legal texts: should refer to legislative collection updated (eg., De Nova, Civil Code and related laws, latest edition).</p>
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<b>Evaluation</b>	<b>If provided, final term evaluation</b>	Final interview given to students who have attended lectures
	<b>Evaluation dates</b>	<a href="http://www.economia.unict.it/Didattica/Diario-esami">http://www.economia.unict.it/Didattica/Diario-esami</a>

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<b>Way of delivery</b>	web link and/or description, better in STUDIUM
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**Course syllabus**



#### First part (3 CFU)

- The entrepreneur; The entrepreneur notion; The small entrepreneur, the agricultural entrepreneur, the commercial entrepreneur; Legal publications, book-keeping entries and commercial representation; Competition; Partnerships and companies; Partnerships: the “società semplice”, “the società in nome collettivo”, “the società in accomandita semplice”.

Text title:

1) G. AULETTA - N.SALANITRO, Diritto Commerciale, paragraphs from 6 to 24 and from 36 to 66.

#### Second Part (3 CFU)

- The company limited by shares; Listed companies and financial markets; The limited liability company; The “società in accomandita per azioni”; Transformations, mergers and demergers of entities; Professional organization; Cooperative companies; Profit sharing agreement;

Texts title:

1) G. AULETTA - N. SALANITRO, Diritto Commerciale, paragraphs from 145 to 150.

moreover

2) AA.VV., Diritto commerciale, a cura di M. CIAN, vol. II, Giappichelli, 2014, sections from 3<sup>th</sup> to 6<sup>th</sup> and section number 8<sup>th</sup>; or G.F. CAMPOBASSO, Diritto commerciale, vol II, chapters from 4<sup>th</sup> to 18<sup>th</sup> and 20<sup>th</sup>.

#### Third part (3CFU)

- Bankruptcy and reorganization of insolvent firms;

Text title:

G. AULETTA-N. SALANITRO, Diritto Commerciale, paragraphs from 304 to 377.

**The § symbol indicates paragraphs, not pages**

#### **Indicative topic of lessons**

<b>Topics</b>	<b>Reference Text</b>
*1. L'imprenditore commerciale	<b>Text 1: § from 6 to 12</b>
*2. L'imprenditore commerciale (segue)	<b>Text 1: § from 13 to 20</b>
*3. L'imprenditore commerciale (segue)	<b>Text 1: § from 21 to 24, from 36 to 44</b>
*4. Impresa collettiva e impresa sociale. La società in genere.	<b>Text 1: § from 45 to 49</b>
*5. Le società semplici.	<b>Text 1: § from 50 to 55</b>



*6. Le società in nome collettivo.	Text 1: § from 56 to 62
*7. La s.a.s.	Text 1: § from 63 to 66
*8. La s.p.a.: principi, costituzione e modifiche	Text 2: § 45, 46
*9. La s.p.a.: capitale sociale e conferimenti	Text 2: § 47
*10. La s.p.a.: le azioni	Text 2: § 48, 49
*11. La s.p.a.: le azioni	Text 2: § 50, 51
*12. La s.p.a.: obbligazioni e strumenti finanziari	Text 2: § 52, 53
*13. La s.p.a.: l'assemblea	Text 2: § 54
*14. Le s.p.a.: gli amministratori	Text 2: § 55
*15. Le s.p.a.: i controlli	Text 2: § 56
*16. Le s.p.a.: sistemi alternativi e controllo giudiziario	Text 2: § 57, 58
*17. Le s.p.a.: il bilancio	Text 2: § 59
*18. La s.r.l.	Text 2: § 60, 61
*19. La s.r.l. e la s.a.p.a.	Text 2: § 62, 63
*20. La liquidazione	Text 2: § 64, 65
*21. I gruppi e i patrimoni destinati	Text 2: § 66, 67
*22. Trasformazioni	Text 2: § 70
*23. Fusioni e scissioni	Text 2: § 71, 72
*24. Le società professionali, le cooperative, le associazioni in partecipazione	Text 1: § from 145 to 150
*25. Il fallimento	Text 1: § from 304 to 314



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*26. Il fallimento: segue.	Text 1: § from 315 to 329
*27. Il fallimento: segue.	Text 1: § from 330 to 343
*28. Il fallimento: segue.	Text 1: § from 344 to 356
*29. La liquidazione coatta amministrativa. L'amministrazione straordinaria delle grandi imprese insolventi.	Text 1: § from 357 to 369
*30. Il concordato preventivo.	Text 1: § from 370 to 377

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### Typical/frequent questions

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- 1 L'imprenditore agricolo
  - 2 Il registro delle imprese
  - 3 L'esclusione del socio
  - 4 L'accomandante indiscreto
  - 5 I conferimenti in natura nelle s.p.a.
  - 6 La nullità delle s.p.a.
  - 7 L'invalidità delle delibere assembleari
  - 8 L'aumento del capitale sociale
  - 9 La responsabilità degli amministratori
  - 10 Il collegio sindacale: poteri e responsabilità
  - 11 Le decisioni dei soci di s.r.l.
  - 12 Il fallimento delle società
  - 13 La revocatoria fallimentare
  - 14 I contratti pendenti nel fallimento
  - 15 La liquidazione coatta amministrativa
  - 16 Il concordato preventivo
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**\* Mandatory topics to succeed in the exam**

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