

**MINISTRY OF EDUCATION AND SCIENCE OF UKRAINE
WEST UKRAINIAN NATIONAL UNIVERSITY
LAW FACULTY**



Approved
T. Dean of the Faculty of Law
Nadia MOSKALYUK
2023



Approved
A. vice-rector for scientific and pedagogical work
Detor OSTROVERKHOV
2023

**Work program
discipline**

«Comparative corporate law»

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

Department of International Law and Migration Policy

Form of study	Study year	Semester	Lectures	Practical classes	Individual work	Training, CPIT	Student-self study	Total	Exam/Credit
Full-time	3	5	28	14	3	6	99	150	Credit

31.08.2023
[Signature]

Ternopil – WUNU, 2023

The work program was prepared by Associate Professor of the Department of International Law and Migration Policy, Dr Nataliia MARTSENKO.

The work program was considered and approved at the meeting of the Department of International Law and Migration Policy, Protocol No. 1 dated August 29, 2023.

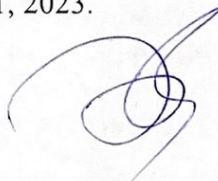
Head of Department



Yaryna ZHUKORSKA

Considered and approved by the Support group of specialty 293 International law, Protocol No. 1 dated August 31, 2023.

Head of the SGS



Yaryna ZHUKORSKA

Guarantor of EP



Liudmyla SAVANETS

**STRUCTURE OF THE WORK PROGRAM OF THE EDUCATIONAL DISCIPLINE
«Comparative corporate law»**

1. Description of the discipline «Comparative corporate law»

The discipline «Comparative corporate law»	Field of knowledge, specialty, educational and professional program, higher education degree	Characteristics of the educational discipline
Number of ECTS credits - 5	Field of knowledge - 29 «International relations»	Discipline status: selective Language of study: English
Number of credits modules - 3	Specialty – 293 «International law»	Year of training - 3 Semester - 5
Number of contents modules - 2	Educational and Professional Program - 293 International Law	Lectures - 28 hours. Practical classes - 14 hours.
Total number of hours - 150	Higher education degree – Bachelor	Student-self study – 99 hours, Training and CPIT - 6 hours. Individual work – 3 hours.
Weekly hours – 10 hours, of which classroom hours – 3 hours		Type of final control - credit

2. The purpose and tasks of the discipline «Comparative corporate law»

2. 1. The purpose of studying the discipline:

The goal of the discipline «Comparative corporate law» is a deep and thorough study by students of the peculiarities of legal regulation of corporate relations in various civil law systems.

2. 2. The task of studying the discipline:

- assimilation by students of the basic concepts of corporate law of different countries;
- creation of scientific prerequisites for students to carry out their own critical analysis of corporate relations;
- identifying the place and significance of comparative corporate law in the system of legal sciences;
- critical analysis of the interaction of theory and practice.

2. 3. Results of studying the educational discipline «Comparative corporate law»:

- learn and freely operate special legal terminology in the field of corporate law of different countries;
- to know the main provisions of corporate legislation of different countries ;
- know the practice of applying corporate legislation;
- characterize the essence of corporate legal relations;
- to interpret the current corporate legislation of different countries ;
- apply in practice the norms of corporate legislation of different countries.

3. Program of the educational discipline «Comparative corporate law»

Content module 1

Topic 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.

Topic 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.

Topic 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 company. Constructive notice. Pre-incorporation contracts. Transfer proposals in the consultation document 'Completing the structure'.

Formation of private and public companies in France. The société à responsabilité limitée (SARL). The société anonyme (SA).

Topic 4: Formation of companies in Germany, Italy and Spain

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.

Formation of public and private companies in Italy. Formation of public companies. Formation of private companies in Italy.

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.

Content module 2

Topic 5: Partnerships

Civil partnerships. Silent partnerships and other forms of partnership without legal personality.

General partnerships. General partnerships in the United Kingdom.

General partnerships in some other European countries. General Partnership in France. General partnership in Germany. The German Partnerschaftsgesellschaft.

Topic 6: Limited partnerships

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.

Special type of limited partnership in Germany and France. GmbH & Co. KG and société en commandite à responsabilité limitée. Uses and forms of the GmbH & Co KG. Advantages of the GmbH & Co KG and the corresponding French entity. Disadvantages. Protection of creditors and the limited partners. GmbH & Co KGaA and société en commandite par actions à responsabilité limitée. French groupement d'intérêt économique.

Topic 7: Groups of companies

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.

