



Course title: Corporate Law

ECTS credit allocation (and other scores): 5

Semester: autumn

Level of study: ISCED-7- long-cycle programmes (EQF-7)

Branch of science: Social sciences

Language: English

Number of hours per semester: 15

Course coordinator/ Department and e-mail: dr Michał Gornowicz/ [michal.gornowicz@uwm.edu.pl](mailto:michal.gornowicz@uwm.edu.pl)

Type of classes: classes

---

#### Substantive content

LECTURES: Harmonization of the rules relating to company law and corporate governance in EU. Private companies: civil partnership, General, ordinary, partnership, Professional partnership. Limited partnership. Limited Liability Company (LLC), Stock Corporation: Statute of stock corporation. Certificate of incorporation; Management. Organs. Rights and duties of shareholders. Ownership capital and its functions. Share (stock) and its different types. Dissolution of stock corporation and liquidation of estate. Industrial property rights as substantial elements of undertaking. Know-how.

Learning purpose: The main purpose of this subject is to provide knowledge about different forms of leading economic activity, specially companies. Also students attention will be directed on intangible assets of undertakings like industrial property rights and unfair trade practices.

---

On completion of the study program the graduate will gain:

Knowledge: the student acquires knowledge about forms of doing business and the principles of their functioning

Skills: the student will be able to determine the entity authorized to represent entrepreneurs or entities responsible for debts related to business operations

Social Competencies: the student will gain the competence to actively participate in legal services for entrepreneurs

---

Basic literature: Nicola de Luca, *European Company Law*, Cambridge 2017.

Supplementary literature: Susan McLaughlin, *Unlocking Company Law*, Routledge 2015. J. Borcia, *Commercial law*, IDC Quarterly, Apr2006, vol. 16, Issue 2. Ch. Gulinello, *Venture capital funds, organizational law, and passive investors*, Albany Law Review, 2006, vol. 70, issue 1, p. 303-365. J. Welch, *Practical guide to forming a partnership in Utah*, BYU Journal of Public Law, 1998, Vol. 12, Issue 1, p. 111. D. Cohen, *Limited Liability Company citizenship: reconstructing an illogical and inconsistent choice*, Marquette Law Review, Winter 2006, vol. 90, Issue 2, p. 269-308.

W. Simons, *On Limited Liability Companies*, Review of Central & East European Law, 2002, vol. 27, Issue 1, p. 133-173.

S. Donnelly, *Public interest politics, corporate governance and company regulation in Germany and Britain*, German Politics, Aug2000, vol. 9, Issue 2, p. 171. J. Panda, *Transferability of shares: use and abuse*, ICFAI Journal of Corporate & Securities Law, Nov2007, vol. 4, Issue 4, p. 66-73. J. Chafee, *Unfair competition*, Harvard Law Review, Jun1940, vol. 53, Issue 8, p. 67-99. S. Deakin, *Reflexive governance and European Company Law*, European Law Journal, Mar2009, vol. 15, Issue 2, p. 224-245. A. Griffiths, *Trade marks plus? The role of trade marks in the global economy and the danger of over-protection*, Liverpool Law Review, Apr2007, vol. 28, Issue 1, p. 107-141. P. Iamiceli, *Invalidity of contract under the Principles of European Contract Law and under Italian Law: A Question of Dynamic convergence*, European Review of Private Law, 2006, vol. 14, Issue 2, p. 175-196

---



**UNIVERSITY  
WARMIA AND MAZURY IN OLSZTYN**

The allocated number of ECTS points consists of: 10

Contact hours with an academic teacher: 10

Student's independent work: 15