

2019.HS

Module Name: Corporate Law			
Module Code	w.BA.XX.2UR.XX		
Module Description	Students perform the tasks and solve the problems of private autonomous organizations in the capacity of a business owner according to Swiss company law and, in the case of enforcement issues, according to Swiss bankruptcy law.		
Program and Specialization	<ul style="list-style-type: none"> § Business Administration - Accounting, Controlling, Auditing § Business Administration - General Management § Business Administration - Risk and Insurance 		
Legal Framework	Academic Regulations BSc dated 29.01.2009, Appendix to the Academic Regulations for the degree programs in Business Administration, Business Information Technology, and Business Law, first adopted on 12.05.2009		
Module Category	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Module Type: Compulsory</td> <td style="width: 50%;">Program Phase: Main Study Period</td> </tr> </table>	Module Type: Compulsory	Program Phase: Main Study Period
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ECTS	6		
Organizational Unit	W Abteilung Business Law Leitung		
Module Coordinator	Brigitte Tanner (tanb)		
Deputy Module Coordinator	Philipp Sieber (siec)		
Prerequisite Knowledge	Business Law module		
Contribution to Program Learning Goals (Affected by Module)	<ul style="list-style-type: none"> § Professional Competence § Methodological Competence § Social Competence § Self-Competence 		
Contribution to Program Learning Objectives	<ul style="list-style-type: none"> Professional Competence <ul style="list-style-type: none"> § Knowing and Understanding Content of Theoretical and Practical Relevance § Apply, Analyze, and Synthesize Content of Theoretical and Practical Relevance § Evaluate Content of Theoretical and Practical Relevance Methodological Competence <ul style="list-style-type: none"> § Problem-Solving & Critical Thinking § Scientific Methodology § Work Methods, Techniques, and Procedures § Information Literacy § Creativity & Innovation Social Competence <ul style="list-style-type: none"> § Written Communication § Oral Communication § Teamwork & Conflict Management § Intercultural Insight & Ability to Change Perspective Self-Competence <ul style="list-style-type: none"> § Self-Management & Self-Reflection § Ethical & Social Responsibility § Learning & Change 		
Module Learning Objectives	<p>Students...</p> <ul style="list-style-type: none"> § explain the key terminology of company law. § distinguish various types and forms of companies and differentiate between them. § explain how companies are founded and dissolved and the importance of commercial register entries. § choose the appropriate legal form according to specific practical requirements and know how a company can deviate from it by means of their articles of associations or by-laws. § understand the rights and obligations of members and the prerequisites for membership change. § distinguish the function and mandatory responsibilities of different bodies and outline the decision-making procedure. § link the importance of capital stock with capital loss and insolvency and its consequences. § know the measures to maintain the asset and liability base of a company and the significance of the share capital with regard to capital loss and over-indebtedness and their consequences. § list the reasons for the dissolution of a company and differentiate them from the reasons for its liquidation. § distinguish between different kinds of debt collection. 		