4. The structure of credit from the discipline «Comparative corporate law»

No n/p	Topic	Number of hours					
		Lectures	Practical classes	Student-self study	Individual work	Training, CPIT	Control events
Content module 1							
1.	Topic 1: European and comparative company law. Harmonisation and free movement	4	2	10	2	3	questions, essay
2.	Topic 2: Comparative company law : general remarks	4	2	10			
3.	Topic 3: Formation of companies in the United Kingdom and France	4	2	15			
4.	Topic 4: Formation of companies in Germany, Italy and Spain	4	2	15			
Content module 2							
5.	Topic 5: Partnerships	4	2	15	1	3	questions, essay

6.	Topic 6: Limited partnerships	4	2	14			
7.	Topic 7: Groups of companies	4	2	20			
Total		28	14	99	3	6	

5. Topics of practical classes

Practical class 1

Topic: European and comparative company law. Harmonisation and free movement

Purpose: To study European and comparative company law

Questions for discussion:

1. Treaty provisions.
2. Free movement and the fundamental freedoms: the right of establishment.
3. Free movement of capital.
4. The harmonising directives in the field of company law.
5. Draft legislation.
6. Methodological problems concerning company law harmonisation.

Practical class 2

Topic: Comparative company law : general remarks

Purpose: To study the comparative company law

Questions for discussion:

1. Comparative law and the harmonisation of company law.
2. Comparative company law and national legal reforms.
3. Continental reforms. UK Company law reform and comparative law – DTI's strategic framework.

Practical class 3

Topic: Formation of companies in the United Kingdom and France

Purpose: To study the formation of companies in the United Kingdom and France

Questions for discussion:

1. Formation of private and public companies in the United Kingdom.
2. Process of formation. Special rules applicable to public companies.
3. The memorandum and articles (constitution) of the company.
4. Constructive notice.
5. Pre-incorporation contracts.
6. Transfer proposals in the consultation document 'Completing the structure'.
7. Formation of private and public companies in France. The société à responsabilité limitée (SARL). The société anonyme (SA)

Practical class 4

Topic: Formation of companies in Germany, Italy and Spain

Purpose: To study the formation of companies in Germany, Italy and Spain

Questions for discussion:

1. Formation of private and public companies in Germany. Formation of private companies.
2. Special rules applicable to one-man companies.
3. Liabilities in respect of pre-registration activities. Formation of an AG.
4. Special rules relating to the one-man AG. Liability in respect of pre-incorporation transactions.
5. Formation of public and private companies in Italy. Formation of public companies. Formation of private companies in Italy.
6. Formation of private and public companies in Spain. Formation of private companies in Spain.
7. Single member private companies. Liabilities in respect of pre-incorporation transactions. Simplification of incorporation procedures.
8. Formation of public companies in Spain. Liabilities in respect of pre-incorporation transactions.

Practical class 5

Topic: Partnerships

Purpose: To study the partnerships

Questions for discussion:

1. Civil partnerships. Silent partnerships and other forms of partnership without legal personality.
2. General partnerships. General partnerships in the United Kingdom.
3. General partnerships in some other European countries. General Partnership in France.
4. General partnership in Germany. The German Partnerschaftsgesellschaft.

Practical class 6

Topic: Limited partnerships

Purpose: To study the limited partnerships

Questions for discussion:

1. United Kingdom limited partnership.
2. French limited partnership.
3. Limited partnership in Germany.
4. Limited partnerships in Italy.
5. Limited partnership in Spain.
6. Limited partnership in Belgium.
7. Limited partnership in the Netherlands.
8. Special type of limited partnership in Germany and France.

Practical class 7

Topic: Groups of companies

Purpose: To study the groups of companies

Questions for discussion:

1. The preliminary draft Ninth Directive.
2. European Community legislation on groups.
3. German Konzernrecht.
4. Connected companies.
5. Integration. De facto groups.
6. Contractual groups involving private companies.
7. Qualified de facto groups.
8. The new concept of liability for causing insolvency.

6. Complex practical individual task

Complex practical individual task (CPIT) is a form of organization of education, which aims to deepen, generalize and consolidate the knowledge that students receive in the process of learning, as well as the application of this knowledge in practice. CPIT is performed by students independently under the guidance of teachers, it is a completed theoretical or practical work within the curriculum of the course, which is performed on the basis of knowledge, skills and abilities acquired in the course of lectures and practical classes.

CPIT from the discipline «Comparative corporate law» consists of two components:

1. The theoretical part.
2. Practical part.

I. Theoretical part complex practical individual task . The theoretical part of CPIT (essay, scientific article, theses) is devoted to the narrow problems of the course (the topic of the scientific work can be proposed by the student himself and agreed with the scientific supervisor) or can be chosen by the student from the topics listed below.

