

SYLLABUS

1. Information on the study programme

1.1. Higher education institution	West University of Timișoara
1.2. Faculty	The Faculty of Law
1.3. Department	Private Law Department
1.4. Study program field	Law
1.5. Study cycle	MA Studies
1.6. Study programme / Qualification	European Union Law

2. Information on the course

2.1. Course title		European Union Company Law					
2.2. Lecture instructor		associate professor Phd. Flaminia Stârc-Meclejan					
2.3. Seminar / laboratory instructor		associate professor phd. Flaminia Stârc-Meclejan					
2.4. Study year	I	2.5. Semester	II	2.6. Examination type	Ex.	2.7. Course type	Compulsory

3. Estimated study time (number of hours per semester)

3.1. Attendance hours per week	3	out of which: 3.2 lecture	2	3.3. seminar / laboratory	1
3.4. Attendance hours per semester	42	out of which: 3.5 lecture	28	3.6. seminar / laboratory	14

Distribution of the allocated amount of time*		hours
Study of literature, course handbook and personal notes		27
Supplementary documentation at library or using electronic repositories		28
Preparing for laboratories, homework, reports etc.		28
Exams		1
Tutoring		1
Other activities...		-
3.7. Total number of hours of individual study	83	
3.8. Total number of hours per semester	125	
3.9. Number of credits (ECTS)	5	

4. Prerequisites (if it is the case)

4.1. curriculum	
4.2. competences	

5. Requirements (if it is the case)

5.1. for the lecture	
5.2. for the seminar / laboratory	

6. Specific acquired competences

Knowledge	<ul style="list-style-type: none"> • acquisition of research methods and working paradigms in this field; • deepening the principles, concepts, theories of the discipline and the national legal provisions in the field; • deepening the principles, concepts, theories of the discipline and the legal provisions in the field, within the foreign legal systems that have been sources of inspiration in the field for the Romanian legislator; • deepening the solutions of the national and foreign judicial practice in the field, respectively of the consistency or discordance between them regarding the solutions adopted in the field, in national law and in the law of the states, which was a source of inspiration for the Romanian legislator;
Skills	<ul style="list-style-type: none"> • analyzing, interpreting, correlating legal texts and national judicial practice in the field; • comparative analysis of the local doctrine in the field; • detecting, analyzing, interpreting and correlating the texts of legislation, doctrine and jurisprudence, having as a starting point a concrete legal problem, specific to the discipline; • the presentation, interpretation, comparative analysis of the legal institutions in the national law as well as their correlation with the corresponding institutions in other legal systems in the field, which have been models for the Romanian legislator;
Responsibility and autonomy	<ul style="list-style-type: none"> • the elaboration of a study and/or professional project on the legal framing of a factual situation using the principles and methods established within the discipline and supported by the legislation, doctrine and jurisprudence related to a concrete problem; • carrying out professional obligations efficiently and responsibly; the application of teamwork techniques with the approach of cases with interdisciplinary elements; • efficient use of communication resources, as well as information and assisted professional training resources; optimal and creative capitalization of one's own potential in scientific activities, periodic self-evaluation of performance; • engaging in partnership relations with other persons - institutions with similar responsibilities;

7. Content

7.1. Lecture	Teaching methods	Remarks, details
<p>1. An Introduction to Modern EU Company Law</p> <p>1.1. The sources of EU company law</p> <p>1.2. How should we read EU normative acts</p> <p>1.3. Tendencies in modern company law</p> <p>1.4. Major problems raised in EU company law</p>	<p>Presentation, conversation, introduction of case studies and argument-based solutions</p>	<p>4 hours</p>

