

SUBJECT: EUROPEAN BUSINESS LAW		
GRADUATE SCHOOL OF LAW: MASTER IN EUROPEAN UNION LAW	ECTS: 5	TRIMESTER: 2

WEEK SCHEDULE							
Week	Session	Session content	Group	Facilities other than classroom (lab, informatics room, etc.)	Student's week activity		
					Description	Front Class (hours)	Working hours
1	1	<p><b>COMPANY LAW IN THE EUROPEAN UNION, A GENERAL OVERVIEW</b></p> <p>Different legal systems – different company law under the same principles.</p> <p>1.- EU Directives and Regulations on Company law.</p> <p>2.- The European Company (SE).</p> <ul style="list-style-type: none"> <li>- Introduction</li> <li>- Characteristics of an SE</li> <li>- Incorporation of an SE</li> <li>- Governing bodies: Management</li> <li>- Participation of employees in the SE</li> </ul> <p>CASE STUDY</p>			<b>COMPANY LAW IN THE EUROPEAN UNION</b>	4	12
1	2	<p><b>CROSS-BORDER MERGERS IN THE EU.</b></p> <ul style="list-style-type: none"> <li>- The merger process</li> <li>- Timing</li> <li>- Worker participation</li> <li>- The process in practice</li> </ul> <p>CASE STUDY</p>				4	12
2	3	<p><b>FREEDOM OF ESTABLISHMENT IN THE EU.</b></p> <p>Company's Cross-border Transfer of Seat in the EU. A practical approach.</p> <ul style="list-style-type: none"> <li>- Reasons for migration.</li> <li>- Incorporation states vs. Real Seat states</li> <li>- Procedure for the transfer of seat. Minimum documents required</li> </ul> <p>CASE STUDY</p>				4	12
2	4	<p><b>I. European Union Law and Commercial Contracts: general overview</b></p> <p><b>II. Background to the harmonisation of contract law in the European Union: International Trade Law: <a href="#">The 1980 Vienna Convention on Contracts for the International Sale of Goods (CISG)</a> and <a href="#">UNIDROIT Principles of International</a></b></p>			<b>COMMERCIAL CONTRACT LAW AT THE EUROPEAN UNION</b>	4	12

		<p><a href="#">Commercial Contracts (2010) (UPIC).</a></p> <p><b>III. <a href="#">European Principles of Contract Law (PECL)</a></b></p> <p><b>IV. From PECL to <a href="#">Draft Common Frame of Reference (DCFR)</a></b></p> <p><b>V. Beyond to the Draft Common Frame of Reference: <a href="#">The Common European Sales Law (CESL)</a></b></p> <p>-Proposal for a Regulation of the European Parliament and of the Council on a Common European Sales Law, 11.10.2011, COM(2011) 635 final.</p> <p><b>V. The European Contract Law in Practice</b></p> <p>A) The impact of international trade law in the harmonization of EU Contract Law: The definition of the sales contract and the principle of conformity of the goods</p> <p>B) Late payment</p> <p><a href="#">Directive 2011/7/EU of the European Parliament and of the Council of 16 February 2011 on combating late payment in commercial transactions</a></p> <p>C) <b>B2B E-commerce</b></p> <p><a href="#">Directive 2000/31/EC of the European Parliament and of the Council of 8 June 2000 on certain legal aspects of information society services, in particular electronic commerce, in the Internal Market ('Directive on electronic commerce').</a></p> <p>D) <a href="#">Commercial Agents Directive and the European Principles of Agency, Distribution and Franchise</a></p>						
3	5	<p><b>Arbitration within EU Law</b></p> <p>-<a href="#">UNCITRAL Model Law on International Commercial Arbitration</a></p>					4	12

		<p><i>-Consumer arbitration</i></p> <p><a href="#"><u>-Directive 2013/11/UE, OJ L 165/63, 18 June 2013.</u></a></p> <p><a href="#"><u>Regulation 524/2013, 21 May 2013, OJ L 165, 18 June 2013</u></a></p> <p><i>-EU Public Policy</i></p>					
3	6	<p><b>Investment Arbitration in the EU</b></p> <p>-The Lisbon Treaty and EU intra-BIT</p> <p>-Relevant case Law</p>				4	12
4	7	<p><b>FINAL EXAM</b></p>			<p>Professors would upload in Aula Global the respective Take Home Papers at the ending of the teaching lessons. The students should develop in groups of 3-4 students, a written paper considering the respective issues under discussion. The papers do not have limitations but the use of scholarship materials and case law would be highly recommended, as well as reflection on the issues under discussion. The groups should be the same for both take home exams, and the students should deliver the written paper before the beginning of the class discussion in accordance with the calendar.</p> <p>Continuous assessment: 40%</p> <p>Take home exam: 60%</p>	2	27
<b>TOTAL HOURS</b>						<b>26</b>	<b>99</b>