



BUSINESS AND CORPORATE LAW COURSE

This is a course that focuses on **business and corporate law**. It allows students to develop a better understanding of the different forms of business available in both the UK and the USA and their advantages and disadvantages.

By having this information, lawyers can develop **strong commercial awareness** and be in a much stronger position to compare these forms of business to the different types of business that exist in their own jurisdictions and therefore, give better legal advice.

Much emphasis is also placed on understanding the role of an in-house or external corporate lawyer in a company or corporation.

Having a strong knowledge of the language of different areas of law is vital. This includes competition law, employment law, intellectual property law as well as tax law.

This course also includes a study of the language of bylaws, shareholders' agreements, joint ventures, company meetings, mergers and acquisitions (M&As), raising finance, litigation, ADRs (alternative dispute resolutions), insolvency and compliance.

SYLLABUS

UNIT 1. Most common forms of business in the UK and in the USA

- UK and USA
- How is a PLC legally structured in the UK?
- Differences between C and S type corporations and LLCs in the USA
- Advantages and disadvantages of an LLC in the USA
- Private and public limited companies
- The process of setting up a limited liability partnership (LLP)

UNIT 2. Limited liability

- Salomon v Salomon Co LTD (1897)
- Wrongful and fraudulent trading
- Corporate veil and corporate piercing
- Companies limited by shares and by guarantee



UNIT 3. The importance of shares and share capital

- Nominal shares, market shares and premium shares
- The process of setting up an LLC in the USA and a private limited company in the UK

UNIT 4. Public limited companies and corporations in the USA

- The process of going public on a Stock Exchange
- Floating a company on a Stock Exchange
- An initial public offering (IPO)
- The role of investment banks in IPOs

UNIT 5. Directors, company meetings and bylaws

- Different types of officers and directors in the UK and in the USA
- Giving a director's personal guarantee and the duties of a director
- Different types of bylaws, articles of association, articles of incorporation and articles of organization
- Company and board meetings
- AGMs and EGMs
- Dividends and voting methods
- Proxies and the requirements of a quorum
- Shareholders' agreements

UNIT 6. Raising capital

- Private equity and Stock Exchange Markets
- The role of investment banks
- Different types of guarantee (pledges, charges, mortgages, liens)
- Venture capital v crowdfunding
- Equity crowdfunding

UNIT 7. Business diversification strategies

- Mergers and acquisitions
- Joint ventures
- The importance of using a special purpose vehicle (SPV) in a joint venture (advantages v disadvantages)



UNIT 8. Insolvency procedures and Chapter 11

- Different forms of insolvency in the UK
- Chapter 11 in the USA
- Insolvency procedures and bankruptcy as protection of a company's assets

UNIT 9. Alternative dispute resolution

- The importance of alternative forms of dispute resolution during a merger and acquisition
- An introduction to different types of ADR and some case studies

**UNIT 10. Intellectual property and employment law in business and corporate Law
(an introduction)**

- The role that employment law has during an M&A
- Changes in Mexican employment and labour laws
- The importance of protecting a company's intellectual property during an M&A