



COURSE UNIT DESCRIPTION

Course unit title	Code
INTERNATIONAL AND EUROPEAN COMPANY LAW	

Lecturer(s)	Department(s)
Coordinator: assist. dr. Victor Terekhov Other(s): assoc. prof. of practice Gintautas Bartkus, j. assist. Jurgis Bartkus	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	Compulsory (track – Business Law)

Mode of delivery	Course unit delivery period	Language of instruction
Face-to-face	1 st semester (spring)	English

Requirements for students	
Pre-requisites: Basics on the EU law and Company Law European private law	Co-requisites (if any): -

Number of credits allocated	Total student's workload	Contact hours	Self-study hours
5	133	32	101

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 and regulation of the Company Law related aspects at the EU level as well as on the normative status of a harmonization of the private international law applicable to companies in Europe. In-depth analysis of relevant case law of the Court of Justice of the EU and recent legislative proposals in the area of the Company Law as well as advanced understanding of initiatives related to harmonisation of the private international law applicable to companies at the EU level 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
<ul style="list-style-type: none"> – 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. – Students will be able to independently analyse, interpret, and correctly apply the sources of the EU Company Law. 	Lectures (problem-based teaching), seminars (active learning (teaching) methods - assessment and systemic analysis of legal norms, case studies, brainstorming, group discussions; compulsory), individual work (research methods)	Class work, essay and test
<ul style="list-style-type: none"> – Students will understand the normative status of a harmonization of the private international law applicable to companies at the EU level, and the dominant private international law theories applicable for recognition of foreign companies in Europe. – Students will be able to identify and assess the key problematic issues related to conflict of laws when Company Law aspects are not fully harmonized in the EU, and will develop critical approach towards interaction between the private law and the EU law in the Company Law context. 	Lectures (problem-based teaching), seminars (active learning (teaching) methods - assessment and systemic analysis of legal norms, case studies, brainstorming, group discussions; compulsory), individual work (research methods)	Class work, essay and test

– Students will be able to analyse the essence, problems and the content of the on-going reforms in that area.		
– Students will be able to argue their position orally or in writing, based on the theoretical knowledge obtained, systemically analyse and make ethic evaluation of case law in support of their legal decisions, and convey their ideas in a critical and reasonable manner.	Seminars (active learning (teaching) methods - assessment and systemic analysis of legal norms, case studies, brainstorming, group discussions; compulsory), individual work (research methods)	Class work, essay and test
– 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.	Seminars (active learning (teaching) methods - assessment and systemic analysis of legal norms, case studies, brainstorming, group discussions; compulsory), individual work (research methods)	Class work, essay and test

Content: breakdown of the topics	Contact hours						Self-study: hours and assignments		Assignments
	Lectures	Consultations	Seminars	Practical sessions	Laboratory activities	Internship/work	Contact hours	Self-study hours	
1. The general characteristic of the EU Company Law. Reforms	1						1	3	Analysis of study materials
2. Freedom of establishment of companies in the EU	2		2				4	20	Analysis of study materials, preparation for class work, preparation for essay
3. Reorganisation of companies in the EU Company Law	2		2				4	16	Analysis of study materials, preparation for class work, preparation for essay
4. Supra-national forms of business organisations at the EU level. Regulatory competition of different Company Law regimes	2		2				4	10	Analysis of study materials, preparation for class work, preparation for essay
5. 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, preparation for class work
6. Concept of public limited liability company's legal capital in the EU Company Law	2		2				4	10	Analysis of study materials, preparation for class work
7. Management and shareholder rights in the EU Company Law	2		3				5	12	Analysis of study materials, preparation for class work
8. Private international law applicable to companies in Europe	3		3				6	20	Analysis of study materials, preparation for class work, preparation for essay
Total	16		16				32	101	

Assessment strategy	Weight, percentage	Assessment period	Assessment criteria
Class work	10	During the semester	Max. 2 points (1 point is a part of the compulsory cumulative score and 1 point may be additional point) constant and constructive participation over the course of the classes. The assessment will be based on the capability to effectively orally present and discuss the topics on the EU Company law and private international law of companies, to raise important questions, to provide own legal insights and arguments in a logical and structured manner, to critically assess the discussed legal issues, to provide other critical remarks, participate in case law analysis

			and case studies as well as to contribute to other participants' ideas, effectively participate in a group work. The work during the lectures and seminars (which will be organized for max. 15-20 student-group) will be subject to the assessment.
Essay (compulsory)	50	During the semester	Max. 5 points: an obligatory written paper (essay) complying with requirements applicable for the scientific-research work and its' presentation. Assessment of essay is max. 10 points, which is recomputed to 50%. The assessment will be based on: <ul style="list-style-type: none"> - work content (comprehensive problem analysis, which does not include out-of-scope matters, proper source application, critical analytical thinking, conclusions); - work structure and style (clear structural parts, scientific language style, exact wording, source references, proper and ethical citation use, compliance with formal requirements); - work presentation (concentrated work presentation, adhesive scientific language, the use of informative visual aids); - efficient and active participation in discussion, answering to questions, contribution to other participants' ideas.
Examination (compulsory)	40	End of the course	Max. 4 points: a written examination (test). The test comprises of 20 closed-type and multiple choice questions on the particular topics of the EU Company law and private international law of companies, assessment of each is 0,2 point for a fully correct answer.

Author	Year of publication	Title	Issue of periodical or volume of publication	Publishing place and house or web link
Compulsory reading				
Gerner-Beuerle, C. <i>et al.</i>	2019	The Private International Law of Companies in Europe		Auflage. München: C.H. Beck
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
Kraakman, R., <i>et al.</i>	2017	The Anatomy of Corporate Law: a comparative and functional approach	3 ^d ed.	Oxford: Oxford University Press VU
Nicola de Luca	2018	European company law: text, cases and materials		Rome, etc.: Cambridge University Press
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
Recommended reading				
Dorresteyn, A., <i>et al.</i>	2009	European corporate law	2 nd ed.	Austin [etc.]: Wolters Kluwer Law & Business
Gordon, J. N.; & Ringe, W.-G. (eds)	2018	The Oxford handbook of corporate law and governance		Oxford ; New York, NY : Oxford University Press
Hopt, K, ed.	2008	European company and financial law: texts and leading cases	4 th ed.	Oxford: Oxford University Press
Roth, G.H.; & Kindler, P.	2013	The spirit of corporate law: core principles of corporate law in continental Europe		München [etc.]: C.H. Beck [etc.]