

## **CURRICULUM OF SCIENTIFIC AND TEACHING ACTIVITIES**

of

**Riolfo Gianluca** (C.F. RLFGLC69D26H612Q), born in Rovereto (TN) on 26 April 1969, residing in 38068 Rovereto (TN), via Stroperi n° 33, Italian citizen, 349/2860724

\* 16 July 1994: **degree in Law** (before the reform of Ministerial Decree 509/1999) at the Faculty of Law of the University of Trento, with a grade of 110/110 (thesis title, in commercial law: "*Privatizations: legal aspects*"; supervisor prof. Andrea Astolfi).

\* Since 1 December 2019, **Junior Assistant Professor in Commercial Law** at the University of Verona, Department of Legal Sciences.

\* Since 1 April 2022, **Senior Assistant Professor in Commercial Law** at the University of Verona, Department of Legal Studies.

### **PhD**

\* 6 May 2015: **PhD** in "*European Private Law of Patrimonial, Civil and Commercial Relations*" - cycle XXVII - administrative headquarters at the Department of Legal Sciences of the University of Verona (title of the PhD thesis: "*Discipline of the network contract and discipline of the company: a complex hermeneutic affair*" Tutor: Prof. Giovanni Meruzzi).

### **TEACHING ACTIVITIES AT UNIVERSITY LEVEL**

- Academic year 1995/1996, two cycles of seminars lasting 6 hours per cycle, on the theme of "formal privatization" (the first) and "substantial privatization" (the second) within the course of "Commercial Law", as well as external lecturer activity (n° 20 hours) within the course of "Institutions of Private Law" (subject exercises: the search for sources and the methods of consultation of legal journals), Faculty of Law, University of Trento;
- Academic year 1996/1997, two cycles of seminars lasting 6 hours each, on the subject of privatizations ("formal" and "substantial") as well as teaching activities as a tutor (n° 20 hours of exercises on the following topics: - acts exceeding the corporate purpose by the directors of the Spa; - groups of companies and the notion of corporate control; - capital increase through compensation with the shareholder's credit to the company; - causes of dissolution of the Spa



and prohibition of new transactions) as part of the course of "Commercial Law", Faculty of Law, University of Trento;

- Academic year 1997/1998, teaching activity as an exerciser (n° 30 hours) concerning in-depth studies on various topics (including acts exceeding the corporate purpose by the directors, agricultural enterprise, artisan companies and fallibility of the artisan entrepreneur, sale of business and regulation of the circulation of contracts, nullity of the company, approval and pre-emption clauses, nullity and invalidity of the shareholders' resolutions of Spa, etc.), as part of the course of "Commercial Law", Faculty of Law, University of Trento;
- Academic year 1998/1999, teaching activity as a tutor (n° 8 hours) concerning in-depth studies on various topics of commercial law (directors, companies and dissolution, sole proprietorship, craftsman and agricultural enterprise, etc.), as part of the course of "Commercial Law", Faculty of Law, University of Trento;
- Academic year 1999/2000, teaching activity as a lecturer (n° 10 hours) concerning in-depth studies on various issues relating to corporate commercial law (incorporation of companies, circulation of shares and limits on circulation, directors and liability for acts unrelated to the corporate purpose, dissolution and liquidation of the company, rights of shareholders deriving from dissolution and obligations of directors and liquidators), as part of the course of "Commercial Law", Faculty of Law, University of Trento;
- Academic year 2001/2002, teaching activity as a tutor (n° 20 hours) concerning in-depth studies on various issues relating to commercial and corporate law (including acts exceeding the corporate purpose by the directors, agricultural enterprise, artisan companies and fallibility of the artisan entrepreneur, sale of business and regulation of the circulation of contracts, nullity of the company, approval and pre-emption clauses, nullity and invalidity of the shareholders' resolutions of Spa, etc.), as part of the course of "Commercial Law", Faculty of Law, University of Trento;
- Academic year 2002/2003:
  - teaching activity as an exerciser (n° 12 hours) concerning in-depth analysis of some issues related to partnerships, such as nullity of the company, dissolution of the bond of the individual partner with the company, joint and disjunctive administration, limited partnership and prohibition of meddling of the limited partner, as part of the course of "Commercial Law", Faculty of Law, University of Trento;
  - holder of an application laboratory (n° 20 hours) on the topic "Shareholders' agreements", as part of the course of "Commercial Law", Faculty of Law, University of Trento;



