



Course Title	Commercial Law II (Companies)				
Course Code	LAW 310				
Course Type	Compulsory				
Level	Undergraduate				
Year / Semester	3 ^o / E (Spring)				
Teacher's Name	Dr Charalampos Apostolopoulos, Dr Ioannis Giokaris, Dr. Dimitrios Theocharis				
ECTS	6	Lectures / Week	3	Laboratories / Week	

Course Purpose and Objectives	Purpose
	<p>The course of Company Law covers Cypriot Company Law, Chapter 113 and case law and with reference to efforts to harmonize European Law in the field of Companies. Company law does not remain static. It is constantly evolving in view of developments in the globalization of the economy and in the European Union and efforts to harmonize company law in order to reduce distortions of free competition in the single European market.</p>
	<p>Given that modern economics and international trade use companies as their main vehicle for conducting their business in any form, it becomes clear that a good and sufficient knowledge of company law is a prerequisite for practicing law or providing legal advice and / or participation. managerial or other level in companies.</p>
	<p>The course focuses on the principles of separate legal personality and limited liability, the process of setting up different types of companies, the key differences between a private and public company, issues relating to the capital and capitalization of the company, the powers and responsibilities of the two corporate bodies , i.e. the general meeting and the board of directors of the company, the obligations and duties of the company's managers, the protection of minority rights through the process of seeking liquidation and / or alternative treatment, such as the acquisition by the company or other minority shareholders, the ability of the company to contribute and the principles that govern the company's obligations to third parties are the main objectives of the series of lectures.</p>
	<p>Reference is also made to the widespread use of corporate structures to secure tax advantages through a company acting as a trustee of international trusts and their operation, as well as recent amendments to the legislation.</p>

<p>Learning Outcomes</p>	<p>After the lectures it is expected that students will:</p> <ul style="list-style-type: none"> • Acquire sufficient and sufficient knowledge of the importance and role of the company in the modern economy • Fully understand the procedures for registering companies and providing advice on how to draft the founding and statutory document • Provide their opinion on the drafting and / or incorporation of agreements between shareholders and on issues related to the removal of deadlock and the protection of minority shareholders in particular • Promote cases to the Court of Appeals for liquidation of companies or the granting of alternative treatment or generally in matters relating to the redemption of shares or in general for any matter for which the Court has jurisdiction to issue a decree or remedy • Understand the duties of company executives and officials, especially with regard to the provisions for money laundering. • Understand modern ways of governing corporations and maintaining the necessary balance between company board members as well as preparing and managing general meetings • Know the requirements and duties of company officials, auditors and legal advisers to comply with the founding, statutes, agreements and provisions of law 		
<p>Prerequisites</p>	<p>None</p>	<p>Required</p>	<p>None</p>

<p>Course Content</p>	<p>The provisions relating to the European Company and the harmonization of European Company Law with regard to the freedom of establishment of companies in the European Union will also be examined as well as international accounting standards and matters relating to corporate governance and the European Union's common tax program. status of companies.</p> <p>The historical development of the limited liability company as the main vehicle of commercial development from the 19th century to the present day, with particular emphasis on issues relating to the offshore corporation status before its abolition and its replacement by a single tax rate will also be the subject of lectures. Particular emphasis will be given to the harmonizing directives of the European Union as incorporated in the Cyprus Legislation</p> <p>Categorization of companies into private and public, mother companies and subsidiaries, company registration, its articles of association, share capital, ways of amending the articles of association, promotion of company registration, corporate contracts as well as pre-registration contracts and legal the effects of these will be examined.</p> <p>Reference to public companies will be made in the public call for shares and the context of the legislation concerning the CSE, the Securities and Exchange Commission and the control of public companies will be outlined. The issue of shares, start-ups, share capital, members, stocks, general meetings, directors, the secretary and the corporate governance of the modern company in the Cypriot reality is examined.</p> <p>Protection of minority shareholders and the Court's powers to liquidate companies and / or to provide alternative treatment, accounting, auditing, profit-sharing, bond issuance and corporate solvency issues will also be addressed. Special reference is made to the issues relating to company liquidation applications, the order for issuance of orders and generally the procedure followed by the order of liquidation whether you are required to obtain a creditor application or are voluntary.</p> <p>Finally, issues related to mergers and acquisitions will also be considered, as well as take-over. Emphasis is placed on the need to modernize company law.</p>
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Teaching Methodology	Lectures: 20 hours Conversation: 12 hours
Bibliography	<ol style="list-style-type: none"> 1. Kypros Ioannidis (2014) Lectures on Corporate Law for the examinations of the Legal Council (2014-2015) 2. Tatiani - Eleni Synodinou, (2014) Cypriot Private Law, Article Interpretation - Case Law (Sakkoulas, Athens Thessaloniki) 3. Gower's Principles of Modern Company Law (2012) 4. Smith and Keenan's Company Law, 14th ed Wild & Weinstein. 5. Sealy's cases and Materials in Company Law 2010. 6. European Company Law, E. Perakis 7. Charlesworth's, Company Law 17th ed. 8. Palmers, Company Law Manual, current ed. 9. The Companies Law, Index of Harmonizing Legislation and European Directives, Olgas Georgiadis 10. Chr. Luke, The Law of Companies, Chapter 113 11. Robin Hollington, Shareholders Rights 12. Commercial Law - SELK Publications 13. G. Kakogianni, Cypriot Company Law, published by PILCACO PUBLISHERS LTD, 2001.
Assessment	<ul style="list-style-type: none"> • Exam(s): 60% • Assignment(s): 30% • Attendance / Participation: 10%
Language	Greek

