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|  | Law Faculty   |  | | --- | | of the Georg-August University | | Göttingen | | |  |
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Special Focus Area 2: Business and Employment Law

1. Aim of the Special Focus Area

The declared aim of the special focus area is to establish the foundation for a broad education in business and employment law that can be individually built on in the relevant optional subjects. For this reason, the connections are already made in the compulsory subject module between the traditional business law areas of company law, employment law and public business law. Practical experience shows that even in the case of specialists, business and employment law, just like public business law, requires knowledge of the associated disciplines so that the common roots are brought out. Students' individual inclinations can be developed in the respective options areas, be it in traditional business law (the civil law options area) or in employment law or public business law, which is supplemented by the necessary references to environmental law.

2. Career opportunities

The career opportunities for lawyers with the expertise in business law taught here should still be categorised as good, even if the employment market as a whole has deteriorated.

Given the appropriate qualifications, entry-level salaries for good young business lawyers (at the Bar) are currently in the region of EUR 40,000 to 60,0000; in the case of very good candidates in business law, they can even exceed EUR 100,000. The vacancies in the Neue Juristische Wochenschrift (*New Legal Weekly*) give an impression of the employment market situation and the job requirements of numerous large law firms or companies which is not necessarily representative of the employment market as a whole. For a career in the financial services sector, expertise in banking and securities law together with insurance law is a key qualification.

Graduates in the public law options area find employment as company law­yers or as solicitors in medium and large practices. Entry-level salaries for good young lawyers with specialist knowledge of public business law and in environmental law are currently in the region of EUR 50,000 to 60,000.

In the employment law options area, graduates get an insight into the career of lawyers working in employ­ment law even before they do their traineeship. This professional sector includes in part­icular about 1,100 professional judges at the various levels of the labour court sy­stem, as well as about 7,700 holders of the professional tit­le "Fachanwalt für Arbeitsrecht" (specialist practitioner in employment law). In addition, there are those lawyers working in trade unions, employers' assoc­iations as well as business enterprises within the private sector and public authorities.

Furthermore, the policy advisory areas within employment law are becoming increasingly important, as is em­ployment law advice for social and charitable organisations.

1. Those responsible

Currently Prof. Dr Gerald Spindler is responsible for the whole Special Focus Area; for the individual options areas the relevant responsible subject representative is listed individually. For civil law, it is currently Prof. Dr Spindler ([www.gerald-spindler.de](http://www.gerald-spindler.de)),; for public law, Prof. Dr Mann ([www.thomas-mann.net](http://www.thomas-mann.net)),; for employment law, Prof. Dr Krause (<http://lehrstuhl.jura.uni-goettingen.de/arbeitsrecht/>). Please address any questions regarding the individual options areas within the Special Focus Area to the relevant subject representative.

1. General information

Please consult the lecture list for further explanation of the content of individual lectures, or contact the relevant professor.

1. Issues pertaining to general study or exams

Questions concerning general study or exams and relating to tests, registration proc­edures, re-sits, etc. should be addressed to the Admissions and Examinations Office. We ask for your understanding regarding the fact that those responsible for individual subjects are unable to pro­vide information on this since only the Admissions and Examinations Office can issue binding information.

1. Study plan1

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| Compulsory module | | |
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| Bases of the Law of Limited Companies, including Law Governing Groups of Companies (2SWS/winter semester) | | |
| German and European Economic Systems and Business Administration Law (2 SWS/winter semester) | | |
| Workers' Works Council Participation Rights (2 SWS/summer semester) | | |
| Private Business Law  (Options module) | Public Business Law  (Options module) | Employment Law (options module) |
| Competition Law (Unfair Competition Act)  (2 SWS/summer semester) | Particular Business Administration Law (2 SWS/summer semester) | Right of Association, Law on Collective Bargaining Agreements and Law of Industrial Disputes  (2 SWS/winter semester) |

1The allocation between the winter or summer semester may vary depending on staff capacity. However, normally all classes are offered within a single year.