- Adjunct professor, advanced course "Commercial contracts" (30 hours), as part of the course "Commercial Law", Faculty of Law, University of Trento;
- Academic year 2003/2004:
  - holder of an application laboratory (n° 20 hours) on the topic "Shareholders' agreements", as part of the course of "Commercial Law", Faculty of Law, University of Trento;
  - Adjunct professor, advanced course "Commercial contracts" (30 hours), as part of the course "Commercial Law", Faculty of Law, University of Trento;
- Academic year 2004/2005:
  - holder of an application laboratory (n° 20 hours) on the topic "Shareholders' agreements", as part of the course of "Commercial Law", Faculty of Law, University of Trento;
  - 12 hours of in-depth lessons on the subject of administration and control systems in corporations in the North American, English and German legal systems, as part of the course "European and Transnational Commercial Law", Faculty of Law, University of Trento;
- Academic year 2005/2006:
  - holder of an application laboratory (n° 20 hours) on the topic "Shareholders' agreements" as part of the course of "Commercial Law", Faculty of Law, University of Trento;
  - 12 hours of in-depth lessons on the subject of administration and control systems in corporations in the North American, English and German legal systems, as part of the course "European and Transnational Commercial Law", Faculty of Law, University of Trento;
- Academic year 2006/2007:
  - Lecturer in an Application Laboratory (20 hours) on "Shareholders' agreements" within the course of "European and Transnational Commercial Law", Faculty of Law, University of Trento;
  - 12 hours of in-depth lessons on the subject of administration and control systems in corporations in the North American, English and German legal systems, as part of the course "European and Transnational Commercial Law", Faculty of Law, University of Trento;
  - Subject expert in the course "Outline of commercial and business law", University of Verona, Faculty of Languages and Literature;
- Academic year 2007/2008:
  - 12 hours of in-depth lessons on the subject of administration and control systems in corporations in the North American, English and German legal systems, as part of the course "European and Transnational Commercial Law", Faculty of Law, University of Trento;
  - Subject expert in the course "Outline of commercial and business law", University of Verona, Faculty of Languages and Literature;



- Academic year 2008/2009:

- 15 hours of in-depth lessons on the subject of administration and control systems in corporations in the North American, English and German legal systems, as part of the course of "European and Transnational Commercial Law", Faculty of Law, University of Trento;
- Subject expert in the course "Institutions of Commercial Law", University of Verona, Faculty of Languages and Literature;

- Academic year 2009/2010, subject expert in the course "Institutions of Commercial Law", University of Verona, Faculty of Languages and Literature;

- Academic year 2010/2011:

- Adjunct professor, teaching "Commercial Law", for the "Degree Course in Business Administration", University of Verona, Faculty of Economics (n° 48 hours);
- Subject expert in the course "Institutions of Commercial Law", University of Verona, Faculty of Languages and Literature;
- lecture entitled "Controls in the one-tier system", Doctoral School in Comparative and European Legal Studies, University of Trento, Dept. Legal Sciences, Trento 9.05.11, coordinator. Prof. E. Pederzini;

- Academic year 2011/2012:

- Adjunct professor, co-lecturer (with prof. Michele De Mari), teaching "Commercial Law", for the "Degree Course in Business Administration", University of Verona, Faculty of Economics (n° 32 hours);
- n° 2 seminars as part of the course "Commercial Law", "Single Cycle Master's Degree in Law", University of Verona, Department of Legal Sciences, on credit securities (n° 6 hours) and financial statements (n° 6 hours);

- Academic year 2012/2013:

- Adjunct professor, co-lecturer, teaching "Industrial and Competition Law", for the "Master's Degree Course in Languages for Tourism and Commercial Communication", University of Verona, Department of Foreign Languages and Literatures (n° 18 hours);
- holder of the "youth support fund" for the performance of 40 hours of teaching (as part of the course "Institutions of civil and commercial law", for the "Master's Degree Course in Languages for Tourism and Commercial Communication", University of Verona, Department of Foreign Languages and Literatures), carried out in the period April-June 2013, as well as an additional 40 hours for teaching activities carried out in the period October-December 2013;

