



UNIVERSITÀ DEGLI STUDI DI PALERMO

DEPARTMENT	Giurisprudenza		
ACADEMIC YEAR	2019/2020		
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)	<div> <div>STAGNO</div> <div>D'ALCONTRES</div> <div>ALBERTO</div> </div> <div>Professore Ordinario</div> <div>Univ. di PALERMO</div>		
	<div> <div>MANGANO RENATO</div> <div>PERRINO MICHELE</div> </div> <div>Professore Ordinario</div> <div>Univ. di PALERMO</div>		
OTHER PROFESSOR(S)			
CREDITS	9		
INDIVIDUAL STUDY (Hrs)	153		
COURSE ACTIVITY (Hrs)	72		
PROPAEDEUTICAL SUBJECTS	04035 - ELEMENTS OF PRIVATE LAW 02432 - CONSTITUTIONAL LAW - INTEGRATED COURSE		
MUTUALIZATION			
YEAR	2		
TERM (SEMESTER)	1° semester		
ATTENDANCE	Not mandatory		
EVALUATION	Out of 30		
TEACHER OFFICE HOURS	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°. PERRINO MICHELE Thursday 10:00 13:00 Dipartimento di Giurisprudenza - Sezione Diritto privato - Piano 1° - Stanza n. 12 STAGNO D'ALCONTRES ALBERTO Monday 11:00 12:00 Dipartimento di Giurisprudenza, V. Maqueda 172, Sezione Diritto Privato, piano 1, stanza n. 5		

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 student's assessment is based on an oral exam, which consists of an interview on questions related to topics object of the programme of the course. Questions are aimed to ascertain the achievement by students of learning outcomes. In particular, are aimed to ascertain: 1) level and quality of knowledge; 2) ability to explain legal concepts and to connect them; 3) possession of an adequate capacity of communication and of technical-juridical language.</p> <p>The assessment will take place in conformity to the following grid</p> <ul style="list-style-type: none"> - Excellent 30- 30 cum laude: excellent knowledge of topics object of the programme, excellent property language, excellent capacity of analysis, full ability to apply theoretical knowledge to real cases - Very good 26-29: good knowledge of topics and of general legal concept of the matter; fully property of language, very good ability to apply theoretical knowledge to solve questions proposed. - Good 24-25: good knowledge of main topics, good property of language, with limited ability to apply autonomously theoretical knowledge to the solution of questions proposed. - Satisfactory 21-23: more than sufficient mastery of main topics and property language; poor ability to apply autonomously knowledge. - Sufficient 18-20: minimum basic knowledge of general concepts and technical language; minimum ability to autonomously apply knowledge. - Insufficient: does not have minimum basic knowledge of the notions of the matter. <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 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 and seminars.
SUGGESTED BIBLIOGRAPHY	<p>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)</p> <p>e</p> <p>A. STAGNO D'ALCONTRES-N. DE LUCA, LE SOCIETA', I, LE SOCIETA' IN GENERALE, LE SOCIETA DI PERSONE, GIAPPICHELLI, TORINO, 2015,</p> <p>e</p> <p>A. STAGNO D'ALCONTRES-N. DE LUCA, LE SOCIETA', II, LE SOCIETA' DI CAPITALI, GIAPPICHELLI, TORINO, 2017;</p> <p>e, in aggiunta,</p> <p>G. F. CAMPOBASSO, DIRITTO COMMERCIALE.. 2, LE SOCIETA, Ultima edizione (a cura di Mario Campobasso), solo i capitoli 19 e 20.</p> <p>ed infine</p> <p>G. F. CAMPOBASSO, DIRITTO COMMERCIALE. 3. CONTRATTI, TITOLI DI CREDITO, PROCEDURE CONCORSUALI, ULTIMA EDIZIONE (a cura di MARIO CAMPOBASSO), con esclusione di tutta la parte prima relativa ai contratti.</p> <p>La conoscenza del nuovo Codice della Crisi d'impresa (D.Lgs. 12 gennaio 2019, n. 14) non sara' oggetto d'esame sino alla completa entrata in vigore dello stesso (agosto 2020).</p> <p>Nel corso dell'anno accademico saranno organizzati seminari di approfondimento sulle principali novita' introdotte in tema di crisi ed insolvenza.</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.
Hrs	Practice
20	Enterprise and assets. By Alessandro Carducci Artenisio
10	Regulation of issuers of shares admitted for listing on a regulated market or widely distributed among the public. By dott. Elisabetta Sorci

