

CURSO	:	INTERNATIONAL AND COMPARATIVE CORPORATE LAW
TRADUCCIÓN	:	DERECHO CORPORATIVO INTERNACIONAL Y COMPARADO
SIGLA	:	DMD3156
CRÉDITOS	:	10
MÓDULOS	:	01
REQUISITOS	:	SIN REQUISITOS
RESTRICCIONES	:	170401 o 170402 o 170403 o 170404 o 170405 o 170406
CARÁCTER	:	OPTATIVO
TIPO	:	CÁTEDRA
CALIFICACIÓN	:	ESTÁNDAR
PALABRAS CLAVE	:	CORPORATE LAW; COMPARATIVE LAW; INTERNATIONAL PERSPECTIVE.
NIVEL FORMATIVO	:	MAGÍSTER

I. COURSE DESCRIPTION

In this course, students will analyse corporate law from an international and a comparative perspective. The seminars will cover a number of both theoretical and practical aspects of corporate law, using examples from the UK, the US and other jurisdictions. Reference will be made to the challenges that arise for both small and medium-size companies as well as multinational corporations, especially in the aftermath of the current financial crisis. In order to achieve this, the course will be based on interactive seminars and group discussions. Learning will be assessed through the participation to the seminar and an oral exam at the end.

II. LEARNING OUTCOMES

1. Analyse legal issues of importance in the area of international corporate governance and comparative corporate law.
2. Compare the structure and application of corporate law in civil law and common law systems around the world.
3. Analyse the importance of corporate governance in the globalised business society and the interlinked financial markets of the 21st century.
4. Evaluate the role of multinational corporations nowadays and their impact in both developed and developing economies.
5. Apply the relevant legal terminology in English through different activities and legal scenarios.

III. CONTENT

1. Introduction

- 1.1. Civil Law and Common Law
- 1.2. Corporate Law and Corporate Governance in the Era of Globalisation
2. Corporate Objective:
 - 2.1. Shareholder Primacy
 - 2.2. Stakeholder Theory
 - 2.3. Enlightened Shareholder Value Theory
 - 2.4. Section 172 UK Companies Act 2006
3. Boards of Directors and Management of the Company
 - 3.1. Separation of CEO and Chairman of the Board of Directors
 - 3.2. Non-Executive Directors
 - 3.3. Executive Remuneration and Incentives
 - 3.4. Diversity in Corporate Boards
 - 3.5. Institutional Shareholders
4. Corporate Scandals and Corporate Governance Regulation
 - 4.1. Corporate Scandals in the US, Europe and around the world
 - 4.2. Financial Crisis
 - 4.3. Corporate Social Responsibility and Sustainability
5. Business Law and Practice at International Level
 - 5.1. Fraud and Business Ethics
 - 5.2. Corruption and Bribery
 - 5.3. Whistleblower Protection
 - 5.4. Tax Havens and Tax Evasion

IV. METHODOLOGICAL STRATEGIES

-Interactive Seminars.

-Group discussion.

-Case Studies.

V. ASSESMENT STRATEGIES

-Seminar participation: 60%

-face-to-face examination (oral): 40%

VI. BIBLIOGRAPHY

Minimum

Jeffrey N. Gordon and Wolf-Georg Ringe, *The Oxford Handbook of Corporate Law and Governance*, (Oxford University Press, 2020)

Bod Tricker, *Corporate Governance: Principles, Policies, and Practices*, (Oxford University Press, 2019)

Christine Mallin, *Corporate Governance*, (Oxford University Press, 2018)

Mathias Siems and David Cabrelli (eds), *Comparative Company Law: A Case-Based Approach*, (2nd edition, Hart, 2018)

Paul L Davies and Sarah Worthington, *Gower & Davies: Principles of Modern Company Law*, (10th edition, Sweet & Maxwell, 2016)

Scott Slorach (ed), *Legal Systems & Skills*, (4th edition, Oxford University Press, 2020)

Andrew Crane, Dirk Matten, Sarah Glozer and Laura Spence, *Business Ethics: Managing Corporate Citizenship and Sustainability in the Age of Globalization* (Oxford University Press, 2019)

Beate Sjøfjell and Christopher M. Bruner (eds) *The Cambridge Handbook of Corporate Law, Corporate Governance and Sustainability*, (Cambridge University Press, 2019)

Thomas Clarke, *International Corporate Governance: A Comparative Approach*, (Routledge, 2017)

Complimentary

S. Andreadakis, 'Enlightened Shareholder Value: Is it the New Modus Operandi for Modern Companies?' in S. Boubacer, D.K. Nguyen and B.D. Nguyen (eds), *Corporate Governance: Recent Developments and New Trends*, (Springer Verlag, 2012), 415-432.

G. Alan and S. Griffin, 'Corporate personality: Utilising Trust Law to Invoke the Application of the Concealment Principle', (2018) 38 *Legal Studies*, 79-102

S. Andreadakis, 'Enhancing Whistleblower Protection: It's all about the Culture' (2019) *European Business Law Review* 30(6), 859 - 880.

Jane G. Gravelle, 'Tax Havens: International Tax Avoidance and Evasion' (2009) *National Tax Journal* Vol. 62 (4), 727-753

Adam Graycar (ed), *Handbook on Corruption, Ethics and Integrity in Public Administration*, (Elgar, 2020)

J. Oehmichen, D. Braun, M. Wolff and T. Yoshikawa, 'When elites forget their duties: The double-edged sword of prestigious directors on boards' (2017) *Journal of Management Studies* 54(7), 1050-1107.

R. Marks, 'Learning Lessons: The Global Financial Crisis in Retrospect' (2015), available at SSRN: <https://ssrn.com/abstract=2643917>

S. Mathew and S. Sivaprasad, 'Corporate Governance Practices in the Context of the Pandemic Crisis', (2020), available at SSRN: <https://ssrn.com/abstract=3590253>