



Course Syllabus

Course Code LAW-282	Course Title Company Law II	ECTS Credits 6
Prerequisites LAW-281	Department Law	Semester Spring
Type of Course Required	Field Law	Language of Instruction English
Level of Course 1 st Cycle	Lecturer Peter Pafitis	Year of Study 2 nd /3 rd
Mode of Delivery Face-to-face	Work Placement N/A	Corequisites None

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 therefore.

Learning Outcomes:

After completion of the course students are expected to be able to:

1. Evaluate the manner in which companies raise finance through share capital or loan capital
2. Demonstrate knowledge and understanding of the nature, priority and registration of fixed and floating charges
3. Discuss the concept of majority rule and appreciate the mechanisms by which minority protection may be achieved
4. Assess the fiduciary responsibilities and duties of care, skill and diligence of company directors
5. Demonstrate the rights pertaining to classes of shares, and procedural requirements for variation thereof
6. Analyse the role of company management and the ground for disqualification and dismissal of

company directors

7. Explain the grounds for winding-up of companies, with particular regard to voluntary and compulsory liquidation

8. Explain the need for acquiring problem-solving skills with a view to applying legal principles to factual situations and scenarios

Course Content:

Raising capital: debentures

Nature, priority & registration of fixed & floating charges.

Class Rights & variation thereof.

Majority Rule – Minority Protection. The rule in FOSS v HARBOTTLE – the proper claimant rule & Statutory Minority Protection.

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

Insolvency – Voluntary winding up. Compulsory Liquidation.

Learning Activities and Teaching Methods:

Interactive lectures, tutorials, case studies, student participation

Assessment Methods:

Assignment and/or presentation, mid-term examination, final examination

Required Textbooks / Readings:

Title	Author(s)	Publisher	Year	ISBN
Company Law	John Lowry & Alan Dignam	Oxford University Press	2018	9780198811831
Gower: Principles of Modern Company Law	Professors Paul Davies and Sarah Worthington	Sweet & Maxwell	2016	9780414056268

Recommended Textbooks / Readings:

Title	Author(s)	Publisher	Year	ISBN
Company Law in Context	David Kershaw	Oxford University Press	2012	9780199609321
Blackstone's Statutes on Company Law	Derek French	Oxford University Press	2018	9780198802679
Sealy and Worthington's Texts Cases & Materials in Company Law	Sarah Worthington	Oxford University Press	2016	9780198722052
Company Law in Practice	The City Law School	Oxford University Press	2017	9780198787723
Company Law	Brenda Hannigan	Oxford University Press	2018	9780198787709
Mason, French & Ryan on Company Law	Derek French	Oxford University Press	2018	9780198815105