Приложение № 1

к распоряжению Финуниверситета

 от «18» 07 2019 № 0591

**Шаблон структуры и содержания рабочей программы дисциплины**

**Syllabus**

1. **Name of a subject** “Corporate and Business Law”

**2. Mapping of learning outcomes (list of competences), with the relevant indicators described and subject learning outcomes indicated**

 Table 1

|  |  |  |  |
| --- | --- | --- | --- |
| Competence code | Competence  | Competence development indicators[[1]](#footnote-1) | Learning outcomes (skills[[2]](#footnote-2), and knowledge) and indicators that show competence development  |
| PKP-4 | Capacity of Business` Legal Support; analysis and identification of best solutions in the field of international investment financing and other financial issues of international business. | 1.Conducts independent internal audits and consultations on the reliability and the efficiency of risk management systems, internal control, corporate governance, operational activities and information systems of organization. | **Knowledge:** to know corporate governance system.**Skills:** to conduct independent internal audits on the reliability and efficiency of corporate governance. |
|  |  | 2. Conducts a study of the financial market and a study of offers of financial services (including current rules and conditions, tariff policy and applicable forms of documentation). | **Knowledge:** to know the structure of the financial market and financial services.**Skills:** to identify the best solutions in international investment finance. |

**3. Place of the subject in the curriculum**

The discipline "Corporate and Business Law" is a compulsory discipline and is included in the module of the profile "International Finance (in English)" in the direction of preparation 03.38.01 "Economics".

**4. Workload in credits and academic hours, with class work (lectures and seminars) and self-study indicated**

 Table 2

|  |  |  |
| --- | --- | --- |
| **Type of work**  | **Total** **(in credits and hours)**  | **Semester 8 (in hours)** |
| **Overall workload**  | ***4 / 144*** | ***144*** |
| ***Contact work - Class work***  | ***36*** | ***36*** |
| *Lectures*  | 12 | 12 |
| *Seminars, practicals*  | 24 | 24 |
| ***Self study***  | ***72*** | ***72*** |
| Formative assessment  | Essay | Essay |
| Summative assessment  | Credit | Credit |

**5. Subject content (with the thematic components indicated,** **its volumes (in academic hours) and types of training.**

**5.1. Subject content**

**Topic 1. The concept of corporation and corporate law**

The legal system of the Russian Federation. The concept of corporate law. Combination of imperative and dispositive methods in corporate law.

The concept and types of corporate law`s principles.

Corporate norms and its types. Corporate Governance Code as a Source of Corporate Law. Constituent documents of the corporation. Local corporate acts.

The system of legal entities in the Russian Federation. Concept of corporate organization. Corporation is in the broad and narrow sense.

Legal entity structure. Organizational unity. Name and place of registration of the legal entity. Types of corporate legal entities in the Russian Federation. System of governing bodies of a corporate legal entity.

Creation of a corporation: founders of the organization, stages of creation, legislative regulation.

Reorganization of a corporation. Liquidation of a corporation: concept, types, stages.

**Topic 2. System of governing bodies of a corporate legal entity**

The concept of a structure of legal entity. Organizational unity as a sign of a legal entity.

General meeting as the highest governing body in the corporation. Concept, competence and convocation of a general meeting. Making decisions at a general meeting. Minutes as general meeting`s decisions. Counting commission.

Executive bodies of a corporation. Sole executive body of a corporation (CEO). Powers of the sole executive body. The procedure of exercising the powers of the sole executive body. The procedure of the election and dismissal of the CEO. Responsibility of the CEO in a corporation.

Supervisory Board (Board of Directors). Powers of a supervisory board of a corporation. The procedure of electing and exercising the functions of the SB (BoD). Reward and responsibility of members of the supervisory board (BoD).

**Topic 3. Corporations as participants in legal relations**

Corporations in legal relations. Enterprise activities of a corporation. Conclusion of transactions by the corporation, powers of management bodies in concluding transactions. Features of large transactions and related party transactions.

The concept of property basis of a corporation. Current and non-current assets. The concept of the authorized capital of a corporation. Assessment of in-kind contributions. The value of authorized capital in the structure of the corporation's property. Reserve fund.

Securities of a legal entity. Concept and types of shares. Classification of shares. Legal regulation of the turnover of shares. Rights and obligations of a joint stock company as an issuer. Listing and delisting of shares.