<p>Core readings: C. B. Jacobsen, <i>An introduction to modern EU company law</i>, RGSL WORKING PAPERS NO. 28, RIGA, 2005 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009</p>		
<p>2. The Essential Elements of Corporate Law 2.1. What does company law deal with? 2.2. What is a corporation? 2.2.1. Legal personality 2.2.2. Limited liability 2.3. What forces shape corporate law?</p> <p>Core readings: J. Armour, H. Hansmann, R. Kraakman, <i>The Essential Elements of Corporate Law</i>, Law Working Paper No. 134/2009 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009</p>	<p>Presentation, conversation, introduction of case studies and argument-based solutions</p>	<p>2 hours</p>
<p>3. The Right of Establishment I 3.1. Setting the scene 3.1.1. The "real seat" theory 3.1.2. The "incorporation theory" 3.2. Corporate mobility: treaty provisions and the role of the Court</p> <p>Core readings: J. Armour and W.-G. Ringe, <i>European company law 1999 2010: Renaissance and crisis</i></p>	<p>Presentation, conversation, introduction of case studies and argument-based solutions</p>	<p>2 hours</p>

<p>(2011) 48 Common Market Law Review 125-174 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009</p>		
<p>4. The Right of Establishment II 4.1. Corporate mobility - developments 4.2. Permissible limitations on corporate freedom of establishment</p> <p>Core readings: J. Armour and W.-G. Ringe, <i>European company law 1999 2010: Renaissance and crisis</i> (2011) 48 Common Market Law Review 125-174 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009</p>	<p>Presentation, conversation, introduction of case studies and argument-based solutions</p>	<p>2 hours</p>
<p>5. Free Movement of Capital 5.1. The principle of proportionality 5.2. ECJ and "golden shares" case law 5.3. The developments of the ECJ case law</p> <p>Core readings: J. Armour and W.-G. Ringe, <i>European company law 1999 2010: Renaissance and crisis</i> (2011) 48 Common Market Law Review 125-174 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge</p>	<p>Presentation, conversation, introduction of case studies and argument-based solutions</p>	<p>4 hours</p>

University Press, 2009		
<p>6. Corporate Governance Regulation in the EU</p> <p>6.1. An introduction to the corporate governance discussion</p> <p>6.2. The codes on corporate governance</p> <p>6.2.1. The non-binding character of the codes</p> <p>6.2.2. The “explain or comply” principle</p> <p>6.3. The EU corporate governance framework</p> <p>6.4. The duty of loyalty towards the company / the shareholders</p> <p>Core readings:</p> <p>Action Plan: European company law and corporate governance - a modern legal framework for more engaged shareholders and sustainable companies, COM/2012/0740 final</p> <p>Green Paper: The EU corporate governance framework COM(2011) 164 final</p> <p>PL Davies and KJ Hopt, <i>Corporate Boards in Europe—Accountability and Convergence</i> (2013) 61 <i>American Journal of Comparative Law</i> 301–376</p> <p>Holger Fleischer, <i>Legal Transplants in European Company Law – The Case of Fiduciary Duties</i> (2005) 2 <i>ECFR</i> 378–397</p>	Presentation, conversation, introduction of case studies and argument-based solutions	4 hours
<p>7. The European Company, Corporate Mergers & Restructuring in Europe</p> <p>7.1. The European Company</p>	Presentation, conversation, introduction of case studies and argument-based solutions	6 hours

<p>7.2. The regulation of mergers and divisions</p> <p>7.2.1. Advantages compared with the European Company statute</p> <p>7.2.2 Risks these transactions can pose for shareholders, creditors, and employees</p> <p>Core readings: Action Plan: European company law and corporate governance - a modern legal framework for more engaged shareholders and sustainable companies, COM/2012/0740 final European Company Statute (Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE), OJ L 294/1) Directive (EU) 2019/2121 amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions J Rickford, <i>The European Company</i>, in J Rickford (ed.), <i>The European Company</i>, Amsterdam: Intersentia (2004) M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009</p>		
<p>8. Groups of Companies</p> <p>8.1. The preliminary draft Ninth Directive</p> <p>8.2. The European Union legislation on groups</p> <p>8.3. Group liability and the lifting of the corporate veil</p> <p>Core readings:</p>	<p>Presentation, conversation, introduction of case studies and argument-based solutions</p>	<p>4 hours</p>

