**Company Law of the EC (JSDI-EUA-2240)**

**Total number of lectures: 10 hours**

**Credits: 4 credits**

**Examining: exam**

**Lecturer: dr. Szatmáry István**

During the lectures the most significant company law rules are discussed. In particular pieces of primary and secondary legistation are dealt with, with special focus on the company law directives and regulations. The relevant milestone decisions of the courts are also analyzed (both preliminary ruling decisions as well as infringment procedures). The purpose of the course is to provide students with a general overview of the functioning of the most import company law rules in the economy of the EU. Students will also have an insight into the most important principles governing this area and adopted by the courts.

**Themes:**

1. Treaty Provisions

(i) Status of companies

(ii) Concept of companies under the Treaty

(iii) Registered office – principal place of business (seat theory – incorporation theory)

2. Secondary Community Legislation

2.1 Company Law Directives

(i) Publicity requirements (Directive 101/2009/EC)

(ii) Capital maintenance requirements (Second Company Law Directive)

(iii) Cross-border Merger Directive

(iv) Exercise of shareholders' rights in listed companies (Directive 36/2007/EC)

(v) Takeover Directive

2.2 Company Law Regulations

(i) Council Regulation on the European Economic Interest Grouping (EEIG)

(ii) Council Regulation on the Statute for a European company (SE)

A. Applicable law

B. Types of SEs

C. Structure of the SE

D. Transfer of the registered seat

3. Case Law and ECJ Practice

3.1 Preliminary rulings

(i) Daily Mail

(ii) Centros

(iii) Überseering

(iv) Cartesio

3.2 Infringments

(i) BAA, lex MOL

(ii) KPN

Further reading:

Luca Enriques: EC Company Law Directives and Regulations: How Trivial Are They?

Financial system and tax law of the EU