

Course Title	Corporate and Business Law II				
Course Code	AEF405				
Course Type	Compulsory				
Level	Bachelor (1st Cycle)				
Year / Semester	4 th Year / 7 th Semester				
Teacher's Name	TBA				
ECTS	6	Lectures/ Week	3 Hours / 14 weeks	Laboratories/ Week	None
Course Purpose and Objectives	The course will provide the student with an understanding of legal system of Cyprus, the importance of law on the course of Business, the capital structure and any other issues related to Management, administration and regulation of companies. Additionally, the course will deliver to students all the necessary knowledge regarding Insolvency law, ethical issues, corporate governance and fraudulent and criminal behavior.				
Learning Outcomes	<p>Upon successful completion of this course students should be able to:</p> <ul style="list-style-type: none"> • Evaluate the importance of law on the course of Business. • Discuss the capital structure and the form of financing of companies. • Describe the issues related to Management, administration and regulation of companies. • Explain the Insolvency law. • Develop a critical analysis of governance and ethical issues relating to business corporate governance. • Develop a critical analysis of corporate, fraudulent and criminal behavior. • Discuss the various contracts of employment. • Apply the law from theory to practice. 				
Prerequisites	AEF320	Co- requisites	None		
Course Content	<p>Share Capital Capital and financing of companies Share capital: a) Examine the different types of capital. b) Illustrate the difference between various classes of shares and the procedures for altering class rights.</p>				

- c) Explain the allotment of shares, and distinguish between rights issue and bonus issue of shares.
- d) Examine the effect of issuing shares either at a discount, or at a premium.

Capital maintenance and dividend law:

- (a) Explain the doctrine of capital maintenance and capital reduction.
- (b) Explain the rules governing the distribution of dividends in both private and public companies.

Loan capital

Capital and financing of companies

Loan capital:

- (a) Define companies' borrowing powers.
- (b) Explain the meaning of loan capital and debentures.
- (c) Distinguish loan capital from share capital, and different rights held by shareholders and debenture holders.
- (d) Explain the concept of a company charge and distinguish between fixed and floating charges.
- (e) Describe the need, and the procedure for registering company charges.

Directors' appointment and removal

Management, administration and regulation of companies.

Company directors:

- (a) Explain the role of directors in the operation of a company.
- (b) Discuss the ways in which directors are appointed, can lose their office or be subject to a disqualification order.

Directors' duties and powers

Management, administration and regulation of companies.

Company directors :

- (c) Distinguish between the powers of the board of directors, the managing director and individual directors to bind their company.
- (d) Explain the duties that directors owe to their companies.
- (e) Demonstrate an understanding of the way in which the law, both common law and statute, has attempted to control directors.

Secretary and auditors

Management, administration and regulation of companies.

Other company officers:

- (a) Discuss the appointment procedure relating to and the duties and powers of a company secretary.
- (b) Discuss the appointment procedure relating to and the duties and powers of company auditors.

Meetings

Management, administration and regulation of companies.

Company meetings and resolutions:

- (a) Distinguish between types of meetings: ordinary and extraordinary general meetings and annual general meetings.
- (b) Distinguish between types of resolutions: ordinary, extra-ordinary and special.
- (c) Explain the procedure for calling and conducting company meetings.

Winding up of companies

Insolvency law

Insolvency and examinership:

- (a) Explain the meaning of and procedure involved in voluntary liquidation, including members' and creditors' voluntary liquidation.
- (b) Explain the meaning of, the grounds for, and procedure involved in compulsory liquidation.
- (c) Explain the order in which company debts will be paid off on liquidation.
- (d) Explain examinership as a general alternative to liquidation.
- (e) Explain the way in which an examiner may be appointed, the effects of such appointment, and the powers and duties of an examiner.

Corporate governance

Governance and ethical issues relating to business corporate governance

- (a) Explain the idea of corporate governance
- (b) Recognise the extra-legal codes of corporate governance
- (c) Identify and explain the legal regulations of corporate governance

Fraudulent behaviour

Corporate, fraudulent and criminal behavior.

Fraudulent behavior:

- (a) Recognise the nature and legal control over insider dealing.
- (b) Recognise the nature and legal control over market manipulation.
- (c) Recognise the nature and legal control over money laundering.
- (d) Discuss the policies and procedures required to be maintained by accountants and auditors in order to prevent money laundering.
- (e) Recognise the nature and legal control over bribery.
- (f) Discuss potential criminal activity in the operation, management and winding up of companies.
- (g) Recognise the nature and legal control over fraudulent trading.

Employment law

Contracts of employment

	<p>a) Distinguish between employees and self-employed. b) Explain the nature of the contract of employment and the main common law and statutory duties placed on the employer and employee. Dismissal and redundancy a) Explain termination of employment by notice. b) Distinguish between summary and constructive dismissal. c) Explain wrongful and unfair dismissal. d) Explain unfair dismissal including the procedure, and fair and unfair reasons for dismissal. e) Discuss the remedies available to those who have been subject to unfair dismissal or redundancy. f) Explain what is meant by redundancy and the operation of the rules relating to it.</p>		
Teaching Methodology	Face-to face		
Bibliography	<p>Required Reading: Ilia A. Kammiti Michealides & Charalambos-Marios S. Karapatakis, "Cyprus Corporate and Business Law", latest edition".</p> <p>Recommended Reading Marsh & Soulsby Treitel: Outlines Of English Law, Latest Edition. Keenan and Riches : Business Law, Latest Edition Robert Upex, Geoffrey Bennett, Jason Chuah (Contributor), Davies On Contract, Latest Edition</p>		
Assessment	Examinations	80%	
	Class Participation and Attendance	10%	
	Assignments	10%	
		100%	
Language	English		