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 student's assessment is based on an oral exam, which consists of an interview on questions related to topics object of the programme of the course. Questions are aimed to ascertain the achievement by students of learning outcomes. In particular, are aimed to ascertain: 1) level and quality of knowledge; 2) ability to explain legal concepts and to connect them; 3) possession of an adequate capacity of communication and of technical-juridical language.</p> <p>The assessment will take place in conformity to the following grid</p> <ul style="list-style-type: none"> - Excellent 30- 30 cum laude: excellent knowledge of topics object of the programme, excellent property language, excellent capacity of analysis, full ability to apply theoretical knowledge to real cases - Very good 26-29: good knowledge of topics and of general legal concept of the matter; fully property of language, very good ability to apply theoretical knowledge to solve questions proposed. - Good 24-25: good knowledge of main topics, good property of language, with limited ability to apply autonomously theoretical knowledge to the solution of questions proposed. - Satisfactory 21-23: more than sufficient mastery of main topics and property language; poor ability to apply autonomously knowledge. - Sufficient 18-20: minimum basic knowledge of general concepts and technical language; minimum ability to autonomously apply knowledge. - Insufficient: does not have minimum basic knowledge of the notions of the matter. <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 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	<p>G.F.CAMPOBASSO, Diritto commerciale, 1° e 2° volume, Torino, Utet, ultima edizione in commercio (sole parti relative agli argomenti oggetto del programma del corso)</p> <p>oppure</p> <p>G.FERRI, Manuale di diritto commerciale, Torino, Utet, ultima edizione (a cura</p>

	<p>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:</p> <ul style="list-style-type: none"> - 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 società. Manuale breve, Milano, Giuffre, ultima edizione in commercio <p>oppure</p> <p>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)</p> <p>più</p> <p>ASSOCIAZIONE PREITE, Il diritto delle società, a cura di G.Olivieri, G.Presti, F.Vella, Bologna, Il Mulino, ultima edizione disponibile (con esclusione del cap. XXIII)</p> <p>o, in alternativa al volume dell'ASSOCIAZIONE PREITE,</p> <p>G.PRESTI-M.RESCIGNO, Corso di diritto commerciale, vol. II, Società, Bologna, Zanichelli, ultima edizione disponibile.</p>
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SYLLABUS

Hrs	Frontal teaching
4	Introduction to and History of Commercial, Business and Company Law
8	Entrepreneur. Models and Rules
4	Asset and Business
4	Trade Marks
4	Copyright. Patents
18	Competition Law. Unfair Commercial Practices. Antitrust
2	Business Associations
8	Partnerships
14	Limited Companies
4	Cooperative Companies
2	Transformation, Merger and Division of Companies

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TEACHING METHODS	Lectures, trainings, seminars.
SUGGESTED BIBLIOGRAPHY	<p>G.F. CAMPOBASSO, Diritto commerciale, Utet, Torino, voll. 1, 2 e 3 (quest'ultimo limitatamente alla parte relativa alle procedure concorsuali), ultima edizione. In ogni caso, in sede di esame la conoscenza del recentissimo "Codice della crisi d'impresa e dell'insolvenza" (Decreto Legislativo 12 gennaio 2019, n. 14), per quanto apprezzata, non e' considerata necessaria.</p>

SYLLABUS

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