1. General characteristics and types of legal entities in the law of the United States of America.
2. General characteristics of the concept and types of legal entities in German law.
3. General characteristics and types of legal entities in France
4. The concept and characteristics of a joint-stock company as a legal entity in the continental and Anglo-Saxon legal systems.
5. Types of joint stock companies (public joint stock companies, private joint stock companies, joint stock company with one shareholder).
6. Establishment of joint-stock companies and stages of creation of a joint-stock company.
7. Peculiarities of the termination of a joint-stock company in the continental and Anglo-Saxon legal systems.
8. The concept of full partnership.
9. Exit, exclusion of a participant from a general partnership: grounds, legal consequences.
10. Liability of participants for debts of the general partnership.
11. Concepts and characteristic features of European society.
12. The procedure for formation and registration of a European company.
13. The concept and characteristic features of the European association of economic interests.

14. The order of formation, activity and termination of the European association of economic interests.
15. Concept and characteristic features of the European cooperative.
16. to the world models of corporate governance .
17. General assessment of the condition and level _ approximation Ukrainian legislation in the field of corporate governance to ACQUIS EU.
18. The main principles related to corporate governance are enshrined in the primary law of the EU.
19. The role of the Association Agreement between Ukraine and the European Union regarding the settlement of corporate governance issues.
20. Directions of reforming Ukrainian legislation in the field of corporate governance in the light of European integration.

The work is presented in the form of a presentation and defended using multimedia tools in the presence of other students.

I. The practical part of the complex practical individual task involves the student creating a glossary of terms from the studied scientific topic, developing tests, solving a situational problem from the chosen topic.

7. Student-self study

Student-self study, as one of the forms of assimilation of educational material in the time free from compulsory classes and without the participation of the teacher, involves a personally-oriented organization of the student's self-education. The organization of Student-self study requires special attention, because part of the questions of each topic are submitted for independent study by students, and the material intended for learning during independent work is submitted for the exam. Student-self study is ensured by the necessary educational and methodical means (including lecture notes, educational and methodical developments for independent study of the discipline, periodicals). Students have the opportunity to study the educational material independently in the library, classrooms and computer classrooms using the Internet, as well as at home (when receiving the appropriate package of educational and methodological literature).

No	Topic
1	Topic 1: European and comparative company law. Harmonisation and free movement
2	Topic 2: Comparative company law : general remarks
3	Topic 3: Formation of companies in the United Kingdom and France
4	Topic 4: Formation of companies in Germany, Italy and Spain
5	Topic 5: Partnerships
6	Topic 6: Limited partnerships
7	Topic 7: Groups of companies

8. Discipline training Organization and training

Training is a planned process of modifying (changing) the attitude, knowledge or behavioral skills of a learner through the acquisition of educational experiences in order to achieve effective performance in one activity or in a certain field.

Training procedure

The introductory part is conducted to familiarize students with the topic of the training session.

The organizational part consists in creating a working mood in the team of students, determining the rules for conducting a training class. It is possible to have handouts in the form of tables, document forms.

The practical part is implemented by performing tasks in groups of students on certain problematic issues of the topic of the training class.

Summing up. The results of completed tasks are discussed in groups. Exchange of opinions on the issues raised at the training sessions.

The topic of the training

Corporate rights of spouses in the law of Ukraine and the European Union.

9. Evaluation tools and methods of demonstrating learning outcomes

In the process of studying the discipline «Comparative Corporate Law», the following evaluation tools and methods of demonstrating learning results are used: standardized tests; current survey; credit module testing and survey; cross-cutting projects; team projects; abstracts, essays; presentations of the results of completed tasks and research; evaluation of the results of CPIT; student presentations and performances at scientific events; modular control work.

10. Criteria, forms of current and final control

The final score (on a 100-point scale) from the discipline «Comparative Corporate Law» is determined as a weighted average, depending on the specific weight of each credit component:

Credit module 1	Credit module 2	Credit module 3	Total
30%	40%	30%	100%
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

Final score (on a 100-point scale) from the discipline «Comparative Corporate Law» is defined according to the rating scale:

Rating 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)

11. Tools, equipment and software, the use of which provides for the educational discipline

No	Name	Topic number
1.	Flipchart	1-7
2.	Laptop	1-7
3.	Projector	1-7

RECOMMENDED SOURCES OF INFORMATION:

- 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
- 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
- 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
- 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
- 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_s ummary_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%20Busines s%20Organization%20-%20John%20E.%20Moye/Appendix%20G%20-%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.%20Corpo rate%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>