

Програмові вимоги з навчальної дисципліни  
«Правовий статус корпорацій в праві Європейського Союзу»  
(«Legal status of companies in the European Union»)

для  
магістрантів 1-го курсу денної форми навчання

**Topic №1. Introduction to Company Law**

The structure of European Law. The European Private Company. The framework of company law. European Economic Interest Grouping.

**Topic №2. Types of companies in the European Union**

A company and partnership. Chartered company. Statutory company. Registered company. Limited and unlimited company. Public and private company. Community interest company. Company formation-companies limited by shares. Company formation – companies limited by guarantee. Groups of companies.

**Topic №3. Corporate personality**

A separate legal entity. Disregarding the separate entity. The corporate group – separate entities or single unit. Corporate acts and liabilities.

**Topic №4. Founders, promoters and pre-incorporation contracts.**

Founders of the company. Founder's duties. Promoters. Promoter's duties. Remedies for breach of promoter's duties. Payment for the promoter's services. Pre-incorporation contracts.

**Topic №5. The constitution of the company.**

Defining the constitution. Content of the articles. Amending the articles. Interpreting the articles. Enforcing the articles. Supplementing the constitution-shareholders'agreements.

**Topic №6. Corporate Governance.**

Defining and principles of the corporate governance.The general meeting of the company: powers and procedure for forming. Corporate Governance requirements-the board of directors. Board committees. The procedure for forming of the committees. Directors' duties owed to the company: a) duty to act within constitution and power; b) duty to promote the success of the company; c) duty of care, skill and independent judgement; d) duty to avoid a conflict of interest; e) directors' liabilities for breach of duty.

**Topic № 7. Membership and the incidents of membership**

Becoming a member. Classes of shares. Class rights. The register of members. Property and non-property corporate rights. The payment of dividends. Share transfer and transmission. Voting entitlement. Informed shareholders and stakeholders.

**Topic № 8. Legal mode of the property of companies**

Share capital requirements. Issuing shares at par, premium or a discount. Alteration of share capital. Allotment of shares. Payment for shares. Capital raising. An overview of the doctrine of capital maintenance. Purchase and redemption of a company's own shares. Reduction of capital. Loan capital—secured creditors and company charges.

### **Topic № 9. Liquidation and dissolution-winding up the insolvent company**

Voluntary winding up. Compulsory winding up. Consequences of winding-up order. The role and powers of a liquidator. The anti-deprivation rule, proof of debts and set-off. The order of distribution. Dissolution of the company.

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**Керівник дисципліни**

**проф. А.В. Зеліско**