- Academic year 2013/2014:



- Teaching assistant, "Institutions of Civil and Commercial Law", "Master's Degree Course in Languages for Tourism and Commercial Communication", University of Verona, Department of Foreign Languages and Literatures;
- n° 1 seminar within the course "Commercial Law", "Single cycle Master's Degree in Law", University of Verona, Department of Legal Sciences, on credit securities (n° 6 hours);
- tutoring activities, n° 10 hours, period 19 March – 31 May 2014, as part of the course "Commercial Law", "Single cycle Master's Degree in Law", University of Verona, Department of Legal Sciences;

- Academic year 2014/2015:

- Adjunct professor, co-lecturer (with prof. Michele De Mari), teaching "Commercial Law", for the "Degree Course in Business Administration", University of Verona, Department of Business Economics (32 hours of teaching);
- tutoring activities: 10 hours, period 26 November 2014 – 28 February 2015; 10 hours, period 27 April – 31 July 2015, as part of the course "Commercial Law", Single Cycle Master's Degree in Law, University of Verona, Department of Legal Sciences;
- tutoring/remedial activities (n° 60 hours), period 20 October – 31 December 2014, as part of the course "Institutions of Civil and Commercial Law", "Master's Degree Course in Languages for Tourism and Commercial Communication", University of Verona, Department of Foreign Languages and Literatures;
- n° 2 seminars within the course "Commercial Law", "Single Cycle Master's Degree in Law", University of Verona, Department of Legal Sciences: "Credit Securities: General Profiles" (13 November 2014, 3 hours) and "Credit Securities: Bills of Exchange, Cheque and Shares" (20 November 2014, 3 hours);

- Academic year 2015/2016:

- Adjunct professor, co-lecturer (with prof. Michele De Mari), teaching "Commercial Law", for the "Degree Course in Business Administration", University of Verona, Department of Business Economics (32 hours of teaching);
- Teaching assistant, "Institutions of Civil and Commercial Law", "Master's Degree Course in Languages for Tourism and Commercial Communication", University of Verona, Department of Foreign Languages and Literatures;

- Academic year 2016/2017:

- Adjunct professor, lecturer in "Institutions of Commercial Law" (letters A-E, n° 54 hours), course "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;

- Academic year 2017/2018:



- Adjunct professor, lecturer in "Institutions of Commercial Law" (letters A-E, n° 54 hours), course "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;
- n° 2 hours of lectures entitled "Reform of cooperative banks and safeguarding territoriality", Doctoral School of Legal and Economic Sciences, PhD in European Private Law of Patrimonial, Civil and Commercial Relations, Department of Legal Sciences, University of Verona, Verona 17.02.2017;
- n° 1 seminar within the course "Commercial Law", "Single Cycle Master's Degree in Law", University of Verona, Department of Legal Sciences, "Credit qualifications: general profiles" (24 November 2017, 3 hours);

- Academic year 2018/2019:

- Adjunct professor, lecturer in "Institutions of Commercial Law" (letters A-E, n° 54 hours), course "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;
- n° 2 seminars within the course "Commercial Law", "Single Cycle Master's Degree in Law", University of Verona, Department of Legal Sciences: "Credit securities: general profiles" (7 November 2018, 2 hours) and "Credit securities: promissory note, cheque and shares" (21 November 2018, 4 hours);
- 2 hours of lectures entitled "The impact of codes of ethics on the activity of the corporate enterprise: from Corporate Social Responsibility to social enterprise passing through benefit corporations", Doctoral School of Legal and Economic Sciences, PhD course in European and International Legal Sciences, Department of Legal Sciences, University of Verona, Verona 13.12.2018;

- Academic year 2019/2020:

- Lecturer in "Institutions of Commercial Law" (letters A-E, n° 54 hours), course "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;

- Academic year 2020/2021:

- Lecturer in "Institutions of Commercial Law" (letters A-E, n° 54 hours), course "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;

- Academic year 2021/2022:

- Lecturer in "Institutions of Commercial Law" (letters A-E, n° 54 hours), course "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;

- Lecturer in "Industrial and Competition Law" (letter M-Z, n° 36 hours), course of "Master's Degree in Languages for Tourism and Commercial Communication", University of Verona, Department of Foreign Languages and Literatures;