Corporate conflicts between participants. Violation of rights of minority shareholders. Settlement of corporate disputes. Protection of participants` rights in an arbitration court and in courts of general jurisdiction.

**Topic 4. Legal personality of foreign legal entities**

Classification of foreign legal entities involved in international economic circulation. The concept of "foreign legal entity". Personal law (statute) and "nationality" of a foreign legal entity. Criteria (theory) for determining the personal law and nationality of a foreign legal entity. Admission of foreign legal entities to business activities. The legal regime of activity of a foreign legal entity. Representative offices and branches of foreign firms.

The legal regime of activity of a foreign legal entity. Non-discrimination regime. National treatment. Most favored nation treatment. Preferential treatment.

Corporate forms of foreign legal entities. Trade partnerships and companies. Corporate non-profit organizations.

The concept of "international legal entity".

Classification of foreign legal entities. Legal entities of the Anglo-Saxon legal family. Legal entities of the Roman-Germanic legal family.

Transnational legal entities. International legal entities.

**Topic 5. Mergers and acquisitions (M&A transactions)**

Legal regime of shares/stocks/interests. The procedure for the alienation of shares in business companies. Requirements for transactions with shares / stocks. Preferential rights of members of a company. The priority right of society.

Mergers and acquisitions (M&A transactions). The value of M&A transaction as an investment. The value of M&A transaction as a business acquisition. Due diligence procedures for mergers and acquisitions.

Types of mergers. Horizontal and vertical merges. The concept of a holding and a holding company. Types of holdings. Legal regulation of holdings in the Russian Federation. Actual and legal holdings. Financial and industrial group concept. Legal regulation of FIG.

The concept of a subsidiary (partnership). The concept of affiliated legal entities. Legal confirmation of the "group of individuals".

Antimonopoly legislation. The concept of dominant position and restrictions of monopolistic activities.

**Topic 6. Foreign economic activity of corporations**

Foreign economic activity and its legal regulation; Types of foreign economic transactions; Foreign trade contract: general provisions; Delivery basis in a foreign trade contract; Settlement rules and procedure of making payments under foreign economic transactions.

The concept and principles of international commercial arbitration (ICA). MCA concept. The main theories of the legal nature of the ICA. ICA types: "institutional" and "ad hoc".

Arbitration agreement: concept and types of arbitration agreements (arbitration clause, arbitration record and arbitration agreement). Autonomy of the arbitration agreement. Grounds of arbitration agreement`s invalidity.

The main centers of the ICA are: International Commercial Arbitration Court at the CCI RF; International Chamber of Commerce; London Arbitration Court; American Arbitration Association; Arbitration Institute at the Stockholm Chamber of Commerce.

Recognition and Enforcement of Foreign Arbitral Awards.

 **6. List of teaching and methodological materials needed for the students` self-study**

**6.1. List of questions for student self-study and types of out-of-class activities**

Table 3

|  |  |  |
| --- | --- | --- |
| **Itemized subject content**  | **Questions the students should answer within the self-study process**  | **Types of out-of-class activities**  |
| Topic 1. The concept of corporation and corporate law | The concept of legislation and the system of legislation. Formation of corporate legislation. Corporate laws. | Study and analysis of lecture material. Work with recommended scientific and educational literature. Identification of controversial issues. Preparation for the presentation. |
| Topic 2. System of governing bodies of a corporate legal entity | Control body concept. Control bodies` system. Corporate governance principles. | Study and analysis of lecture material. Work with recommended scientific and educational literature. Identification of controversial issues. Preparation for the presentation. |
| Topic 3. Corporations as participants in legal relations | The concept and types of legal entities in civil law. Signs of a corporate legal entity. The concept of "participant" and "founder" of a legal entity. | Study and analysis of lecture material. Work with recommended scientific and educational literature. Identification of controversial issues. Preparation for the presentation. |
| Topic 4. Legal personality of foreign legal entities | The concept of a legal entity in Western legal order. "Nationality" of a legal entity and methods of its determination. | Study and analysis of lecture material. Work with recommended scientific and educational literature. Identification of controversial issues. Preparation for the presentation. |
| Topic 5. Mergers and acquisitions (M&A transactions) | The concept of subsidiaries in the Russian Federation. The principles of holding companies` formation. The main goals of business expansion. | Study and analysis of lecture material. Work with recommended scientific and educational literature. Identification of controversial issues. Preparation for the presentation. |
| Topic 6. Foreign economic activity of corporations | The peculiarity of conducting extraterritorial entrepreneurial activity. Legal regulation of entrepreneurial activity in the Russian Federation. | Study and analysis of lecture material. Work with recommended scientific and educational literature. Identification of controversial issues. Preparation for the presentation. |

**6.2. List of questions/assignments/topics for students’ preparation to formative assessment**

As part of the discipline "Corporate and Business Law" students write essays. The essay covers the main material of the discipline.

