

| General information | | | |
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| Course co-ordinator | | Zlatko Ćesić, PhD, College Professor | |
| Course title | | CORPORATE AND BUSINESS LAW | |
| Study programme | | Professional graduate study programme | |
| Course status | | Obligatory | |
| Year | Semester | 1 | 1 |
| Value of credits and lecturing procedures | | ECTS | 6 |
| | | Number of hours (Lectures+Exercises+Seminars) | 45 (30+0+15) |

| 1. COURSE DESCRIPTION | |
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| 1.1. Objectives | |
| <p>The objective of the course is to acquire knowledge and skills necessary for understanding of legal framework of corporations i.e. legal rights of for-profit corporations, affiliates, foreign companies and foreign investments. Further, the objective is to get the students acquainted with legal norms on which status changes in merging and consolidation and allocating the companies' capital are based. In the Business Law part, students should acquire the basic knowledge in the field of European Business Law.</p> | |
| 1.2. Course enrolment conditions | |
| None | |
| 1.3. Expected outcomes of the course | |
| <ol style="list-style-type: none"> 1. to analyse the relationship between a shareholding company and shareholders and a limited liability company and members of the company 2. to analyse essential issues in view of foundation, shares and share capital of the shareholding company 3. to categorize and analyse status changes and affiliates 4. to identify and categorise the elements of the European Business Law 5. to manage the instruments of protection of market competition and consumer protection 6. to manage the procedures of protection of industrial ownership, protection at work and reinforcement of agreements | |
| 1.4. Course contents | |
| <p>Basic characteristics of for-profit corporation. Joint stock company. Corporation. Legal relations between the companies and shareholders. Incorporation. Stocks – classes, characteristics, legal position and their management. Protection of minority shareholders. Increase and reduction of equity. Protection from take-over. Limited liability company. Relations between the company and its members. Cancelling and nullity of for-profit corporation. Related enterprises (affiliated companies, mutual companies). Merging and consolidation companies. Dividing of for-profit companies (dividing with establishment, dividing with acquisition). Transforming of companies (joint stock company into limited liability company and limited liability company into joint stock company). Foreign companies and foreign investments. <i>Business Law</i>: Sources of European Business Law. International Business Law of the European Union. Commercial treaties. Contracts on international commercial representation. Consumer contracts. Contracts on consumer protection regulation. Right to competition. Legal norms in relation to realization of corporate safety – private protection, protection of intellectual property, data protection, money laundering and terrorist financing prevention, protection at work, fire protection and similar.</p> | |
| 1.5. Teaching methods | <input checked="" type="checkbox"/> lectures <input type="checkbox"/> instruction <input checked="" type="checkbox"/> guided discovery learning <input checked="" type="checkbox"/> discussion <input type="checkbox"/> group/team learning |

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| 1.6. Comments | | | | | | | | |
| 1.7. Students' obligations | | | | | | | | |
| Attendance in classes – part time students are expected to be present at least 50% of the total teaching hours, whereas full time students are expected to be present at least 70% of the total teaching hours. In the case of student's inability to have the required attendance percentage, he/she will be required to write a seminar paper on the topic determined by the lecturer. The submission of the correct seminar paper represents the condition to take the exam. | | | | | | | | |
| 1.8. Monitoring students' accomplishments | | | | | | | | |
| Attendance | 0.5 | Student's activity during lectures | 0.5 | Seminar paper | 2.0 | Experimental work | | |
| Written exam | 3.0 | Oral exam | | Essay | | Research work | | |
| Project | | Permanent testing of student's knowledge | | Written presentation | | Practical work | | |
| Portfolio | | Independent task solving | | | | | | |
| 1.9. Measuring the achievements of learning outcomes and evaluation and assessment of the results of students' work | | | | | | | | |
| The workload factor of each learning outcome stated in the Chapter 1.3. totals 1. A half of the workload factor for each learning outcome represents a minimum threshold for the achievement of the this learning outcome. | | | | | | | | |
| During the semester evaluated are student's activity and independent task solving. The final exam is in a written form. | | | | | | | | |
| The final grade is based on the total sum of grades obtained in the written exam (80%) and the seminar paper (20%). | | | | | | | | |
| 1.10. Obligatory reading | | | | | | | | |
| <ol style="list-style-type: none"> 1. Česić, Z.: Nastavni materijali i prezentacije sa predavanja objavljeni na EduNet-i 2018. 2. Gorenc, V./ Brkanić, V./ Buljan, V./ Česić, Z.: Komentar Zakona o trgovačkim društvima, RRiF plus d.o.o., Zagreb, 2008. (odabrana poglavlja) 3. Mlikotin Tomić, D./ Horak, H./ Šoljan, V./ Pecotić-Kaufman, J.: Europsko tržišno pravo, Školska knjigad.d., Zagreb, 2006. (odabrana poglavlja) | | | | | | | | |
| 1.11. Optional reading | | | | | | | | |
| <ol style="list-style-type: none"> 1. Horak, H./ Dumančić, K./ Pecotić Kaufman, J.: Uvod u europsko pravo društava, Školska knjiga d.d., Zagreb, 2010. 2. Mlikotin Tomić, D.: Pravo međunarodne trgovine, Školska knjiga d.d., Zagreb, 1999. 3. Zakon o trgovačkim društvima (NN 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15) 4. Zakon o zaštiti tržišnog natjecanja (NN 79/09, 80/13) 5. Zakon o trgovini (NN 87/08, 96/08, 116/08, 76/09, 114/11, 68/13, 30/14) 6. Zakon o državnim potporama (NN 47/14) 7. Zakon o patent (NN 173/03, 87/05, 76/07, 30/09, 128/10, 49/11, 76/13) 8. Zakon o žigu (NN 173/03, 54/05, 76/07, 30/09, 49/11) 9. Zakon o industrijskom dizajnu (NN 173/03, 54/05, 76/07, 30/09, 49/11) 10. Zakon o oznakama zemljopisnog podrijetla i oznakama izvornosti proizvoda i usluga (NN 173/03, 76/07, 49/11) 11. Zakon o zaštiti osobnih podataka (NN 103/03, 118/06, 41/08, 130/11, 106/12) 12. Zakon o zaštiti na radu (NN 71/14, 118/14, 154/14) 13. Selected articles in Pravo i porezi and Računovodstvo, revizija i financije | | | | | | | | |

1.12. *Quality control which ensures the acquisition of the corresponding knowledge, skills and competences after the completion of the study.*

At the end of the semester the students fill in an anonymous questionnaire. The comments, suggestions and information in the questionnaire and the evaluation procedures are to be used to improve lectures, exercises and other ways of work with students. Self-evaluation of teaching staff is aimed at making some corrections in order to improve the quality of teaching.

1.13. *Expected competences*

- Application of the corresponding legislature of the Republic of Croatia to the corporations with the headquarters in the Republic of Croatia.
- Corporate approach to the application of the Act on Consumers' Protection in view of the EU member countries.
- Mastering and application of the legislature aimed at realisation of the corporate safety.