

Work programme of the course:

Course title	CORPORATE LAW
Level of higher education (degree)	FIRST (BACHELOR)
Field of study	07 MANAGEMENT AND ADMINISTRATION
Major	073 MANAGEMENT
Program subject area	MANAGEMENT (ENGLISH)
Status of the discipline	ELECTIVE
Mode of studies	FULL-TIME, PART-TIME, E-LEARNING
Total number of hours/ ECTS credits	150 HOURS /5 ECTS CREDITS
Language of instruction	ENGLISH
Lecturer	NAUMOVA OLENA OLEKSANDRIVNA ASSOC. PROF., PH.D.
Lecturer's profile	https://www.krok.edu.ua/ua/pro-krok/spivrobotniki/naumova-olena-oleksandrivna
Tel. number	+380676571835
E-mail	Olenan@krok.edu.ua
Consultations	CONSULTATIONS IN MS TEAMS: FRIDAY, 11:00 A.M.-11.30 A.M. http://surl.li/mqkjxm %22%7d

1. Brief summary of the course

The course exposes the students to topics such as membership of the company, shares of the company, features of partnerships, shares and dividends, the relation of partners, limited liability partnership, and other related concepts.

The course provides the students with knowledge of corporate law.

The objectives of this course are to equip the students with skills in how to manage basic types of agency problems: those between managers and shareholders as a class; controlling shareholders and minority shareholders; and shareholders as a class and other corporate constituencies, such as corporate creditors and employees.

Upon completion of this course, students are able to apply acquired knowledge in various legal situations, distinguish legally significant facts and form substantiated legal conclusions, to prepare projects of acts of application of the law according to the legal conclusion made in different legal situations.

2. Learning outcomes

General Competencies (GS):

GS 1. Ability to exercise one's own rights and responsibilities as a member of society, realize the values of civil (democratic) society and the need for its sustainable development, the rule of law, human and civil rights and freedoms.

GS 16. Ability to make decisions and act in compliance with the principle of inadmissibility of corruption and any other manifestations of dishonesty.

Professional Competencies (PC):

PC 6. Ability to act socially responsible and consciously.

PC 13. Understand the principles and norms of law and use them in professional activities.

Program learning outcomes (PLO):

PLO 1. Know one's own rights and responsibilities as a member of society, be aware of the values of civil society, the rule of law, human and civil rights and freedoms.

PLO 12. Evaluate the legal, social and economic consequences of the organization functioning, including labor relations in the organization.

3. Course scope

Type of class	Total number of hours/ ECTS credits - 150 HOURS /5 ECTS CREDITS		
	full-time	part-time	e-learning
lectures	28	14	14
seminars / practical / laboratory classes	22	7	7
Individual work	100	129	129

4. Prerequisites

Fundamentals of Law, Private and Public Law.

5. Hardware and software

PC / laptop, Internet access, camera, microphone

6. Course policies – students must adhere to a code of academic integrity:

<https://int.krok.edu.ua/images/download/code-of-academic-integrity-2025.pdf>

Academic integrity is the presentation of one's own work and the proper recognition of the contribution of others.

Any violation of this principle constitutes academic dishonesty and may result in poor evaluation and disciplinary action.

Forms of academic dishonesty include:

- Plagiarism - presenting all or part of someone else's work as one's own in an academic exercise, such as an exam, a computer program, or a written assignment.
- Fraud - Using or attempting to use unauthorized materials during an exam or assignment, such as using unauthorized texts or notes or improperly obtaining (or attempting to obtain) a copy of an examination or exam answers.
- Promoting academic dishonesty - helping others commit an act of dishonesty, such as replacing an exam or completing a task for someone else.
- Fabrication - modification or transfer, without permission, academic information, or records.

7. Programme of the course

Module #1

Topic 1: The nature of Corporate Law

The concept and subject matter of corporate law; the method of legal regulation in corporate law (authoritative prescriptions, autonomous decisions, coordination and agreement, recommendations); functions of corporate law; principles of corporate law; the system of corporate law and the system of corporate legislation. General principles of legal regulation for economic companies and corporate-type business entities.

The concept of an economic company; the concept of corporate-type business entities; characteristics of economic companies and corporate-type business entities; the concept of organizational-legal form of an economic company; classification of economic companies and corporate-type business entities; founding documents of economic companies and corporate-type business entities, types, content features, amendments, and entry into force.

Topic 2: General Principles of Legal Regulation of a Company

The concept of an economic company. The concept of corporate-type business entities. Characteristics of economic companies and corporate-type business entities; the concept of the organizational-legal form of an economic company. Classification of economic companies and corporate-type business entities. Founding documents of economic companies and corporate-type business entities, types, content features, amendments, and entry into force.

The relationship between the concepts "economic company," "corporation," "corporate enterprise," "business entity," "economic organization," "corporate organization," "business association". Single-member economic companies and their peculiarities in corporate governance.