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| Antitrust Law (2 SWS/winter semester) | Environmental Law (2 SWS/winter semester) | Organisation of Workers' Participation at Plant, Enterprise and Group Level (2 SWS/winter semester) |
| Capital Markets Law (including Stock Market Law)  (2 SWS/summer semester) | International and Euro­pean Business Law (2 SWS/winter semester) | European Law Aspects of Employment Law (2 SWS/winter semester) |
| Banking and Sec­urities Law (2 SWS/summer semester) | Cases and Developments in International Criminal Law  (2 SWS/summer semester) | Social Law (2 SWS/summer semester) |
| Insurance Law (2 SWS/summer semester) | Seminar  (2 SWS/winter semester/summer semester) | Seminar  (2 SWS/winter semester/summer semester) |
| Seminar  (2 SWS/winter semester/summer semester) |  |  |
| Available classes from other Special Focus Areas: Insolvency Law (2 SWS) |  |  |

7. Subject and Content of the Civil Law Column

a) Overview

The civil-law options area covers the issues of limit­ed company and group company law, of banking and insur­ance law, of anti-trust law as well as of capital markets law not covered in the course's compulsory syllabus. This should give young lawyers the necessary tools for a career in business law even before their trainee­ship. Given the complexity of business life, the expertise taught in the compulsory area alone no longer suffices nowadays to create a secure knowledge ­base in the long-term; an early foundation seems today to be more essential than ever in order later to rise to the corresponding challenges.

b) Classes in the Compulsory Section of the Special Focus Area

• Limited Company and Group Company Law

The Limited Company and Group Company Law class introduces the legal param­eters of the GmbH and limited company, from foundation and financing through to internal organisation and including the scope of liability. Group company law deals with the legal relationships between associated enterprises that show particular risk potential for minority shareholders as well as creditors and give rise to numerous legal issues. A further component of the lecture is the international or European company law which has inspired particular interest in Germany latterly as a result of European Court of Justice case law and the emergence of the English limited company.

c) Classes in the Private Business Law Options Module

In the (civil-law) options area, the following classes are offered (each of 2 SWS) that are relevant to the following written examinations:

* Competition Law (Unfair Competition Act)
* Anti-trust Law
* Capital Markets Law
* Banking and Securities Law
* Insurance Law
* Insolvency Law

The individual classes normally address the following subject areas:

Competition Law (Unfair Competition Act)

The subject of the Competition Law (Unfair Competition Act) lecture is the rules for the protection of fa­ir competition. In particular, we look at:

* The purpose and development of the Unfair Competition Act, including theoretical aspects of competition, the scope of application of the Unfair Competition Act, interests involved and the direction of the Act's protection,
* The general clause in Art 3 of the UWG (Unfair Competition Act),
* The individual groups of unfair competition cases:

o breach of interests of the co-competitor (e.g. through restraint of competition, comparative advertising, denigration, betrayal of secrets, exploitation of third-party services),

o breach of the interests of the customer (e.g. through interference in their freedom to decide, exploitation of their desire to play, particular sale e­vents, harassment, deception, pricing advertising),

o breach of the general interest (e.g. through market interference, breach of law),

* Legal protection: claims under competition law (claims to desist, for relief, damages, excess profits or disclosure of information) and procedural issues (e.g. warning letter, interim injunction),
* International aspects: international private law and European influences on German fairness law.

The lecture is largely the responsibility of the chair of Prof. Dr Schaub, and where relevant also that of Prof. Dr Spindler; more detailed information is available from the chair of Prof. Dr Schaub.

Anti-trust Law:

In the Anti-trust Law lecture, the German and European law governing restriction of com­petition is examined as an important basis of the market-economic system. Contents include in particular:

European Anti-trust Law The competition law provisions in the EU Treaty and the secondary legislation implementing it are not only of extensive practical significance but also operate as an increasingly strong influence on national anti-trust law. Therefore, knowledge of European anti-trust law is a basis for an understanding of German anti-trust law.

