



# UNIVERSITÀ DEGLI STUDI DI PALERMO

<b>DEPARTMENT</b>	Giurisprudenza
<b>ACADEMIC YEAR</b>	2022/2023
<b>MASTER'S DEGREE (MSC)</b>	LAW
<b>SUBJECT</b>	COMMERCIAL LAW I
<b>TYPE OF EDUCATIONAL ACTIVITY</b>	B
<b>AMBIT</b>	20006-Commercialistico
<b>CODE</b>	02424
<b>SCIENTIFIC SECTOR(S)</b>	IUS/04
<b>HEAD PROFESSOR(S)</b>	MANGANO RENATO      Professore Ordinario      Univ. di PALERMO GARILLI CHIARA      Professore Ordinario      Univ. di PALERMO PERRINO MICHELE      Professore Ordinario      Univ. di PALERMO
<b>OTHER PROFESSOR(S)</b>	
<b>CREDITS</b>	9
<b>INDIVIDUAL STUDY (Hrs)</b>	153
<b>COURSE ACTIVITY (Hrs)</b>	72
<b>PROPAEDEUTICAL SUBJECTS</b>	04035 - ELEMENTS OF PRIVATE LAW 02432 - CONSTITUTIONAL LAW - INTEGRATED COURSE
<b>MUTUALIZATION</b>	
<b>YEAR</b>	2
<b>TERM (SEMESTER)</b>	1° semester
<b>ATTENDANCE</b>	Not mandatory
<b>EVALUATION</b>	Out of 30
<b>TEACHER OFFICE HOURS</b>	<b>GARILLI CHIARA</b> Thursday 10:00 12:00 Il ricevimento verra svolto presso la stanza del docente (Via Maqueda, 324, piano I) oppure sulla piattaforma Microsoft Teams, previa prenotazione per e-mail (chiara.garilli@unipa.it). Meetings with students must be requested and confirmed via e-mail (chiara.garilli@unipa.it); meetings will be held in person at my office (Via Maqueda, 324, first floor) or on Microsoft Teams platform. <b>MANGANO RENATO</b> 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°. <b>PERRINO MICHELE</b> Thursday 10:00 13:00 Dipartimento di Giurisprudenza - Sezione Diritto privato - Piano I° - Stanza n. 12

DOCENTE: Prof. MICHELE PERRINO- *Lettere A-E*

<b>PREREQUISITES</b>	Knowledge of Private Law
<b>LEARNING OUTCOMES</b>	<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"><li>- identify issues of Commercial, Business and Company Law, select relative rules, define the dominant interpretative framework and give solutions to theoretical and practical problems;</li><li>- formulate original solutions of the identified problems, with a capacity of orientation among doctrine and courts solutions, showing ability to select the most appropriate solution processing, with an adequate case by case approach;</li><li>- express orally and in writing about topics of Commercial, Business and Company Law, with ability for orderly processing;</li><li>- increase the learning capacity necessary for preparing written dissertations and being admitted to legal professions.</li></ul>
<b>ASSESSMENT METHODS</b>	<p>Oral and/or written Final exam - Grades on a scale between 18 and 30 cum laude.</p> <p>The student's assessment will rely on an oral or written exam, which consists of an interview on questions related to topics object of the syllabus of the course. Questions will aim for ascertaining the achievement by students of learning outcomes. In particular: 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-judicial language.</p> <p>The assessment will take place in conformity to the following grid:</p> <ul style="list-style-type: none"><li>- 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</li><li>- Very good 26-29: good knowledge of topics and of general legal concept of the matter; full property of language, very good ability to apply theoretical knowledge to solve questions proposed.</li><li>- Good 24-25: good knowledge of main topics, good property of language, with limited ability to apply autonomously theoretical knowledge to the solution of the proposed questions.</li><li>- Satisfactory 21-23: more than sufficient mastery of main topics and property language; poor ability to apply autonomously knowledge.</li><li>- Sufficient 18-20: minimum basic knowledge of general concepts and technical language; minimum ability to apply autonomously the acquired knowledge.</li><li>- Insufficient: less than minimum basic knowledge of the notions of the matter.</li></ul> <p>During the first semester: one written test in progress, on voluntary basis, is scheduled.</p> <p>The test, consisting in thirty questions, will be direct 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 will average with the final examination vote, with exemption of corresponding topics; except for waiver by the student that prefers to take the final exam on the entire syllabus.</p>
<b>EDUCATIONAL OBJECTIVES</b>	<p>The course aims at providing students of knowledge, expertise and skills that are necessary to:</p> <ul style="list-style-type: none"><li>- 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;</li><li>- continue to study business law, in order to apply for a PhD course or a Master degree course, even abroad, in the same field;</li><li>- apply for registration as an Advisor in intellectual property;</li><li>- 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.</li></ul> <p>For such a purpose, any student attending the course should be able to:</p> <ul style="list-style-type: none"><li>- 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;</li><li>- 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;</li><li>- present and discuss with a critical and reflective approach the most important issues of commercial and business law;</li><li>- update his knowledge, also by means of IT facilities;</li><li>- produce legal textes in the field of business law, at basic level, such as contracts, companies memoranda and articles, procedural documents.</li></ul>
<b>TEACHING METHODS</b>	Lectures, oral or written trainings, seminars
<b>SUGGESTED BIBLIOGRAPHY</b>	<p>G.F.CAMPOBASSO, Diritto commerciale, 1° e 2° volume, Torino, Utet, ultima edizione in commercio oppure G.FERRI, Manuale di diritto commerciale, Torino, Utet, ultima edizione (a cura di C.Angelici e G.B.Ferri) in commercio (parti relative agli argomenti oggetto del</p>

