

Aristotle University of Thessaloniki

Faculty of Law

Bachelor of Laws (LL.B.)

Course Syllabus

1. Course Information

- **Title:** Corporate Law
- **Code:** LLB13
- **ECTS:** 6
- **Hours per week:** 4
- **Academic Year:** 2nd
- **Teaching Period:** Winter Semester
- **Mode of Delivery:** Face-to-Face
- **Language of Instruction/Assessment:** English
- **Course Type:** Mandatory

2. Course Description

This course introduces students to the legal framework governing corporations, with a particular focus on the structure, formation, governance, and functioning of capital companies. Using Greek corporate law as the primary reference point, the course explores the legal personality of companies, corporate capacity, and the internal division of powers among corporate organs. Emphasis is placed on the *Société Anonyme* (public limited company), the *Private Company*, and other corporate forms under Greek law, alongside comparative references to German, French, UK, and US models. Topics include incorporation, capital structure, duties of directors, shareholder rights, and mechanisms of accountability. The course also addresses contemporary challenges in corporate governance and regulatory trends in EU company law. Through doctrinal analysis, case

law, and policy discussion, students are encouraged to assess critically the role of corporate entities in economic life and the legal tools used to balance enterprise efficiency with stakeholder protection.

3. Keywords

Legal Personality, Corporate Governance, Shareholder Rights, Directors' Duties, Comparative Company Law

4. Learning Outcomes

Upon successful completion of this course, students will be able to:

1. **Identify** the main forms of corporate entities and their legal characteristics under Greek and comparative company law. (*Remembering*)
2. **Explain** the structure of corporate governance and the distribution of powers between shareholders, directors, and other corporate organs. (*Understanding*)
3. **Apply** core rules concerning incorporation, capital maintenance, and decision-making processes in corporate practice scenarios. (*Applying*)
4. **Analyse** the legal duties of directors, mechanisms of shareholder protection, and liability regimes across different jurisdictions. (*Analysing*)
5. **Evaluate** regulatory developments and governance challenges in corporate law from both doctrinal and policy-oriented perspectives. (*Evaluating*)

5. General Skills to Be Acquired

- Apply knowledge in practice
- Retrieve, analyse, and synthesise data and information
- Adapt to new situations
- Make decisions
- Work in an international context
- Work in an interdisciplinary team
- Generate new research ideas
- Appreciate diversity and multiculturalism

- Respect the natural environment
- Be critical and self-critical
- Advance free, creative, and causative thinking

6. Course Content (Topics)

1. **The Role and Function of Corporate Law in Modern Economies** – Exploring the purposes of corporate legal frameworks: legal personality, investment, risk allocation, and market regulation.
2. **Corporate Forms in Greek and Comparative Law** – Distinguishing partnerships, private companies, and public limited companies in civil and common law systems.
3. **Incorporation and Legal Personality: Foundations of Corporate Existence** – Understanding the process of incorporation, separate legal personality, and limited liability.
4. **Corporate Constitution and Internal Governance** – Examining statutes, bylaws, and corporate organs: general meeting, board of directors, and management structure.
5. **Capital Structure and Capital Maintenance** – Analysing legal capital rules, shareholder contributions, share classes, and capital increase/reduction mechanisms.
6. **Corporate Decision-Making and the General Meeting** – Rules of procedure, majority requirements, minority protections, and shareholder resolutions.
7. **Directors' Powers, Duties, and Liability** – Fiduciary duties, conflict of interest rules, and managerial accountability under Greek and comparative law.
8. **Shareholder Rights and Remedies** – Voting rights, information rights, derivative actions, and protection against abusive majority conduct.
9. **Corporate Groups and Parent-Subsidiary Relations** – Legal treatment of group structures, intra-group transactions, and corporate veil considerations.
10. **Corporate Transparency, Disclosure, and Compliance** – Regulatory frameworks for accounting, disclosure, auditing, and market abuse.
11. **EU Company Law and the Harmonisation of Corporate Regulation** – Analysing the impact of EU directives and regulations on national corporate frameworks.
12. **Reform and Modernisation in Corporate Law** – Current debates on corporate governance, stakeholder models, ESG, and sustainable corporate purpose.

7. Teaching Methods

- Lectures.
- Case law workshops.
- Student presentations and structured debate.
- Guided reading and legal reasoning exercises.

8. Assessment Methods

Method	Weight	Description
Final Written Exam	70%	Essay-type and case-based questions
Mid-Term Assignment/Presentation	20%	Individual or group-based
Participation and Engagement	10%	Constructive attendance, preparedness, contribution

Note: A minimum final exam score of 50% is required to pass.

9. A. Ethics

Students are reminded that all submitted work must comply with the University's academic [integrity policy](#). Plagiarism or unauthorised collaboration will result in disciplinary measures.

