

**Ministry of Education and Science  
Vasyl Stefanyk Precarpathian National University**

Educational Scientific Law Institute  
Department of Civil Law

**SYLLABUS  
of the educational discipline**

**LEGAL STATUS OF COMPANIES IN EUROPEAN UNION**

Educational qualification “master”

Specialty 081 “Law”

Field of Knowledge 08 “Law”

Adopted at a meeting of the Department of the Civil Law  
Protocol №9 from the «16» february 2023

Ivano-Frankivsk – 2023

## **Content**

1. Generic information
2. Abstract of the academic discipline
3. Aims and objectives of the academic discipline
4. Programmatic competencies and learning outcomes
5. Organization of learning
6. The system of evaluation of academic discipline
7. Policy of academic discipline
8. Suggested Reading

<b>1. Generic information</b>	
<b>Назва дисципліни</b>	Legal status of companies in European Union
<b>Викладач (-і)</b>	Zelisko Alla Volodymyrivna, Professor of the Civil Law Department, Doctor of Laws
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<b>Формат дисципліни</b>	full-time
<b>Обсяг дисципліни</b>	3 credits ЄKTC, 90 hours.
<b>Посилання на сайт дистанційного навчання</b>	<a href="https://d-learn.pro/">https://d-learn.pro/</a>
<b>Консультації</b>	<p>Consultations are conducted in accordance with the Schedule of individual classes with applicant, posted on the information stand and <i>website of the department</i></p> <p><a href="https://kcp.pnu.edu.ua/інформація-щодо-навчального-процесу">https://kcp.pnu.edu.ua/інформація-щодо-навчального-процесу</a></p> <p>Also the possibility of consultations by correspondence by e-mail is provided, in particular concerning the coordination of plans and content of course projects, individual research tasks.</p>
<b>2. Abstract of the academic discipline</b>	
<p>The subject of the study discipline is the area of law and legislation of the European Union with the same name, as well as the practice of implementation of the relevant norms of the Directives and Regulations of the Council of the European Union governing the creation, operation and termination of companies within this global community.</p> <p>The program of the study discipline consists of the following meaningful modules:</p> <p><b>Meaningful Module 1. General provisions of Company Law in the European Union.</b></p> <p><b>Meaningful Module 2. Special provisions of Company Law in the European Union.</b></p> <p>Companies and corporations that are created and operate within the EU are fundamentally different from each other. This is due to the fact that the supranational level of EU legislation, based on the Treaties, Directives and Regulations, is aimed at establishing common trends in the regulation of companies, among which: a perfect mechanism of disclosure of company information, regulation of conflict of interest in the company and affiliates, protection and protection of the rights and interests of creditors of the company.</p> <p>Other issues, including the list of specific organizational and legal forms of companies in each state, fall within the competence of the national level of the legislation of individual EU member states. Accordingly, the peculiarity of EU company law is the regulation of these relations on two planes: national and supranational.</p> <p>The processes of transformation of legislation on companies within the EU, initiated by the Parliament and the Council of the EU Commission, determine the need for increased attention to those institutions that are part of this discipline, as they reflect the main global trends in the regulation of companies in the leading states of the world.</p> <p>Harmonization covers the following areas: protection of shareholder interests and rights, rules for company takeovers, disclosure of branches, mergers, splits, minimum rules for sole proprietorships, financial reporting, accounting, easier and faster access to company information.</p> <p><u>The main sources of this industry are:</u> Treaty on the Functioning of the European Union (Consolidated version 2016) - OJ C 202 (2016); Charter of Fundamental Rights of the European Union (2016) - OJ C 202 (2016); Statute for a European Company (Societas Europaea, SE); Worker involvement in the European Company (Societas Europaea, SE) Council Directive 2001/86/EC of 8 October 2001; Statute for a European Cooperative Society Council Regulation (EC) No. 1435/2003 of 22 July 2003 on the Statute for a European</p>	