• Academic year 2022/2023:

- Lecturer of the courses: "Institutions of Commercial Law" (letters A-E, n° 54 hours) and "Institutions of Commercial Law" (letters P-Z, n° 54 hours), course of "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures;

• Academic year 2023/2024:

- Lecturer of the courses: "Institutions of Commercial Law" (letters A-E, n° 54 hours) and "Institutions of Commercial Law" (letters P-Z, n° 54 hours), course of "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures

• Academic year 2024/2025:

- Lecturer of the courses: "Institutions of Commercial Law" (letters A-E, n° 54 hours) and "Institutions of Commercial Law" (letters P-Z, n° 54 hours), course of "Degree in Languages and Cultures for Tourism and International Trade", University of Verona, Department of Foreign Languages and Literatures

- coordinator, co-holder of the course "Transport and Logistics Law", course of "Degree in Legal Services for Companies, Administrations and Non-Profits", University of Verona, Department of Legal Sciences (second semester)

### **RESEARCH ACTIVITIES AT UNIVERSITIES**

- research activity at the University of California, Berkeley (18.08.2003 – 08.10.2003) in the framework of the Scientific Research Program of Relevant National Interest Cofin 2001, with the contribution of the Ministry of Education and the University of Trento, entitled: "Contracts, business and society: telematic tools and the evolution of civil and commercial law in the Internet era" – Research Unit: University of Trento; research topic: "Business and society in the multimedia universe: the globalization of the market and the new techniques of protection";

- Holder of a two-year research grant (1 January 2005 – 30 December 2006), University of Trieste, Faculty of Law, course in commercial law (coordinators, Professor Gianpaolo De Ferra) entitled: "Alternative systems of administration and control after the 2003 reform of company law";

- research activity at the Ludwig-Maximilians Universität of Munich, as part of the PhD in European Private Law of Property, Civil and Commercial Relations - cycle XXVII, (July –

October 2012, May – October 2013 and May – October 2014); the subject of the research is the German dualistic model of management and control of share companies;

- holder of an annual scholarship in honour of Giovanni Tantini (University of Verona, Banco Popolare and G. Zanotto Foundation), research project entitled: "The transformation of cooperative banks into joint-stock companies: profiles of legitimacy in the light of European law; financial structure and legal techniques for the enhancement of the territorial vocation of credit institutions";
- holder of a renewable one-year research grant (1 October 2016 – 30 September 2017), University of Verona, Department of Legal Sciences, research entitled: "Benefit corporations: between tempered lucrative and lucrative mutuality"; renewed for two consecutive years (1 October 2017 – 30 September 2018 and 1 October 2018 – 30 September 2019);
- from July 2020 to July 2022, scientific co-responsible for the execution of the activities related to the framework agreement for scientific collaboration between the Department of Legal Sciences of the University of Verona and SMACT Società consortile per azioni;

### **PARTICIPATION IN RESEARCH GROUPS**

- ° participation in the Scientific Research Program of Relevant National Interest Cofin 2001, with the contribution of the Ministry of Education and the University of Trento, entitled: "Contracts, business and society: telematic tools and the evolution of civil and commercial law in the age of the internet" – Research Unit: University of Trento; research topic: "Business and society in the multimedia universe: the globalization of the market and the new protection techniques"
- ° participation in the I-SUR (Intelligent Surgical Robotics) research project, scientific coordinator prof. Paolo Fiorini, funded under the VII Framework Programme of the European Community (Grant Agreement n. 270396), as a member of the research group of the University of Verona for the part relating to the study of legal profiles related to the development and diffusion of robotic systems in the surgical field (duration of the research: from 01.10.2011 to 30.09.2014);
- ° participation in the RES URBIS research project, RESources from Urban BIo waSte (call H2020-CIRC05-2015), funded under the Horizon 2020 program, as a member of the research group of the University of Verona, Department of Legal Sciences, dealing with the reconstruction of the regulatory framework relating to the urban organic waste market as well as the dissemination of the results to the scientific community;
- ° participation in PRIN 2017, "Innovation and innovative enterprise", as a research fellow; unfunded project, positively evaluated; project manager Prof. Giovanni Meruzzi;
- ° participation in PRIN 2022, "*Eco-sustainable corporate governance. International, european, corporate, tax and liability law profiles*. The eco-sustainable management of the company in the joint-stock company. Profiles of international, European, corporate, tax and liability law", as a researcher; project manager, Prof. Anna Genovese;

° participation in the research project (funded), included in the "Joint Research 2022" program of the University of Verona, entitled "The winery as an agricultural enterprise" (scientific coordinator Prof. Andrea Caprara) (project duration 01.09.2023 – 31.08.2025). Scholars from the Universities of Verona, Bologna, Macerata and Urbino participate in the project; from 01-09-2023 and to date.

