

| | | | |
|---|--------|-------------------|--------|
| Study course : Master studies | | | |
| Name of the subject: EU COMPANY LAW | | | |
| Teachers : prof. Dr Mirko Vasiljević, prof. Dr Vuk Radović, prof. Dr Tatjana Jevremović Petrović | | | |
| Status: Optional course (Business law module, sub-module Law of commercial companies) | | | |
| Lectures per week: 2 classes per week, in total 15 | | | |
| Number of ESPP: 10 | | | |
| Goals: The course is to provide students with necessary knowledge in EU Company Law and to offer application in practice. The focus is on critical examination of the existing provisions, theoretical approach and case law. | | | |
| Description: Course is dedicated to study of the most important provisions regarding business entities in the EU. It approaches the issue using legal, normative, dogmatic, and systematic methodology. Comparative law is very much studied, in order to see the application of the EU law in national laws of the EU Member States and to compare them with domestic law. Finally, special attention is paid to case law in this branch of law. | | | |
| Content of the course: Annexed below | | | |
| Literature: Annexed below | | | |
| Methodology used during lectures: Lectures, seminars, seminal papers, visiting lectures, consultations and individual lectures with students, <i>power-point</i> presentations. | | | |
| System of Examinations | | | |
| Obligations before exam | points | Final exam | points |
| Active participation during lectures | | Oral exam | |
| Study group | | | |
| exercises | | | |
| Tests | | | |
| Seminal paper | | | |
| Other activities | | | |
| Exam methodology: Oral | | | |

Course contents

1. INTRODUCTION TO EU LAW: HISTORY AND METHODOLOGY

Sources of EU Company law, History of EU Company law, Harmonization through Directives, Regulations establishing special EU company forms, New sources, Modernization of EU Company law.

2. FREEDOM OF ESTABLISHMENT

Definition of freedom of establishment, Right of primary and secondary establishment, Case law regarding freedom of establishment.

3. NULLITY, DISCLOSURE OF INFORMATIONS AND BUSINESS ACTIVITIES OF LIMITED LIABILITY COMPANIES

Introduction to (former) First Directive of company law, Disclosure, Nullity, Business activities and liability in regard to third persons.

4. CAPITAL OF THE LIMITED LIABILITY COMPANIES

(Former) Capital Directive, History of provisions, Scope of application, nature and goals of provisions in regard to capital, Foundation of the company limited by shares and formation of the capital, Capital requirements and modifications, Alternatives to capital requirements and shareholders and creditors protection.

5. SHAREHOLDERS RIGHTS

Directive on certain shareholders rights, Conditions of participation and voting at the general meeting of shareholders, Right of shareholders to be informed, Right of shareholders regarding minutes, Right of shareholders to ask questions, Voting in absence, Results of voting, Equal treatment of shareholders.

6. SINGLE MEMBER COMPANY

Definition, Advantages and disadvantages, Bodies, Transformation.

7. TAKE OVERS

History of EU law on take-overs, Definitions: takeover bid, offeree company, the offeror (and persons acting in concert), offer. General principles of takeover bid, Supervision regarding takeover bid, Obligatory bidding, Principle of disclosure, Neutrality of board, Breakthrough rule, Squeeze out and sell out rights.

8. STATUTORY CHANGES: MERGER – CROSS BORDER AND NATIONAL

History of provisions, Forms of companies involved, Merger forms, Procedure, Shareholder protection, Creditors and third parties protection, Control, effects and publication of merger, Nullity of merger, Simplified cases of merger.

9. COMPANY DIVISIONS

Forms of companies, Division forms, Procedure, Shareholder protection, Creditors and third parties protection, Control, effects and publication of division, Special procedures.

10. CROSS-BORDER CHANGE OF COMPANIES' SEAT

National provisions on cross-border change of seat, Real seat and incorporation theory, ECJ case law and effect regarding change of company's seat, (Unsuccessful) harmonization of the cross-border change of companies' seat.

11. GROUPS OF COMPANIES

(Unsuccessful) regulation of groups of companies, Pyramidal groups, Transparency.

12. COMPANIES' BRANCHES

Branches and secondary establishment, Goals of Directive on companies' branches, Disclosure in regard to branches.

13. EUROPEAN COMPANY (SE)

Ideas, History, Formation, General meeting and board systems, Participation of employees, Transformation and conversion to national company.

14. EUROPEAN PRIVATE COMPANY

Goals and characteristics, Proposition of a Regulation on European private company, General provisions.

15. EUROPEAN ECONOMIC INTEREST GROUPING

Definition, Functioning, Responsibility to third persons, Liquidation.

16. EUROPEAN COOPERATIVE

Definition, Legal status, Foundation and articles of incorporation, Seat, Non-discrimination principle, Organs, Securities, Profit distribution, Financial report and auditing, Liquidation, Conversion to national cooperative.

Literature

Obligatory reading:

1. Mirko Vasiljević, Vuk Radović, Tatjana Jevremović Petrović, *Kompanijsko pravo Evropske unije*, Pravni fakultet Univerziteta u Beogradu, Beograd, 2012.

Additional reading:

1. M. Vasiljević, „Poslovno pravo Srbije i Evropska unija“, *Pravo i privreda*, 1-4/2009.
2. V. Radović, „Pravna priroda Evropske ekonomske interesne grupacije“, u: V. Radović (ur.), *Usklađivanje poslovnog prava Srbije sa pravom Evropske unije (2012)*, Pravni fakultet Univerziteta u Beogradu, Beograd, 2012.
3. V. Radović, „Budućnost kompanijskog prava Evropske unije – novi Akcioni plan“, *Pravo i privreda*, 4-6/2013.
4. T. Jevremović Petrović, „Struktura organa u evropskim formama društava“, *Pravo i privreda*, 4-6/2010.
5. T. Jevremović Petrović, „Potreba regulisanja povezanih društava u pravu EU“, u: V. Radović (ur.), *Usklađivanje poslovnog prava Srbije sa pravom Evropske unije (2012)*, Pravni fakultet Univerziteta u Beogradu, Beograd, 2012.
6. T. Jevremović Petrović, „Povezivanje privrednih registara na nivou EU“, *Pravo i privreda*, 4-6/2013.
7. *Report of the High Level Group of Company Law Experts on a Modern Regulatory Framework for Company Law in Europe*, Brussels, 4.11.2002.
8. *Report of the Reflection Group On the Future of EU Company Law*, Brussels, 5.4.2011.
9. Stefan Grundmann, *European Company Law: Organization, Finance and Capital Markets*, Intersentia, Antwerpen – Oxford, 2007.
10. Adriaan Dorresteijn, Tiago Monteiro, Christoph Teichmann, Erik Werlauff, *European Corporate Law*, second edition, Kluwer Law International, Alphen aan den Rijn, 2009.
11. Vanessa Edwards, *EC Company Law*, Oxford University Press, Oxford, 1999.