Cooperative Society (SCE); Worker involvement in the European Cooperative Society (SCE) Council Directive 2003/72/EC of 22 July 2003; First Council Directive – Disclosure and the validity of obligations entered into by, and the nullity of, companies with limited liability First Council Directive 68/151/EEC of 9 March 1968; Second Council Directive – The formation of public limited liability companies and the maintenance and alteration of their capital Second Council Directive 77/91/EEC of 13 December 1976; Third Council Directive – Domestic mergers of public limited liability companies Council Directive 78/855/EEC of 9 October 1978 based on Article 54(3)(g) of the Treaty concerning mergers of public limited liability companies; Fourth Council Directive - Annual accounts of companies with limited liability Council Directive 78/660/EEC of 25 July 1978 based on Article 54(3)(g) of the Treaty on the annual accounts of certain types of companies; Sixth Council Directive - Division of public limited liability companies Council Directive 82/891/EEC of 17 December 1982 based on Article 54(3)(g) of the Treaty, concerning the division of public limited liability companies; Seventh Council Directive - Consolidated accounts of companies with limited liability Council Directive 83/349/EEC of 13 June 1983 based on Article 54(3)(g) of the Treaty on consolidated accounts; Eighth Council Directive - Qualifications of persons responsible for carrying out the statutory audits of accounting documents Council Directive 84/253/EEC of 10 April 1984 based on Article 54(3)(g) of the Treaty on the approval of persons responsible for carrying out the statutory audits of accounting documents; Tenth Directive - Cross-border mergers of limited liability companies Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies; Eleventh Council Directive - Disclosure requirements in respect of branches Council Directive 89/666/EEC of 21 December 1989 concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another state; Twelfth Council Directive - Single-member private limited liability companies Twelfth Council Directive 89/667/EEC of 21 December 1989 on single-member private limited liability companies; Thirteenth Council Directive - Takeover bids European Parliament and Council Directive 2004/25/EC of 21 April 2004 on takeover bids; Directive (EU) 2017/1132 of the EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017 relating to certain aspects of company law (codification); European Model Companies Act.

The discipline «Legal status of companies in the European Union» is an integral part of the training of specialists in the field of jurisprudence. The study of the discipline will allow students to form a systematic and comprehensive knowledge of the concept of corporations in the law of the European Union, their separate types; features of regulation of the status of certain types of corporations in the global community, the order of their emergence, change and termination, etc. Students' mastery of the law of corporations of the European Union will ensure the formation of students' skills in the practical application of norms of legislation regulating the legal status of certain types.

### **3. Aims and objectives academic discipline**

The purpose of the study discipline «Legal status of companies in the European Union» is to form applicants' ability to solve complex specialized problems in the field of EU companies law on the basis of a deep understanding of the nature of private law institutions of the European community, the system of legal knowledge for professional application of European legislation of supranational and national level in practice.

The main objectives of the discipline «Legal status of companies in the European Union» is to provide applicants with knowledge and understanding of the content of norms of European legislation at the supranational and national levels, the formation of abilities and skills of independent solutions to practical problems that arise in the application of European legislation.

### **4. Program competencies and learning outcomes**

**Generic competencies**

ability to think abstractly, analyze and synthesize;  
 the ability to apply the acquired knowledge in practical situations in the field of EU companies law;  
 the ability to understand the subject area of company law and professional activities in the specialty.

**Specific competencies:**

The ability to apply knowledge from the basics of theory and philosophy of law, knowledge and understanding of the structure of the legislative profession and its role in society.

Ability to apply knowledge of the principles and content of the institutions of public international law, as well as private international law.

Knowledge and understanding of the fundamentals of the law of the European Union.

Ability to identify appropriate and acceptable facts for legal analysis.

Ability to analyze legal problems, form and justify legal positions.

Ability to critically and systematically analyze legal phenomena and apply the acquired knowledge in professional activities.

The ability to consult on legal issues, in particular possible ways to protect the rights and interests of the clients in accordance with the requirements of professional ethics and proper observance of norms concerning the non-disclosure of personal data and confidential information.

Ability to independently prepare drafts of law enforcement acts.

Ability to analyze documents logically, critically and systematically and to understand their legal nature and meaning.

**Curriculum learning outcomes:**

freely determine the cogency of arguments in the process of evaluation of unknown processes and circumstances in the field of EU company law;

freely analyze social processes in the field of EU company law, establish the problem of their development and form the ways of its solution;

form own justified judgments in the field of special EU company law;

freely evaluate the shortcomings and advantages of arguments analyzing problems in the field of EU company law;

independently identify those issues that need help and act on the recommendations received;

explain the nature of certain events and processes with an understanding of the professional and societal context;

discover knowledge and understanding of the main modern legal doctrines, values and principles of formation of the law of EU companies;

skillfully apply the acquired knowledge in different legal situations in the field of law of EU companies, highlight legally significant facts and form their own legal conclusions;

provide advice on the possible protection of law and interests of clients in different legal situations in the field of law of EU companies.