## **CONFERENCE REPORTS**

Trento, 19 June 2004:

scheduled report entitled "*Telematic collegiality and meetings of the Board of Directors in the US Corporation*";

Study conference "Which telematics for businesses and commercial companies", organized by Prof. Nadia Zorzi, as part of the Scientific Research Program of Relevant National Interest Cofin 2001, with the contribution of MIUR and the University of Trento, entitled: "Contracts, business and society: telematic tools and the evolution of civil and commercial law in the internet era" – Research Unit: University of Trento (responsible and coordinator for the University of Trento Prof. Nadia Zorzi, national coordination Prof. Francesco Galgano, University of Bologna);

° Trieste, 23 June 2010:

report entitled: "*Remuneration and independence of directors in the one-tier system*";

Study conference "The globalization of Corporate Governance: corporate bodies between remuneration and independence", organized by Prof. Massimo Bianca, University of Trieste, Faculty of Law, Department of Legal Sciences;

Trento, 9 May 2014:

report entitled: "*Withdrawal and exclusion of the shareholder in corporations*";

Training event "The exit of the shareholder from partnerships and corporations: withdrawal and exclusion. Civil and fiscal aspects", organized by the Civil Chamber of the Courts of Trento and Rovereto;

° Riva del Garda (TN), 25 September 2015:

report entitled: "*Network contract regulations: general aspects*";

Training event "Network contract: from the shared enterprise project to the discipline of the network enterprise", organized by the Civil Chamber of the Courts of Trento and Rovereto;

° Verona, 27 May 2016:

report entitled: "*Procedures for awarding services*";



Conference "The new procurement code in local authorities and investee companies", organized by the Order of Chartered Accountants and Accounting Experts of Verona, under the patronage of the University of Verona, Department of Legal Sciences;

° Merano 10 June 2016

report entitled: "*Liability actions in insolvency proceedings*";

V District Legal Congress, Commercial Law Session, organized by the Triveneta Union of the Councils of the Bar Association, under the patronage of the National Bar Council;

° Verona, 12 May 2017:

report entitled: "*Mutuality and mutual exchange relationship*";

Seminar "Mutuality and financial instruments in cooperative society", organized by the Association of Chartered Accountants and Accounting Experts of the Tre Venezie;

° Venice, Ca' Foscari University, 18 May 2017:

report entitled: "*The withdrawal of the shareholder in cooperative banks: the 'new' art. 28, paragraph 2-ter, of the Consolidated Banking Act*";

Conference "Bank-customer disputes: between the crisis of Veneto institutions and recurring errors of the parties", organized by the Association of Banking Studies and the Cà Foscari University of Venice, Department of Economics – Center for Legal Studies;

° Cereseto (AL), 15 September 2017:

report entitled: "*News and criticalities of the reform on the subject of social enterprises*";

Conference "The reform of the third sector: from the enabling law to the delegated decrees: between old and new issues. Theoretical and applicative profiles", organized by the Notarial Council of the United Districts of Novara, Vercelli and Casale Monferrato;

° S. Giovanni Lupatoto (VR), 1 December 2017:

report entitled: "*The new social enterprise*";

Conference "From volunteering to non-profit and now to the third sector. Reading, interpretation and application of the new discipline", organized under the patronage of the University of Verona, Department of Legal Sciences;

° Verona, 7 November 2018:

Report entitled: "*Administrative structure and adequate structures*";

I agree on studies "Qualitative analysis, adequate structures and information circuit: when informing and informing oneself contributes to avoiding responsibility", organized by CereaBanca with the patronage of the Association of Professionals for Business Recovery and the Association of Insolvency Lawyers;



