



## Course syllabus: Comparative corporate law

Higher education degree - bachelor  
 Field of knowledge - 29 International relations  
 Specialty - 293 International law  
 Educational and professional program – «International law»

**Year of study: 3, semester: 5**

**Number of credits ECTS: 5**

**Language of study: English**

### Course leader:

PhD, Associate Professor, Associate Professor of the Department of International Law and  
 Migration Policy  
**Nataliia Martsenko**

### Contact Information:

nata.martsenko@gmail.com, room 5313

### Description of the discipline

«Comparative corporate law» is an educational discipline that contributes to the training of specialists in the field of international law. Students acquire theoretical knowledge and practical skills in applying acts of corporate law of foreign countries to specific situations, acquire the ability to perform a legal analysis of the norms of corporate law of foreign countries and independently analyze relevant judicial practice. Students acquire knowledge of the specifics of the concept and types of corporate rights in different countries, familiarize themselves with the legal regime of legal entities in foreign countries, the features of the creation of legal entities, will compare the specifics of the regulation of the activities of legal entities in the law of the European Union and member states, will research the forms and methods of protecting corporate rights in case of their violation.

### Course structure

Hours (lect. / prakt.cl.)	Topic	Results of the study	Tasks
4 / 2	1 European and comparative company law. Harmonisation and free movement	Treaty provisions. Free movement and the fundamental freedoms: the right of establishment. Free movement of capital. The harmonising directives in the field of company law. Draft legislation. Methodological problems concerning company law harmonisation.	questions, essay
4 / 2	2 Comparative company law : general remarks	Comparative law and the harmonisation of company law. Comparative company law and national legal reforms. Continental reforms. UK Company law reform and comparative law – DTI's strategic framework.	questions, essay
4 / 2	3 Formation of companies in the United Kingdom and France	Formation of private and public companies in the United Kingdom. Process of formation. Special rules applicable to public companies. The memorandum and articles (constitution) of the	questions, essay

		<p>company. Constructive notice. Pre-incorporation contracts. Transfer proposals in the consultation document 'Completing the structure'.</p> <p>Formation of private and public companies in France. The société à responsabilité limitée (SARL). The société anonyme (SA).</p>	
4 / 2	4 Formation of companies in Germany, Italy and Spain	<p>Formation of private and public companies in Germany. Formation of private companies. Special rules applicable to one-man companies. Liabilities in respect of pre-registration activities. Formation of an AG. Special rules relating to the one-man AG. Liability in respect of pre-incorporation transactions.</p> <p>Formation of public and private companies in Italy. Formation of public companies. Formation of private companies in Italy.</p> <p>Formation of private and public companies in Spain. Formation of private companies in Spain. Single member private companies. Liabilities in respect of pre-incorporation transactions. Simplification of incorporation procedures. Formation of public companies in Spain. Liabilities in respect of pre-incorporation transactions.</p>	questions, essay
4 / 2	5 Partnerships	<p>Civil partnerships. Silent partnerships and other forms of partnership without legal personality. General partnerships. General partnerships in the United Kingdom.</p> <p>General partnerships in some other European countries. General Partnership in France. General partnership in Germany. The German Partnerschaftsgesellschaft.</p>	questions, essay
4 / 2	6 Limited partnerships	<p>United Kingdom limited partnership. French limited partnership. Limited partnership in Germany. Limited partnerships in Italy. Limited partnership in Spain. Limited partnership in Belgium. Limited partnership in the Netherlands.</p> <p>Special type of limited partnership in Germany and France. GmbH &amp; Co. KG and société en commandite à responsabilité limitée. Uses and forms of the GmbH &amp; Co KG. Advantages of the GmbH &amp; Co KG and the corresponding French entity. Disadvantages. Protection of creditors and the limited partners. GmbH &amp; Co KGaA and société en commandite par actions à responsabilité limitée. French groupement d'intérêt économique.</p>	questions, essay
4 / 2	7 Groups of companies	<p>The preliminary draft Ninth Directive. European Community legislation on groups. German Konzernrecht. Connected companies. Integration. De facto groups. Contractual groups involving private companies. Qualified de facto groups. The new concept of liability for causing insolvency.</p>	questions, essay

