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| Company law | | ***Subject Name:*** | | **COMPANY LAW** | | | |
| ***Subject code*** | | ***Case status*** | | ***Semester*** | | ***Number of ECTS credits*** | ***Lesson fund*** |
|  | | **Obliged** | | **IV** | | **6** | **60+15/4+1** |
| **Study programs for which it is organized:**  Academic basic studies of the FACULTY OF LAW, law department - PODGORICA, (studies last 6 semesters, 180 ECTS credits). | | | | | | | |
| **Prerequisites for other subjects:**It is not conditioned by passing an exam in another subject. | | | | | | | |
| **Objectives of studying the subject:**At the end of the course from this subject, the student should be able to define and discuss different forms (methods) of performing economic activity, including economic companies and entrepreneurs; to define and explain their ownership, management and organizational structure; to simulate and demonstrate the process of establishment, connection and termination of business companies. | | | | | | | |
| **Learning outcomes:**at the end of the course, the student should: 1. define and explain certain forms of business companies; 2. differentiates, classifies individual forms of business companies and compares their advantages and disadvantages; 3. correctly interprets and applies the regulations governing certain forms of business companies that are relevant for their establishment, organization and termination; 4. analyzes the specific factual situation related to the legal position and organization of the specific business company for the purpose of correct application of legal rules; 5. determine and evaluate the relevant facts in the process of establishment and termination of a business company and the decision-making process by the bodies of that company; 6. prepare and draw up the articles of incorporation necessary for the registration of a business company, which in terms of basic elements and content are harmonized with the props and will of the founder. | | | | | | | |
| ***Name and surname of teachers and associates:*** Prof. Dr. Vladimir Savković – teacher; | | | | | | | |
| ***Method of teaching and mastering the material:***Teaching methods include lectures, discussions, research and written projects or seminars, and individual assignments and activities | | | | | | | |
| ***Practical classes***it is carried out during the part of the hours scheduled for lectures (10 hours) and exercises (15 hours) and includes: lectures by guest lecturers, visits to the Commercial Court, visits to the Securities Commission of Montenegro, visits to the Central Depository Agency, familiarization with judicial practice (in court / or as part of teaching at the faculty), analysis of court practice by students in the form of seminar papers. | | | | | | | |
| ***Course content:*** | | | | | | | |
| Preparatory weeks  And Sunday  II Sunday  III Sunday  IV Sunday  V Sunday  VI Sunday  VII Sunday  VIII Sunday  IX Sunday  X Sunday  XI Sunday  XII Sunday  XIII Sunday  XIV Sunday  XV Sunday  June 2018  June 2018 | | | Subject information;; Sources; Forms of performing priv. activities; Individual trader; Business companies (concept and types; Systems of establishment; Registration; Legal subjectivity¸ Individualization; Representation; Breakthrough of legal personality; Partnership (concept, nature, delimitations, pro&con, essential elements, establishment, mutual relations of partners; towards third parties; property; dissolution ); Limited partnership (term, characteristics, pro&con, establishment, mutual relations of members, termination); Limited liability company (term, single member, characteristics, pro&con, establishment, bodies, capital, termination); Joint-stock company 1 (term, characteristics, single member, pro&con, shareholder rights and obligations).  **Practical classes**– Visit to the Commercial Court (venue: Commercial Court Podgorica); analysis of court practice (venue: Faculty of Law - hall II);  **Joint-stock company**2 (methods of establishment, organizational structure: assembly, board of directors, executive director, secretary, auditor);  **Practical classes**– Visit to the Securities Commission (venue: Podgorica Securities Commission); analysis of practical examples (venue: Faculty of Law - hall II);  **Ord. COLLOQUIUM** (subject included in the cycle of lectures from February 5 - March 12 / Chapter 1-6 of the Textbook);  **Joint stock company 3**(financial structure ad: share capital; shares, bonds; capital increase and decrease);  **Pop. COLLOQUIUM**(includes the material covered for the regular colloquium);  **Joint stock company 4**(Increase, decrease of capital; Acquisition of own shares; Dividends; Termination) Restructuring of companies (mergers, mergers, divisions, changes in organizational form);  **Practical classes**– Visit to the Central Depository Agency (venue: Central Depository Agency Podgorica); analysis of practical examples (venue: Faculty of Law - hall II);  **Termination**business companies (liquidation and bankruptcy); Reorganization of a company in bankruptcy;  **Final test**(Subject covered in the cycle of lectures from March 26 - May 14 / Chapter 7-12 of the Textbook);  **Completion of final exams**(includes the subject covered for the final exam) | | | | |
| Student workload | | | | | | | |
| Weekly | | | | | In the semester | | |
| **6 credits x 40/30 = 8 hours**  Structure: **4 hours**lectures **1 hours**exercises **3 hours**individual work of the student (preparation for laboratory exercises, colloquiums, homework) including consultations | | | | | Classes and final exam: (8 hours) x 16 = 128 hours Necessary preparation before the beginning of the semester (administration, enrollment, certification): 2 x (8 hours) = 16 hours **Total workload for the course: 6 x 30 = 180 hours**  **Supplementary work**for exam preparation in the make-up exam period, including taking the make-up exam from 0 - 30 hours. Load structure: 128 hours (teaching) + 16 hours (preparation) + 30 hours (additional work) | | |
| Students are required to attend classes, participate in debates and take tests. Students who prepare a seminar paper, as a rule. they defend it publicly, while other students participate in the debate after the presentation of the work. | | | | | | | |
| ***Literature: A)* Mandatory reading**: Dragan Radonjić: "Corporate Law" (textbook), Podgorica, 2008; B) Additional literature: "Commentary on the Law on Business Companies", Podgorica, 2003; Law on Business Companies ('Official Gazette of the Republic of Montenegro', 06/02, 17/07, 80/08) and Law on Insolvency of Business Companies ('Official Gazette of the Republic of Montenegro', 06/02, 0106, 02/07, 62/ 08); | | | | | | | |
| ***Forms of knowledge testing and assessment:***(total 100 points)  - Colloquium in the form of a test (enables the acquisition of up to 50 points). A student who takes a remedial colloquium will have his points from the regular colloquium canceled.  - Practical teaching and seminar work with a defense of up to 10 points (seminar teaching is realized in classes intended for exercises);  - Final exam in the form of a test – (enables the acquisition of up to 40 points).  **- The student has passed the exam if he cumulatively collects at least 50 points on all forms of knowledge testing. and the grade is determined according to the scheme below).**   |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | ***Number of points*** | ***90 - 100*** | ***89 - 80*** | ***79 - 70*** | ***69 - 60*** | ***59 - 50*** | | ***Grade*** | ***A*** | ***B*** | ***C*** | ***D*** | ***E*** | | | | | | | | |
| ***Special indication for the subject:***  **Consultations with students: Wednesdays from 10 am to 11 am**. | | | | | | | |
| ***Name and surname of the teacher who prepared the data: Prof. Dr. Vladimir Savković*** | | | | | | |