° Vicenza, 4 April 2019:  
report entitled: "*The general discipline of the network contract*";  
Training seminar on commercial law "The network contract between innovations, persistence and application issues", organized by the University of Verona, Scientific and Educational Center for Business Studies of Vicenza, ODCEC Vicenza and AIGA;

° Verona, 7 November 2019:  
report entitled: "*Corporate social responsibility, social enterprise and benefit corporations: convergences and divergences between new ways of doing business*";  
Italian-German Seminar 2019, Department of Legal Studies, PhD in European and International Legal Sciences;

° Trento, 16 January 2020  
report entitled "*History and discipline of the network contract*";  
Training event entitled "10 years on the net (of business). Evolutions and applications of the network contract" organized by AIGA Trento and AIGA Verona;

° Verona, 29 January 2020:  
speech at the conference "Communicating innovation through integration. Cooperation and business networks in agriculture", organized by the Verona Bar Association, the Veneto Order of Journalists and the College of Agricultural Experts of the Province of Verona;

° Verona, 30 October 2020:  
speech entitled "*The social and the parasocial in the associated organization of the profession*";  
webinar "Professional firms, the definition of associative relationships between legal and conventional models", organized by ConfProfessioni Veneto and others;

° Verona, 12 February 2021:  
speech entitled "*Regulation of the crisis or insolvency of the group*";  
webinar "Corrective Decree of the Code of Business Crisis and Insolvency and Other Innovations in Insolvency Matters", organized by the University of Verona, Department of Legal Sciences, and AC Insolvency Association;

° Legnago-Verona, 19 February 2021:  
speech entitled "*History and discipline of the network contract*";  
webinar "The business network", organized by Forum Lemniaci and Aiga Verona;

° Vicenza, 17 March 2021:



speech entitled "*The generational transition in companies between professionals and between lawyers and shareholders' agreements*";

webinar "Legal profession and business activities in the prism of socio-economic changes", organized by the University of Verona, Scientific Educational Center for Business Studies of Vicenza, University of Verona, Department of Legal Sciences, Vicenza University Studies Foundation and Court of Vicenza;

° Alessandria, 22 March 2021:

speech entitled "*Elements characterizing the network contract and possible network operating models*";

webinar entitled "The network contract: legal, accounting and operational profiles", organized by ANCE (National Association of Building Constructors) of Alessandria;

° Trento, 18 June 2021:

speech entitled "*The reform of social enterprise. Novelties and problematic profiles of a perhaps incomplete discipline*";

Scientific colloquium on social enterprise. XV edition, organized by IRIS Network, Research Institutes on Social Enterprise;

° Rovereto, 1 July 2021:

speech entitled "*Alert mechanisms, Crisis Code and pandemic: publicly owned companies*";

conference entitled "Crisis Code, epidemiological emergency and restart of the economy", organized by the Competition Association, AIGA Verona and Trento;

° Verona, 24 February 2022:

speech entitled "*Social and environmental sustainability and the experiment of benefit corporations*"

conference entitled "Corporate sustainability & responsibility. Companies will not change the world but can they contribute to improving it?", organized by the University of Verona, Department of Legal Sciences, with the contribution of RUS (member of the scientific committee and co-organizer of the event);

° Verona, 3 May 2022:

speech entitled "*Collaboration contracts stipulated by the entrepreneur*"

webinar as part of the Private and Business Law Course entitled "Controversial issues in contract law", University of Verona, Vicenza Univr Hub and Vicenza University Studies Foundation;

° Vicenza, 15 May 2023:

speech entitled "The profit purpose between tradition and modernity: benefit corporations"



Conference within the course of Private and Business Law, entitled "Evolutions (and revolutions) of the company between past and present", Vicenza Univr HUB and University of Verona,

Department of Legal Sciences;

◦ Verona, 20 October 2023:

intervento dal titolo "Companies in Italian Law and the Discipline of Companies Between Lawyers: Convergence and Differences"

international conference "Italian and Polish companies (from constitution to extinction) with particular regard to companies between lawyers", organized by the Verona Bar Association, Commission for International Relations and with the other "Adriano Vianini" Bar Associations;

◦ Verona, 15 February 2024

speech entitled "Family business and conjugal business" (as well as co-organizer)

conference of the University of Verona, Department of Legal Sciences, entitled "The family in business, family debt and over-indebtedness"

