



Syllabus – Gesellschaftsrecht II / Principles of Corporate Law – Autumn Semester 2022

25 August 2022

Gesellschaftsrecht II / Principles of Corporate Law – Autumn Semester 2022

Course Leader: Professor Dr Kern Alexander

Co-lecturers: Dr David Roth, Lecturer in Corporate Law

Professor Dr Marco Dell’Erba, Assistant Professor of Financial Market and Corporate Law

Introduction

The course will examine the main principles of corporate law from a comparative perspective. In doing so, the major principles and doctrines of corporate law in selected common and civil law jurisdictions be analyzed. The areas covered include ‘why do we have companies?’, shareholder rights, directors’ duties, agency problems and corporate governance, limited liability, capital raising, insider dealing and market misconduct. The EU legal principles of free movement and shareholder rights will be covered. Specific themes including minority shareholder protection, compensation, corporate formation and personality, corporate social responsibility and employee rights will be explored along with the role of auditors and rating agencies. The case law method and case studies will be used to highlight key points.

Course Structure

The course will consist of lecture sessions that utilized the case law method and interactive discussion of key lecture topics derived from the readings and elaborated upon in class. The required readings and relevant documentation will be available to be downloaded from the course readings page on the course website(website link). Students should read the mandatory readings for each week’s lecture and come to class ready to participate. The final lecture will include an examination review session that will cover relevant course themes and topics. The examination will be written and open book. Students will be encouraged to discuss course themes and materials in preparation for the examination.

Syllabus

The syllabus will be continually updated throughout the semester (usually minor changes). The most current version will be available on the chair’s website with an indication of the date of revision. A more detailed syllabus will be uploaded to the course website on 1st September 2022.

Assessment

Written examination (open book exam).



Lectures

The lectures will be held on **Monday 14:00-15:45**, starting **19 September 2022** until **19 December 2022** in KOL-F-104 and also on Podcast as a livestream.

Podcast

The lectures will be recorded and offered online as podcasts.

Please note that due to technical difficulties not all classes may be recorded or there may be technical difficulties with the recordings. Students are encouraged to attend all lectures. If they miss lectures, they take the risk that technical problems or disturbances in the online recordings may make it difficult or impossible for them to access the lectures. The loss of access to the recordings is not sufficient cause for an appeal against the examination.

Scripts or other materials declared as examination relevant take priority over the podcasts. In case of ambiguity contact the lecturer immediately. The recordings are for private use only.

Redistribution in whatever form, in whole or in part, is not permitted without consent of the lecturer and may be punished by disciplinary measures or otherwise.

<https://www.ius.uzh.ch/de/staff/professorships/alphabetical/alexander/lv/vorl/hs22/gr20.html>

Course Readings and Translation of Swiss Code of Obligations:

Most readings as well as a translation of the Swiss Code of Obligations will be provided on our homepage:

<https://www.ius.uzh.ch/de/staff/professorships/alphabetical/alexander/lv/vorl.html>

The course will use selected readings to supplement each lecture. The readings will consist of required and optional readings. The exam questions will be based in part on the required readings. Optional readings also will have material that will help you answer the exam question. All readings will be available and downloadable from the Chair website. Some of the readings will come from the following books.

- JANET DINE / MARIOS KOUTSIAS, *Company Law*, 9th ed. Bloomsbury, 2019 (available at the RWI library).
- RICHARD D FREER AND DOUGLAS K MOLL, *Principles of Business Organizations*, 2nd ed., (West Academic, 2018)(available at library)

On Swiss Law:

- Kern Alexander, 'Corporate and Banking Law'. In M. Thommen *Introduction to Swiss Law* (2022)
- MARC BAUEN / ROBERT BERNET, *Swiss Company Limited by Shares*, Schulthess 2007 (available on Swisslex).
- DANIEL LENGAUER ET AL., *Company Law in Switzerland*, Schulthess 2009 (available on Swisslex).