	<ul style="list-style-type: none"> § define the capability gap of a debtor and calculate the minimum subsistence level of a debtor when seizing his or her income, using the circular issued by the Higher Court of the Canton of Zurich. § create a collocation plan and calculate bankruptcy dividends. § explain the function of a loss certificate in the case of a seizure of assets and the resulting claim of a creditor. § solve legal problems using the established methodology (subsumption) and analyze Swiss Federal Supreme Court decisions using the PFIFF method (see Moodle). § Do legal research in libraries and online, supervised by the instructor, on specific topics related to their presentations and cite the appropriate literature in accordance with legal methodology. § write a graded team presentation as a term paper (worth 50% of the module grade), which they substantiate in footnotes with scientific references from the specialist literature and present to the class. The topics and instructions for this presentation are set out in a leaflet on Moodle. Within one month of submission, students receive written feedback from their instructor by means of the assessment form on Moodle. This contains information on how to fulfil the formal and material criteria of the written and oral parts of the presentation. The professional and methodological competencies of the research and citation are evaluated equally. The grade of the presentation is composed as follows: 1) 1/4 of the presentation grade = grade for the preliminary discussion and 3 PPT pages to be submitted containing at least 5 footnotes each, i.e., a total of 15 footnotes on the "notes page" together with the references of the literature used, arranged according to the numbers of the footnotes; 2) 1/4 of the presentation grade = grade for the oral presentation; 3) 1/2 of the presentation grade = grade for the written presentation. § complete the quizzes to self-test their learning progress on Moodle. 		
Module Content	<ul style="list-style-type: none"> § Lecture on basic company law: 1) basic concepts and systems (companies as legal entities, natural and legal entities, differences, liability); 2) company forms (numerous clausus, classification of companies, choice of legal form, 3) publicity and founding procedures (significance of the commercial register), 4) internal organization (articles of association and by-laws). § Lecture on special aspects of company law: 1) partnerships (simple company, collective limited partnership, silent partnership, differentiation from a partial loan): concept, meaning, foundation, internal and external relations, change of company, termination; 2) corporations (AG, GmbH): concept, meaning, formation, by-laws, equity capital, legal position of shareholders, certifying membership rights, liability, corporate bodies, capital changes, dissolution; 3) cooperatives and associations (basic features, special features). § Lecture on debt collection law; (Part 1) a) basic concepts (subject matter, parties, organization, judicature, legal collection complaint; b) deadlines, closed seasons, register, right of access, protection against false collection claims; c) introductory proceedings, legal protection of the debtor; (Part 2) a) judicial intervention or repeal of the process; b) reclamation suits; c) competence areas of debtor; d) subsistence minimum; e) collocation of creditor and dividend; f) certificate of loss in seizures. § Exercises, citation workshop: The instructor explains the legal terms and the meaning of footnotes in legal texts as well as the peculiarities of legal citation according to Roger Müller's citation guide and gives concrete examples. Students carry out their own research using the most important handbooks and recognized commentaries on company law. This also includes the online legal databases "Swisslex" and "Legalis". § Exercises, analysis of Federal Supreme Court decisions: According to the PFIFF method (Moodle), important leading decisions handed down by the Swiss Federal Supreme Court (leading cases) are analyzed on the subject matter. Using additional fact sheets, students learn how a Federal Supreme Court decision is structured. They search for Federal jSupreme Court decisions on issues of company law and draw conclusions for questions and solutions concerning similar issues. 		
Links to other modules	-		
Methods of Instruction	<table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top;"> <ul style="list-style-type: none"> § Lecture § Interactive Instruction § Application Tasks § Case Studies § Exercises § Literature Review § Analysis of Swiss Federal Court cases § Mock exams (progress quizzes) § Worksheets and handouts § Team presentations § Online research in legal databases (Swisslex, Legalis) § Citation workshop </td> <td style="vertical-align: top; padding-left: 20px;"> <p>Social Settings Used:</p> <ul style="list-style-type: none"> § Individual Work § Pair Work § Group Work </td> </tr> </table>	<ul style="list-style-type: none"> § Lecture § Interactive Instruction § Application Tasks § Case Studies § Exercises § Literature Review § Analysis of Swiss Federal Court cases § Mock exams (progress quizzes) § Worksheets and handouts § Team presentations § Online research in legal databases (Swisslex, Legalis) § Citation workshop 	<p>Social Settings Used:</p> <ul style="list-style-type: none"> § Individual Work § Pair Work § Group Work
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Digital Resources	§ Teaching Videos § Practice and Application Exercises (with Key) § Multiple Choice Tests		
Type of Instruction	Classroom Instruction	Guided Self-Study	Autonomous Self-Study
Large Class	28 h	40 h	
Small Class	28 h	-	
Group Instruction	-	-	
Practical Work	-	-	
Seminar	-	-	
Total	56 h	40 h	84 h
Performance Assessment			
End-of-module exam	Form	Length (min.)	Weighting
Written exam	Specified documentation	60	50,00 %
Permitted Resources	Approved calculator according to "Guidelines on Supplementary Materials"	With dictionary	
Others			
	Assessment	Length (min.)	Weighting
Presentation (approx. 10 pages, including oral presentation)	Grade	8	50,00 %
Classroom Attendance Requirement	Compulsory attendance for everyone for the tutorials in Weeks 1-4, for the citation workshop and for the presentations; in addition, for all team members during the preliminary discussion of the presentation with the instructor according to the instructions (see Moodle) and the semester program (see workload plan on Moodle).		
Language of Instruction/Examination	German		
Compulsory Reading	§ Kähr, C. & Kähr, M. (2014). Repetitorium Gesellschaftsrecht. 3rd edition. Zürich: Schulthess. ISBN 978-3-280-07301-8. § Spühler, K. (2016). Schuldbetreibungs- und Konkursrecht I. 7th edition. Zürich: Schulthess. ISBN 978-3-7255-7493-3. § Schneiter, E. (2017). ZGB OR Kaufmännische Ausgabe. 14th edition. Zurich: Orell Füssli. ISBN 978-3-280-07363-6 § Müller, Roger, Zitier-Guide, 4th edition. Zurich 2016.		
Recommended Reading	§ Meier-Hayoz, A., Forstmoser, P. & Sethe, R. (2018). Schweizerisches Gesellschaftsrecht. 12th edition. Bern: Stämpfli. ISBN 978-3-7272-7087-1. § Druey, N., Druey Just, E. & Glanzmann, L. (2015). Gesellschafts- und Handelsrecht. 9. Auflage. Zürich: Schulthess. 11th edition. Zürich: Schulthess. ISBN 978-3-7255-7165-9. § Von Büren, R., Stoffel, W. & Weber, R. (2011). Grundriss des Aktienrechts. Zürich: Schulthess. ISBN 978-3-7255.6434.2.		
Comments	-		