



Curso Académico: 2017-2018
Asignatura: European Company and Insolvency Law
Código: 18960
Titulación: Law Degree
Tipo: Optional Subject. Seminario de Derecho Económico I
Número de créditos: 6 ECTS
Grupos: 811

1. ASIGNATURA / COURSE TITLE

Seminario de Derecho Económico II: European Company and Insolvency Law

1.1. Código / Course Code

1890

1.2. Titulación / Degree

Grado en Derecho / Law Degree

1.3. Tipo / Type of course

Formación optativa / Optional Subject

Itinerario de Derecho Económico

1.4. Nivel / Level of course

Grado / Undergraduate Studies

1.5. Curso / Year

Cuarto curso / Fourth Year

1.6. Semestre / Semester

Primer semestre / First Semester

1.7. Número de créditos / Number of Credits Allocated

6 ECTS

1.8. Requisitos Previos / Prerequisites

Having spoken and written fluency in English. Classes will be taught in English. All the materials will be available in English. Oral and written presentations must be made in English.



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1.9. ¿Es obligatoria la asistencia? / Is attendance to class mandatory?

Attendance to classes, both lectures and seminars, is mandatory. Attendance to tutorial session is also mandatory.

1.10. Datos del profesor/a / profesores / Faculty Data

Lecturers

- Name: Prof. Dr. Mauricio Troncoso Reigada.
- Office: núm. 37 (4th Floor. Law School).
- Email: mauricio.troncoso@uam.es
- Name: Prof. Dra. Nuria Bermejo Gutiérrez.
- Office: núm. 1 (4th Floor. Law School)
- Email: nuria.bermejo@uam.es

1.11. Objetivos del curso / Course Objectives

1. General Objectives

The course aims to:

- Learn and discuss complex legal ideas and theories on European Company Law and Insolvency Law.
- Build on students' skills by developing abilities in legal reasoning, research, legal writing and critical analysis of complex legal texts.
- Produce independent learners who have the ability to access and manipulate legal resources and who can plan and manage their workload effectively.
- Develop students' abilities to communicate complex legal concepts that apply within the areas of Company Law and Insolvency Law.

2. Specific Objectives

This Course reflects the rapid growth in the development of corporate and insolvency law practice in Spain, in the European Union and, even, globally. The Course will consider the most important aspects of Company Law and Insolvency Law, assessing international influences that impact on these areas of law. In particular, it offers the opportunity to concentrate on the study of legal responses for business organisations and the incidence of insolvency in the corporate context. Among other issues, it will



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focus on the form and formation of companies, share capital, corporate bodies, management of companies' assets, liabilities and obligations, as well as on preventive restructuring arrangements and insolvency provisions related to companies –*i.e.*, cramdown, wrongful trading, etc.-. A particular attention will be paid to EU Law –*i.e.*, EU Company Directives; the Proposal for a Directive on preventive restructuring frameworks, second chance and measures to increase the efficiency of restructuring, insolvency and discharge procedures-.

The Course will be divided in two main parts. The first part is related to Company Law, and the second part is related to Insolvency Law. These parts will be taught and assessed independently by each lecturer.

This course will help the students to acquire a significant level of knowledge and to develop a critical insight into these areas of specialism.

1.12. Course Contents

A syllabus will be available at Moodle website at the beginning of the semester.

A. Lectures

This Course will consist of lectures, aiming to teach theoretical aspects and practical skills on both Company Law and Insolvency Law.

Students will be provided with learning materials to be read prior to attending lectures. Such preparatory work will provide the stimulus for class-based discussion and analysis.

B. Seminars

This Course will also consist of Seminars, aiming to discuss and analyse different cases, which will be individually resolved by students. The number of Seminars will be specified at a later date.

Students will be provided with preparatory work to be undertaken prior to attending seminars. Students will be asked to contribute to and to lead discussions and may be asked to present a pre- prepared paper to the class.

C. Tutorial sessions

This Course will consist of 1 Tutorial session.



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1.13. Recommended Reading.

General Reading List

Andenas, M. *European comparative company law*, 2009.

Baird, D.G., *The Elements of Bankruptcy*, 6th edition, 2014, Foundation Press.

