

ANNEX 2 – COURSE DESCRIPTION

Course title	Company Law			
Course code	LAW-334			
Course type	Compulsory			
Level	Undergraduate			
Year / Semester	3 rd /F			
Teacher's name	Niki Liasidou			
ECTS	6	Lectures / week	3 hour per week	Laboratories / week
Course purpose and objectives	<p>The purpose of the course is to provide students with the basic knowledge and skills related to Cypriot company law. Therefore, the main objectives of the course are:</p> <ul style="list-style-type: none"> • To understand the legal framework of companies that applies in Cyprus, in conjunction with the influence of common law. As such, the aim is to present both domestic and Anglo-Saxon case law. • The assimilation of basic concepts and principles of corporate law. • The presentation of the impact of EU law on company law. • Understanding how a company operates and the perception of the responsibilities of its organs, as well as its legal relationships with third parties. • The examination of specific corporate forms and the legal consequences of establishing a company. • The critical analysis of contemporary issues related to corporate law and its significance in economic and social development. 			
Learning outcomes	<p>Upon completion of the course, students are expected to:</p> <ul style="list-style-type: none"> • Understand the basic principles and concepts of company law. • Reach the impact of common law as well as EU law on Cypriot company law. • Be familiar with the types of companies that can exist and distinguish them from other forms of union of persons. 			

	<ul style="list-style-type: none"> • Understand the concept of legal entity as an independent legal entity and the concept of limited liability. • Know the process and requirements for establishing and founding a company, as well as the circumstances for its dissolution. • Understand how a company operates and its structure, as well as how it is managed. • Be able to analyse and apply relevant legislation and case law on company law issues. • Be capable of solving practical problems related to company law. • Acquire the ability to examine specific issues in company law, such as relationships between shareholders, lifting the corporate veil, responsibilities of officials, etc. • Develop critical and analytical thinking on contemporary issues of company law. 		
Prerequisites	None	Required	None
Course content	<ul style="list-style-type: none"> • Introduction to Cypriot company law. The concept of a limited liability company and the concept of company law. Sources of Cypriot company law. Interpretation of the Companies Law. Company types. European company law. • The establishment of a limited liability company, the memorandum of association, and the articles of association. Memorandum of association and the name of the company. Objectives of the company. The articles of association. The legal nature and the binding effect of the memorandum and the articles of association. Changing the articles of association. • The doctrine of separate legal entity and the lifting of the corporate veil. The legal entity of the company and related jurisprudential principles. The consequences of the doctrine of separate legal entity. The concept and significance of limited liability. • Lifting the corporate veil: concept, possibility, and conditions. The lifting of the corporate veil according to Cypriot and English case law. • Company transactions. The contractual liability of the company and the protection of counterparties. The ultra vires doctrine. The authority of directors and other persons to bind the company. 		

	<ul style="list-style-type: none"> • Shares and share capital. The constituent elements of a share and shareholder. Classes of shares. Invitation to subscribe, allotment, and call for shares. Voting rights of shareholders. • Share capital. The principle of the preservation of share capital. The ability to issue shares. Dividends. • The Board of Directors and Advisors. The authority to manage the company by the board. Appointment, remuneration, duties, responsibilities, and dismissal of a director. • The General Meeting. Types of general meetings. The procedure of the general meeting and the powers of the Court. Forms of resolutions. • Protection of minority shareholders. Concept, principles, and conditions. Derivative action. • The company secretary. • Bonds and charges. • Company liquidation.
<p>Teaching methodology</p>	<p>Lectures with the help of slides and with encouragement of active participation and dialogue, assignments, and presentations.</p> <p>Presentation and analysis of judicial decisions. Case studies/examples. Solving practical problems</p>
<p>Bibliography</p>	<p>Th. Papadopoulos, Cypriot Corporate Law (Nomiki Bibliothiki 2023).</p> <p>P. Pafitis, Company Law & Law of Partnership in The Republic of Cyprus (Christodoulos G Vassiliades & Co. LLC 2016).</p> <p>I. A. Kammitisi Michaelides/ Ch.- M. S. Karapatakis, Cyprus Corporate and Business Law, 6th ed. (2020).</p> <p>A. Dignam/ J. Lowry, Company Law, 11th ed. (OUP 2020)</p> <p>Ch. Louka, Corporate Advisors (1991).</p> <p>S. Worthington/ S. Agnew, Sealy & Worthington's Text, Cases, and Materials in Company Law, 12th ed. (OUP 2022).</p> <p>L. Sealy/ S. Worthington, Cases and Materials in Company Law, 11th ed. (OUP, 2016).</p> <p>D. French, Mayson, French & Ryan on Company Law, 37th ed. (OUP, 2021).</p> <p>G. Kakogiannis, Cypriot Company Law, Limassol 2001.</p>

	<p>O. Georgiades Polizoes, Cyprus Companies Subsidiary Legislation Regulations, Rules, Orders (Lexact Business and Legal Solutions 2011).</p> <p>P. St. Kakopieros/ A. Damaskou/ D. A. Kouvelas/ K. Hatzikostas/ Chr. D. Naintos, NOMINEE DIRECTORS – Appointed Executive Directors: Their significance and role in the Common Law corporate environment (Nomiki Bibliothiki 2020).</p> <p>C. M. Schmitthoff/ J. H. Thompson, Palmers, Palmer's Company Law 21st ed. (Stevens & Sons Ltd 1968).</p> <p>N. Khovrin, Minority Shareholders in Cyprus Private Company: Practical Guide on How to Protect Minority Interests (statutory texts, cases, commentary, drafts of agreements), (Nikolay Khovrin KHOVRIN International Law Office 2016).</p> <p>Dr. A. P. Poietis, Company Liquidation WOUND UP, 2nd ed. (Negresco 2015)</p>
Assessment	<p>Assignment: 30%</p> <p>Participation: 20%</p> <p>Final Examination: 50%</p>
Language	Greek