

| General Information | | | |
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| Course name | Comparative Company Law and Corporate Governance | ECTS Credits | 5 |
| | | Semester | winter/summer |
| Aims | | | |
| <p>The aim of the course is to provide students with a solid introduction to corporate law and to the legal and non-legal governance mechanisms. The course adopts a comparative approach drawing attention mainly on UK/US, Slovakia and other continental European Countries. The course objective is to understand how various legal provisions may address particular legal or economic problems generated by the organizational form of the company.</p> | | | |
| Content | | | |
| <p>Students are expected to take an active part in the course since the emphasis is placed upon seminars and discussion groups rather than formal lectures.</p> <p>Syllabus of the course:</p> <ol style="list-style-type: none"> 1. Fundamentals of Corporate Law (separate legal personality and limited liability). Modernization of Company Law within the European Union and harmonized area of company law 2. The Agency cost problem. Corporate law as potential determinant of ownership and control patterns. Outsider and Insider system – comparison UK/US and other EU Countries 3. Boards. One-tier and two-tier board structures. Directors' power to represent the company. Directors' duties. Remuneration. Role of supervisory board. 4. Shareholders. Shareholders' rights and duties. Enforcement of shareholders' rights. 5. Stakeholders. Stakeholder v. shareholder oriented corporate governance. Stakeholder participation in boards. | | | |
| Assessment Methods and Criteria | | | |
| <p>Evaluation will be made on the basis of in-class participation and written analysis of case studies/or an essay.</p> | | | |

Grading Scale (in %):

A: 100 – 91 %

B: 90 – 81 %

C: 80 – 71 %

D: 70 – 61 %

E: 60 – 51 %

FX: 50 – 0 %

Grading System:

The University recognises the following six degrees for the evaluation of the study results:

a) A – excellent (excellent results) (numerical value 1)

b) B – very good (above average results) (1.5)

c) C – good (average results) (2)

d) D – satisfactory (acceptable results) (2.5)

e) E – sufficient (results meet the minimum criteria) (3)

f) FX – failed (requires further work) (4)

Bibliography

Cahn, A., Donald, D. C. *Comparative Company Law: Text and Cases on the Laws Governing corporations in Germany, the UK, and the USA*. Cambridge: Cambridge University Press, 2010.

Hannigan, B.: *Company Law*, 4ed. Oxford: Oxford University Press, 2016.

McCahery, J. A. et al. (eds.) *Private Company Law Reform. International and European Perspectives*. Hague: T.M.C. Asser Press, 2010.

Grundman, S. *European Company Law. Organization, Finance and Capital Market*. Cambridge: Intersentia. 2012.

Bachmann, G. et al. *Regulating the closed corporation, European Company and Financial Law Review*. Special Volume 4. Berlin: De Gruyter. 2014.

Kraakman, R. *The Anatomy of Corporate Law: A Comparative and Functional Approach*. Oxford: Oxford University Press, 2009.

OECD, *Corporate Governance Factbook* (2015), available at <http://www.oecd.org/daf/ca/Corporate-Governance-Factbook.pdf>