Goode, R., *Principles of Corporate Insolvency Law*, 4th edition, 2011, Sweet & Maxwell.

Jackson, T.H., *The Logic and Limits of Bankruptcy Law*, 1986; Harvard University Press.

Kraakman, R.R *et al*, *The Anatomy of Corporate Law. A Comparative and Functional Approach*, 2004, OUP.

The World Bank, *Principles for effective insolvency and creditor/debtor regimes*, 2016, available at <http://pubdocs.worldbank.org/en/919511468425523509/ICR-Principles-Insolvency-Creditor-Debtor-Regimes-2016.pdf>

Viera, J. – Teichmann, C., *Private company law reform in Europe: the race for flexibility*, 2015.

Other Resources

http://ec.europa.eu/justice/civil/company-law/eu-company-law/index_en.htm

http://ec.europa.eu/justice/civil/company-law/corporate-governance/index_en.htm

http://ec.europa.eu/justice/civil/commercial/insolvency/index_en.htm



2. Teaching methods

A. Lectures:

These sessions will provide students with a wide knowledge of both European Company Law and European Insolvency Law and a general understanding of them. Theoretical aspects and practical skills on the abovementioned areas of law will be taught by means of the lecturers' presentations and students' interaction. Students must have read learning materials provided prior to attending lectures. Such preparatory work will provide the stimulus for class-based discussion of specific topics and analysis.

By the end of the Course, **students should be able to:**

- to systematically and comprehensively analyse the abovementioned areas of law;
- to appraise these areas of law and to pursue advanced studies on them;
- to apply law in these areas of law;
- to take into consideration wider factors that may have influenced these particular areas of law, such as political, economic and sociological factors;
- to locate and define international influences that impact these areas of law.

B. Seminars:

These sessions focus on the discussion and analysis of different cases, which must be individually resolved by students. In each session, students will have the chance to present their solutions to the cases and discuss them with their colleagues under lecturers' supervision. This is a good opportunity for students to receive both academic and peer feedback on their work and their progress.

Cases will be turned in for assessment.

As a result, by the end of the Course, students should have acquire the following **skills, qualities and attributes:**

- Research, to a basic level, within the context of European Company Law and European Insolvency Law;
- Communicate complex legal concepts that apply within these areas of specialism;
- Develop a develop skills base including those of
 - information gathering;
 - critical analysis and examination;
 - advanced argument formulation;
 - handling of a wide variety of information and legal materials;
 - formulation of own arguments and opinions;
 - responsibility from own learning.



C. Support Tutorial Sessions:

The purpose of these sessions is to clarify theoretical and practical issues related to Company Law and Insolvency Law. They will also provide a particular opportunity to answer students' doubts concerning specific topics on these areas and the development of the course. They will also give students the chance to obtain useful recommendations for preparing the cases and the final exam.

3. Estimated workload for the student

The study load of the Course is 6 ECTS. Each ECTS credit corresponds to 25 hours of work for the student. This Course will extend for a period of 15 weeks within a semester. The total workload corresponding to students is 150 hours/per course, detailed as follows:

Lectures and Seminars Attendance	28 sessions x 1 hour and 30 minutes = 42 hours
Tutorial sessions Attendance	1 tutorial session x 1 hour y 30 minutes = 1 hour and 30 minutes (1,5 hours)
Study / preparation of lectures and Seminars	61,5 hours
Final exam (including preparation)	45 hours
Total	150 hours



4. Assessment Methods and Percentage in the Final marks

A. Ordinary Examination Session:

The subject consists on two parts, that is, European Company Law and European Insolvency Law, which will be assessed separately by each Lecturer as follows:

Relevant Activities for Assessment	
Final Exam (each part)	70 %
Continuous Assessment (each part)	30 %
TOTAL	100%

The final exam will consist on a written test, whose format will be specified at a later date.

The marks in each part of the subject represent 50% of the final mark.

B. Extraordinary Examination Session:

The “second-chance” exam will be similar to the final exam.

C. Students Enrolled for a Second Time:

The marks corresponding to the Continuous Assessment obtained in previous enrolments will not be kept in second and successive enrolments.

5. Activities Cronogram *

A detailed Schedule of the Course – the so called “Activities Cronogram”-, will be available at the beginning of the semester at Moodle website.