Topic 3: Property of a Company

Definition of authorized (chartered) capital. Legal framework governing authorized capital. Importance of authorized capital in corporate structure. Sources of Formation of Company Property. Types of contributions to company property (cash, assets, intellectual property). Role of shareholders and investors in property formation. Functions of Authorized Capital. Economic functions (financial stability, investment attraction). Legal functions (protection of creditors, shareholder rights).

Organizational and constituent powers of a property owner. The right of economic management. The right of operational management.

Characteristics of Corporate Property. Distinction between corporate property and personal property of shareholders. Rights associated with ownership of corporate property. Legal Framework Governing Corporate Property. Relevant laws and regulations (e.g., Civil Code, Economic Code). Procedures for changes in corporate property. Management and Control of Corporate Property. Role of the board of directors and management in property oversight. Shareholder rights related to corporate property management. Challenges in Corporate Property Management. Common issues faced by companies regarding property ownership and rights. Legal disputes related to corporate property.

Topic 4: Economic companies in Ukraine

Establishment and operation of economic companies. Characteristics economic companies in Ukraine: economic companies: joint-stock companies, limited liability companies, additional liability companies, general partnerships, and limited partnerships.

State registration of an economic company. Consequences of entering into agreements before the registration of an economic company. Restrictions on the generation of the authorized (contributed) capital of an economic company. Management of an economic company. Accounting and reporting of an economic company.

Collectively owned enterprises. Economic activity of co-operatives. Production co-operative. Principles of a production co-operative's operation. Membership in a production co-operative. Rights and obligations of members of a production co-operative. Property and management of a production co-operative.

Enterprise association. Types of enterprise associations. Organizational and legal forms of enterprise associations. Status of an enterprise – a stakeholder of an enterprise association. Management of economic associations. Property relations in an enterprise association. Withdrawal of a stakeholder from an association. Termination of an enterprise association. Associated enterprises. Holding companies.

Individual as an economic entity. Specific aspects of the status of other economic entities. An individual in the economic sector. Specific aspects of the status of foreign economic entities. Credit unions in the economic sector. Specific aspects of the status of charitable and other non-profit organizations in the economic sector.

Module #2

Topic 5: Legal status of a joint-stock company

The concept of a joint-stock company. Features of joint-stock companies. Comparative characteristics of a joint-stock company with other types of business companies. Classification of joint-stock companies. The difference between the concept of types and types of joint-stock companies. List of preparatory actions for the creation of a joint-stock company. Procedure for state registration of a joint-stock company. Constituent documents of a joint-stock company. Requirements for content, procedure for their preparation, approval, certification. Features of the creation, functioning and termination of business companies consisting of one participant and/or shareholder. System of management bodies of a joint-stock company. General meeting of a joint-stock company as the highest management body of such a company. Concept, competence, Supervisory board of a joint-stock company. Concept of competence. System of executive bodies of a joint-stock company. Concept, classification, competence, Control and audit bodies of a joint-stock company. Concept, classification, competence, Features of the system of management bodies of a joint-stock company that functions as part of its own entity.

Preparatory Actions for Holding General Meetings of a Joint-Stock Company. Procedure for Forming and Maintaining the List of Shareholders: The process for creating and managing the list of shareholders eligible to participate in the general meeting. Procedure for Placing Announcements and Notifications: Guidelines for disseminating announcements and notifications regarding the holding of general meetings of the joint-stock company. Procedure for Forming the Agenda of the General Meeting: Steps involved in establishing the agenda for the general meeting of shareholders. Main Stages of Conducting General Meetings: Key phases in the execution of general meetings. Formation and Competence of the Registration Commission: The procedure for forming the registration commission of the company during general meetings and its competencies. Voting Procedure on Agenda Items: The process for voting on items included in the agenda of the general meeting. Procedure for Cumulative Voting: Guidelines for conducting cumulative voting. Procedure for Voting on Agenda Items by Written Ballot: Steps for conducting voting on agenda items through written questionnaires. Features of Decision-Making on Agenda Items in a Joint-Stock Company with One Shareholder: Specific aspects related to decision-making processes in a joint-stock company that has only one shareholder. Documentation of Voting Results from General Meetings: The process for documenting the outcomes of voting on agenda items at general meetings, including the minutes of the meeting. Grounds and Procedure for Challenging Decisions: Basis and procedure for contesting decisions made by officials and bodies of the joint-stock company during the preparation and conduct of general meetings.

Topic 6: Termination of Business Activities of a Business Company

Concept, Types, and Legal Forms of Termination of Business Activities of a Business (Economic) Company: Overview of the different ways a business company can cease operations. Reorganization of a Business (Economic) Company: The process and implications of reorganizing a business company.