In this context, the following are looked at in particular: development and purposes of Eu­ropean competition law, the prohibition on cartels in Art. 81 of the EC Treaty (with the associated se­condary legislation), the prohibition on abuse contained in Art. 82 of the EC Treaty, the regulation of public enterprises in Art. 90 of the EC Treaty and the procedural law issues associated with it.

German Anti-trust Law (regulated in the Act against Restrictions of Competition ["GWB"]) Th­e subject of this section of the class is in particular: the development and purposes of German anti-trust law, the various types of restrictions on competition (agreements, decisions and concerted practices in restraint of competition; market dominance and behaviour that restricts competition; merger control; the award of public tenders; special regulations for specific areas of industry, e.g. for the press), anti-trust authorities and their powers, sanctions, procedural regulations.

The lecture is the responsibility of the chair of Prof. Dr Schaub; more detailed information is available from the chair of Prof. Dr Schaub.

Capital Markets Law (including Stock Market Law):

The Capital Markets Law class deals with the legal framework for securities trading as well as securities take-over law as a point of intersection with com­pany law. In particular, the following are examined:

the Securities Trading Act ("WpHG") as the foundation of capital market law (insider dealing, ad-hoc publicity, market and rate manipulation, investor protection, obligations of the banks and financial intermediaries, finance analysts); the Securities Take-Over Act ("WpÜG") for the obligations of market participants in taking over enter­prises listed on the stock exchange by others; stock exchange law as specialised capital market law: stock market concept, admission to the stock market, prospectus liability, over-the-counter trading, the Securities Prospectus Act and the Sales Prospectus Act as bases for investor protection in over-the-counter trading as well as in the so-called "grey" capital market; prospectus liability; regulatory laws; the investment law as the legal framework for funds and capital investment companies, international capital markets law: conflict of laws as well as European law.

The lecture is the responsibility of the chair of Prof. Dr Spindler; more detailed information is available from the chair of Prof. Dr Spindler.

Banking and Securities Law:

In the foreground stand banking contract law and the law of civil and commercial law securities as legal materials of enormous economic significance.

The lecture is the responsibility of the chair of Prof. Dr Bruns; more detailed information is available from the chair of Prof. Dr Bruns.

Insurance Law:

Core areas of private insurance law are the Insurance Contract Act, which envisages ground-breaking reform for the future, and the Insurance Supervision Act. The focus of the cl­ass lies in the teaching of the principles of insur­ance contract law. This takes European development directives into account.

The lecture is taken care of by the chair of Prof. Dr Bruns, see above.

Insolvency Law:

Insolvency law is an extremely topical and exciting area of law which is highly relevant to legal prac­tice. "Company reorganisation" and "consumer debt relief" are only two, but very central, problem areas. At a time of rapid economic development in particular, it often happens that borrowers become insolvent and their assets are insufficient to satisfy all creditors. This is where the priority principle of individual enforcement ceases to be justified. Joint enforcement through insolvency proceedings avoids the struggle by individual creditors against everyone else, and ensures an entirely pro rata but equal satisfaction of the creditors. Security rights such as equitable liens, security assignments, reten­tion of title or the charges over real estate such as mortgage or land charges, which give creditors pre­ferential rights upon the distribution of the obligor's assets, here develop their own significance. It is therefore only possible to appreciate and understand them properly by looking at what happens upon an insolvency. The new Insolvency Statute, which fundamentally changed German insolvency law, has been in place since 1 January 1999. The EC-Insolvency Regulation (2000) has gone further and established dir­ect European harmonisation. The lecture examines the basic issues of insolvency law, provides a grounding in its structures and perfectly sets out important sets of iss­ues.

The lecture derives from Special Focus Area 3; more detailed information can be found there.

