

5 credits

30.0 h

Q1

Teacher(s)	De Cordt Yves ;
Language :	French
Place of the course	Louvain-la-Neuve
Main themes	<p>The subject of the course is the enterprise as a social institution and economic force in its attempt to achieve the ideal shape, size, structure and organization within its own marketplace. In particular this implies an acquisition of a detailed and analytical knowledge of the requirements regarding the decision-making processes and management of a commercial company to achieve the " ideal " legal corporate structure, and also of the provisions for reorganisation and mobility of commercial companies. The Law on corporate structures covers the following topics :</p> <ul style="list-style-type: none"> <li>- notion and characteristics of the enterprise : private companies, public companies, autonomous public companies, profit-making/non profit-making sector, public-private partnership ;</li> <li>- legal structure and corporate governance (principles and measures to organise and control power within a commercial company and group of companies, decision-making procedures, etc.) and also to take account of stakeholders ;</li> <li>- contractual groupings, corporate restructurations and reorganisations, with regard to any problems with competition law (on mergers/divisions, the acquisition/ division of universal or any branch of activity, public offers for acquisition and the private division of any share in control, etc.)</li> <li>- corporate mobility and freedom to relocate (across-border mergers, change of headquarters, European company, etc.)</li> <li>- corporate unease about social and tax law ( the "capital-labour" relationship, collective labour relations, the mechanics of associating personnel in the management and profits of the company, the tax situation for groups of companies, the tax regime for corporate restructurations, etc.) ;</li> <li>- guidance and protection for any enterprise in difficulty ;</li> <li>- corporate criminal and social responsibility. This course has an interdisciplinary approach and basically studies Belgian and European law. Specific issues are however tackled on the basis of comparative law or an economic analysis of the law.</li> </ul>
Aims	<p>This course aims to enable students to improve their knowledge of corporate legal structures in a " dynamic and progressive " interdisciplinary manner. Students are taught how to address specific questions. How does the enterprise operate ? How does it adapt to its economic and social environment and react to market forces? How does it show transparency ? How does it change its size ? How may it transfer its headquarters ? How may its control be relinquished ? Specifically, its objectives are as follows : - to understand and be conversant with the concepts regarding corporate structures; - to have a thorough and in-depth knowledge of legal requirements and the general principles taught ; - to be capable of analyzing the case law applications of these rules and principles and of applying them to concrete situations - to understand and examine the ethical, sociological and economic justification for the legal provisions and the non-binding legal instruments (" recommandations de soft law ") - to make the connection between the economic and legal elements. This course is one of the cornerstones of the "FIRM" focus programme and as such has been conceived in synergy with courses on the economic analysis of the enterprise, the law on corporate assets and law on corporate human resources. The course is part of a cohesive series in the focus programme. The course teachers for the focus programme are a team: they cooperate upon the content and methods of each course to ensure they are complementary. As far as possible and given the number of students registered, the course makes use of participatory teaching methods. The teacher illustrates the course by examples and invites students to apply newly acquired knowledge to concrete situations.</p> <p>1</p> <p>-----</p> <p><i>The contribution of this Teaching Unit to the development and command of the skills and learning outcomes of the programme(s) can be accessed at the end of this sheet, in the section entitled "Programmes/courses offering this Teaching Unit".</i></p>
Bibliography	Précis(J. Malherbe, Y. De Cordt, Ph. Lambrecht et Ph. Malherbe, Précis de droit des sociétés, 4 <sup>e</sup> éd., Bruxelles, Bruylant, 1530 pp.), disponible au service-cours.
Faculty or entity in charge	BUDR

<b>Programmes containing this learning unit (UE)</b>				
Program title	Acronym	Credits	Prerequisite	Aims
Master [120] in Law	<a href="#">DROI2M</a>	5		