



COURSE UNIT DESCRIPTION

Course unit title	Code
EUROPEAN COMPANY LAW	

Lecturer(s)	Department(s)
Coordinator: assoc. prof. dr. Lina Mikalonienė Other(s): -	Private Law Department, Faculty of Law, Vilnius University Saulėtekio av. 9, Building 1, LT-10222, Vilnius, Room 311, tel. (85)2366170; e-mail: ptkatedra@tf.vu.lt

Study cycle	Type of the course unit
Second	Optional

Mode of delivery	Course unit delivery period	Language of instruction
Face-to-face	2 st semester (spring)	English/Russian

Requirements for students	
Pre-requisites: Knowledge of legal theory, civil law, basics on the EU law	Co-requisites (if any): -

Number of credits allocated	Total student's workload	Contact hours	Self-study hours
6	160	36	124

Purpose of the course unit: programme competences to be developed

The course unit aims to provide the advanced knowledge about the European Union's competence in the field of the Company Law as well as regulation of the Company Law related aspects at the EU level. In-depth analysis of relevant case law of the Court of Justice of the European Union and recent legislative proposals in the area of the Company Law develops competence to apply knowledge in practical activities. The course is also aimed at the formation of students' abilities to develop analytical and critical thinking as well as interpersonal and communication skills.

Learning outcomes of the course unit	Teaching and learning methods	Assessment methods
– Students will understand the aims and purpose of the EU Company Law, its scope, content, means and methods of regulation as well as its sources	Lectures, seminars, individual work	Participation in class work, essays, examination (test)
– Students will be able to independently analyse, interpret, and correctly apply the sources of the EU Company Law as well as to integrate knowledge of interrelated fields while providing legal services (inter alia, legal advice and recommendations, representation of legal interest) in respect to ethical values, the principle of justice and moral sensibility.	Lectures, seminars, individual work	Participation in class work, essays, examination (test)
– Students will be able to systemically analyse case-law and ethically interpret it in support of their legal decisions.	Lectures, seminars, individual work	Participation in class work, essays, examination (test)
– Students will be able to argue their position orally or in writing (inter alia, draft procedural documents) based on the theoretical knowledge of EU Company Law and knowledge gained in case law analysis, and convey their ideas in a critical and reasonable manner.	Lectures, seminars, individual work	Participation in class work, essays
– Students will be able to enhance acquired knowledge and abilities independently, <i>inter alia</i> , to use legal information data bases and other sources, to select relevant theoretical and practical material, and to substantiate their own conclusions by the achievements of jurisprudence.	Lectures, seminars, individual work	Participation in class work, essays, examination (test)

Content: breakdown of the topics	Contact hours						Self-study: hours and assignments		
	Lectures	Consultations	Seminars	Practical sessions	Laboratory activities	Internship/work placement	Contact hours	Self-study hours	Assignments
1. The general characteristic of the EU Company Law. Reforms	2						2	3	Analysis of study materials
2. Freedom of establishment of companies in the EU	3		4				7	21	Analysis of study materials, case studies, essays, independent research work
3. Supra-national forms of business organisations at the EU level. Regulatory competition of different Company Law regimes	3		4				7	21	Analysis of study materials, case studies, essays, independent research work
4. The principle of disclosure in the EU Company Law. Formation of a company and declaration of its nullity in the EU Company Law. Company's relations with the third parties in the EU Company Law	2		2				4	10	Analysis of study materials, case studies, essays, independent research work
5. Concept of public limited liability company's legal capital in the EU Company Law	2		2				4	10	Analysis of study materials, case studies, essays, independent research work
6. Corporate governance in the EU Company Law	1		1				2	8	Analysis of study materials, case studies, essays, independent research work
7. Shareholder rights in the EU Company Law	2		2				4	10	Analysis of study materials, case studies, essays, independent research work
8. Reorganisation of companies in the EU Company Law	2		2				4	10	Analysis of study materials, case studies, essays, independent research work
9. Regulation of a group of companies in the EU	1		1				2	3	Analysis of study materials, case studies, essays, independent research work
								28	Preparation for examination
Total	18		18				36	124	

Assessment strategy	Weight, percentage	Assessment period	Assessment criteria
Participation in class work	-	During the semester	Max. additional 2 points (optional): active and effective participation during the activities in the classes (providing correct answers to questions, formulating problems and suggesting (searching for) solutions, offering thoughtful critical remarks, contributing to other participants' ideas, etc.)
Essays	60	During the semester	Max. 6 points: obligatory written papers complying with requirements applicable for the scientific-research work and its' presentation. Assessment consists of: - work content (comprehensive problem analysis, proper source application, critical analytical thinking, conclusion/recommendation formulation); - work structure and style (clear structural parts, scientific language style, exact wording, source references, proper and ethical citation use); - work presentation (concentrated work presentation, adhesive scientific language, the use of informative visual aids, originality); - providing proper answers to presented questions.
Examination	40	End of the course	Max. 4 points: an obligatory written examination (test).

Author	Year of publication	Title	Issue of periodical or volume of publication	Publishing place and house or web link
Compulsory reading				
DORRESTEIJN, A., <i>et al.</i>	2009	European corporate law	2 nd ed.	Austin [etc.]: Wolters Kluwer Law & Business
EDWARDS, V.	1999	EC company law	1 st publ.	Oxford : Oxford Univ. Press
GRUNDMANN, S., with contributions to §§ 7, 11, 19 and 25 by GLASOW, F.	2012	European company law: organization, finance and capital markets	2 nd ed.	Cambridge [etc.]: Intersentia
VOSSESTEIN, G. J.	2010	Modernization of European company law and corporate governance: some considerations on its legal limits		Austin [Colo.] [etc.]: Wolters Kluwer Law & Business
WERLAUFF, E.	2003	EU-company law: common business law of 28 states. Translated [from the Danish] by Hanne Gørn	2 nd ed.	Copenhagen: DJØF
Recommended reading				
HOPT, K, ed.	2007	European company and financial law: texts and leading cases	4 th ed., 1 st publ.	Oxford: Oxford University Press