

Course Unit	Company Law	Field of study	Law
Bachelor in	Law for Solicitors	School	School of Public Management, Communication and Tourism
Academic Year	2023/2024	Year of study	3
Type	Semestral	Semester	1
Workload (hours)	162	Contact hours	T - , TP 60, PL - , TC - , S - , E - , OT 20, O -
		Level	1-3
		ECTS credits	6.0
		Code	9242-317-3101-00-23

T - Lectures; TP - Lectures and problem-solving; PL - Problem-solving, project or laboratory; TC - Fieldwork; S - Seminar; E - Placement; OT - Tutorial; O - Other

Name(s) of lecturer(s) César Manuel Ferreira Pires

Learning outcomes and competences

At the end of the course unit the learner is expected to be able to:

1. Critically understand Commercial Company Law, taking into account the construction of the respective concept and contrasting it with related figures.
2. Recognise the different types of commercial companies.
3. General description of the different types regarding the personal element, share capital, corporate responsibility, organisational structure and transfer of shareholdings.
4. Understand the "life" of commercial companies, from their incorporation to their extinction, including mergers, spin-offs and transformations.
5. Understand the specific nature of the personality and capacity of companies, the rights and obligations inherent to shareholdings, the difference between company patrimony, profit and reserves;
6. Understand how shareholders deliberate and how the management and representative bodies of commercial companies operate.
7. Solve illustrative practical issues in case law, taking a critical approach to the solutions found by the courts in a specific case.

Prerequisites

Before the course unit the learner is expected to be able to:
Not applicable.

Course contents

I Introductory notions; II Types of Companies; III Incorporation of Commercial Companies; IV Personality and Capacity of Commercial Companies; V Concept of shareholding and underlying rights and obligations; VI Share Capital, Patrimony, profits, reserves and losses; VII Shareholders' deliberations and the way in which management and representative bodies operate.

Course contents (extended version)

1. Introductory concepts
 - The corporate act and the corporate entity
 - Essential elements of the concept of company: personal and patrimonial elements, object and purpose
 - The related figures of the commercial company
 - Specificities of a Commercial Company.
 - Categories of a civil law partnership.
2. Company Form
 - The principle of legal form and the general characterization of legal forms of companies
 - Shareholders' liability
 - Organisational structure
 - Shareholdings, minimum number of shareholders and registered capital
 - Doctrinal classifications and taxability of legal types of companies
3. Incorporation of Commercial Companies
 - The incorporation process(es) and the incorporating act
 - Rules governing the various corporate relationships (before the act, between the act and its reg.)
 - Registry of the incorporating act.
 - Publication of the incorporating act.
 - Shareholder agreements
4. Personality and capacity of commercial companies
 - Acquisition of personality and disregard.
 - Legal capacity and capacity to act in companies.
5. Social shareholdings
 - Introductory concepts
 - Rights and obligations attached to shareholdings
 - The transfer of shareholdings
 - Amortization of shareholdings, exoneration, and exclusion of shareholders
6. Share capital, patrimony, profits, reserves and losses
7. Social deliberations
 - What is a deliberation?
 - Ineffective deliberations
 - Null resolutions
 - Voidable resolutions
 - Suspension and renewal of resolutions
8. Management and representation of companies
 - Appointment of directors
 - Binding of companies
 - Termination of the management relationship

Recommended reading

1. Abreu, J. (2021). Curso de direito comercial vol. II (7.ª Ed.). Coimbra: Almedina. ISBN: 9789724091389
2. Ramos, M. (2022). Direito das Sociedades (1.ª Ed.). Coimbra: Almedina. ISBN: 9789894000785
3. Abreu, J., (2017-2023). Código das Sociedades Comerciais em Comentário. Vol. I a VII. Coimbra: Almedina. ISBN: 9789894001225
4. Pires, C. (2021), «O regime supletivo de funcionamento da gerência plural nas sociedades por quotas», in DSR, Março de 2021, Ano 13, Vol. 25, pp. 179-204. ISBN: 9782504725863

Teaching and learning methods

Lectures on the main frameworks and in-depth study of the most relevant issues, and practical classes on the application and experimentation of theoretical frameworks and legislation.

Assessment methods

1. Ongoing evaluation - (Regular, Student Worker) (Final)
 - Intermediate Written Test - 50%
 - Intermediate Written Test - 50% (If the student attends the 2nd continuous evaluation test, he/she will take an appeal exam.)
2. Final evaluation - (Regular, Student Worker) (Final, Supplementary, Special)
 - Final Written Exam - 100%
3. Students on international mobility programmes - (Regular, Student Worker) (Final, Supplementary, Special)
 - Development Topics - 100%

Language of instruction

Portuguese, with additional English support for foreign students.

Electronic validation

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09-10-2023	10-10-2023	13-10-2023	15-10-2023