	<p>programma del corso).</p> <p>oppure</p> <p>G.PRESTI-M.RESCIGNO, Corso di diritto commerciale, Bologna, Zanichelli, ultima edizione disponibile (Lezioni I-V; XVIII-XXXVI)</p> <p>oppure</p> <p>AA.VV., Diritto commerciale, a cura di M.Cian, Torino, Giappichelli, ultima edizione in commercio, volume I.Diritto dell'impresa</p> <p>AA.VV., Diritto commerciale, a cura di M.Cian, Torino, Giappichelli, ultima edizione in commercio, volume III.Diritto delle società</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 Practises. Antitrust
2	Business Associations
8	Partnerships
14	Limited Companies
4	Cooperative Companies
2	Transformation, Merger and Division of Companies

<b>PREREQUISITES</b>	Knowledge of Private Law.
<b>LEARNING OUTCOMES</b>	<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"> <li>- identify issues of Enterprise Law, select relative rules, define the dominant interpretative framework and give solutions to theoretical and practical problems;</li> <li>- 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;</li> <li>- Express orally and in writing about topics of Commercial, Business and Company Law, with ability for orderly processing;</li> <li>- Increase the learning capacity necessary for preparing written dissertations and being admitted to exercise of legal professions.</li> </ul>
<b>ASSESSMENT METHODS</b>	<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-judicial language.</p> <p>The assessment will take place in conformity to the following grid</p> <ul style="list-style-type: none"> <li>- 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</li> <li>- 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.</li> <li>- 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.</li> <li>- Satisfactory 21-23: more than sufficient mastery of main topics and property language; poor ability to apply autonomously knowledge.</li> <li>- Sufficient 18-20: minimum basic knowledge of general concepts and technical language; minimum ability to autonomously apply knowledge.</li> <li>- Insufficient: does not have minimum basic knowledge of the notions of the matter.</li> </ul> <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>
<b>EDUCATIONAL OBJECTIVES</b>	<p>The course aims at providing students of knowledge, expertise and skills which are necessary to:</p> <ul style="list-style-type: none"> <li>- 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;</li> <li>- continue to study business law, in order to apply for a PhD course or a Master degree course, even abroad, in the same field;</li> <li>- apply for registration as an Advisor in intellectual property;</li> <li>- 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.</li> </ul> <p>For such a purpose, any student attending the course should be able to:</p> <ul style="list-style-type: none"> <li>- 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;</li> <li>- 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;</li> <li>- present and discuss with a critical and reflective approach the most important issues of commercial and business law;</li> <li>- update his knowledge, also by means of IT facilities;</li> <li>- produce legal texts in the field of business law, at basic level, such as contracts, companies memoranda and articles, procedural documents.</li> </ul>
<b>TEACHING METHODS</b>	Lectures, trainings, seminars.
<b>SUGGESTED BIBLIOGRAPHY</b>	G.F. CAMPOBASSO, <i>Diritto commerciale</i> , 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 recente "Codice della crisi d'impresa e dell'insolvenza" (Decreto Legislativo 12 gennaio 2019, n. 14), per quanto apprezzata, non e' considerata necessaria.

