



FACULDADE DE DIREITO  
Universidade de Lisboa

### Curricular unit sheet

Law and Management (LLM)  
2022-2023

#### Curricular unit

Liability and Corporate Law

#### Responsible Academic staff and respective workload in the curricular unit (enter full name)

Prof. Dr. Diogo Pereira Duarte

#### Other academic staff and respective workloads in the curricular unit

#### Learning outcomes of the curricular unit

The main objective of the discipline “Liability and Corporate Law “ is to introduce nuclear concepts and develop fundamental legal skills in the intersection of two central matters present in the day-to-day Corporate’s operations and decisions: liability and Corporate Law.

The study of the civil liability will be preliminary and ancillary to the study of Corporate Law, in which the student will be required to understand the logic underlying the legal framework and its distinctive features.

The lessons will be lectured aiming to achieve in-depth treatment of cutting-edge issues in a pragmatic perspective, combining both “legal” and “economic” reasoning and stimulating research, analysis, critique, and argumentation capabilities, making the discipline suitable to a broad range of attendants, such as Law students, managers, economists, compliance officers, and anyone interested in the field.

#### Syllabus

The following matters will be addressed, as part of the program of the discipline:

##### I PART

1. Liability *versus* Freedom.
2. Civil liability.
3. The classical variants of civil liability: liability for breach of contract and tort.
4. Requirements of civil liability.
5. Delay of the debtor (*Mora debitoris*) and breach of contract.
6. Limit and exclusion of liability clauses.
7. Liquidated damages and penalty clauses.

##### II PART

8. Distinctive features of the Corporate personality.
9. Differentiating the Corporate contract from other joint venture agreements.
10. Shareholders Agreements.
11. Corporate types and limited liability.
12. Public and close Corporations.
13. Share capital and Corporate Assets.
14. Corporate finance.
15. Corporate capacity and ultra vires acts.
16. Corporate’s legal representation.
17. Corporate bodies and respective functions.
18. Corporate governance.
19. ESG factors, corporate purpose and systemic risk.



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20. Rights and duties of shareholders.
21. The management: management and supervisory functions.
22. Liability of Officers and Directors: the fiduciary principle and the business judgement rule.
23. Autonomy and Liability in Corporate Groups.
24. Mergers, demergers, transformation, dissolution and liquidation of Corporates.
25. Corporate insolvency and recovery.
26. Introduction to Corporate Law in the UK and the US.

Demonstration of the syllabus coherence with the curricular unit's objectives.

The program of the discipline includes nuclear aspects of the civil liability and Corporate Law, selected in key topics suitable for a combined legal and economic approach.  
When working with complex legal issues, the post-graduation students shall expand their knowledge on essential aspects of private law, acquiring skills fundamental not only to the performance of legal professions but also to grounded business decisions, risk management and internal control operations.

Teaching methodologies (including evaluation)

The case law analysis shall be the preponderant teaching methodology.  
The students will be requested to submit individual research papers and the student's oral and written performance will be weighted in a global final classification.

Demonstration of the coherence between the teaching methodologies and the learning outcomes

The proposed methodology seeks the development the investigation on the subject matters included in the program, boosting individual research skills through contact with legal praxis and case law analysis.  
The proposed methodology shall allow the students to:

- develop and expand their knowledge on the matters included in the program of the discipline;
- open their knowledge to new areas of Corporate purpose and legal liability;
- develop autonomous research skills.

Main Bibliography

- Cordeiro, A. Menezes (coord.) – Código das Sociedades Comerciais anotado, 4.ª ed., Coimbra, 2021.
- Cunha, Paulo Olavo – Direito Empresarial para Economistas e Gestores, Almedina, Coimbra, 2014.
- Cunha, Paulo Olavo – Direito das sociedades comerciais, 7.ª ed., Almedina, Coimbra, 2019.
- Davies, Paul L. et al – Gower's and Davies Principles of Modern Company Law, 10.ª ed., Thomson / Sweet & Maxwell, London, 2016.
- Dignam, Alan et al – Company Law, 10.ª ed., Oxford University Press, 2018.
- Easterbrook-Fischel, The Economic structure of Corporate Law, Harvard, 1991
- Eisenberg, Melvin Aron et al – Corporations and other Business Organizations. Cases and Materials, 10.ª ed., Foundation Press, New York, 2011.
- Ferran-Ho, Principles of Corporate Finance Law, 2<sup>nd</sup> edition, Oxford, 2014.
- Kraakman, Reinier et al – The anatomy of Corporate Law. A comparative and functional approach, 3.ª ed., Oxford University Press, 2017.
- Leitão, Luís Menezes – Direito das Obrigações, I (15.ª ed.) e II (12.ª) Vol., Almedina, Coimbra, 2018 e 2019.
- Oliveira, Ana Perestrelo – Manual de governo das sociedades, Almedina, Coimbra, 2018.
- Oliveira, Ana Perestrelo – Manual de grupos de sociedades, Almedina, Coimbra, 2018.
- Oliveira, Ana Perestrelo – Manual de corporate finance, Almedina, Coimbra, 2017.
- Oliveira, Ana Perestrelo – Desvinculação programada do contrato, Almedina,, Coimbra, 2021.

During the course, additional bibliography will be recommended in each of the subjects of the program