



UNIVERSITÀ DEGLI STUDI DI PALERMO

DEPARTMENT	Giurisprudenza		
ACADEMIC YEAR	2016/2017		
MASTER'S DEGREE (MSC)	LAW		
SUBJECT	COMMERCIAL LAW I		
TYPE OF EDUCATIONAL ACTIVITY	B		
AMBIT	20006-Commercialistico		
CODE	02424		
SCIENTIFIC SECTOR(S)	IUS/04		
HEAD PROFESSOR(S)	STAGNO D'ALCONTRES ALBERTO	Professore Ordinario	Univ. di PALERMO
	MANGANO RENATO	Professore Ordinario	Univ. di PALERMO
	PERRINO MICHELE	Professore Ordinario	Univ. di PALERMO
OTHER PROFESSOR(S)			
CREDITS	9		
INDIVIDUAL STUDY (Hrs)	153		
COURSE ACTIVITY (Hrs)	72		
PROPAEDEUTICAL SUBJECTS	02431 - CONSTITUTIONAL LAW 04035 - ELEMENTS OF PRIVATE LAW		
MUTUALIZATION			
YEAR	2		
TERM (SEMESTER)	1° semester		
ATTENDANCE	Not mandatory		
EVALUATION	Out of 30		
TEACHER OFFICE HOURS	<p>MANGANO RENATO Wednesday 15:00 16:00 Polo universitario di Trapani, stanza del Presidente del Polo. Friday 10:00 12:00 Dipartimento di Giurisprudenza, via Maqueda, 172, sezione privatistica, stanza n. 43, piano 1°.</p> <p>PERRINO MICHELE Thursday 10:00 13:00 Dipartimento di Giurisprudenza - Sezione Diritto privato - Piano 1° - Stanza n. 12</p> <p>STAGNO D'ALCONTRES ALBERTO Monday 11:00 12:00 Dipartimento di Giurisprudenza, V. Maqueda 172, Sezione Diritto Privato, piano 1, stanza n. 5</p>		

PREREQUISITES	Knowledge of Private Law.
LEARNING OUTCOMES	<p>Knowledge and comprehension of the main topics of Commercial, Business and Company Law.</p> <p>Ability to:</p> <ul style="list-style-type: none"> - identify issues of Enterprise Law, select relative rules, define the dominant interpretative framework and give solutions to theoretical and practical problems; - formulate original solutions to the problems identified, with a capacity of orientation among doctrine and courts solutions, showing ability to select and most appropriate solution processing, with an adequate case by case approach; - Express orally and in writing about topics of Commercial, Business and Company Law, with ability for orderly processing; - Increase the learning capacity necessary for preparing written dissertations and being admitted to exercise of legal professions.
ASSESSMENT METHODS	<p>Oral Final exam - Grades on a scale between 18 and 30 cum laude.</p> <p>The exam consists of an interview aimed at ascertaining the level of knowledge of the topics in the syllabus, the level of command in the specialized language and the ability of the candidate to develop a reasoning aimed at the application of theoretical knowledge to specific cases in order to argue and possible solutions.</p> <p>The interview consists of a minimum of four questions.</p> <p>The evaluation will take place 'in conformity' to the following evaluation grid:</p> <ul style="list-style-type: none"> -Excellent 30 -30 cul laude: good knowledge of the topics, excellent property 'language,excellent capacity of analysis ; the student is 'able to apply theoretical knowledge to real cases which are proposed to be analysed. He/she is also able to properly argue possible solution, including multiple alternatives; - Very good 26-29: good knowledge of the topics, good properties 'of language, good capacity' analytical; tthe student is 'able to apply theoretical knowledge to real cases which are proposed to be analysed. The students is able to adequately apply theoretical knowledge to real cases which are proposed to be analysed; - Good 24-25: Basic knowledge of the main topics, good property of language, the student shows limited ability' to apply theoretical knowledge to real cases which are proposed to be analyzed; -Satisfactory 21-23: the student does not show that complete command of the main teaching topics, although showing to know the basic knowledges; he/she shows satisfactory property of language albeit with a poor ability' to adequately apply theoretical knowledge to real cases which are proposed to be analyzed; - Sufficient 18-20: minimal knowledge of the main teaching and technical language issues, limited or no capacxty to adequately apply theoretical knowledge to real cases which are proposed to be analyzed; - Insufficient outcome: the student does not have an acceptable knowledge of the contents of the various topics on the agenda. <p>During the first semester n. 1 written test in progress, on voluntary basis, is scheduled.</p> <p>The test, consisting in three open questions, is devoted to offer the student an opportunity to do a preliminary check up of his/her overall understanding and knowledge of the syllabus as well as to test the ability' to apply theoretical knowledge to the solution of concrete cases.</p> <p>The assessment of the evidence does not mean the final examination and is given a choice: Positive Rating / negative judgment.</p>
EDUCATIONAL OBJECTIVES	<p>The course aims at providing students of knowledge, expertise and skills which are necessary to:</p> <ul style="list-style-type: none"> - carry out the practice which is required to apply for the examinations/selections to become a business lawyer, a public notary, or a judge appointed to Courts specialized in business law; - continue to study business law, in order to apply for a PhD course or a Master degree course, even abroad, in the same field; - apply for registration as an Advisor in intellectual property; - more broadly, to pass any examination and selection where knowledge and expertise in business law is required and which aims at allowing the candidate to carry out professional activities in business law. <p>For such a purpose, any student attending the course should be able to:</p> <ul style="list-style-type: none"> - interpret, systematize and allocate in the correct rank of the sources of law any legal text, even very recent, concerning the private law regulation on firms; - read and systematize any court decision, of any court and level, in order to extract its statement and to compare this with that of previous case law; - present and discuss with a critical and reflective approach the most important issues of commercial and business law; - update his kwnledge, also by means of IT facilities; - produce legal textes in the field of business law, at basic level, such as contracts, companies memoranda and articles, procedural documents.
TEACHING METHODS	Lectures.

