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学部・大学院区分	法学部
時間割コード	0308331
科目区分	専門科目 Specialized Courses
科目名 【日本語】	特殊講義（会社法とコーポレート・ガバナンス）（E）
科目名 【英語】	Advanced Lecture (Corporate Law and Governance) (E)
担当教員 【日本語】	MCGINTY Sean Michael ○
担当教員 【英語】	MCGINTY Sean Michael ○
単位数	2
開講期・開講時間帯	春 火曜日 4時限 Spring Tue 4
対象学年	3年 3
授業形態	講義 Lecture

授業の目的 【日本語】	
授業の目的 【英語】	<p>This course introduces students to the major issues in the field of corporate law and governance. The corporation, despite the transnational level at which many large ones now operate, remains a creation of national or subnational (state, provincial) law across the world. The laws across almost all jurisdictions have generally come to provide the corporation with certain common characteristics such as legal personality, limited liability, the use of transferable shares and management under a board of directors. Despite these similarities, there remains significant differences both in the laws on the books and the law in practice across countries which raise important questions that animate much of contemporary research.</p> <p>Rather than focusing specifically on any single jurisdiction, this course takes a more comparative approach to the subject, looking at how major jurisdictions differ in their approaches to these issues. Its focus is also divided between both corporate "law" and corporate "governance", two related but distinct areas of study.</p> <p>In terms of the "comparative" part, the course will primarily use the comparative method of studying legal rules by examining how legal systems in different social and economic contexts handle certain core problems of corporate law and governance.</p> <p>The distinction between corporate "law" and "governance" is relevant in so far as the former largely involves the study of corporate law statutes (such as the Japanese Companies Act) and doctrines related thereto, while the latter involves the study of the corporation as a business organization which must create mechanisms by which its various constituencies – shareholders, creditors, managers, employees and so on – control the relationships and processes which allow it to operate. The latter is thus somewhat broader than the former. Though it likewise concentrates on the study of rules governing corporations, it draws in rules from both legal sources (corporate law, securities regulation, competition law and so on) and non-legal sources (such as social norms or codes of conduct).</p> <p>The course is mainly lecture based, though discussions and questions are encouraged. Each week we will go over a distinct issue in corporate law and governance and the class will seek to introduce you to the basic rules or theories related to that issue, how they might differ across countries and what broader policy issues they raise.</p>
到達目標 【日本語】	
到達目標 【英語】	<p>The main objective of the course is to familiarize students with the basic concepts of corporate law and governance, the issues these have to address and how these differ across countries. A more general objective is to allow students to draw conclusions on broader questions currently being explored in corporate law and governance research. These include the question of whether or not corporate laws are converging on an optimal model, whether or not countries can effectively "transplant" corporate law rules or governance mechanisms, and why differences in corporate law rules and practices continue to persist in a globalized world.</p>
授業の内容や構成	<p>Below is a week by week outline of the class schedule.</p> <p>Week 1: Introduction Content: Class Overview, Introduction to materials.</p> <p>Week 2: The Corporation Content: In this class we'll get to know what the corporation is. What is the historical origin of this way of organizing businesses? What are its legal features? And what is function its intended to serve?</p> <p>Week 3: The Shareholder and Stakeholder Models of the Corporation Content: In this class we'll get to know the various theories underpinning the corporation. These basically go to the heart of the question of which of the many stakeholders with an interest in it - shareholders, managers, employees, creditors, society at large - the rules governing it should prioritize.</p> <p>Week 4: Incorporation Content: In this class we'll go over the process of forming a corporation.</p> <p>Week 5: The Board of Directors Content: In this class we'll take a look at the board of directors. Who are these people and what do they do? As we'll see, the answer to these questions vary from jurisdiction to jurisdiction.