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|  **Subject** | **Company Law** |
| **Type** | **Semester** | **ECTS** | **Code** |
| Mandatory (M) | 7 | 6 | Law-B-059 |
| **The lecturer of the subject** **Subject assistant****Subject tutor** | Korab R. Sejdiu, J.D., LLM Ramush Bardiqi LLM |  |  |  |
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| **Aims and Objectives** | Primary purpose of this course is to offer students a deeper understanding of business organizations and their establishment and functioning as pursuant to the Law on Business Organizations. Special attention is given to the understanding of procedures for the registration of business organizations, management rights and responsibilities, fiduciary duties, and general corporate governance issues. The main focus of the course will be on development of students’ analytical skills, so that they can anticipate legal issues before they arise, so to prevent any potential problems that may arise from those issues. This is a very important course for the intellectual and professional development of students. Now, more than ever, this course is of particular import because Kosovo is going through a legal and economic transition. For that reason, this course shall prepare the students to learn applicable legal rules in Kosovo in the context of business organizations. All this shall enable students to function appropriately in an ever-evolving legal environment.Course Objectives:* Understanding the nature of legal issues that businesspeople encounter when they establish a business organization;
* Understanding of basic elements of every business organization;
* Understanding of similarities and differences between different forms of business organizations;
* Theoretical and practical understanding of the establishment of a business organization, including (1) capital structure; (2) control mechanisms; (3) internal dispute settlement; (4) protection from liability;
* Understanding of rights and responsibilities of owners and officers of business organizations;
* Elementary knowledge of bankruptcy law.
* Elementary knowledge of competition law.
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| **Learning Outcomes** | After completing this course, students should be able to: * Understand how to register a business entity in Kosovo.
* Explain and review the procedures of business operations in Kosovo
* Learn how to draft relevant corporate documentation.
* Apply the gained knowledge in advising corporate clients on managing legal aspects of corporation, which business entity is suitable for their business activities, corporate management and shareholders on their rights and responsibilities.
* Gather, analyze, and interpret legal questions related to competition, and bankruptcy procedures
* Execute research on company law in Kosovo
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| **Course Content** | **Course Plan** | **Week** |
| Introduction to company law; Companies and their Evolution | 1 |
| Basic concepts in corporate representation and liability | 2 |
| Registration of Business Organizations | 3 |
| Unincorporated business organizations (Sole proprietorship, general partnership, limited partnership) – Part 1 | 4 |
| Unincorporated business organizations (Sole proprietorship, general partnership, limited partnership) – Part 2 | 5 |
| The Limited Liability Company | 6 |
| Colloquium I | 7 |
| The Joint Stock Company  | 8 |
| Corporate changes – proof and registration (directors, statute, HQ, etc.) | 9 |
| Mergers and Acquisitions | 10 |
| Corporate Governance and Shareholder Dispute Resolution (removal, withdrawal, sale of shares, etc.) | 11 |
| Dissolution (voluntary and involuntary (bankruptcy)) | 12 |
| Competition | 13 |
| Colloquium II | 14 |
| Final exam | 15 |
| **Teaching/Learning Methods** | **Teaching/Learning Activity** | **Weight (%)** |
| 1. Lectures
 | 30% |
| 1. Exercises
 | 30% |
| 1. Case studies exercise
 | 10% |
| 1. Research
 | 10%  |
| 1. Kosovo Business Registration Agency business registration simulation through electronic registration
 | 10 % |
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| **Assessment Methods** | **Assessment Activity** | **Number** | **Week** | **Weight (%)** |
| 1. Participation
 | 1 | 1-13 | 10% |
| 1. Review exam
 | 1 | 7 | 20% |
| 1. Conceptual research
2. Case studies exercise
 | 11 | 1410 | 20%10% |
| 1. Final exam
 |  | 15 | 0-40% |
|  |  |  |  |
| **Course resources and means of materialization** | **Resources** | **Number** |
| 1. Class (e.g)
 | 1 |
| 1. Projector
 | 1 |
| 1. Moodle
 | 1 |
| **ECTS Workload** | **Activity** | **Weekly hrs** | **Total workload** |
| 1. Lectures
 | 3 | 39 |
| 1. Exercise
 | 1 | 13 |
| 1. Review preparation
 | 1 | 7 |
| 1. Self-study and readings
 | 3 | 39 |
| 1. Case study preparation
 | 1 | 14 |
| 1. Conceptual research preparation
 | 1 | 14 |
| 1. Preparation for final exam
 | 1 | 14 |
| 1. Exams
 | 0.8 | 10 |
| **Literature/References** | * **Basic literature:**

Sejdiu, Korab R., Manual on Business Organizations, USAID EMSG (tetor 2008).Sejdiu, Korab R., Manual on Competition, USAID EMSG (2009).Sejdiu, Korab R., Manual on Bankruptcy, USAID EMSG (2009).* **The legal framework**

Law No. 06/L-016 on Business Organizations – see https://gzk.rks-gov.net/ActDetail.aspx?ActID=16426Law No. 04/L-077 on Obligational Relationships - see https://gzk.rks-gov.net/ActDetail.aspx?ActID=2828;Law No. 08/05 on Protection of Competition - see https://gzk.rks-gov.net/ActDetail.aspx?ActID=59498;Law No. 05/L-083 on Bankruptcy – shih https://gzk.rks-gov.net/ActDetail.aspx?ActID=12664;* **Additional literature:**

Dogherty, Thomas J. et al, The Dreictors’Handbook (2019 ed.).Forde, Michael & Hugh Kennedy, Company Law, Thompson Round Hall (4th ed. 2007) Kraakman, Reinier et al., The Anatomy of Corporate Law, Oxford University Press (2nd ed. 2009)Monks, Robert A.G. & Nell Minow, Corporate Governance, John Wiley & Sons, Ltd. (5th ed. 2011)Vossestein, Gert-Jan, Modernization fo European Company Law and Corporate Governance, Wolters Kluwer (2010)Cahn, Andreas & David C. Donald, Comparative Company Law, Cambridge University Press (2010)Davies, Paul L., Principles of Modern Company Law, Sweet & Maxwell (6th ed. 1997) |
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