B. Course Policies

- Attendance is strongly encouraged.
- All assignments must be submitted on time via the designated platform.
- Special accommodations will be made for students with documented learning or health needs in accordance with university policy.

10. Use of Information and Communication Technologies (ICT)

- **Use in Teaching:** (e.g. digital slides, audiovisual aids, interactive tools like Mentimeter)
- **Use in Communication:** (e.g. E-learning platform, Zoom/Google Meet for office hours)
- **Digital Resources:** (e.g. online legal databases, podcasts, video lectures)

11. Bibliography

- Books/E-Books
 Backer, L. C. (2002). *Comparative corporate law: United States, European Union, China, and Japan: Cases and materials*. Carolina Academic Press.

 Busch, Danny., Ferrarini, Guido., & Grünewald, S. Neva. (2024). *Sustainable finance in Europe corporate governance, financial stability and financial markets /* (Second edition) (e-book). Palgrave Macmillan.

 Cahn, A., & Donald, D. C. (2018). *Comparative Company Law: Text and Cases on the Laws Governing Corporations in Germany, the UK and the USA* (2nd ed.) (e-book). Cambridge: Cambridge University Press.

 Davies, P. L., Gower, L. C. B., Worthington, S., & Micheler, E. (2016). *Gower's principles of modern company law* (10th ed.). Sweet & Maxwell, Thomson Reuters.

 Ferran, E. (2023). *Principles of corporate finance law*. Oxford University Press (ebook). <https://search.lib.auth.gr/Record/1170635?sid=50266914>

 Gordon, J. N., & Ringe, W.-G. (Eds.). (2018). *The Oxford handbook of corporate law and governance* (1st ed.). Oxford University Press.

 Gullifer, L., & Payne, J. (2025). *Corporate Finance Law Principles and Policy (e-book)*. Hart publishing. <https://search.lib.auth.gr/Record/1170566?sid=50266894>

 Hollington, Robin. (2024). *Hollington on shareholders' rights (e-book)*. Sweet & Maxwell/Thomson Reuters. <https://www.sweetandmaxwell.co.uk/en-gb/products>

 Jhunjhunwala, S. (2023). *Corporate Governance (e-book)*. Springer Nature Singapore. <https://doi.org/10.1007/978-981-99-2707-4>

Kaurakova, M. (2017). On European companies in private international law. Claeys & Casteels Law Publishers.

Kotsires, L. E., & Kotsiri, E. L. (2019). Greek law on partnerships and corporations: (New legislation) (5th ed.). Sakkoulas Publications.

Langford, R. T. (2019). *Company Directors' Duties and Conflicts of Interest (e-book)*. Oxford University Press. <https://www.amazon.co.uk/Company-Directors-Duties-Conflicts-Interest-ebook/dp/B07PB3772H>

Portmann, Roland. (2010). *Legal personality in international law (e-book)*. Cambridge University Press.

Vicari, A. (2021). European company law. De Gruyter. <https://doi.org/10.1515/9783110725025>

- Databases

Westlaw UK Academic	https://law.auth.gr/en/subscription-to-electronic-databases-2/
HeinOnline Academic Core and Kluwer Law International Journal Library	https://law.auth.gr/en/subscription-to-electronic-databases-2/
Beck-online PREMIUM	https://law.auth.gr/en/subscription-to-electronic-databases-2/
O.U.P Oxford Public International Law	https://law.auth.gr/en/subscription-to-electronic-databases-2/
O.U.P Max Planck Encyclopedia of Comparative Constitutional Law	https://law.auth.gr/en/subscription-to-electronic-databases-2/
Dalloz.fr	https://law.auth.gr/en/subscription-to-electronic-databases-2/
JURIS Zusatzmodul Hochschulen, BGB Staudinger Online	https://law.auth.gr/en/subscription-to-electronic-databases-2/
Kluwer Law Online (30 journals)	https://law.auth.gr/en/subscription-to-electronic-databases-2/

IAReporter. Investment Arbitration Report	https://law.auth.gr/en/subscription-to-electronic-databases-2/
Cambridge Core (Law)	https://www.cambridge.org/core/browse-subjects/law
EBSCO	https://research.ebsco.com/c/quc7ji/search/advanced/filters?autocorrect=y&isDashboardExpanded=true
ProQuest Central	https://www.proquest.com/central/topicpaths/AbiGlobal_business/0?accountid=8359#0
Springer link	https://link.springer.com/
Taylor & Francis e-books	https://www.taylorfrancis.com/search?subject=SC LW
Taylor & Francis e-journals	https://www.tandfonline.com/subjects/law
The Making of Modern Law: Legal Treatises 1800-1926 (Gale)	https://go.gale.com/ps/start.do?p=MOML&u=arist&cookieConsent=true&analyticsOptout=false&aty=ip
Wiley online Library	https://onlinelibrary.wiley.com/action/showPublications?startPage=&ConceptID=85