



# *The Hebrew University of Jerusalem*

## *Syllabus*

### **CORPORATE LAW - 55113**

*Last update 08-11-2017*

*HU Credits:* 2

*Degree/Cycle:* 1st degree (Bachelor)

*Responsible Department:* accounting

*Academic year:* 0

*Semester:* 1st Semester

*Teaching Languages:* Hebrew

*Campus:* Mt. Scopus

*Course/Module Coordinator:* Ronen Avner (Adv., Cpa.)

*Coordinator Email:* [Ronenavner.huji@gmail.com](mailto:Ronenavner.huji@gmail.com)

*Coordinator Office Hours:* By appointment

*Teaching Staff:*

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ronen avner

Course/Module description:

The course will deal with a general acquaintance with the world of business law and specifically with knowledge of the different types of corporate entities, their formation, management and methods of liquidation, while detailing the advantages and disadvantages in the choice of type of incorporation. Similarly we will deal, inter alia, with the following issues: the legal personality of the corporation and its standing, transparency, whether incorporation is worthwhile, partnerships, company documents, abrogation of authority, initiators, division of responsibilities in a company, decision making, internal management rules, duties of directors, accountant, derivative claims, share capital and its distribution, capital reductions, share issues.

Course/Module aims:

Provision of capability to understand legal principles and terms in general business law, and particularly basic legal education of corporate law, while getting to know the different types of corporations. For the accountant, understanding of the legal umbrella at the foundation of the corporation which can be an effective aid in analyzing financial statements, in carrying out an audit and accompanying the current operations of a corporation.

Learning outcomes - On successful completion of this module, students should be able to:

Have capability to understand legal principles and terms in general business law, and particularly basic legal education of corporate law, while knowing the different types of corporations. For the accountant, understanding of the legal umbrella at the foundation of the corporation which can be an effective aid in analyzing financial statements, in carrying out an audit and accompanying the current operations of a corporation.

Attendance requirements(%):

80%

Teaching arrangement and method of instruction: Lecture

Course/Module Content:

Section A: Corporate Law

1. Introduction to corporate law.
2. Corporations

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- a) Introduction
  - b) The formation process; Registrar of Companies; right of incorporation; choice of Company name.
  - c) Company objectives and donations.
  - d) Separate legal identity of the company.
  - e) Limitation of liability.
  - f) Separate legal entity as against limitation of liability.
  - g) The initiator.
  - h) Company hierarchy and its institutions: General meeting, Board of Directors, General Manager; the representative problem.
  - i) Company capital structure and changes therein: definition of a share; types of shares; types of company capital.
  - j) Preservation of capital and its distribution: permitted and prohibited distributions and their results.
  - h) Transparency: thin capitalization.
  - i) Company formation documents: articles of association.
  - j) The Board of Directors and Directors: duties of office holders; exemptions, indemnity and insurance.
  - k) Company shareholders: Rights and duties of shareholders; oppression of the minority.
  - l) Audit bodies: External directors, audit committee, external auditor, internal auditor.
  - m) Transactions with interested parties.
  - n) Derivative claim.
  - o) Class action claim.
  - p) Liquidation of companies.
  - q) Structural changes in a company (acquisitions, mergers: purchase offers.

### 3. Partnerships

- a) Basic fundamentals and types of partnerships.
- b) Formation of a partnership and its composition.
- c) Business management and partnership assets.
- d) Rights and duties of the partners.
- e) Inter-partner relationships.
- f) Relations between partners and third parties (external representation).
- g) Changes in partner composition.
- h) Liquidation of the partnership.

### 4. Cooperative bodies

- a) What is a cooperative body.
- b) Formation of a cooperative body.
- c) Institutions of the body and its organs.
- d) Management of the cooperative body and its assets.
- e) Supervision of the activities of the cooperative body.
- f) Argument solving between members of the body.
- g) Audit.

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*h) Dissolution and liquidation procedures.*

## *5. Associations*

- a) what is an association.*
- b) Formation of the association its management and assets.*
- c) The associations institutions and organs.*
- d) Association articles.*
- e) Prohibited distribution.*
- f) Supervision of Association activities.*
- g) Audit of association accounts.*
- h) Methods of association dissolution and liquidation.*
- i) Ottoman associations and methods of operation.*

## *6. Government corporations*

- a) What is a government corporation.*
- b) Methods of formation of a government corporation.*
- c) Management of government corporations.*
- d) Speciality of government corporations.*
- e) Management of a government corporation and its assets.*
- f) Mergers.*
- g) Office holders and institutions of a government corporation.*
- h) Audit of accounts of a government corporation.*
- i) Privatization.*
- j) Methods of dissolution of a government company and its liquidation.*

## *Section B: Securities Law*

- a) Prospectus and permit to publicize.*
- b) Applications according to the prospectus.*
- c) Responsibility for the prospectus.*
- d) Public offers.*
- e) reports to the public and the authorities.*
- f) Restriction on the use of insider information.*
- g) Securities Authority.*

## *Section C: Banking Law*

## *Section D: Bankruptcy*

- a) Act of bankruptcy and receivership.*
- b) Arrangement and compromise.*
- c) Declaration of bankruptcy and its implications.*
- d) Exemptions and claiming of debts.*
- e) Realization of assets and payment of debts.*
- f) Bankruptcy transgressions and various rights.*

## *Section E: Credit*

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Required Reading:

*See Hebrew list*

Additional Reading Material:

*See Hebrew list*

Course/Module evaluation:

*End of year written/oral examination 100 %*

*Presentation 0 %*

*Participation in Tutorials 0 %*

*Project work 0 %*

*Assignments 0 %*

*Reports 0 %*

*Research project 0 %*

*Quizzes 0 %*

*Other 0 %*

Additional information:

*A participation bonus of up to 5 point may be added to students who will be participate actively in class, at the teacher's full discretion.*

*The final grade will not be higher than 100.*