JUS274-2-A / Comparative Company Law & Economics
1: Theory and Structure

Seminar I

The Theory of the Firm and the Corporation

Reading:
- Bearle Adolf A./ Means Gardiner C., The Modern Corporation and Private Property (1932), abstracts (pages 304-313)

Seminar II

Harmonisation of Company Law — Why and how?

Part I: European Union, Harmonisation of Company Law and the Delaware effect in the US

Reading:

Articles and books:
- Cheffins, Brian R, Company Law, Theory, Structure and Operation; careful reading: chapter 9;

Seminar II

Harmonisation of Company Law — Why and how?

Part I (continue): European Union, Harmonisation of Company Law and the Delaware effect in the US

Reading:

EU-material:
- Proposal for the 14th Company Law Directive on the transfer of the registered office of a company from one member state to another with a change of applicable law
- Regulation on the European Company
- Proposal for the SPE (European private company)
- Daily Mail (Case 81/87, 27 September 1988)
- Centros Ltd v Ehvervs- og Selskabsstyrelsen, Case C-212/97 [1999] ECR I-1459
- Cartesio (Case C-210/06, 16 December 2008)
- VALE Építési Kft (Case C-378/10, 12th of July 2012)

Articles and books:
- Sorensen, Karsten Engsig, Neville, Mette, Corporate Migration in the European Union, 6 Columbia J. of European Law 181-208.
- Subramanian, Guhan, The Disappearing Delaware Effect, 20 J.L. Econ & Org. 32
Seminar II

Harmonisation of Company Law — Why and how?

Part II: Harmonisation by federal/EU Law (directives), Model Act or competition between the states/member states?

Reading:

See previous material plus the following articles:


- See:

Seminar III

Part I: General Principles of Civil Law and Common Law

Reading:

Part II: Practical lawmaking — types of companies, purpose with legislation and the question of predictability
See the material for seminar I and II.

Regulation for the European Company
Proposed regulation for the SPE (European private company)
Seminar IV

Minimum share capital and capital protection as a legal device to achieve protection for the creditors of the company

Reading:
- Cheffins, Brian R, Company Law, Theory, Structure and Operation; careful reading: chapter 5 and 11; summary reading; chapters 1-4 and 6.

Legislation
- Preamble to the second company law directive
- Article 15-16 of the second EEC company law directive
- § 40 of the MBCA 1957 edition
- § 45-46 MBCA 1979 edition
- § 6.40 and § 8.33 MBCA
- Official comment to § 6.40 MBCA pages 495-501
- §§ 154, 170, 172, 174, 244 Delaware General Corporation Law
- California Corp Code § 500 before 2012
- § 3-4 and § 8-1 of the Norwegian CA/ACA
- Sections 829-853 CA 2006
- §§ 57-62 German AktG
- §§ 29-32 German GmbHG
Part I: Corporate Organisation: Corporate ‘Organs’ and Theories
Reading:
- Relevant statutory material
- Table A, U.K. CA 1985
- § 76, 111 German AktG
- Relevant sections in chapter 6 Norwegian CA/ACA
- Relevant sections in chapter 8 Swedish CA 1975
- Relevant sections of the Regulation of the EC (SE)

Part II: Company organs and their ability to bind the company
- Sections 39-42 CA 2006 (changed/introduced by CA 1989)
- First EEC company law directive, article 9 para 1 and 2.
- § 78 and § 82 AktG
- §§ 35-37 GmbHG
- §§ 60-61 Danish CA 1973
- §§ 8:42 CA 2005
- §§ 6-30-33 Norwegian ACA/CA

Seminar VI

Shareholder protection, especially for minority shareholder, — by what means?

Mandatory, presumptive or permissive legislation?

Reading:
Cheffins, Brian R, Company Law, Theory, Structure and Operation; careful reading: chapters 5, 10 and pages 277 ff; summary reading; chapters 1-4.