

Curricular Unit

Master in L&M 2E 2022/2023

Lecturer	Diogo Pereira Duarte
E-mail	diogoduarte@fd.ulisboa.pt
Office Hours	08:00 – 12:00

Introduction

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.

Goals

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.

Methods

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.

Course Contents

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.
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.
- 27.

Assessment

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.

References

- 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 sociedade 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., FoundationPress, New York, 2011.
- Ferran-Ho, Principles of Corporate Finance Law, 2nd edition, Oxford, 2014.
- Kraakman, Reinier et al – The anatomy of Corporate Law. A comparative and functional approach, 3.^a ed., Oxford UniversityPress, 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.