SUGGESTED BIBLIOGRAPHY	<p>Testi consigliati I temi oggetto del programma possono essere studiati su qualunque manuale di diritto commerciale aggiornato, purché scelto tra quelli destinati all'uso del corso di laurea magistrale in Giurisprudenza.</p> <p>Si segnalano tuttavia per la chiarezza espositiva:</p> <p>G. F. CAMPOBASSO, DIRITTO COMMERCIALE. 1. IMPRESA, UTET, TORINO, ULTIMA EDIZIONE (a cura di MARIO CAMPOBASSO), ad eccezione dei capitoli riguardanti le opere d'ingegno e le invenzioni industriali, la normativa antimonopolistica, il gruppo europeo di interesse economico, le associazioni temporanee di imprese, le reti di imprese) e, in aggiunta,</p> <p>G. F. CAMPOBASSO, DIRITTO COMMERCIALE. 2. DIRITTO DELLE SOCIETA, UTET, TORINO, ULTIMA EDIZIONE (a cura di MARIO CAMPOBASSO) . La parte relativa alle società in generale e alle società di persone può essere studiata con profitto da A. STAGNO D'ALCONTRES-N. DE LUCA, LE SOCIETA', I, LE SOCIETA' IN GENERALE, LE SOCIETA DI PERSONE, GIAPPICHELLI, TORINO, 2015. La parte relativa alle società di capitali, per chi dovesse sostenere l'esame dal 2017 in poi, può essere studiata da A. STAGNO D'ALCONTRES-N. DE LUCA, LE SOCIETA', II, LE SOCIETA' DI CAPITALI, GIAPPICHELLI, TORINO, di prossima pubblicazione. e, in aggiunta,</p> <p>G. F. CAMPOBASSO, DIRITTO COMMERCIALE. 3. CONTRATTI, TITOLI DI CREDITO, PROCEDURE CONCORDI, ULTIMA EDIZIONE (a cura di MARIO CAMPOBASSO), con esclusione di tutta la parte prima relativa ai contratti.</p>
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SYLLABUS

Hrs	Frontal teaching
6	Company Law. General rules.
10	Unlimited Companies.
34	Public limited Company
10	Limited liability company
2	Partnership limited by shares
10	Not for profit corporations.

