

COMPANY LAW

Degree in Legal Studies (Solicitors)

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Code: 16310

Main Scientific Area: Business Law

Lecturer: Carlos Gabriel da Silva Loureiro

Language of Instruction: Portuguese

Regime: S1

Contact Hours: 60h Total Workload: 108h

ECTS: 6,0

Objectives

To promote the knowledge the complex and current phenomenon of commercial companies, namely:

The concept of commercial company, its defining elements and the characteristics of the legal types of existing commercial companies;

The perception of the articles of association, its requirements of celebration, content, incorporation, irregularities and vices;

To analyse the concepts of capital stock, social participation, and corporate resolutions;

To approach the procedures required for the modification of the partnership contract in a legal-practical perspective, as well as the company dissolution and liquidation;

To analyse with larger detail, given its importance, the legal regimen of "Sociedades por quotas" and "Sociedades Anónimas", specifically in regard to the corporate stake and corporate organization.

Learning Outcomes

The students should be able to properly advise their clients on the most suitable legal type and organization of a commercial company for their businesses, and to draft some essential documents.

Course Contents

1. Introduction. Historical evolution and current role of companies within the framework of the economic activity.
2. The concept of Commercial Company and its defining elements. Species of corporations and types of commercial companies.
3. The articles of association. Characterization. Requirements of celebration and mandatory content. Process of constitution. Company with incomplete or irregular constituent process.
4. Company as a legal person. Characteristics of companies; Functioning and organization of Company (capital stock, corporate stake, corporate resolutions and responsibility of the Administrators).
5. Modifications of the articles of association. Modifications of the capital stock; Transformation of Company; Mergers and split-ups of Companies.
6. Dissolution and Liquidation.

7. "Sociedade por Quotas" and "Sociedade Anónima": analysis of the legal regimen. 8. Groups of Companies.

Recommended Bibliography

ABREU, Jorge Manuel Coutinho de, Curso de Direito Comercial, Vol. II – Das Sociedades, 7.^a ed., Coimbra, Almedina; 2021

POLÓNIA, Rui, Direito das Sociedades Comerciais, Coimbra, Almedina, 2022

RAMOS, Maria Elisabete Gomes, Direito das Sociedades, Coimbra, Almedina, 2022

Learning and Teaching Methods

The syllabus corresponds to the essential competencies of a Solicitor under Company Law.

Chapters I to VI address the key steps in the life of a commercial company, highlighting the formal and substantial proper preparation of acts leading to the establishment, modification and termination of commercial companies.

Chapter VII addresses in deeper detail the operation of the statutory bodies of the "Sociedades por Quotas" and "Sociedades Anónimas" as the corporate types more representative of the Portuguese corporate spectrum.

Chapter VIII presents a brief introduction to the structure of Groups of Companies that only aims to raise the students awareness to the importance of the legal regime in the context of national and international economic groups.

Assessment Methods

I) Continuous assessment:

a) A mini-quiz (MQ);

b) A practical exercise (PE);

c) A written test (WT).

The final grade (FG) will be the weighted average of the different evaluation elements, according to the following formula:

$$FG = MQ \times 0.3 + WT \times 0.5 + PE \times 0.2$$

The grades of the assessment components elements will be expressed on a scale from 0 to 20, with one decimal place.

The dates in which each of the components will be held are announced by the course directors on the Moodle platform.

Failure to appear in any of the assessment components will be considered as a withdrawal from the continuous assessment.

Exam seasons

The assessment consists of a single written exam.

Mobility students ERASMUS and other incoming students who do not speak Portuguese may choose to be evaluated by carrying out a research paper (25% of the final grade) and an oral exam (75%), to be held in English or French.