



Title	Introduction to European Company Law
Lecturer(s): Contact email address:	Dominik Dworniczak, LL. M. Dominik.Dworniczak@eui.eu
Brief description	<p>The course unit "Introduction to European Company Law" is designed to familiarise students with the basic concepts and important debates in European Company Law. It starts by examining key harmonization instruments from a comparative perspective and covers different types of companies, their formation, functioning, and liquidation, as well as the main theoretical currents in corporate governance.</p> <p>The main aim of the course unit is to give students useful insights into European company law, enabling them to reflect on their own national laws. In other words, the objective is to provide participants with the tools to analyse their laws against the background of European company law and to critically discuss topics like corporate governance and modern management structures.</p>
Schedule	<p>Session 1: What is (European) Company Law? Basic notions of company law: company, shareholder, stakeholder, corporate governance. A general typology of companies. The role of comparative law in company law.</p> <p>Session 2: EU and Company law: the four freedoms (in particular, the freedom of establishment), the Treaty provisions, the role of the Court of Justice and fundamental rights.</p> <p>Session 3: The formation of different types of companies. A comparative outlook (France, Germany, Austria, Italy).</p> <p>Sessions 4-5: The structure of companies with the emphasis on public listed companies, limited liability companies. The role of board of directors</p>

	<p>and the shareholders' meeting. Protection of minorities.</p> <p>Session 6: Corporate restructurings: (cross-border) mergers, divisions and takeovers, transfers of seat.</p> <p>Session 7: Introduction to accounting, financial statements and disclosure duties with a focus on the reporting requirements. Creditor protection.</p> <p>Session 8: Liquidations (winding up) and conversions of companies.</p> <p>Session 9: <i>Societas Europea</i> and <i>Societas cooperativa Europaea</i> – an overview.</p> <p>Sessions 10-11: Theories of corporate governance. CSR and ESG. European Corporate Governance.</p> <p>Session 12: The final test</p>
<p>Materials/Recommended readings</p>	<p><u>Reading materials will be made online before each session.</u></p> <p>Recommended readings during the course:</p> <p>De Luca, N. (2021), <i>European Company Law</i>, 2nd eds., Cambridge University Press.</p> <p>Grundmann, S. (2011), <i>European Company Law, Organization, Finance and Capital Markets</i>, 2nd eds., Intersentia.</p> <p>Habersack, M., Verse, D. A. (2019), <i>Europäisches Gesellschaftsrecht</i>, 5th eds., Verlag CH Beck.</p> <p>Vicari, A. (2021), <i>European Corporate Law</i>, de Gruyter.</p> <p>For more ambitious:</p> <p>Afsharipour, A., Gelter, M. (2021), <i>Comparative Corporate Governance</i>, Edward Elgar Publishing.</p> <p>Siems, M. (2018), <i>Comparative Company Law: A Case-Based Approach</i>, 2nd eds., Hart Publishing.</p>

Assessment/Exam	<p>Final grade consists of 70% from the final test (30 single-choice questions) and 30% from a short assignment.</p> <p>The final test (during the last session) will consist of 30 single-choice question based on the course sessions.</p> <p>During the semester, there will be one <u>obligatory</u> written assignment (not more than 1000 words).</p>
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