<p>The preliminary draft Ninth Directive Action Plan: European company law and corporate governance - a modern legal framework for more engaged shareholders and sustainable companies, COM/2012/0740 final M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009</p>		
<p>1. Recommended literature</p> <p>Nicola de Luca, <i>European Company Law. Text, Cases and Materials</i>, Cambridge University Press, 2017 C. B. Jacobsen, <i>An introduction to modern EU company law</i>, RGSL WORKING PAPERS NO. 28, RIGA, 2005 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009 J. Armour, H. Hansmann, R. Kraakman, <i>The Essential Elements of Corporate Law</i>, Law Working Paper No. 134/2009 PL Davies and KJ Hopt, <i>Corporate Boards in Europe—Accountability and Convergence</i> (2013) 61 <i>American Journal of Comparative Law</i> 301–376 J Rickford, <i>The European Company</i>, in J Rickford (ed.), <i>The European Company</i>, Amsterdam: Intersentia (2004) Holger Fleischer, <i>Legal Transplants in European Company Law – The Case of Fiduciary Duties</i> (2005) 2 <i>ECFR</i> 378–397</p> <p>2. Legislation</p> <p>Treaty on the Functioning of the EU Action Plan: European company law and corporate governance - a modern legal framework for more engaged shareholders and sustainable companies, COM/2012/0740 final European Company Statute (Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE), OJ L 294/1) Directive (EU) 2019/2121 amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies The preliminary draft Ninth Directive</p>		
<p>7.2. Seminar / laboratory</p>	<p>Teaching methods</p>	<p>Remarks, details</p>
<p>1. An introduction to modern EU company law</p>	<p>Group discussion and case study</p>	<p>2 hours</p>

Case C-97/96 <i>Daihatsu</i> [1997]		
2. The Essential Elements of Corporate Law Directive 2009/101/EC (the former First Company Law Directive) Case C-106/89 <i>Marleasing</i> [1990] Case C-104/96, <i>Rabobank</i> , [1997] <i>Ashbury Railway Carriage and Iron Co Ltd v Riche</i> (1875) LR 7 HL 653.	Group discussion and case study	1 hour
3. The Right of Establishment I Case C-81/87 <i>Daily Mail</i> [1988] Case C-212/97 <i>Centros</i> [1999] Case C-208/00 <i>Überseering</i> [2002] Case C-167/01 <i>Inspire Art</i> [2003]	Group discussion and case study	1 hour
4. The Right of Establishment II Case C-411/03 <i>SEVIC Systems AG</i> [2005] Case C-210/06 <i>Cartesio Oktató és Szolgáltató bt.</i> [2008] Case C-378/10 <i>VALE Építési</i> [2012] Case C-196/04 <i>Cadbury Schweppes</i> [2006]	Group discussion and case study	1 hour
5. Free Movement of Capital Treaty on the Functioning of the EU, Arts. 63-66 Case C-367/98 <i>Commission v Portugal</i> [2002] (Golden shares I) Case C-483/99 <i>Commission v</i>	Group discussion and case study	2 hours

<p><i>France</i> [2002] (Golden shares II/Elf-Aquitaine) Case C-503/99 <i>Commission v Belgium</i> [2002] (Golden shares III) Case C-98/01 <i>Commission v United Kingdom</i> [2003] (BAA) Case C-112/05 <i>Commission v Germany</i> [2007] (VW I) Case C-171/08 <i>Commission v Portugal</i> [2010] Case C-95/12 <i>Commission v Germany</i> [2013] (VW II)</p> <p>Report on the proportionality principle in the European Union – ISS Europe, ECGI, Shearman & Sterling - 18 May 2007</p>		
<p>6. Corporate Governance Regulation in the EU Directive 2006/46/EC of the European Parliament and of the Council of 14 June 2006</p> <p>Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies</p> <p>Case C-101/08, <i>Audiolux and others</i> [2009]</p>	<p>Group discussion and case study</p>	<p>2 hours</p>
<p>7. The European Company, Corporate Mergers & Restructuring in Europe</p> <p>Action Plan: European company law and corporate governance - a modern legal framework for more engaged shareholders and</p>	<p>Group discussion</p>	<p>3 hours</p>