**5. Organization of learning**

## Volume of the educational discipline

Type of the work	Total hours
Lectures	12
Practical, seminars	18
Individual work	60

## features of the educational discipline

Semester	Specialty	Year of training	Normative / selective		
2	081 Law	1	selective		
Topic of the educational discipline					
Topic		hours			
		lectures	seminars	ind.	
<b>Meaningful Module 1. General provisions of Company Law in the European Union.</b>					
Topic №1. Introduction to Company Law		2	2	7	
Topic №2. Types of companies in the European Union		2	2	7	
Topic №3. Corporate personality		2	2	6	
Topic №4. The company constitution		-	2	6	
Topic №5. Corporate Governance			2	6	
<b>Meaningful Module 2. Special provisions of Company Law in the European Union.</b>					
Topic № 6. Membership and the incidents of membership		2	2	7	
Topic № 7. Legal mode of property of companies		2	2	7	
Topic № 8. Company voluntary arrangements		2	2	7	
Topic № 9. Liquidation and dissolution-winding up the insolvent company		-	2	7	
total.:		12	18	60	
<b>6. The system of evaluation of academic discipline</b>					
General system of evaluation of the academic discipline	<p>The general system of academic assessment is unified within the academic and research law institute and is determined by Chapter 4 of the Regulations on the organization of the evaluation of the success of applicants in the Educational and Scientific Institute of Law of the Vasyl Stefanyk Precarpathian National University, approved by the Academic Council of the Law Institute of the Vasyl Stefanyk Precarpathian National University (With amendments made by the Academic Council of the Educational and Scientific Institute of Law, protocol № 3 from 30 November 2022) - the text is placed on the information board and website of the Institute.</p> <p><a href="https://law.pnu.edu.ua/wp-content/uploads/sites/100/2023/02/Положення-про-порядок-оцінювання-здобувачів-у-ННІОІ.pdf">https://law.pnu.edu.ua/wp-content/uploads/sites/100/2023/02/Положення-про-порядок-оцінювання-здобувачів-у-ННІОІ.pdf</a></p>				
Requirements for the written work	<p>The study of the discipline requires all applicants to perform one written credit control work. Credit control work is done at the last seminar class and covers two content modules.</p> <p>There are one descriptive task, which is worth 8 points, two short questions of normative content, which are worth 4 points, and four terms, which are worth 1 point. The maximum score for the test is 20 points.</p> <p>Upon request (to get additional up to 5 points) applicants can perform individual tasks on the topic of the corresponding seminar class. Types, examples of preparation and evaluation criteria for individual tasks are located in the department and are posted on the department's website.</p> <p><a href="https://ксп.pnu.edu.ua/ор-магістр/навчально-методичні-матеріали/">https://ксп.pnu.edu.ua/ор-магістр/навчально-методичні-матеріали/</a></p>				
Seminars	<p>The grading system for seminars provides for current grades (5 - "excellent", 4 - "good", 3 - "satisfactory", 2 - "unsatisfactory") - are assigned during seminars (practical) classes.</p> <p>The final grade for seminars (practical) lessons is put at the end of the</p>				

	<p>semester on the results of seminars (practical) lessons, self-study and is the arithmetic average (rounded to a hundredth) of all grades received for seminars (practical) lessons and grades for worked-out classes.</p> <p>Total score for seminars (practical) classes (maximum 25 points) - the final grade for seminars (practical) classes multiplied by a factor of 5, rounded to a whole number.</p> <p>The system of evaluation of seminars is determined by paragraphs 1 Chapter 4 Regulations on the organization of the evaluation of applicants success in the Educational and Scientific Institute of Law of the Vasyl Stefanyk Precarpathian National University.</p>
Conditions for admission to the final control	<p>The order and organization of applicants ' knowledge control, in particular the conditions of admission to the final control are determined by p.1 Chapter 5 of the Regulation on the organization of the evaluation of applicants success at the Educational and Scientific Institute of Law of the Vasyl Stefanyk Precarpathian National University.</p> <p>The condition for obtaining credit is the completion of all types of work provided by the syllabus and the completion of missed seminars. The minimum number of points for credit is 25 points.</p>
Final control	<p>The final semester control is carried out in the form of exam. Exam is in the form of a final written test work (held at the last seminar class), the maximum score for which is 50 points. The task of the final control work involves two theoretical questions and a terminological problem. The descriptive questions are evaluated for 20 points each and the terminology task for 10 points.</p> <p>The maximum score for the examination is 50 points. The examination score is recorded on the report card and added to the seminar and module test scores.</p>