**Approximate list of topics for an essay**

1. Subjects of international corporate legal relations.

2. General characteristics of the corporate law of European states.

3. General characteristics of corporate law in England.

4. Corporation as a form of legal entity in American law.

5. The concept of "unincorporated forms of entrepreneurship" in the United States.

6. Corporations in the continental system of law.

7. The system of corporations in the Russian Federation.

8. Types of business corporations.

9. State legal regulation of corporate activities.

10. Responsibility for violation of corporate law.

11. Procedural forms of protection of corporations` rights and its participants.

12. Litigation and arbitration practice and doctrine as a source of the ITUC.

13. The concept of "foreign legal entity".

14. Personal law (statute) and "nationality" of a foreign legal entity.

15. Legal regime of a foreign legal entity.

16. Representative offices and branches of foreign firms, its responsibility.

17. Corporate forms of foreign legal entities.

18. The legal nature of TNCs.

19. Criteria for determining the "nationality" of TNCs and the law applied to the internal relations of groups of companies.

20. European Economic Community of Interests (EEOI).

21. European Joint Stock Company EAO.

22. Legal regulation of participation of foreign legal entities in investment activities.

23. Corporate and legal issues of transferring the actual location of the company.

24. International economic order and responsibility in international corporate law.

25. Internal documents of foreign legal entities as a source of law.

**Examples of situational tasks:**

Task 1.

The foreign trade contract for the purchase and sale of goods was concluded in 2003 provided for the delivery of a batch of industrial goods by a Russian organization to a German company. So far as the goods were not delivered, despite on the repeated requests from the buyer and the latter bought a similar product from other suppliers at prices significantly higher than those stipulated in the contract. After that, the German firm filed a lawsuit to the International Commercial Arbitration Court at the RF Chamber of Commerce and Industry, demanding to compensate it for the contract price gap and the price of the transaction concluded in return.

*What law should the arbitration court choose in a dispute? Does the buyer have the right to demand the recovery of the contract price gap and the price in the transaction made in return? What decision should the arbitration court make?*

Task 2.

When the ICAC resolved a dispute between a Russian organization and an English firm, the question arose about the legal capacity of the Russian organization. The defendant (an English company) believed that this issue should be resolved according to English law as the parties defined it as governing all relations under the contract.

*Is the respondent right? Why?*

**Examples of discipline`s test items**

1.The USSR joined the Vienna Convention on International Contracts for the Sale of Goods:

1) 1990;

2) 2002;

3) 1991;

4) Didn't join.

2. The obligation of a participant to dispose of the company's securities in a certain way may be provided by: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

3. Relations between the representative and the represented by contractual representation is determined by:

1) the law of the country on the territory of which the representation is carried out;

2) the personal law of a person represented;

3) the law applicable to the agreement of representation.

4. The contract of commercial concession, subject to the use of exclusive rights of a copyright holder on the territory of several states, is governed by the law of the country:

1) where the user's place of residence or main place of business is located;

2) on the territory of which the commercial concession agreement was concluded;

3) on the territory of which the user can use a set of exclusive rights;

4) where the place of residence or main place of business of the rightsholder is located.

The scoring criteria for various forms of monitoring progress is contained in the relevant guidelines of the Department of Legal Regulation of Economic Activities.

**7. Mandatory and optional reading list**

**Normative legal acts and judicial practice**

1. The Constitution of the Russian Federation (adopted by public vote on 12.12.1993) (with amendments introduced by the Laws of the Russian Federation on amendments to the Constitution of the Russian Federation dated 30.12.2008 No. 6-FKZ, dated 30.12.2008 No. 7-FKZ, dated 05.02.2014 No. 2 -FKZ, dated 21.07.2014 No. 11-FKZ) // SZ RF, 04.08.2014, No. 31, art. 4398.

2. The Civil Code of the Russian Federation (part one) of 30.11.1994 No. 51-FZ (as amended on 06.04.2015) // SZ RF, 05.12.1994, No. 32, art. 3301.

