
EUROPEAN COMPANY LAW – academic year 2019/2020

Course coordinator Professor Hana Horak, PhD

Course instructors Professor Hana Horak, PhD
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Year 3rd/4th

Semester 5th/7th (winter)

Course type elective

ECTS points 6

Course modes L 30 hours; S 30 hours

Pre-requisites none

Course objectives Becoming aware of basic legal notions and terminology in EU company law and its complementary role in development of national company laws. Becoming aware of basic legal structure of companies. Understanding of EU harmonisation processes in company laws and their aims. Observing EU company law in comparative perspective, detecting similarities and differences. Understanding advantages of incorporation of doing-business and risks thereof.

Course content

1. Introduction to EU law and institutions.
2. Databases in EU law.
3. Freedom of establishment. Grounds for company establishment.
4. Basic terminology: Limited liability. Share capital. Monistic and dualistic system of corporate governance. Relation between property - liability - nominal capital. Business judgement rule. Legal personality.
5. Development of EU Company law.
6. Harmonisation of company law. Modernisation of company law.
7. Supranational company forms. (Societas Europea, European Economic Interesting Grouping, European Cooperative Society)
8. Special issues: Protection of shareholders. Group of companies. Mergers and acquisitions. Corporate social liability.
9. Basic forms of commercial entities in Croatian law.

Required literature

Horak et al., European Company Law: Texts and Cases (forthcoming)
Horak, H.; Dumančić, K.; Poljanec, K., European Market Law: Textbook, Vol. 1., Faculty of Economics and Business, University of Zagreb, 2015. (available at: <http://web.efzg.hr/dok/KID//European%20Market%20Law%20online.pdf>)
Horak, H.; Dumančić, K.; Poljanec, K.; Vuletić, D., European Market Law Handbook, Vol. 1., Voronezh State University, Faculty of Law and University of Zagreb, Faculty of Economics and Business, Voronezh Zagreb, 2014. (available at http://web.efzg.hr/dok/kid/EUROPEAN_MARKET_LAW.pdf).
Dignam, A.; Lowry, J., Company Law, Oxford, Oxford University Press, 2006.

Recommended literature

Cahn, A.; Donald, C.D., Comparative Company Law: Text and Cases on the Laws Governing Corporations in Germany, the UK and the USA, Cambridge, Cambridge University Press, 2010.
Dvaies, P., Hopt, K.J.; Nowak, R.; Van Solinge, G. (eds.), Corporate Boards in Law and Practice: A Comparative Analysis in Europe, Oxford University Press, Oxford, 2013.
Ferrarini, G.; Hopt, K.J.; Winter, J.; Wymeersch, E. (eds.), Reforming Company and Takeover Law in Europe, Oxford University Press, Oxford, 2004.
