

Course title	International Corporate Law and Practice				
Responsible person to enter grades	Lorenz Ködderitzsch, KADOMATSU Narufumi		開講区分	単位数	
			2nd semester	1.0	
Numbering Code		Day・Period, etc.	Other(対面)	Timetable Slot Code	3J391

#### Lesson topic

The course deals with basic topics in corporate law in a comparative legal manner and from the perspective of a practicing inhouse counsel working for a leading multinational healthcare company. We will look at the example of the incorporation of a start-up company and go through various stages of its life-cycle to apply the conceptual topics to a practical example.

#### Lesson target

Upon completing the course, students should be able to analyze fundamental corporate law concepts such as governance, change of control, and agency issues from a comparative legal perspective.

#### Syllabus and plan

There will be a total of eight lectures covering the following topics:

1. Course Outline / Introduction to Corporations and Corporate Law
2. Basic Concepts/Terminology and Forms of Corporations
3. Incorporation Process and Examples of Articles of Association
4. Corporate Organs and Decision Making
5. Corporate Governance in Public Companies
6. Concept and Basic Mechanics of Mergers & Acquisitions (M&A)
7. Joint Ventures
8. Recap of Corporate Law Concepts

The topics and schedule may be slightly adjusted depending on the progress over the days.

#### Evaluation method

Course evaluation and grading will be based on the following approach:

In-class contribution (40%), presentations (30%), final essay (30%)

#### Evaluation baseline

Students should be able to explain in the final essay fundamental issues of corporate law, such as agency, liability partition, governance, and change of corporate control, and be able to set this in a comparative legal analysis.

#### Notice (include info. on related class)

This course is recommended for students who have a basic understanding of corporate law in their home jurisdiction and who wish to approach fundamental questions of corporate law in a more practical and comparative manner.

#### Review and preparation

Preparation: Read the assigned materials and prepare the proposed questions before each lecture.

Review: Read the materials again and develop better understanding of the topics covered during the course.

Kobe University requires 45 hours of study from students to award one credit, including both in-class instructions as well as study outside classes. Students are required to prepare for each class and complete the review after each class, depending on the respective class goals.

Office hour · Contact information

Contact details will be announced during the course.

Message for student

N/A

Improvements in Teaching

N/A

Text

While not a mandatory textbook many elements for the lectures will be based on the following book:

The Anatomy of Corporate Law – A Comparative and Functional Approach, Third Edition, Oxford University Press, 2017, with contributions by Reinier Kraakman, John Armour, Paul Davies, Luca Enriques, Henry Hansmann, Gerard Hertig, Klaus Hopt, Hideki Kanda, Mariana Pargendler, Wolf-Georg Ringe, and Edward Rock.

Course materials such as incorporation documents, acquisition contracts, joint-venture agreements will be handed out before the relevant course section.

Reference Material

N/A

Classroom Language

English

Keywords

Corporate Law; Governance; Merger & Acquisitions, Exchange student