3. The Civil Code of the Russian Federation (part two) of 01.26.1996 No. 14-FZ (as amended on 04/06/2015, as amended on 04/07/2015) // CZ RF. 29.01.1996. No. 5 Art. 410.

4. The Civil Code of the Russian Federation (part three) of November 26, 2001 No. 146-FZ (as amended on March 18, 2019) // SZ RF, December 3, 2001, No. 49, art. 4552.

5. The Arbitration Procedure Code of the Russian Federation of June 14, 2002 // Rossiyskaya Gazeta of July 27, 2002, No. 137.

6. The Criminal Code of the Russian Federation of June 13, 1996 // SZ RF, June 17, 1996, No. 25, art. 2954

7. Federal Law of 08.02.1998 N 14-FZ (as amended on 29.12.2012) "On Limited Liability Companies" // Collected Legislation of the Russian Federation, 16.02.1998, N 7, Art. 785.

8. Federal Law of December 26, 1995 N 208-FZ (as amended on December 28, 2013) "On Joint Stock Companies" // Collected Legislation of the Russian Federation, 01.01.1996, N1, Article 1.

9. Federal Law of 08.05.1996 N 41-FZ (as amended on 30.11.2011) "On production cooperatives" // Collected Legislation of the Russian Federation, 13.05.1996, N 20, art. 2321.

10. Federal Law of 18.07.2009 N 190-FZ (as amended on 02.11.2013) "On Credit Cooperation" (with amendments and additions, effective from 05.12.2013) // Collected Legislation of the Russian Federation, 20.07.2009, N 29, Art. 3627.

11. Federal Law of 30.12.2004 N 215-FZ (as amended on 23.07.2013) "On housing savings cooperatives" // Collected Legislation of the Russian Federation, 03.01.2005, N 1 (Part 1), Art. 41.

12. Federal Law of 08.12.1995 N 193-FZ (as amended on 23.07.2013) "On Agricultural Cooperation" // Collected Legislation of the Russian Federation, 11.12.1995, N 50, Art. 4870.

13. Law of the Russian Federation of 19.06.1992 N 3085-1 (as amended on 02.07.2013) "On consumer cooperation (consumer societies, their unions) in the Russian Federation" // Vedomosti SND and Armed Forces of the Russian Federation, 07.30.1992, N 30, Art. 1788.

14. Federal Law of 12.01.1996 N 7-FZ (as amended on 28.12.2013) "About non-profit organizations" (as amended and supplemented, entered into force on 10.01.2014) // Collected Legislation of the Russian Federation, 15.01. 1996, No. 3, Art. 145.

15. Federal Law of April 22, 1996 No. 39-FZ "On the Securities Market" // SZ RF, No. 17, April 22, 1996, art. 1918.

16. Federal Law of July 24, 2007 No. 209-FZ (as amended on December 28, 2013) "On the development of small and medium-sized businesses in the Russian Federation" (as amended and supplemented, entered into force on July 1, 2014) // SZ RF, 30.07.2007, No. 31, art. 4006.

17. The concept of the development of civil legislation of the Russian Federation (approved by the decision of the Council under the President of the Russian Federation for the codification and improvement of civil legislation dated 07.10.2009) // Bulletin of the Supreme Arbitration Court of the Russian Federation, N 11, November, 2009.

**Mandatory reading list**

18. Corporate law: textbook / G.F. Ruchkina, O. N. Vasilyeva, I.I. Romashkova, E.L. Vengerovsky; ed. Dr. jurid. Sciences G.F. Ruchkina. - Moscow: INFRA-M, 2020. - 160 p. - (Higher education: Bachelor's degree). - EBS ZNANIUM.com. - URL: https://znanium.com/catalog/product/1072758 (date accessed: 12/30/2019). - Text: electronic

19. Entrepreneurial law: a short course: a tutorial for students, training. for ex. prepare "Jurisprudence" / G.F. Ruchkin [and others]; Financial University; ed. G.F. Ruchkina. - Moscow: Knorus, 2017. - 142 p. - Text: direct. - Also. - 2019. - EBS BOOK.ru. - URL: https://book.ru/book/930006 (date of access: 25.12.2019). - Text: electronic.