Supplementary classes:

In addition, the following classes not currently relevant to the written examinations are offered by visiting lecturers:

* Law Governing Company Transformation (Prof. Dr Marsch-Barner, legal adviser to Deutsche Bank AG); more detailed information is available from the chair of Prof. Dr Spindler or from the latter's homepage
* The Practice of European and German Anti-trust Law (Dr Voelcker, lawyer)

Law Governing Company Transformation:

The Law Governing Company Transformation class deals with the various forms of trans­formation under the Company Transformation Act (merger, demerger, transfer of assets, change of form) as well as transformations outside this Act. Looked at with this are: the European-law bases of the Company Transformation Act, legal issues in cross-border company trans­formations, the various legal company forms, the interplay between the Company Transformation Act and company law, points of contact between the Company Trans­formation Act and the Securities Take-Over Act as well as the Securities Trading Act.

The Practice of European and German Anti-trust Law:

This class is taught by Dr Voelcker, lawyer; you can obtain more detailed information via the homepage of Prof. Dr Bruns.

8. Subject and Content of the Public Law Column

1. Classes in the Compulsory Section of the Special Focus Area

German and European Economic Systems and Business Administration Law:

economic systems under the Basic Law (basic rights relevant to the economy, macro-­economic balancing, global governance); economic systems under the EU Regulation (basic freedoms, EC competition rules, currency union/stabilisation package); GATT/WTO pact basics; organisation/instruments of business administration; state participants in competition (public enterprises); state economic stimulus (law on sub­sidies); state supervision of the economy (including regulation law); tender law, foreign trade law.

1. Classes in the Public Business Law Options Module

In the (public-law) options area, the following classes are offered (each of 2 SWS) that are relevant to the written examinations:

* Particular Business Administration Law
* Environmental Law
* International and European Business Law
* Cases and Developments in International Criminal Law

Particular Business Administration Law:

Specific areas of business administration law, such as: energy industry law, trade l­aw, craft industry law, restaurant law, closing-time law, telecommunications law, transport law (public transport, passenger transport law, goods transport law, other transport law) banking law, pharmaceutical law.

Environmental Law:

Environmental law in general (principles, instruments, legal protection), Federal Emissions Control Act, Cars/Waste Act, water law, law governing the protection of nature, law governing the protection of the earth, in each case with references to European law.

International and European Business Law:

* Basic structures and the institutional foundation of the international business law system as it has developed,
* Functions - law-making, implementation, inter-state dispute settlement, protection of rights at national, European and international level,
* Substantive principles - market access, non-discrimination and protection of competition,
* Individual areas - trade, liberalisation of the provision of services, technical trade restrictions, protection of copyright, anti-dumping, subsidies,
* Developments and prospects - the WTO as part of the international system, controversial references to human rights and social standards.

The International Business Law course is aimed at those interested in international, European or business law. Here, the bases of international law, from law-making and implementation, and the relation with national law, through to the rights of the individual are perfectly enlarged upon. Among the particular challenges of today's international law system and its further development are the issues of intersection between the WTO system and other regulatory areas, protection of human rights, social standards and international environmental law. Given that developments in European law follow the standards of the WTO with increasing frequency, the subject of "International Business Law", with its striking parallels and contrasts, completes the European law course. Even an internationally-orientated training in business law barely gets around the subject.

Cases and Developments in International Criminal Law

Current cases from the dispute settlement of the World Trade Organisation (WTO); also developments in other institutions, depending on how topical they are, in particular also arbitration cases in the context of the World Bank's International Centre for the Settlement of Investment Disputes.

9. Subject and Content of the Employment Law Column

1. Classes in the Compulsory Section of the Special Focus Area

* Workers' Works Council Participation Rights

The "Workers' Works Council Participation Rights" class looks at the "General Section" of worker participation in management (levels and exercise of workers' participation rights, employer/works council agree­ment and regulatory understanding, effectiveness and content of the employer/works council agreement); parti­cipation in social issues (taking particular account of work hours and remuneration); participation in staff issues (taking particular acc­ount of staff being taken on, moved and dismissed) as well as participation in econ­omic issues, in particular changes to the plant (reconciliation of interests and social plan). An absolute condition for successful participation in the "Workers' Works Council Participation Rights" cl­ass is prior attendance of the compulsory lecture "Em­ployment Law" (a 2-hour lecture; according to the current study plan always in the summer semester).