PREREQUISITES	Knowledge of Private Law
LEARNING OUTCOMES	<p>Knowledge and comprehension of the main topics of Commercial, Business and Company Law.</p> <p>Ability to:</p> <ul style="list-style-type: none"> - identify issues of Enterprise Law, select relative rules, define the dominant interpretative framework and give solutions to theoretical and practical problems; - formulate original solutions to the problems identified, with a capacity of orientation among doctrine and courts solutions, showing ability to select and most appropriate solution processing, with an adequate case by case approach; - Express orally and in writing about topics of Commercial, Business and Company Law, with ability for orderly processing; - Increase the learning capacity necessary for preparing written dissertations and being admitted to exercise of legal professions.
ASSESSMENT METHODS	<p>Oral Final exam - Grades on a scale between 18 and 30 cum laude.</p> <p>The exam consists of an interview aimed at ascertaining the level of knowledge of the topics in the syllabus, the level of command in the specialized language and the ability of the candidate to develop a reasoning aimed at the application of theoretical knowledge to specific cases in order to argue and demonstrate possible solutions.</p> <p>The interview consists of a minimum of four questions.</p> <p>The evaluation will take place in conformity to the following evaluation grid:</p> <ul style="list-style-type: none"> -Excellent 30-30 cum laude: good knowledge of the topics, excellent property language, excellent capacity of analysis ; the student is able to apply theoretical knowledge to real cases which are proposed to be analysed. He/she is also able to properly argue possible solutions, including multiple alternatives; - Very good 26-29: good knowledge of the topics, good properties of language, good capacity analytical; the student is able to apply theoretical knowledge to real cases which are proposed to be analysed; - Good 24-25: basic knowledge of the main topics, good property of language, the student shows limited ability to apply theoretical knowledge to real cases which are proposed to be analyzed; -Satisfactory 21-23: the student does not show that complete command of the main teaching topics, although showing to know the basic knowledges; he/she shows satisfactory property of language albeit with a poor ability to adequately apply theoretical knowledge to real cases which are proposed to be analyzed; - Sufficient 18-20: minimal knowledge of the main teaching and technical language issues, limited or no capacity to adequately apply theoretical knowledge to real cases which are proposed to be analyzed; - Insufficient outcome: the student does not have an acceptable knowledge of the contents of the various topics on the agenda. <p>During the first semester n. 1 written test in progress, on voluntary basis, is scheduled.</p> <p>The test, consisting in open questions, is devoted to offer the student an opportunity to do a preliminary check up of his/her overall understanding and knowledge of the syllabus as well as to test the ability to apply theoretical knowledge to the solution of concrete cases.</p> <p>The assessment of the evidence does not mean the final examination and is given a choice: Positive Rating / negative judgment.</p>
EDUCATIONAL OBJECTIVES	<p>The course aims at providing students of knowledge, expertise and skills which are necessary to:</p> <ul style="list-style-type: none"> - carry out the practice which is required to apply for the examinations/selections to become a business lawyer, a public notary, or a judge appointed to Courts specialized in business law; - continue to study business law, in order to apply for a PhD course or a Master degree course, even abroad, in the same field; - apply for registration as an Advisor in intellectual property; - more broadly, to pass any examination and selection where knowledge and expertise in business law is required and which aims at allowing the candidate to carry out professional activities in business law. <p>For such a purpose, any student attending the course should be able to:</p> <ul style="list-style-type: none"> - interpret, systematize and allocate in the correct rank of the sources of law any legal text, even very recent, concerning the private law regulation on firms; - read and systematize any court decision, of any court and level, in order to extract its statement and to compare this with that of previous case law; - present and discuss with a critical and reflective approach the most important issues of commercial and business law; - update his knowledge, also by means of IT facilities; - produce legal texts in the field of business law, at basic level, such as contracts, companies memoranda and articles, procedural documents.
TEACHING METHODS	Lectures, trainings, seminars
SUGGESTED BIBLIOGRAPHY	G.F.CAMPOBASSO, <i>Diritto commerciale</i> , 3 volumi, Torino, Utet, ultima edizione in commercio (sole parti relative agli argomenti oggetto del programma del corso)

	<p>oppure G.FERRI, Manuale di diritto commerciale, Torino, Utet, ultima edizione (a cura di C.Angelici e G.B.Ferri) in commercio (sole parti relative agli argomenti oggetto del programma del corso).</p> <p>oppure entrambi i seguenti 2 volumi: - AA.VV. (ABRIANI E AL.), Diritto delle imprese. Manuale breve, Milano, Giuffre, ultima edizione in commercio (sole parti relative agli argomenti oggetto del programma del corso) - AA.VV. (ABRIANI E AL.), Diritto delle societa. Manuale breve, Milano, Giuffre, ultima edizione in commercio</p> <p>oppure G.PRESTI-M.RESCIGNO, Corso di diritto commerciale, vol. I, Impresa-Contratti-Titoli di credito-Fallimento, Bologna, Zanichelli, ultima edizione disponibile (sole parti relative agli argomenti oggetto del programma del corso) piu ASSOCIAZIONE PREITE, Il diritto delle societa, a cura di G.Olivieri, G.Presti, F.Vella, Bologna, Il Mulino, ultima edizione disponibile (con esclusione del cap. XXIII) o, in alternativa al volume dell'ASSOCIAZIONE PREITE, G.PRESTI-M.RESCIGNO, Corso di diritto commerciale, vol. II, Societa, Bologna, Zanichelli, ultima edizione disponibile.</p>
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SYLLABUS