<p>sustainable companies, COM/2012/0740 final European Company Statute (Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE), OJ L 294/1) Directive (EU) 2019/2121 amending Directive (EU) 2017/1132 as regards cross- border conversions, mergers and divisions</p>		
<p>8. Groups of companies The preliminary draft Ninth Directive The European Union legislation on groups Case-law on group liability and the lifting of the corporate veil</p>	<p>Group discussion and case study</p>	<p>2 hours</p>
<p>1. Recommended literature</p> <p>Nicola de Luca, <i>European Company Law. Text, Cases and Materials</i>, Cambridge University Press, 2017 C. B. Jacobsen, <i>An introduction to modern EU company law</i>, RGSL WORKING PAPERS NO. 28, RIGA, 2005 M. Andenas and F. Wooldridge, <i>European Comparative Company Law</i>, Cambridge University Press, 2009 J. Armour, H. Hansmann, R. Kraakman, <i>The Essential Elements of Corporate Law</i>, Law Working Paper No. 134/2009 PL Davies and KJ Hopt, <i>Corporate Boards in Europe—Accountability and Convergence</i> (2013) 61 <i>American Journal of Comparative Law</i> 301–376 J Rickford, The European Company, in J Rickford (ed.), <i>The European Company</i>, Amsterdam: Intersentia (2004)</p> <p>2. Legislation</p> <p>Treaty on the Functioning of the EU Action Plan: European company law and corporate governance - a modern legal framework for more engaged shareholders and sustainable companies, COM/2012/0740 final European Company Statute (Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE), OJ L 294/1) Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies Directive 2006/46/EC of the European Parliament and of the Council of 14 June 2006 Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of</p>		

certain rights of shareholders in listed companies
The preliminary draft Ninth Directive

8. Correlations between the content of the course and the requirements of the professional field and relevant employers.

All activities related to the subject European Union company law aim at assuring students' acquisition of professional and transversal competences to assist them in integrating into the labour market in all the fields of activity.

9. Evaluation

Activity	9.1. Assessment criteria	9.2. Assessment methods	9.3. Weight in the final mark
9.4. Lecture	Assessing that each student meets the performance standards	Overall assessment, final mark obtained on basis of written examination. The final mark is the result of writing a paper comprising theoretical and practical aspects.	70%
9.5. Seminar / laboratory	Assessing that each student meets the performance standards	The mark is the result of writing a paper comprising theoretical and practical aspects on a given theme.	30%
9.6. Minimum needed performance for passing			
<ol style="list-style-type: none"> 1. proper use by students of the specific vocabulary of European company law; 2. development of a professional project including argumentation of methods, techniques, procedures and tools applied on the basis of the specific principles, paradigms and concepts of European company law; 3. appropriate use of national and European legislation and case law in the field of company law; 4. development of a project on the current stage of national and foreign literature and case law in a certain area of EU company law; 5. development of a project or of a study on solving corporate problems raised by a certain factual situation. 			

11. Development of the learning and evaluation process in the online environment

E-learning platform used Moodle / Google Classroom	Video conference application to be used	Technical conditions necessary for the participation in the learning and the evaluation process	Means / platform through which the course support can be consulted in electronic format and in which other learning / bibliography resources can be accessed in digital format
UVT e-learning platform https://elearning.e-uvt.ro/	https://meet.google.com/	The student needs to have access to the specific technical means, in order to participate in the learning and the evaluation process: desktop / laptop / tablet / smartphone connected to the internet, which allow access to the e-learning platform used, and to install the used video-conference application. For the purpose of the optimal development of the learning process, the student will login on the e-learning platform exclusively from the institutional account. (first name.namebirthyear @e- uvt.ro).	UVT e-learning platform https://elearning.e-uvt.ro/

Date of completion
15.09.2024

Signature (lecture instructor)
Ass. Prof. Phd. Flaminia F. N.
Stârc - Meclejan

Signature (seminar instructor)
Ass. Prof. Phd. Flaminia F. N.
Stârc – Meclejan

Date of approval in the department
18.09.2024

Signature of the head of the department
conf. dr. Florin I. Mangu