### **7. Policy of academic discipline**

#### Written work:

It is planned for students to complete credit written control work, written test assignments on topics assigned for independent study (the list is contained in the Methodological instructions and assignments for preparation for seminars (practical classes)), written express-questions at seminars, etc., as well as additional written individual tasks (at the choice of the student) - Methodological instructions are posted on the department's website <https://kcp.pnu.edu.ua/ор-магістр/навчально-методичні-матеріали/>

#### Academic Virtue:

Applicants are expected to abide by the principles of academic virtue, recognizing the consequences of violating it, as defined by the Regulations for the Prevention and Detection of Plagiarism at the Vasyl Stefanyk Precarpathian National University. <https://pnu.edu.ua/wp-content/uploads/2022/09/Нова-редакція-Положення-про-запобігання-академічному-плагіату.pdf>

#### Class attendance

Class attendance is an important part of learning. All applicants are expected to attend lectures and practical classes of the academic discipline.

Missed seminars (practical, laboratory) classes are worked on a mandatory basis. Applicants are expected to make up missed class within two weeks of missing class. For unexcused absences from lectures that exceed 10% of the total number of lecture hours assigned to a discipline in accordance with the curriculum, the head of the discipline deducts 5 points from the Applicant's final semester grade (Regulations on the organization of the evaluation of applicants success in the Educational and Scientific Institute of Law of the Vasyl

Stefanyk Precarpathian National University

<https://law.pnu.edu.ua/wp-content/uploads/sites/100/2023/02/Положення-про-порядок-оцінювання-здобувачів-у-ННЮІ.pdf> ).

### 8. Suggested Reading

1. Brenda Hannigan. Company Law (Право компаній). Oxford University Press. 2012. 747 p.
2. Nicholas Bourne. Bourne on Company Law (Про право компаній). 2011. 372 p.
3. Paul Davies. Introduction to Company Law (Вступ до права компаній). Oxford University Press. 2010. 322p.
4. Florian Haase. Internationales und Europäisches Steuerrecht (Міжнародне та Європейське податкове право). 2012. 326 p.
5. Katharina Vera Boesche. Wettbewerbsrecht (Конкурентне право). 2010. 428 p.
6. Roland Bieber. Die Europäische Union (Європейський Союз). 2016. 328 p.
7. Fazio, Silvia. The Harmonization of International Commercial Law. Alphen aan den Rijn: Kluwer Law International, 2007. 2014. 428 p.
8. Gómez Pomar, Fernando. The Harmonization of Contract Law Througheuropean Rules: A Law and Economics Perspective. Indret: Revista Para El Análisis Del Derecho. 2008.
9. Nakagawa, Junji. International Harmonization of Economic Regulation. Oxford: Oxford University Press, 2011.
10. Alan Dignam and John Lowry. Company Law. Twelfth Edition. 2022. 535 p.
11. Lee Roach. Company Law. Second Edition. 2022. 832 p.
12. Seth C. Oranburg. Oranburg's Corporate Law Compendium. Shareholder Rights. 2019. 535 p.

A detailed list of monographic, scientific, scientific and practical literature, normative sources and information resources for each topic is contained in the textbook.

Zelisko A. "Legal status of companies in European Union". Methodological instructions and assignments for preparation of the seminars (practical classes)) for the applicants of the first course of the magistracy of the full-time education. Specialty 081 "Law". Ivano-Frankivsk: Educational Scientific Law Institute of the Vasyl Stefanyk Precarpathian National University. 2023. 21 p.

Zelisko A. "Legal status of companies in European Union". Methodological instructions and assignments for preparation of the independent work for the applicants of the first course of the magistracy of the full-time education. Specialty 081 "Law". Ivano-Frankivsk: Educational Scientific Law Institute of the Vasyl Stefanyk Precarpathian National University. 2023. 22 p.

<https://kcp.pnu.edu.ua/op-магістр/навчально-методичні-матеріали/>

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