



APPLIES TO ACADEMIC YEAR 2016/2017

## GRA 6213 Corporate Law - Forms of Corporations and Partnerships

### Programme

Master of Science in Business, Master of Science in Business (Business Law - Tax and Accounting), Specialization Course

### Responsible for the course

Tore Bråthen, Stine Winger Minde

### Department

Department of Law

### Term

According to study plan

### ECTS Credits

6

### Language of instruction

Norwegian

### Introduction

Company Law is about companies and their legal relationships. Most commerce in society is run by companies in private or public ownership. Company law also includes internal aspects of the company and its owners, and the relationship between the company, its contracting parties and other stakeholders. The main focus of the course is on private and public limited companies, but other types of companies will also be covered.

### Learning outcome

The course covers the legal framework surrounding various forms of ownership used in the business community. An understanding of the legal framework is important to understand Norwegian business. After having completed the course, the students will have a basic understanding of company law and a good understanding of the rules concerning private limited companies, public limited companies and general partnerships.

### Prerequisites

All courses in the Masters programme will assume that students have fulfilled the admission requirements for the programme. In addition, courses in second, third and/or fourth semester can have specific prerequisites and will assume that students have followed normal study progression. For double degree and exchange students, please note that equivalent courses are accepted.

### Compulsory reading

#### Books:

Bråthen, Tore. 2013. Selskapsrett. 4. utg. Focus : Universitetsforlaget

#### Other:

I løpet av kurset kan det bli delt ut materiale på flere emner som er relevante for kurset og eksamen

### Recommended reading

#### Books:

Woxholth, Geir. 2005. Selskapsloven : med kommentarer. 6. utg. Gyldendal akademisk

Aarbakke, Magnus ... [et al.]. 2012. Aksjeloven og allmennaksjeloven : lov 13. juni 1997 nr 44 : lov om aksjeselskaper (aksjeloven) og lov 13. juni 1997 nr 45 : lov om allmennaksjeselskaper (allmennaksjeloven) : kommentarutgave. 3. utg. Universitetsforlaget

### Course outline

- Review of the various forms of ownership (private limited companies, public limited companies, general partnerships with and without apportioned liability, limited partnerships, sole proprietorships, co-operatives, foundations, Norwegian Registered Foreign Companies, SE-companies), and what characterises these forms of ownership.
- The sources of law of company law
- Legal framework for business activity in companies (register legislation, accounting and auditing legislation, company name legislation, register of business enterprises act, central coordinating register act, competition laws, securities trading laws and taxation laws)
- Registration requirement

- EU/EEA company law and its influence on Norwegian company law
- Establishing limited companies
- Share capital and equity in private limited companies and public limited companies
- Shareholders rights
- Corporate bodies in private and public limited companies (general assembly, board of directors, general manager, corporate assembly)
- Formation of contracts that bind private and public limited companies (including contracts between the company and its shareholders, management, etc.)
- Share trading in private and public limited companies
- Redemption, exclusion and compulsory acquisition in private and public limited companies
- Capital structure in private and public limited companies
- Restructuring of private and public limited companies (mergers and demergers)
- Dissolution and winding-up of private and public limited companies
- Review of the main rules for general partnerships and apportioned liability (liability, establishment, the company's capital structure and organisation, changes in ownership, dissolution and winding-up),

### Computer-based tools

Not applicable

### Learning process and workload

A course of 6 ECTS credits corresponds to a workload of 160-180 hours.

Lectures, discussions and exercises. Students are expected to be prepared for class. The course language is Norwegian.

Please note that while attendance is not compulsory in all courses, it is the student's own responsibility to obtain any information provided in class that is not included on the course homepage/It's learning or text book.

### Examination

Form of assessment	Weight	Group size
Written examination 5 hours	100%	Individual

Specific information regarding student assessment will be provided in class. This information may be relevant to requirements for term papers or other hand-ins, and/or where class participation can be one of several components of the overall assessment. Candidates may be called in for an oral hearing as a verification/control of written assignments.

### Examination code(s)

GRA 62131 written exam accounts for 100% of the finale grade inn the course GRA 6213.

### Examination support materials

Bilingual dictionary

Norwegian acts and regulations

Permitted examination support materials for written examinations are detailed under examination information in the student portal @bi. The section on support materials and the use of calculators and dictionaries should be paid special attention to.

### Re-sit examination

It is only possible to retake an examination when the course is next taught. The assessment in some courses is based on more than one exam code. Where this is the case, you may retake only the assessed components of one of these exam codes. All retaken examinations will incur an additional fee. Please note that you need to retake the latest version of the course with updated course literature and assessment. Please make sure that you have familiarised yourself with the latest course description.

### Additional information

Honour code. Academic honesty and trust are important to all of us as individuals, and are values that are integral to BI's honour code system. Students are responsible for familiarising themselves with the honour code system, to which the faculty is deeply committed. Any violation of the honour code will be dealt with in accordance with BI's procedures for academic misconduct. Issues of academic integrity are taken seriously by

everyone associated with the programmes at BI and are at the heart of the honour code. If you have any questions about your responsibilities under the honour code, please ask. The learning platform itslearning is used in the teaching of all courses at BI. All students are expected to make use of itslearning.