</p> <p>Week 6: Duties of Directors Content: In this class we'll look at the duties which corporate law imposes on directors. Breaches of these duties are often a cause of lawsuits against directors so we'll examine some cases in which courts have defined the extent of these duties and how strictly the courts will review director decisions.</p> <p>Week 7: Midterm Examination</p> <p>Week 8: The Shareholders Content: In this class we'll look at the shareholders. Who are these people (many aren't actual people), what are their interests in the corporation (not all are the same) and how does corporate law define their relationship with the company and the directors who run it?</p> <p>Week 9: Shareholder Remedies Content: In this class we'll look specifically at what remedies corporate laws in different jurisdictions provides to shareholders when their rights or interests are breached.</p> <p>Week 10: Takeovers, Mergers and Acquisitions Content: In this class we'll learn about transactions in which corporations are either taken over, merged with another corporation, or have their major assets sold. Why do investors sometimes want to take over a company, and how do the directors and CEOs of companies respond (hint: sometimes they don't like it). What are the legal rules that govern takeover transactions? Are takeover transactions beneficial (both to those directly involved and to society as a whole) or harmful?</p> <p>Week 11: Executive Compensation Content: In this class we'll look at how the pay of corporate officers and directors is decided and related legal issues. Do these people get paid too much? How are they paid? And what can or should be done about it?</p> <p>Week 12: Corporate Social Responsibility Content: In this class we'll look at the question of to what degree corporate decision makers are allowed to take into account the interests of society as a whole when making corporate decisions.</p> <p>Week 13: Securities Regulation Content: In this class we'll look at the rules which govern the issuance and trading of securities, primarily stocks.</p> <p>Week 14: Corporate Law and Comparative Law Content: In this class we'll take a look at a bigger question, which is how corporate laws across many countries change over time. Are they becoming more similar (converging) or do they retain distinct aspects? And does any of this matter to economic performance?</p> <p>Week 15: Review Content: In this class we'll review the content of the entire course and consider the overall picture of corporate law and governance.</p>
履修条件・関連する科目	None.
成績評価の方法と基準	<p>30% Midterm Examination 70% Final Examination Students must obtain a passing grade of at least 60% in each of these in order to pass the overall course. The Course will be graded on a letter grade basis, please consult the Student Handbook for details on the letter grade system.</p>
教科書・テキスト	<p>There are no required textbooks for students to purchase.</p> <p>Reading Materials for each class will consist of both academic journal articles and judicial decisions. These are available on the course's NUCT page under the "resources" tab, with the readings for each week in their own folder.</p>
参考書	<p>These are NOT required, but for additional study the following textbooks are useful:</p> <p>Mathias Siems and David Cabrelli, Comparative Company Law: A Case-Based Approach (Hart, 2013)</p> <p>Reinier Kraakman et al., The Anatomy of Corporate Law: A Comparative and Functional Approach (Oxford University Press, 2009)</p>
課外学習等 (授業時間外学習の指示)	It is recommended that students do the readings before each class and come prepared to discuss or ask questions on the topic we are going over.
注意事項	
授業開講形態等	<p>授業開講形態（対面遠隔併用で実施する授業一覧）は、名古屋大学大学院法学研究科ホームページの「NEWS ニュース」に掲載します。URL : https://www.law.nagoya-u.ac.jp/ ※履修登録後に授業形態等に変更がある場合には、NUCTの授業サイトで案内します。 List of hybrid classes employing both face-to-face and remote teaching methods will be posted in the "News" of the homepage of the Graduate School of Law. URL : https://www.law.nagoya-u.ac.jp *If there are any changes in the teaching methods after the period of course registration, it will be announced on NUCT.</p>
遠隔授業（オンデマンド型）で行う場合の追加措置	<p>遠隔授業はNUCTで行う。教員への質問方法、学生同士の意見交換の方法は次のとおりとする。なお、教員より別の指示がある場合は、その指示に従うこと。</p> <ul style="list-style-type: none"> ・教員への質問は、NUCT機能「メッセージ」により行うこと。 ・授業に関する受講生同士の意見交換は、NUCT機能「メッセージ」により行うこと。（※担当教員が「フォーラム」機能を追加設定した場合は「フォーラム」も利用可。） <p>Remote classes are conducted via NUCT. Questions to instructors should be asked using the NUCT "Message" function. Student discussions will be conducted using the NUCT "Message" function. (If the instructor has added the "Forum" function, the "Forum" can also be used.) Follow your instructor's directions if your instructor has any other directions.</p>

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