**Optional reading list**

20. Petyukova, O.N. Bulletin of the Law Faculty of the Financial University. Volume 1. Business and Law: New Trends: Collection of Articles / O. Petyukova. - Moscow: KnoRus, 2018. - 141 p. - EBS BOOK.ru. - URL: https://book.ru/book/931077 (date of access: 01/13/2020). - Text: electronic.

21. Corporate governance in diagrams and tables.: textbook. manual / ed. M.A. Eskindarova, I. Yu. Belyaeva. - Moscow: KnoRus, 2019. - 305 p. - (Bachelor's degree). - EBS Book.ru. - URL: https://www.book.ru/book/932073 (date of access: 20.11.2019). - Text: electronic.

**8. List of IT resources, incl. the list of software, information and reference systems (as appropriate).**

**8. 1. Software:**

1. Windows, Microsoft Office software;

2. ESET Endpoint Security antivirus software.

**8.2. Databases and information and reference systems**

1. http://www.un.org/ru/ - Official site of the United Nations.

2.http: //president.rf/ - Official site of the President of the Russian Federation.

3.http: //www.government.ru/ - Server of the State authorities of the Russian Federation.

4.http: //www.rg.ru/ - Russian newspaper.

5.http: //law.edu.ru/doc/ - Legal Russia, the Federal Legal Portal.

6.http: //xn--o1aabe.xn--p1ai/ - site of the Russian Union of Industrialists and Entrepreneurs.

7. http://www.opora.ru/ - site of the All-Russian public organization of small and medium-sized enterprises "OPORA RUSSIA".

8.http: //smb.gov.ru/ - federal portal for small and medium-sized businesses.

9. Electronic library of the Financial University (EB) http://elib.fa.ru/

10. Electronic library system of the YURAYT publishing house https://www.biblio-online.ru/

11. Electronic library system BOOK.RU http://www.book.ru

12. Znanium Electronic Library System <http://www.znanium.com>

13. Garant information and reference system.

14. Consultant Plus legal information system.

15. <http://ru.wikipedia.org/wiki/Wiki> e-encyclopedia.

16. <http://www.skrin.ru/> database.

**8.3. Certified software/hardware used for information protection**

Not used.

**Federal State Educational Budgetary**

**institution of higher education**

**“Financial University under the Government of the Russian Federation”**

**(Financial University)**

**Department of Legal Regulation of Economic Activities of Law Faculty**

Anna Berdnikova

**“Corporate and Business Law”**

**SYLLABUS**

***Level of Study:*** *Bachelor’s Degree*

***Field of Study:*** *38.03.01 “Economics”*

***Specialization:*** *"International Finance (in English)".*

***Study Program:*** [*Topic plan of study, content of topics*](https://www.reverso.net/translationresults.aspx?lang=RU&sourcetext=%D1%82%D0%B5%D0%BC%D0%B0%D1%82%D0%B8%D1%87%D0%B5%D1%81%D0%BA%D0%B8%D0%B9%20%D0%BF%D0%BB%D0%B0%D0%BD%20%D0%B8%D0%B7%D1%83%D1%87%D0%B5%D0%BD%D0%B8%D1%8F%20%D0%B4%D0%B8%D1%81%D1%86%D0%B8%D0%BF%D0%BB%D0%B8%D0%BD%D1%8B,%20%D1%81%D0%BE%D0%B4%D0%B5%D1%80%D0%B6%D0%B0%D0%BD%D0%B8%D0%B5%20%D1%82%D0%B5%D0%BC%20%D0%B4%D0%B8%D1%81%D1%86%D0%B8%D0%BF%D0%BB%D0%B8%D0%BD%D1%8B,%20%D1%83%D1%87%D0%B5%D0%B1%D0%BD%D0%BE-%D0%BC%D0%B5%D1%82%D0%BE%D0%B4%D0%B8%D1%87%D0%B5%D1%81%D0%BA%D0%BE%D0%B5%20%D0%BE%D0%B1%D0%B5%D1%81%D0%BF%D0%B5%D1%87%D0%B5%D0%BD%D0%B8%D0%B5.&action_form=translate&direction_translation=rus-eng-5)*, teaching methodology. There were used Reference and Information Systems such as "Garant" and "Consultant Plus" in the preparation of the program.*

1. To be filled in when the updated Financial University educational standards and federal state educational standards of higher education “3++” are implemented. [↑](#footnote-ref-1)
2. Skills are described when the Financial University educational standards of the 1st generation and federal state educational standards of higher education “3+” are implemented. [↑](#footnote-ref-2)