Reorganization of a Business (Economic) Company During Forced Division: Specifics regarding the reorganization process when a company is forcibly divided. Liquidation of a Business (Economic) Company: The procedure for liquidation, including the roles and responsibilities involved. Liquidation Procedure: Steps to be followed during the liquidation process. Liquidation Commission: The establishment and functions of the liquidation commission during the winding-up of the company. Distribution of Assets Upon Liquidation: How the company's assets are allocated during the liquidation process. Bankruptcy Procedure for a Business (Economic) Company: The legal process and requirements for declaring bankruptcy. Legal Status of Participants and Founders During Bankruptcy: Rights and responsibilities of participants and founders in the event of bankruptcy. Procedure for Satisfying Creditors' Claims During Bankruptcy: Steps taken to address creditors' claims in bankruptcy situations. Timeframe for Termination of Company Activities: When the company's activities officially cease.

Topic 7: Resolution of corporate disputes, protection of corporate rights, and liability for violating corporate law

Types of Corporate Disputes. Internal disputes (between shareholders, management, and employees). External disputes (between the company and third parties). Common causes of corporate disputes (e.g., capital contributions, equity transfers, governance issues). Methods of Resolving Corporate Disputes. Role of corporate bylaws and agreements in dispute resolution. Protection of Corporate Rights. Understanding corporate rights and stakeholders' interests. Legal mechanisms for protecting corporate rights. Liability for Violating Corporate Law. Types of violations. Consequences for individuals and companies involved in violations. Legal remedies.

8. Course scheme

Topic	Number of hours			Control form
	Full-time	Part-time	E-learning	

	Lectures	Seminars /practical	Individual work	Lectures	Seminars /practical	Individual work	Lectures	Seminars /practical	Individual work	
Module # 1										
TOPIC 1 The nature of Corporate Law	2	3	10	2	1	15	2	1	15	S, T, CS, P, E
TOPIC 2 General Principles of Legal Regulation of a Company	4	3	10	2	1	18	2	1	18	S, T, CS, P, E
TOPIC 3 Property of a company	4	3	15	2	1	20	2	1	20	S, T, CS, P, E
TOPIC 4 Economic companies in Ukraine	4	3	15	2	1	20	2	1	20	IA, S, T, CS, P, E
Module # 2										
TOPIC 5 Legal status of a joint-stock company	6	4	20	2	1	20	2	1	20	S, T, CS, P, E
TOPIC 6 Termination of Business Activities of a Business Company	4	3	15	2	1	18	2	1	18	S, T, CS, P, E
TOPIC 7 Resolution of corporate disputes, protection of corporate rights, and liability for violating corporate law	4	3	15	2	1	18	2	1	18	S, T, CS, P, E
Total hours	28	22	100	14	7	129	14	7	129	-
TOTAL	150			150			150			-

Control form

- IA – individual assignments
- S – survey
- T – test, mid-term tests
- CS – solving case-studies
- P – oral presentation
- E - credit

9. Individual tasks

Individual tasks are an integral part of the educational process, as they contribute to the development of analytical skills, creative thinking and independence of students.

Content of an individual educational and research task (educational project)
<p>The individual task consists of three types of questions, task options posted on the moodle platform:</p> <ol style="list-style-type: none"> 1. Open question: <ul style="list-style-type: none"> o Requires a detailed, detailed answer based on theoretical knowledge and analysis of additional information. o Tests your understanding of the topic, ability to formulate your own opinions and argue your position. 2. Calculation task: <ul style="list-style-type: none"> o Involves performing certain calculations using formulas or economic models. o Tests knowledge of economic methods and the ability to apply them in practice. 3. Situational task: <ul style="list-style-type: none"> o Presents a real economic problem or case that needs to be analyzed and a solution proposed.

o Tests your ability to apply theoretical knowledge to solve practical problems and make informed decisions.

Requirements for completing the task:

- Clear structure: Answers should be logically structured, contain an introduction, main body and conclusions.
- Argumentation: Each statement must be supported by arguments and references to sources.
- Accuracy of calculations: When performing calculations, it is necessary to observe accuracy and use appropriate units of measurement.
- Originality: Answers must be your own and contain no plagiarism.
- Design: The work must be designed in accordance with the requirements specified on the moodle platform.

10. Teaching methods

In the process of studying the course "Corporate Law", various types of educational activities, teaching methods and technologies are used.

Types of educational activities:

1. Lectures: classes where the teacher presents theoretical and practical guidance material, analyzing the main concepts and tools of marketing.
2. Seminars: interactive sessions in which students discuss topics, analyze case studies, and participate in group discussions that contribute to a deeper understanding of the material.
3. Practical classes: focus on the application of Corporate Law norms.