Τίτλος Μαθήματος	Εμπορικό Δίκαιο II (Εταιρείες)		
Κωδικός Μαθήματος	LAW 310		
Τύπος μαθήματος	Υποχρεωτικό		
Επίπεδο	Προπτυχιακό		
Έτος / Εξάμηνο φοίτησης	3 ^ο / Ε' (Εαρινό)		
Όνομα Διδάσκοντα	Χαράλαμπος Αποστολόπουλος / Δημήτρης Θεοχάρης		
ECTS	6	Διαλέξεις εβδομάδα	/ 3 Εργαστήρια εβδομάδα
Στόχος Μαθήματος	<p>Το Δίκαιο των Εταιρειών είναι ένα από τα πιο πολυσχιδή και συνάμα γοργά εξελισσόμενα δίκαια. Στη σύγχρονη διαμόρφωση της οικονομικής και κοινωνικής ζωής, οι εταιρείες, ως φορείς επιχειρήσεων, παρουσιάζουν τεράστιο ενδιαφέρον αλλά και δημιουργούν πολλά και σύνθετα προβλήματα. Οι εξελισσόμενοι τύποι εταιρειών, προσωπικών και κεφαλαιουχικών, η ανάγκη, αφενός για διασφάλιση της οικονομικής ελευθερίας κάθε ατόμου για ίδρυση εμπορικών εταιρειών και αφετέρου για επαρκή εποπτεία της ορθής και νενομισμένης λειτουργίας των εταιρειών δημιουργούν μαζί με πολλά άλλα στοιχεία ένα ιδιαίτερο νομικό πλαίσιο που χρήζει ειδικής προσέγγισης, αλλά και εξειδικευμένων γνώσεων.</p>		
Μαθησιακά Αποτελέσματα	<p>Με την περάτωση των διαλέξεων στο Δίκαιο των Εταιρειών, οι φοιτητές θα είναι σε θέση:</p> <p>Να κατανοούν τη σημασία και τα χαρακτηριστικά των ενώσεων προσώπων με εμπορικό σκοπό.</p> <p>Να γνωρίζουν αναλυτικά και να διακρίνουν τα βασικά γνωρίσματα των προσωπικών εταιρειών και τα βασικά γνωρίσματα των κεφαλαιουχικών εταιρειών.</p> <p>Να κατανοούν πλήρως τα σχετικά με τη νομική θέση ενός μετόχου πλειοψηφίας ή μειοψηφίας σε μια εταιρεία, τα σχετικά με τα θεσμικά όργανα μιας εταιρείας, την αύξηση ή μείωση του μετοχικού κεφαλαίου, τον τρόπο σύστασης μιας εταιρείας αλλά και τις συνέπειες διάλυσής της.</p>		
Προαπαιτούμενα	Κανένα	Συναπαιτούμενα	Κανένα
Περιεχόμενο Μαθήματος	<p>Έννοια, χαρακτηριστικά και σημασία των ενώσεων προσώπων και του εταιρικού δικαίου – Προσωπικές και Κεφαλαιουχικές εταιρείες – Δικαιώματα και υποχρεώσεις των εταιρειών – Εξουσία διαχείρισης και εκπροσώπησης – Εταιρική περιουσία και εταιρικά χρέη – Μεταβολές στα πρόσωπα των εταιρειών – Λύση της εταιρείας – Η ομόρρυθμη εταιρεία – Η ετερόρρυθμη εταιρεία – Η αφανής εταιρεία – Η Ανώνυμη εταιρεία – Το μετοχικό κεφάλαιο – Τα όργανα μίας ανώνυμης εταιρείας – Δικαιώματα μειοψηφίας – Αύξηση και μείωση του κεφαλαίου – Λύση και εκκαθάριση – Η Εταιρεία Περιορισμένης Ευθύνης – Ιδιαίτερα ΕΤΑΙΡΙΚΑ ΜΟΡΦΩΜΑΤΑ.</p>		

Μεθοδολογία Διδασκαλίας	Παράδοση: 20 ώρες Συζήτηση: 12 ώρες
Βιβλιογραφία	<ol style="list-style-type: none"> 1. N. Rokas: Commercial Companies, 6th edition., Ant N. Sakkoulaa (2008). 2. Antonopoulos, Vassilis, Private Capital Company (IKE) - By Article Interpretation - 2nd edition, Sakkoula Publications, 2012. 3. Papagiannis Men. Ioannis, Law of commercial companies, Sakkoula Publications, 2010. 4. Georgakopoulos N. Leonidas, Interpretation of Law 2190/1920 on Societes Anonymes, Sakkoulas Publications, 2010. 5. Psychomanis Spyridon, Law of Commercial Companies - Issue 1: Private companies, Sakkoula Publications, 2010. 6. Antonopoulos, Vassilis, K.N. 2190/1920 "On Public Limited Companies & Related Legislations", Sakkoulas Publications, 2011. 7. Psychomanis Spyridon, Commercial Companies Law, 4th edition, Sakkoula s Publication, 2020. 8. Sinanioti - Maroudi Aristeia, Commercial Law - Companies, 4th edition, Nomiki Bibliothiki, 2021
Αξιολόγηση	<ul style="list-style-type: none"> • Exam(s): 60% • Assignment(s): 30% • Attendance / Participation: 10%
Γλώσσα	Greek