Mgr. Dorota Wieczorkowska

Faculty of Law, Administration and Economics

University of Wrocław

**EUROPEAN COMPANY LAW**

**2018/2019**

**CLASSES**

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| **PROGRAMME OF THE COURSE** |
| 26.02.2019 | 1. Course Schedule & other information2. Introduction to the European Company Law* Sources of the European Company Law
* Main goals of the European Company Law
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| 05.03.2019 | Basic terms and concepts concerning European Company Law* Partnerships and corporations
* Incorporation of the limited liability company
* Statutes and instruments of incorporation
* Nullity of the limited liability company and validity of its obligations
* Official commercial and company registers
* Capital maintenance and alterations
 |
| 12.03.2019 | Societas Europea (SE)* The concept and purpose of the Societas Europea
* Law source,
* Formation,
* Minimum capital,
* Registered office,
* Inner structure,
* Liability,
* Statutes,
* Winding up and liquidation,
 |
| 19.03.2019 | European economic interest grouping (EEIG)* The concept and purpose of the European economic interest grouping
* Law source,
* Formation,
* Contract of EEIG
* Registered office,
* Inner structure,
* Liability,
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| 26.03.2019 | Mergers and Divisions* Merger by acquisition
* Merger by the formation of a new company
* Cross-border mergers
* Division by acquisition
* Division by the formation of new companies
 |
| 02.04.2019 | Case Law:* CENTROS (Case C-212/97)
* KAMER VAN KOOPHANDEL (C-167/01)
* ÜBERSEERING (Case C-208/00)
* POLBUD (Case C-106/16)
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| 09.04.2019 | Recap classes |
| **REQUIREMENTS FOR PASSING THE COURSE** |
| 1. **Attendance** – each student is entitled to one absence during the classes. Any additional absence, regardless of the cause, must be covered by passing the material discussed during the class in two weeks term from the day of the absence, during the office hours. Absence during more than 50% of the classes results into not receiving credits for the course (NC - Not Credited).
2. **Active participation in classes**.
3. **Presentation / essay** – each student is obliged to prepare a presentation or a short essay according to the formal requirements set forth during the classes.
4. **Short tests** – each class will start with a short test (5 questions) concerning topics discussed during the previous classes; In order to get credit from the short test, the student has to give right answers at least 3 questions; The student has to get credits from at least 4 short tests to be eligible to get a positive result from classes.
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| **LITERATURE** |
| 1. Company Law, B. Hannigan, Oxford University Press, Oxford 2016;
2. Business Law, K.R. Abbot, N. Pendlebury, DP Publications, London *last edition*,
3. <http://www.europarl.europa.eu/factsheets/en/sheet/35/prawo-spolek>
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