

Academic Year: (2024 / 2025)

Review date: 28/05/2024 11:09:54

Department assigned to the subject: Private Law Department

Coordinating teacher: RAMOS MUÑOZ, DAVID

Type: Electives ECTS Credits : 3.0

Year : 1 Semester : 1

DESCRIPTION OF CONTENTS: PROGRAMME

Cross-Border Company Law

1.- General aspects

- a) Companies and their regulation: articles of incorporation, bylaws, Company and shareholders¿ agreements, arbitration and forum selection clauses.
- b) Company patrimony and its legal and accounting representation. Capital (shares and stakes) debt and hybrid instruments. Comparative perspectives: Company patrimony and flexibility of configuration.
- c) Company and agency problems: owners-managers, majority-minority, company-creditors. Corporate interest. Comparative perspectives: governance techniques and mandatory rules.

2.- Company organization and corporate governance

- a) Shareholders¿ meeting and directors. Decision-making, appointment and removal in the law, bylaws and agreements. Comparative perspectives: party autonomy, board competences, proxies and empty voting.
- b) Directors¿ pay: Company and contractual dimension. Comparative perspectives: freedom of contract, remuneration beyond company documents.
- c) Directors¿ duties and responsibility. Comparative perspectives: business judgment rule, loyalty duties, non-competition and abstention duties.
- d) Shareholder relations (I): legal and contractual mechanisms of appointment, participation and veto. Comparative perspectives: unfair prejudice.
- e) Shareholder relations (II): entry and exit. Comparative perspectives: forced exit and liquidity mechanisms.
- f) Groups of companies. Comparative perspectives: law of corporate groups in selected jurisdictions.

3.- Capital and patrimony

- a) Transactions including capital and net worth. Basic concepts and accounting. Comparative perspective: shareholders¿ equity.
- b) Dividends and fund distributions. Comparative perspectives: dividend distribution and share repurchases, decision-making, accounting and limits.
- c) Treasury shares and financial assistance. Comparative perspective: uses and limits of treasury shares and financial assistance.
- d) Situations of patrimonial imbalance. Comparative perspectives: operating in the twilight zone.

LEARNING ACTIVITIES AND METHODOLOGY

TEACHING ACTIVITIES BY MATTER

- AF1 Lecture
- AF2 Practice/Case
- AF3 Lecture-plus-practice

- AF6 Group work
AF7 Students¿ individual work

TEACHING METHODOLOGIES BY MATTER

MD1: Lecture in class by the professor aided by computer and audiovisual tools, in which the course¿s main concepts will be developed, and the main literature will be provided.

MD2: Critical reading of the texts recommended by the course¿s professor: press articles, reports, manuals and/or academic articles, for their discussion in class, or to expand and consolidate the lessons of the course.

MD3: Resolution of cases, problems, etc, provided by the professor, individually or in group.

MD4: Exposition and discussion in class, moderated by the professor, on topics regarding the contents of the course, as well as practical cases.

MD5: Making of Works and reports individually or in group.

TUTORING: Students will have access to tutorials with the person responsible for coordinating the subject. With the tutoring it is intended to organize the teaching and learning processes that are based on the interaction between the student and the teacher in order to: (i) Guide the autonomous and group work of the students (ii) Deepen in different aspects of the subject (iii) Guide the academic and comprehensive training of the student. The tutorials will take place at the time and under the conditions determined by the teacher in Aula Global.

ASSESSMENT SYSTEM

| | |
|---|----|
| % end-of-term-examination/test: | 40 |
| % of continuous assessment (assignments, laboratory, practicals...): | 60 |

EVALUATION SYSTEMS BY MATTER

- SE1 Participation and engagement in class
SE2 Individual or group Works done during the course
SE3 Final exam

| Evaluation systems | Minimum weigh (%) | Maximum weigh (%) |
|--------------------|-------------------|-------------------|
| SE1 | 20% | 30% |
| SE2 | 40% | 60% |
| SE3 | 20% | 40% |

The master in International advocacy is a master's degree that is taught in person. Therefore, students are required to attend all the theoretical and practical classes that the master has programmed. A student may only be absent for no reason from a maximum of 15 per cent of the classroom hours (i.e. not the sessions or days) in each subject. In case of excused absences, the total maximum will be 25%. If the student hold an absence greater than those indicated, a "0" will be computed on the continuous evaluation rating. Likewise, the absences lower than those percentages may be taken into account when it comes to modulate downward the qualification of the continuous evaluation, especially if it includes a participation note.

In the extraordinary call the weight will be: Final examination: 40% and continuous evaluation: 60%.

BASIC BIBLIOGRAPHY

- ALICE DE JONGE & ROMAN TOMASIC (Ed.) Research Handbook on Transnational Corporations, Edward Elgar, 2017
- KOZOLCHYK, Boris; REYES, Francisco Latin American Company Law. A comparative and Economic Development Perspective, Carolina Academic Press.
- KRAAKMAN, Reiner et al The Anatomy of Corporate Law, Oxford University Press.
- Roth, Günter; Kindler, Peter The Spirit of Corporate Law, Beck, Hart Publishing; Nomos, 2013