## SYLLABUS

<b>Hrs</b>	<b>Frontal teaching</b>
10	Entrepreneur.
10	Business.
10	Assets.
12	Insolvency and insolvency proceedings.
30	Companies.

DOCENTE: Prof.ssa CHIARA GARILLI- *Lettere F-N*

<b>PREREQUISITES</b>	Knowledge of Private Law.
<b>LEARNING OUTCOMES</b>	<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"><li>- identify issues of Enterprise Law, select relative rules, define the dominant interpretative framework and give solutions to theoretical and practical problems;</li><li>- 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;</li><li>- Express orally and in writing about topics of Commercial, Business and Company Law, with ability for orderly processing;</li><li>- Increase the learning capacity necessary for preparing written dissertations and being admitted to exercise of legal professions.</li></ul>
<b>ASSESSMENT METHODS</b>	<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-judicial language.</p> <p>The assessment will take place in conformity to the following grid</p> <ul style="list-style-type: none"><li>- 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</li><li>- 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.</li><li>- 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.</li><li>- Satisfactory 21-23: more than sufficient mastery of main topics and property language; poor ability to apply autonomously knowledge.</li><li>- Sufficient 18-20: minimum basic knowledge of general concepts and technical language; minimum ability to autonomously apply knowledge.</li><li>- Insufficient: does not have minimum basic knowledge of the notions of the matter.</li></ul> <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>
<b>EDUCATIONAL OBJECTIVES</b>	<p>The course aims at providing students of knowledge, expertise and skills which are necessary to:</p> <ul style="list-style-type: none"><li>- 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;</li><li>- continue to study business law, in order to apply for a PhD course or a Master degree course, even abroad, in the same field;</li><li>- apply for registration as an Advisor in intellectual property;</li><li>- 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.</li></ul> <p>For such a purpose, any student attending the course should be able to:</p> <ul style="list-style-type: none"><li>- 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;</li><li>- 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;</li><li>- present and discuss with a critical and reflective approach the most important issues of commercial and business law;</li><li>- update his knowledge, also by means of IT facilities;</li><li>- produce legal texts in the field of business law, at basic level, such as contracts, companies memoranda and articles, procedural documents.</li></ul>
<b>TEACHING METHODS</b>	Lectures and seminars.
<b>SUGGESTED BIBLIOGRAPHY</b>	<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 segnala tuttavia per la chiarezza espositiva il seguente manuale:</p> <ul style="list-style-type: none"><li>- G. F. CAMPOBASSO, DIRITTO COMMERCIALE, (a cura di MARIO CAMPOBASSO) UTET, Torino, nei seguenti tre volumi (nelle rispettive ultime</li></ul>

	<p>edizioni):</p> <ul style="list-style-type: none"> <li>- 1. IMPRESA, ad eccezione dei capitoli riguardanti le opere d'ingegno e le invenzioni industriali, il gruppo europeo di interesse economico, le associazioni temporanee di imprese, le reti di imprese);</li> <li>- 2. LE SOCIETÀ;</li> <li>3. CONTRATTI, TITOLI DI CREDITO, PROCEDURE CONCORSUALI, con esclusione: <ul style="list-style-type: none"> <li>- della parte prima;</li> <li>- nella parte seconda, dei capitoli relativi alla cambiale, all'assegno bancario e circolare.</li> </ul> </li> </ul> <p>La conoscenza del nuovo Codice della Crisi d'impresa (D.Lgs. 12 gennaio 2019, n. 14) sarà oggetto d'esame alla data di completa entrata in vigore dello stesso. Nel corso dell'anno accademico saranno suggeriti materiali per l'approfondimento.</p>
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### SYLLABUS

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