1. Classes in the Employment Law Options Module

In the (employment-law) options area, the following classes are offered (each of 2 SWS) that are rel­evant to the written examinations:

• Right of Association, Law on Collective Bargaining Agreements and the Law of Industrial Disputes

* Organisation of Workers' Participation at Plant, Enterprise and Group Level
* European Law Aspects of Employment Law
* Dispute Settlement and Dispute Resolution within Employment Law (block class)
* Social Law

The following subject areas are addressed in the individual classes:

Right of Association, Law on Collective Bargaining Agreements and the Law of Industrial Disputes

The "Right of Association, Law on Collective Bargaining Agreements and the Law of Industrial Disputes" lecture deals with all employ­ment-law subject areas within the scope of application of Art. 9 Para. 3 of the Basic Law (Freedom of Associ­ation), in particular the conceptual features of the right of association; the content of freedom of association; the legal structure of employers' associations and trade unions; the content of and parties to the collective bargaining agreement; the effect of the provisions of the collective bargaining agreement; the binding nature of the collective bargaining agreement and its validity; the bases of the law governing industrial disputes; the legality of indust­rial disputes as well as the legal consequences of legal and illegal industrial disputes. A con­dition of successful attendance at this class is prior attendance at the compul­sory "Employment Law" class (a 2-hour class; according to the current study plan always in the summer se­mester). Basic knowledge of constitutional law is also required, since the subject demonstrates strong references to constitutional law. The class is therefore less suitable for stu­dents taking law as a subsidiary and who are unable to demonstrate the relevant prior know­ledge.

Organisation of Workers' Participation at Plant, Enterprise and Group Level

The lecture entitled "Organisation of Workers' Participation at Plant, Enterprise and Group Lev­el" is the complementary lecture to the "Workers' Works Council Part­icipation Rights" within the Special Focus Area's compulsory section. The class similarly requires prior attendance at the compulsory "Employment Law" lecture (a 2-hour class, according to the current stud­y plan always in the summer semester). Previous attendance of the "Workers' Works Council Part­icipation Rights" lecture in the Special Focus Area's compulsory section is also desirable.

The lecture takes as its subjects the legal relationships within the works constitution, the scope of application of the works constitution, the works constitution's bodies, the legal status of the works council and worker participation in enterprises.

European Law Aspects of Employment Law

The European Law Aspects of Employment Law lecture deals with primary and secondary Community Law in the area of social policy, social law and employment law. This area is largely shaped by employment law directives by the Euro­pean Community as well as by the case law of the European Court of Justice. The lecture analyses both and puts them into context with autonomous Ger­man employment law. For successful attendance of this class, basic know­ledge of employment law as well as of European law is essential; the class is less suitable for students taking law as a subsidiary.

The lectures are the responsibility of the chairs of Prof. Dr Krause and Prof. Dr Deinert; more detailed information is available from the chairs of Prof. Dr Krause and Prof. Dr Deinert.

Dispute Settlement and Dispute Resolution within Employment Law

The "Dispute Settlement and Dispute Resolution within Employment Law" class is offered as a block class, depending on the avail­ability of visiting lecturers. In the past, the class has cons­isted of preparation for a visit to the Federal Labour Cou­rt in Erfurt, the visit itself and, where relevant, follow-up from the visit. The class depends on availability and is not offered regularly.

Social Law

The lecture provides an overview of the social security system in Germany and draws out references to business and employment law.

The class is taught by Dr Steinwedel, chair of the Federal Social Court; more detailed information is available from the homepage of the Institute for Employment Law.