



LUND
UNIVERSITY

Faculty of Law

JAEN49, European and Comparative Corporate Law, 15 credits

Europeisk och komparativ bolagsrätt, 15 högskolepoäng

Second Cycle / Avancerad nivå

Details of approval

The syllabus was approved by Faculty of Law Board of education at undergraduate and postgraduate levels on 2017-02-01 and was last revised on 2017-02-01. The revised syllabus applies from 2017-02-01, spring semester 2017.

General Information

The course European and Comparative Corporate Law is an elective course within the Master's Programme in European Business Law at the Faculty of Law. The course is open to students on the programme leading to a Swedish Professional Law degree with a specialization in European Business Law. The course is also open to international students participating in exchange programmes with the Faculty of Law.

The course is scheduled to require 10 weeks of full time studies.

Language of instruction: English

Main field of studies

European Business Law

Depth of study relative to the degree requirements

A1F, Second cycle, has second-cycle course/s as entry requirements

Learning outcomes

The aim of this course is to enable students to understand the core legal and economic mechanisms underlying European corporate law/s - which will eventually assist them in their future practice and/or research.

Knowledge and understanding

To pass the course the student shall:

- show a solid knowledge of the core features of the modern corporation

- have a clear understanding of the costs involved in corporate law practice (transaction costs, agency costs, hold-up costs)
- show a clear understanding of the relationships between the different constituencies of a corporation (shareholders, directors, creditors, employees).

Competence and skills

To pass the course the students shall show a good ability to:

- master a wide range of diverse sources of legislation, legal doctrine and jurisprudence in EU and EU Member States laws in English language (ability to read a second or a third European language among French, German, Italian and Spanish is a good asset but is not at all necessary)
- understand the foundations of European corporate law and the obstacles towards full harmonization
- discuss and critically evaluate reform proposals, especially at a European level.

Judgement and approach

Students shall train inter-disciplinary working methods with colleagues from different cultural backgrounds and of the opposite gender. They shall simultaneously perform independent research and take full responsibility for developing their own understanding of the relevant material and theories.

To pass the examination the students shall be able to consider and discuss legal, economic and political implications of different approaches to corporate law.

Course content

European and Comparative Corporate Law deals with EU Member States' corporate laws, with corporate law harmonization efforts at a European level and with EU corporate mobility. It adopts a functional economic approach to business organization, discussing the main legal and economic mechanisms underlying corporate governance. It draws examples from the top 5 European economies in terms of GDP (Germany, France, the UK, Italy and Spain). It also employs as benchmark USA Delaware Corporate Law, following the best practice in this research area. Reference to Nordic corporate law will be provided when relevant.

Structure of the course – This course is divided into five main units: (1) Introduction to economic, historical and political analysis of corporate law and corporate governance (core economic functions of corporate law; the evolution of corporate law; the future of corporate law) with particular emphasis on European experience; (2) Topics in European comparative corporate law: Corporate Structure and Organs (board of directors; shareholders' meeting; creditors; employees; related party transactions); (3) Topics in European Control Transactions (Mergers, Takeovers); (4) Topics in Corporate Litigation with emphasis on corporate law (corporate liability and arbitration); (5) Topics in European corporate law (regulatory competition, race to the top and race to the bottom theories, corporate mobility, European corporate entities, with special focus on 'SE').

Course design

Teaching is provided in the form of lectures, seminars and case studies. Apart from the assigned literature, the course requires individual literature studies.

Assessment

Examination will take the form of partly a paper assignment and final presentations with cross-discussion (50 % of the grading) and partly on active participation and recurring presentations in lectures, seminars and case studies (50% of the grade).

In order to pass, students are required to meet 80% attendance on the course.

Subcourses that are part of this course can be found in an appendix at the end of this document.

Grades

Marking scale: Fail, Pass, Pass with credit, Pass with distinction.

All grading criteria rest on the baseline set up for the grade B. Criteria for the grade BA are additional to those for the grade B. Criteria for the grade AB are additional to those for the grade BA. Each grade criterion consists of a qualitative and a quantitative dimension. To be awarded a specific grade, the grade criterion must be satisfied in its qualitative as well as its quantitative dimension.

Grading criteria are applied to all dimensions listed as "Learning outcomes" in this syllabus. By way of example, an AB would presuppose that the student's examination reflect her or his mastery with regard to knowledge and understanding, skills and abilities and values and attitudes as laid down in the syllabus as "learning outcomes". Grading is done primarily using Qualitative and Quantitative criteria. The Quantitative criterion reflects how well read the student is whereas the Qualitative criterion reflects how well the student can use his/her knowledge to make a well structured critical and analytical argument and put it in a proper context.

B – Basic command

In order to pass the student must show sound knowledge about European and comparative corporate law.

The student must be able to demonstrate basic knowledge of corporate law, of its economics functions.

The student has to show a fair ability to

- analyze corporate law in its legal and economic framework
- understand the relationships between the different constituencies acting within a corporation
- show an ability to identify legal problems independently, critically, creatively to systematize arguments
- analyze, compare and assess theoretical and practical problems within the context of European and comparative corporate law.

The student must show a fair ability to analyze case law concerning European corporate law, both in an oral and a written form and an ability to work both individually and in groups.

BA – Advanced command

In order to achieve this grade the student must show an in-depth knowledge of European and comparative corporate law.

The student must be able to demonstrate good knowledge of European and comparative corporate law.

The student has to show good ability to:

- analyze corporate law in its legal and economic framework
- understand the relationships between the different constituencies acting within a corporation
- show an ability to identify legal problems independently, critically, creatively to systematize arguments
- analyze, compare and assess theoretical and practical problems within the context of European and comparative corporate law.

The student must show a good ability to analyze case law concerning European and comparative corporate law, both in an oral and a written form and an ability to work both individually and in groups.

AB – Mastery

In order to achieve the highest grade the student must show outstanding in-depth knowledge of European and comparative corporate law.

The student must be able to demonstrate excellent knowledge of European and comparative corporate law.

The student has to show excellent ability to

- analyze corporate law in its legal and economic framework
- understand the relationships between the different constituencies acting within a corporation
- show an ability to identify legal problems independently, critically, creatively to systematize arguments
- analyze, compare and assess theoretical and practical problems within the context of European and comparative corporate law.

The student must show a very good ability to analyze case law concerning European and comparative corporate law, both in an oral and a written form and an ability to work both individually and in groups and take initiatives in developing the legal discussion.

Entry requirements

Passed examination in courses corresponding to the first year of the Master's programme in European Business Law equivalent to 60 credits.

Admission requirements for international exchange students include relevant undergraduate studies corresponding to three years at a university level, and basic knowledge of public international law.

Further information

The University views plagiarism as a very serious academic offence, and will take disciplinary action against students for any kind of attempted malpractice in connection with examinations and assessments. The penalty that may be imposed for this, and other unfair practices in examinations or assessments, includes suspension from the University.

Subcourses in JAEN49, European and Comparative Corporate Law

Applies from V17

1701 European and Comparative Corporate Law, 15,0 hp
Grading scale: Fail, Pass, Pass with credit, Pass with distinction