## Bibliography:

1. Corporate Governance of Banks and Financial Institutions: Economic Theory, Supervisory Practice, Evidence and Policy . Klaus J. Hopt . European Corporate Governance Institute - Law Working Paper No. \_ 507/2020. [https://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=3421389](https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3421389)
2. Comparative Company Law : Text and Cases he the Laws Governing Corporations in Germany , the UK and the USA. Andreas Cahn , David C. Donald . Cambridge University Press , 2018. p.1094. [https://books.google.com.ua/books?id=rrxsDwAAQBAJ&printsec=frontcover&hl=ru&source=gbs\\_ge\\_summary\\_r&cad=0#v=onepage&q&f=false](https://books.google.com.ua/books?id=rrxsDwAAQBAJ&printsec=frontcover&hl=ru&source=gbs_ge_summary_r&cad=0#v=onepage&q&f=false)
3. European Comparative Company Law . Mads Andenas , Frank Wooldridge . Cambridge University Press , 2009. [https://books.google.com.ua/books?id=0UhAwAAQBAJ&printsec=frontcover&hl=ru&source=gbs\\_ge\\_summary\\_r&cad=0#v=onepage&q&f=false](https://books.google.com.ua/books?id=0UhAwAAQBAJ&printsec=frontcover&hl=ru&source=gbs_ge_summary_r&cad=0#v=onepage&q&f=false)
4. Comparative Company Law : A Case-Based Approach . Mathias Siems , David Cabrelli . Bloomsbury Publishing , 2018. p. 584. [https://books.google.com.ua/books?id=liVmDwAAQBAJ&printsec=frontcover&hl=ru&source=gbs\\_ge\\_summary\\_r&cad=0#v=onepage&q&f=false](https://books.google.com.ua/books?id=liVmDwAAQBAJ&printsec=frontcover&hl=ru&source=gbs_ge_summary_r&cad=0#v=onepage&q&f=false)
5. Company Law. Brenda Hannigan . Oxford University Press , 2018. R.832.
6. The Company Law in the European dimension : Freedom of establishment , competition between jurisdictions , protection of creditors \_ Diana Druta . 2017. R. 170. [https://books.google.com.ua/books?id=B6lcCAAQBAJ&printsec=frontcover&hl=ru&source=gbs\\_ge\\_summary\\_r&cad=0#v=onepage&q&f=false](https://books.google.com.ua/books?id=B6lcCAAQBAJ&printsec=frontcover&hl=ru&source=gbs_ge_summary_r&cad=0#v=onepage&q&f=false)
7. Commission Directive 2007/14/EC of 8 March 2007 laying down detailed rules for the implementation of certain provisions of Directive 2004/109/EC on the harmonization of transparency requirements in relationship that information about issuers whose securities are admitted that trading on a regulated market //OJ L 322M. 2.12.2008. P. 496–505.
8. Communication from the Commission that the Council and the European Parliament – Modernising Company Law and Enhancing Corporate Governance in the European Union – A Plan that Move Forward /\* COM/2003/0284 final
9. Council Directive 2003/72/ EC of 22 July 2003 supplementing the Statute for a European Cooperative Society with regard that the involvement of employees //OJ. - 2003. - L 207. - P. 25-36.
10. Fifth Directive he the coordination of safeguards which for the protection of the interests of members and outsiders , are required by member states of companies within the meaning of Article 59, second paragraph , with respect that company structure and that the power and responsibilities of company boards.
11. Companies Act 2006 (UK) <https://www.legislation.gov.uk/ukpga/2006/46/contents>
12. Limited Liability Partnerships Act 2000 (UK). <https://www.legislation.gov.uk/ukpga/2000/12/contents>
13. Revised Model Business Corporation Act (RMBCA) (USA) <https://nscpolteksby.ac.id/ebook/files/Ebook/Business%20Administration/The%20Law%20Of%20Business%20Organization%20-%20John%20E.%20Moye/Appendix%20G%20Model%20Business%20Corporation%20Act.pdf>
14. Investment Company Act of 1940 (USA)
15. Small Business Investment Act of 1958 (USA)
16. Code of Corporate Governance (Australia).
17. Canada Business Corporations Act . <https://laws-lois.justice.gc.ca/eng/acts/C-44/INDEX.HTML>
18. The Swedish Companies Act
19. Judgment of the European Court C-107/83 Klopp [1983] ECR 2971 // access mode: <http://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:61983CJ0107>
20. Judgment of the European Court C-143/87 Stanton [1988] ECR 3877 // access mode: <http://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:61987CJ0143>
21. Martsenko Nataliia, Hubiak Khristina. Corporate law of the United Kingdom: current state and prospects for development. International Scientific and Practical Conference "Human Rights in Armed Conflicts" (Odesa, 2022). <http://dspace.onua.edu.ua/bitstream/handle/11300/24502/Martsenko%20N.,%20Hubiak%20K.%20Corporate%20law%20of%20the%20United%20Kingdom....pdf?sequence=1>
22. Nataliia Martsenko, Valentyna Hera. (2023). Observance of Human Rights When Using Artificial Intelligence in the Activities of a Legal Entity. Osteuropa-Recht. 2. P. 160-176. DOI: 10.5771/0030-6444-2023-2-160

### Information resources:

1. The official web portal of the Verkhovna Rada of Ukraine. URL: <http://portal.rada.gov.ua/>
2. Official online representation of the President of Ukraine. URL: <http://www.president.gov.ua/>
3. The single web portal of executive authorities of Ukraine. URL: <http://www.kmu.gov.ua/>
4. Official web portal of the judicial authorities of Ukraine. URL: <http://court.gov.ua/>
5. Unified State Register of Court Decisions URL: <https://reyestr.court.gov.ua/>
6. Official web portal of the UN Commission on International Trade Law (UNCITRAL). URL: <https://uncitral.un.org/en>
7. The official web portal of the Hague Conference on Private International Law. URL: <https://www.hcch.net/ukrainian>

### Evaluation policy

- **Deadline and retake policy:** Modules are retaken with the permission of the dean's office if there are good reasons (for example, sick leave).
- **Academic Integrity Policy:** cheating during tests and exams is prohibited (including using mobile devices).
- **Visiting policy:** Attending classes is a mandatory component of the assessment. For objective reasons (for example, illness, international internship, and other reasons), training can take place online with the permission of the university administration.

### Evaluation

The final score for the course is calculated as follows:

Credit module 1	Credit module 2	Credit module 3	Total
<b>30%</b>	<b>40%</b>	<b>30%</b>	<b>100%</b>
Oral survey during classes (1-4 topics) - 10 points per topic - max. - 40 points. Modular control work - max. 60 points.	Oral survey during classes (5-7 topics) - 10 points per topic - max. 30 points. Modular control work - max. 70 points.	Preparation of CPIT - max. 40 points. Protection of CPIT - max. 40 points Participation in trainings - max. 20 points .	100

### Student evaluation scale

According to the scale of the University	On a national scale	According to the ECTS scale
90-100	perfectly	A (excellent)
85-89	fine	B (very good)
75-84		C (good)
65-74	satisfactorily	D (satisfactory)
60-64		E (enough)
35-59	unsatisfactorily	FX (unsatisfactory with possibility of reassembly)
1-34		F (unsatisfactory with mandatory repeat course )