Teaching methods and technologies:

1. Presentations and multimedia materials: the use of slides, videos and graphs, which facilitate the perception of information and make the educational process more visual.
2. Active learning methods: include group projects, discussions, role-playing games, and brainstorming sessions that promote active student involvement in the process.
3. Case method: analysis of real business situations, which allows students to practically apply theoretical knowledge, develop critical thinking and decision-making skills.

Use of information technologies: interactive platforms for learning

11. Control methods

Control measures are used to determine the success of training. Control measures include mid-term tests (2) and final control.

Mid-term tests are carried out during practical (seminar) classes and is aimed at checking the level of preparedness of the student to perform a specific task.

The final control is carried out to evaluate the learning results after the end of the study of the discipline (semester control) or modules separated according to the working curriculum.

During the study of this course, the following forms of current control are used: a mid-term tests.

When studying this course, the following form of semester control is used: credit.

12. Distribution of points received by students

Evaluation of student learning results is carried out according to the University scale (0-100, taking into account optional tasks - 120 points) and the national scale.

General course evaluation system: Participation in the work during the semester / credit – 70%/30%

All tasks must be written independently, plagiarism is prohibited, no references or citations are required. The quality and originality of your arguments are evaluated. The assignments should be presented in Moodle.

13.1. Scoring scheme for the course

Type of educational activity	Max score	Max total score
Modules #1 & #2		
Solving case-studies (5 x 5 points)	25	
Surveys / Test (2 x 5 points)	10	
Oral presentation (2 x 5 points)	10	
Individual work (1 x 10 points)	10	
Mid-term test (2 x 7,5 points)	15	
Total for modules #1 & #2	70	
Semester-module control work	30	
Total for the course		100
		100

13.2. Conditions for awarding points

1. Solving case-studies (Maximum Score – 5 Points)

- Completeness of the Solution (2 Points): All stages of the problem-solving process are correctly presented, and all formulas and methods are justified.
- Accuracy of Answers (2 Points): All numerical data and calculation results must be accurate.
- Clarity of Presentation (1 Point): Logical structure of the work, clear presentation of solutions, and correct terminology.

2. Tests (Maximum Score – 5 Points)

- Number of Correct Answers (5 Points): Students receive 0,25 points for each correct answer (total number of tests per session is 20).

3. Survey (Maximum Score – 5 Points)

- Correctness of Answers (3 Points): Answers to questions must be accurate and correct.
- Coverage of the Topic (2 Points): Answers should demonstrate knowledge of all key aspects of the topic.

4. Oral presentation (Maximum Score – 5 Points)

- Substance (2 Points): Completeness and depth of topic coverage, inclusion of relevant data and examples.
- Visual Presentation (2 Points): Quality of slides, use of graphics, clarity, and aesthetics.
- Communication Skills (1 Point): Ability to convey information to the audience, respond to questions, and engage listeners.

5. Individual Work (Maximum Score – 10 Points)

- Depth of Research (3 Points): Quality of topic analysis, use of various sources of information and literature.
- Structure and Formatting (2 Points): Adherence to formatting requirements, logical structure of the work, correctness of citations.
- Originality and Creativity (2 Points): Presence of personal conclusions, recommendations, and interesting ideas.
- Responses to Questions (3 Points): Engagement in presenting work results, participation in discussions, and feedback.

6. Mid-term tests (Maximum Score – 7,5 Points)

- Number of Correct Answers (5 Points): Students receive 0,25 points for each correct answer (total number of tests per session is 30).

13.3. Final assessment criteria

University scale	Ukrainian Grade
90 and higher	excellent
70–89	good
50–69	satisfactory
1–49	unsatisfactory

14. Methodological provision

Attention students: all educational and methodological materials (lecture plans and videos, presentations/seminar assignments/case-studies, etc.) are submitted in Moodle Course: Corporate Law (Olena Oleksandrivna Naumova): <https://dist.krok.edu.ua/course/view.php?id=2078>

15. Recommended literature

Basic

1. Vasylyeva, V., Zelisko, A., & Sishchuk, L. (2019). *Corporate Law of Ukraine: scientific and practical manual*. Ivano-Frankivsk.
2. Civil Code of Ukraine (2003). <https://zakon.rada.gov.ua/laws/show/435-15#Text>
3. Economic Code of Ukraine (2023). <https://zakon.rada.gov.ua/laws/show/436-15?lang=en#n1043>

Additional

1. Cheeseman H.R. (2020). *Business Law*. Pearson.
2. Kraakman R. (2017). *The Anatomy of Corporate Law: A Comparative and Functional Approach*. Oxford University Press.

16. Additional information on the discipline (educational component)

Certificates of completion for distance or online courses on the relevant topics may be credited provided that the requirements outlined in the corresponding regulation are met.

Work programme of the discipline:

Compiled by: Associate Professor of the Department of International Business, PhD in economics, Olena Oleksandrivna Naumova.

Approved: at the meeting of the Department of International Business (Protocol No. 2 dated September 17, 2024).