

DOCENTE

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DATE

15 Marzo-17 Maggio 2017
mercoledì 13.00 - 15.00

QUOTA DI ISCRIZIONE

€ 650,00 + IVA

SCONTI:

GIOVANI

10% fino a 35 anni

SOCI AIGI

15% per i Soci AIGI

PROGRAMMA

1. What is a contract

- A - The bargaining process
- B - Pre-contractual liability
- C - The requirement of definiteness
- D - Types of contracts as to validity
- E - The requirement of a writing for enforceability: the statute of frauds
- F - Consideration: means of consideration
- G - Defects of formation
- H - Defenses to enforcement
- I - Rights and duties of non-parties to the contract
- J - Breach of contract
- K - Materiality of breach
- L - Remedies

3. Drafting Commercial Agreements

- A - Pre-drafting considerations
- B - Choosing the proper structure
- C - General considerations
- D - Specific considerations (i.e. clauses from Seller's perspective & clauses from Buyer's perspective)
- E - Recitals
- F - Obligatory language
- G - Boilerplate language
- H - Concessions
- I - Checklists

4. Mock exercise/Practical Experience

The class will be divided into two groups each representing a part to a commercial transaction. The parties will each draft and exchange all of the necessary legal documents for the transaction.

2. Business Entities

- A - Agency
- B - Partnership
- C - Limited Liability Company
- D - The Corporate Form
- E - Classic Ultra Vires Doctrine
- F - Corporate Structure
- G - Shareholder Rights
- H - The Duty of Care and Duty to Act Lawfully
- I - The Duty of Loyalty
- J - The Securities Exchange Commission (SEC)
- K - Registration of Shares
- L - Issuance of Shares
- M - Public Distribution of Shares
- N - Insider Trading
- O - Corporate Distributions
- P - Shareholder Meetings
- Q - Proxies and Proxy Fights
- R - Tender Offers
- S - Hostile Take-Overs and Defenses
- T - Mergers
- U - Leveraged Buy-Outs

4. Mock exercise/Practical Experience

- A - Confidentiality Agreement
- B - Memorandum of Understanding
- C - Letter of Intent
- D - Due Diligence
- E - Escrow Agreement
- F - Share Purchase Agreement
- G - Consultancy Agreement
- H - Joint Venture