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## **Syllabus**

### **«Comparative Corporate Law»**

**(for Master level students)**

#### **1. Course Brief**

##### **1) Title**

**“Comparative Corporate Law”** (Focusing on Russia, France, Germany, the UK and the U.S.)

##### **2) Prerequisites**

Having Bachelor’s degree in law and a basic knowledge of the corporate law

##### **3) Course Type (compulsory, elective, optional)**

Compulsory

##### **4) Abstract**

The aim of the course **“Comparative Corporate Law”** is to critically discuss and debate the methodology of comparative legal research in corporate law, and in particular to acquire the research skills necessary to do self-conscious comparative legal research.

This course examines a selection of company law topics in comparative context, drawing in particular on the laws of the UK, continental Europe (France, Germany) and the United States (in particular, Delaware). The approach taken is both functional and comparative, looking at a series of core problems with which

any system of corporate law must deal, and analyzing, from a functional perspective, the solutions adopted by the systems in question.

## **2. Course Objectives**

The main objectives of this course are:

- investigating actual corporate law problems and analyzing of different approaches to these problems solutions in Russia and foreign countries;
- providing students with opportunities to realize the aims of this course through the deployment of seminar presentations and discussions.

## **3. Course Learning Outcomes**

Students should gain:

*Knowledge of:*

- concepts of comparative corporate law;
- current regulatory principles and reform issues in selected common law and civil law jurisdictions, taking into account both international and European developments
- most important institutions of the corporate law such as corporate governance, shareholder rights and their protection, judicial reviews on relevant topics.

*Skills and abilities to:*

- deal with the notes and sources of the corporate law;
- research and analyze the texts of the corporate laws, judicial decisions and scientific works;
- think systematically in terms of corporate law and its role for different structures and models of corporate governance.

*Students should gain the following competences:*

- to deal with statutory and judicial information (to search, evaluate, range and use the information, necessary for accomplishment of scientific and professional

tasks);

- to carry out the academic, educational and practical professional activities in the corporate law;
- to use the juridical, comparative and other specific methods;
- to recognize, analyse and think about solutions for legal problems in the sphere of the corporate law.

#### **4. Course Plan**

1. Corporate Law Theory.
2. Comparative Approach to Corporate Law. Why Study Comparative Corporate Law.
3. Comparative Corporate Law and Legal Families, Convergence of Corporate Law.
4. Freedom of Incorporation. A Regulatory Competition.
5. The Incorporation Process and Limitations on Limited Liability. Piercing the Corporate Veil.
6. Corporate Governance. Corporate Governance Models. Composition of the Board of Directors. Powers of Directors vs. Shareholders.

#### **5. Reading List**

##### **a. Required**

Andreas Cahn, David C. Donald. Comparative company law: Text and Cases on the Laws Governing Corporations in Germany, the UK and the USA. Cambridge University Press, 2010.  
Talbot, Lorraine. Critical Company Law. Routledge, 2015.

##### **b. Optional**

- Brian R. Cheffins. Company law: theory, structure, and operation. Oxford University Press, 2000.

- Reinier Kraakman, John Armour, Paul Davies, Luca Enriques, Henry B. Hansmann, Gérard Hertig, Klaus J. Hopt, Hideki Kanda, and Edward B. Rock. *The Anatomy of Corporate Law. A Comparative and Functional Approach*. Second Edition. Oxford University Press, 2009.
- Francisco Reyes and Erik P.M. Vermeulen. *Company Law, Lawyers and “Legal” Innovation Common Law versus Civil Law*// [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=1907894](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1907894)
- Klaus J. Hopt. *Corporate Governance in Europe: A Critical Review of the European Commission's Initiatives on Corporate Law and Corporate Governance*// European Corporate Governance Institute (ECGI) - Law Working Paper No. 296/2015// [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2644156](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2644156)
- M.M. Siems. *The Methods of Comparative Corporate Law*. 2015// [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2593420](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2593420)
- M.M. Siems., D. Cabrelli. *Convergence, Legal Origins, and Transplants in Comparative Corporate Law: A Case-Based and Quantitative Analysis*// *American Journal of Comparative Law*, vol. 63 (2015), pp. 109-153// [http://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2629847](http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2629847)
- Andenas M. and Wooldridge F. *European Comparative Company Law*. Cambridge University Press, 2009
- McCahery, J. and Vermeulen, E., *Corporate Governance of Non-Listed Companies*. Oxford University Press, 2008.

## **6. Method of Teaching:**

- Using interactive educational technologies (problematic lectures, Socrates method, work in small groups);
- Seminars involving student presentations and discussion around directed reading and questions;
- Using ratings and accumulative system of control.

## **7. Course evaluation**

There will be a take home final paper given at the end of the course - 50%;

Class group review exercise (presentations)

and class participation - 50%

## **8. Special Equipment and Software Support (if required)**

Power-point, LMS, Internet.