Hrs	Frontal teaching
6	Introduction to and History of Commercial, Business and Company Law
18	Entrepreneur. Models and Rules
6	Asset and Business
12	Partnerships
20	Limited Companies
4	Cooperative Companies
10	Insolvency and Insolvency Procedures
6	Financial Instruments

PREREQUISITES	Knowledge of Private Law.
LEARNING OUTCOMES	<p>Knowledge and comprehension of the main topics of Commercial, Business and Company Law.</p> <p>Ability to:</p> <ul style="list-style-type: none"> - identify issues of Enterprise Law, select relative rules, define the dominant interpretive framework and give solutions to theoretical and practical problems; - formulate original solutions to the problems identified, with a capacity of orientation among doctrine and courts solutions, showing ability to select and most appropriate solution processing, with an adequate case by case approach; - Express orally and in writing about topics of Commercial, Business and Company Law, with ability for orderly processing; - Increase the learning capacity necessary for preparing written dissertations and being admitted to exercise of legal professions.
ASSESSMENT METHODS	<p>Oral Final exam - Grades on a scale between 18 and 30 cum laude.</p> <p>The exam consists of an interview aimed at ascertaining the level of knowledge of the topics in the syllabus, the level of command in the specialized language and the ability of the candidate to develop a reasoning aimed at the application of theoretical knowledge to specific cases in order to argue and possible solutions.</p> <p>The interview consists of a minimum of four questions.</p> <p>The evaluation will take place 'in conformity' to the following evaluation grid:</p> <ul style="list-style-type: none"> -Excellent 30 -30 cul laude: good knowledge of the topics, excellent property 'language,excellent capacity of analysis ; the student is 'able to apply theoretical knowledge to real cases which are proposed to be analysed. He/she is also able to properly argue possible solution, including multiple alternatives; - Very good 26-29: good knowledge of the topics, good properties 'of language, good capacity' analytical; tthe student is 'able to apply theoretical knowledge to real cases which are proposed to be analysed. The students is able to adequately apply theoretical knowledge to real cases which are proposed to be analysed; - Good 24-25: Basic knowledge of the main topics, good property of language, the student shows limited ability' to apply theoretical knowledge to real cases which are proposed to be analyzed; -Satisfactory 21-23: the student does not show that complete command of the main teaching topics, although showing to know the basic knowledges; he/she shows satisfactory property of language albeit with a poor ability' to adequately apply theoretical knowledge to real cases which are proposed to be analyzed; - Sufficient 18-20: minimal knowledge of the main teaching and technical language issues, limited or no capacxty to adequately apply theoretical knowledge to real cases which are proposed to be analyzed; - Insufficient outcome: the student does not have an acceptable knowledge of the contents of the various topics on the agenda. <p>During the first semester n. 1 written test in progress, on voluntary basis, is scheduled.</p> <p>The test, consisting in three open questions, is devoted to offer the stuudent an opportunity to do a preliminary check up of his/her overall understanding and knowledge of the syllabus as well as to test the ability' to apply theoretical knowledge to the solution of concrete cases.</p> <p>The assessment of the evidence does not mean the final examination and is given a choice: Positive Rating / negative judgment.</p>
EDUCATIONAL OBJECTIVES	<p>The course aims at providing to students knowledge, expertise and skills which are necessary to:</p> <ul style="list-style-type: none"> - carry out the practice which is required to apply for the examinations/selections provided to become a business lawyer, a public notary, or a judge appointed in the Courts specialized in business law; - continue to study business law, in order to apply for a PhD course or a Master degree course, even abroad, in the same field; - apply for a registration as an Advisor in intellectual property; - more in general, to pass any examination and selection where knowledge and expertise in business law is required and which aims at allowing the candidate to carry out professional activities in business law. <p>For such a purpose, any student attending the course should be able to:</p> <ul style="list-style-type: none"> - interpret, systematize and allocate in the correct rank of the sources of law any legal text, even very recent, concerning the private law regulation on firms; - read and systematize any court decision, of any court and level, in order to extract its statement and to compare this with that of previous case law; - present and discuss by a critical and reflective thinking most important issues of commercial and business law; - update his kwnledge, also by means of IT facilities; - produce legal textes in the field of business law, at basic level, such as contracts, companies memoranda and articles, procedural documents.
TEACHING METHODS	Lectures.

SUGGESTED BIBLIOGRAPHY	G.F. CAMPOBASSO, Diritto commerciale, Utet, Torino, voll. 1, 2 e 3 (quest'ultimo limitatamente alla parte relativa alle procedure concorsuali), ultima edizione.
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SYLLABUS

Hrs	Frontal teaching
10	Entrepreneur.
10	Business.
10	Assets.
12	Insolvency and insolvency proceedings.
30	Companies.