

Valid for 2024.FS

Module Name: Corporate Law	
Module Code	w.BA.XX.3UR-FLEX.XX
Module Description	Students will discuss the tasks and problems of private autonomous organizations in their role as corporate bodies based on current Swiss commercial, debt collection, bankruptcy law, and tax law.
Program and Specialization	Business Administration - Specialization in General Management (Flex)
Legal Framework	Academic Regulations BSc dated 29.01.2009, for the degree programs in Business Administration, International Management, Business Information Technology, Business Law, Business Law and Applied Law, first adopted on 12.05.2009
Module Category	Module Type: Compulsory
	Program Phase: Main Study Period
ECTS	6
Organizational Unit	W Institut für Unternehmensrecht
Module Coordinator	Lothar Matthias Jansen (janl)
Deputy Module Coordinator	Jens Hanebrink (haje)
Prerequisite Knowledge	Module on Business Law
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 and the most important recent revisions of Swiss 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 a company's organs. § outline the steps in a decision-making procedure and calculate the quorum requirements. § know the measures to maintain the asset and liability base of a company and the importance of the share capital (for the legal forms AG and GmbH) with regard to capital loss and overindebtedness and their consequences. § explain the reasons for and the effect of dissolution and distinguish these from the liquidation of a company. § discuss the terminology, the authorities, the parties, and the legal remedies, including the process of debt collection proceedings (according to the Swiss Debt Enforcement Bankruptcy Act). § distinguish between different kinds of debt collection and outline an attachment procedure.

	§ define the capability gap of a debtor and calculate their minimum subsistence level when seizing their income, using the circular issued by the Higher Court of the Canton of Zurich. § create a collocation plan and calculate the bankruptcy dividends. § explain the function and effects of a loss certificate for a debtor and a creditor. § know the basic principles of liquidation and rescission proceedings and means of security (arrest). § solve legal problems using the established methodology (subsumption) and analyze Swiss Federal Supreme Court decisions. § conduct legal research in libraries and online databases. § cite the appropriate literature in accordance with legal methodology. § know the basic features of the tax law framework for companies. § identify specific tax aspects of corporate activity.		
Module Content	§ Introduction to company law: (1) basic concepts and systems (companies as legal entities, natural and legal entities, differences, liability); (2) company forms (numerus 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). § 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, formation, by-laws, the meaning of a register entry, equity capital, legal position and change of shareholders, membership rights and obligations, corporate bodies, dissolution, (3) comparison of corporations, (4) information on cooperatives and associations § Debt collection law; (1) basic concepts (subject matter, jurisdiction, legal complaint, deadlines, protection-from-collection period, register, introductory proceedings, (2) judicial intervention or repeal of the process, reclamation suit, competence areas of debtor, calculating the subsistence minimum of natural persons when attaching earnings, significance of a certificate of loss, (3) overview of liquidation, collocation of creditors and dividend, arrest and action for rescission. § Exercises: Students solve case studies, analyze federal court decisions, and draw conclusions about similar facts in practice. § Introduction to Swiss tax law: (1) basic concepts and system, (2) choice of legal form and taxation effects, (3) tax aspects of company formation, financing, sale, and liquidation.		
Links to other modules	The content of this module is linked to the following module: w.BA.XX.3WR-FLEX.XX		
Methods of Instruction	§ Lecture § Interactive Instruction § Application Tasks § Case Studies § Exercises § Problem-Oriented Teaching § Literature Review § Analysis of Swiss Federal Court decisions § Case compendiums with tasks and keys § Research in legal databases (Swisslex, Legalis) and libraries § Instructions on citation and research	Social Settings Used: -	
Digital Resources	§ Reader § Teaching Videos § Teaching Materials § Practice and Application Exercises (with Key) § Case Studies (with Key) § Multiple Choice Tests		
Type of Instruction	Classroom Instruction	Guided Self-Study	Autonomous Self-Study
Large Class	24 h	10 h	
Small Class	-	-	
Group Instruction	-	60 h	
Practical Work	-	-	
Seminar	-	-	
Total	24 h	70 h	86 h

Performance Assessment				
End-of-module exam	Form	Length (min.)	Weighting	
Written exam	Specified documentation	90	100,00 %	
Permitted Resources	Approved calculator according to "Guidelines on Supplementary Materials"	With dictionary		
Others	Assessment	Length (min.)	Weighting	
-	-	-	-	
Classroom Attendance Requirement	Mandatory Attendance: None			
Language of Instruction/Examination	German			
Compulsory Reading	§ Kähr, M. (2020). Repetitorium Gesellschaftsrecht. 4th edition. Zürich: Schulthess. ISBN 978-3-280-07444-2. § Spühler K./Dolge A (2020). Schuldbetreibungs- und Konkursrecht I. 8th edition. Zürich: Schulthess. ISBN 978-3-7255-8089-7. § Müller, Roger, Zitier-Guide, 4th edition. Zurich 2016. § Schneider, E. (2022). ZGB/OR kaufmännische Ausgabe. 19th edition. Zürich: Ex Libris. ISBN 978-3-280-07188-5. § Mäusli-Allenspach, P. & Oertli, M. Das schweizerische Steuerrecht. 11. Aufl edition. Muri: Cosmos. ISBN 978-3-85621-260-5. § Gygax, D. & Gerber, T. (2024). Die Steuergesetze des Bundes. Edition Zürich. 24th edition. Winterthur: Steuern und Recht. ISBN xx.			
Recommended Reading	§ Druery, N., Druery Just, E. & Glanzmann, L. (2021). Gesellschafts- und Handelsrecht. 12., vollständig überarbeitete Auflage. Zürich: Schulthess. ISBN 978-3-7255-8009-5. § Von der Crone, H. (2021). Aktienrecht auf der Grundlage des revidierten Aktienrechts vom 19. Juni 2020. 2nd edition. Zürich: Schulthess. ISBN 978-3-7272-0778-5. § Tanner, B. (2019). Leading Cases zum Schweizerischen Gesellschaftsrecht. Bern: Stämpfli. ISBN 978-3-7272-8845-6. § Forstmoser, P. & Kuchler, M. (2021). Schweizer Aktienrecht 2020. Zürich: Schulthess. ISBN 978-3-7272-8635-3.			
Comments	Please use the latest editions of all statutes.			