



Course Code LAW-282	Course Title Company Law II	ECTS Credits 6
Department Law	Semester Spring	Prerequisites LAW-281
Type of Course Law Elective	Field Law	Language of Instruction English
Level of Course 1 st Cycle	Year of Study 2 nd / 3 rd / 4 th	Lecturer(s) Peter Pafitis
Mode of Delivery Face-to-face	Work Placement N/A	Co-requisites None

Objectives of the Course:

To provide students with an informative analysis of legal principles and concepts governing charges in the context of corporate borrowing.

To 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.

To 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, written examinations and assignments

Assessment Methods:

One written assignment or oral presentation, mid-term exam and final exam.
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Required Textbooks/Reading:

Authors	Title	Publisher	Year/Edition
John Lowry & Alan Dignam	<i>Company Law</i>	Oxford University Press	2010
Charles Wild & Stuart Weinstein	<i>Smith & Keenan’s Company Law</i>	Pearson	14 th Edition

Recommended Textbooks/Reading:

Authors	Title	Publisher	Year/Edition
Brenda Hannigan	<i>Company Law</i>	Oxford	2 nd Edition
David Kershaw	<i>Company Law in Context</i>	Oxford	2009
The City Law School	<i>Company Law in Practice</i>	Oxford	2008
Derek French	Blackstone’s Statutes on Co. Law	Oxford	2008
LS Sealy & Sarah Worthington	<i>Cases & Materials in Co. Law</i>	Oxford	9 th Edition
Nicolas Bourne	<i>Bourne on Company Law</i>	Routledge	5 th Edition
Hannigan & Prentice	<i>The Companies Act 2006 – A Commentary</i>	Butterworth	2 nd Edition
Stephen Griffin	<i>Company Law – Fundamental Principles</i>	Longman	4 th Edition
Professor Paul Davies	<i>The Principles of Modern Company Law</i>	Sweet & Maxwell Press	8 th Edition
The City Law School	<i>Company Law in Practice</i>	Oxford Press	8 th Edition

L. Sealy & Sarah Worthington	<i>Cases & Materials in Company Law</i>	Oxford Press	9 th Edition
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