



Course Syllabus

Course Code LAW-282	Course Title Company Law II	ECTS Credits 6
Prerequisites Company Law I	Department Law	Semester Spring
Type of Course Compulsory	Field Company Law	Language of Instruction English
Level of Course 1 st Cycle	Lecturer Christina Lederer	Year of Study 2 nd
Mode of Delivery Conventional	Work Placement N/A	Corequisites N/A

Course Objectives:

The main objectives of the course are to provide students with an informative analysis of legal principles and concepts governing charges in the context of corporate borrowing. Present the key aspects of company law insofar as these impact on the role of Directors, and their all-important powers and duties relevant to their managerial functions. Afford students a clear insight as to the principles regulating corporate insolvency and the legal practical consequences thereof. Identify shareholder remedies.

Learning Outcomes:

At the end of the course, students should be able to:

1. Identify the manner in which companies raise finance through share capital or loan capital.
2. Consider the nature, priority and registration of fixed and floating charges.
3. Define the concept of majority rule and consider the mechanisms by which minority protection may be achieved.
4. Discuss the role of company management and the ground for disqualification and dismissal of company directors.
5. Consider the fiduciary responsibilities and duties of company directors.
6. Illustrate the rights pertaining to classes of shares, and procedural requirements for variation thereof.
7. Analyse the grounds for winding-up of companies, with particular regard to voluntary and compulsory liquidation.

8. Compose essay and problem style questions through applying the above.

Course Content:

1. Raising capital: debentures. Nature, priority & registration of fixed & floating charges.
2. Class Rights & variation thereof.
3. Majority Rule – Minority Protection. The rule in FOSS v HARBOTTLE – the proper claimant rule & Statutory Minority Protection (derivative claims, just and equitable winding up, unfair prejudice)
4. The Management of the company – directors, categories of directors. Appointment & Disqualification & Removal of Directors. Director’s Duties – Fiduciary duties, of care, skill & disciplinary. Statutory duties
5. Insolvency – Voluntary winding up. Compulsory Liquidation

Learning Activities and Teaching Methods:

Interactive lectures, student participation, case studies, essays and problem solving questions

Assessment Methods:

Mid -term and final examinations

Required Textbooks / Readings:

Title	Author(s)	Publisher	Edition
Company Law	John Lowry and Alan Dignam	Oxford University Press	11 th
Mason, French & Ryan on Company Law	Derek French	Oxford University Press	37 th

Recommended Textbooks / Readings:

Title	Author(s)	Publisher	Edition
Company Law in Context	David Kershow	Oxford University Press	2 nd
Blackstone's Statutes on Company Law	Derek French	Oxford University Press	24 th
Sealy & Worthington's Texts, Cases & Materials in Company Law	Sarah Worthington	Oxford University Press	12 th
Company Law in Practice	The City Law School	Oxford University Press	3 rd
Company Law	Brenda Hannigan	Oxford University Press	6 th
Principles of modern company law	Paul Davies and Sarah Worthington	Sweet & Maxwell	11 th