◦ Vicenza, 13 May 2024

speech entitled "The futuristic enterprise, between profit and environmental and social sustainability"

Conference as part of the Private and Business Law course, entitled "The entrepreneur and the company yesterday, today and tomorrow", Vicenza Univr HUB and University of Verona, Department of Legal Sciences

◦ Florence, 20 January 2025

report on the environmental/social sustainability of companies ("Sustainability between contract and company")

as part of the "Private Law Meetings", PhD in Legal Sciences, Specialization in Civil Disciplines, University of Florence, Department of Legal Sciences

## **BANNS**

## **Scientific monographs**

1) *I patti parasociali*, Le Monografie di Contratto e Impresa, Dir. F. Galgano, CEDAM, Padova, ISBN 88-13-24385-5, 2003, p. IX - 365;



2) *Il sistema monistico nelle società per azioni e cooperative*, Trattato di diritto commerciale e di diritto pubblico dell'economia, Dir. F. Galgano, vol. LIII, CEDAM, Padova, ISBN 978-88-13-29270-6, 2010, p. 1 - 370;

3) *Il sistema dualistico*, Le Monografie di Contratto e Impresa, Dir. F. Galgano, CEDAM, Padova, ISBN 978-88-13-34532-7, 2013, p. XIII - 973;

4) co-author of the monographic volume entitled *La municipalizzata di Rovereto da azienda elettrica a società multiservizi: 1879-2019*, Comune di Rovereto – Biblioteca civica "G. Tartarotti", Annali Roveretani, Serie Ricerche, 2, ISBN 978-88-907131-7-0, 2020, p. VIII – 182; co-authors: Prof. Andrea Caprara and Dr. Cristina Segà;

5) *L'impresa "sostenibile". La rilevanza esterna degli obblighi e delle responsabilità degli amministratori*. Le Monografie di Contratto e Impresa, Dir. F. Galgano, CEDAM Wolters Kluwer, Padova, ISBN 9788813386641, 2024, p. 1-360.

#### PhD thesis

1) *Disciplina del contratto di rete e disciplina dell'impresa: una complessa vicenda ermeneutica*, aprile 2015, p. 5-224;

#### Journal Contributions

1) *La trasformazione degli enti collettivi dal codice civile alle leggi speciali*, in *Contratto e Impresa*, n° 3/1996, p. 921-971;

2) *Dall'evoluzione giurisprudenziale e normativa, recenti spunti per una riflessione critica sulla questione della validità dei patti di sindacato*, in *Contratto e Impresa*, n° 1/2000, p. 55-94;

3) (co-author) *Development of a Cognitive Robotic System for Simple Surgical Tasks*, in *International Journal of Advanced Robotic Systems*, vol. 12, April 2015, p. 1-20;

4) *Brevi riflessioni sul tema del pignoramento di quote di società di persone*, in *Contratto Impresa*, n° 6/2015, p. 1205-1217;

5) *Attività in-house e il modello organizzativo delle società di capitali: dalle forme di governance interne alla disciplina della direzione e coordinamento per la configurazione del "controllo analogo"*, in *Analisi Giuridica dell'Economia*, n° 2/2015, p. 533-555;

6) *Le società benefit in Italia: prime riflessioni su una recente innovazione legislativa* (prima parte), in *Studium Iuris*, n° 6/2016, p. 720-730;

7) *Le società benefit in Italia: prime riflessioni su una recente innovazione legislativa* (seconda parte), in *Studium Iuris*, n° 7-8/2016, p. 819-825;

8) *Prime riflessioni sulla “nuova” impresa sociale*, in *Ambiente Diritto*, Anno XVII, 9 November 2017, p. 1-17;

9) review of the volume “*Il socio pubblico*” di Giovanni Maria Caruso, in *Rassegna di diritto civile*, n° 2/2018, p. 766-772;

10) *L’impresa agricola “sociale” e l’impresa sociale “in agricoltura”: analogie e punti di contatto tra due fattispecie sostanzialmente diverse*, in *Il diritto dell’agricoltura*, n° 1/2019, p. 39-61;

11) *L’agricoltura sociale e la legge della Provincia di Bolzano del 22 giugno 2018, n. 8*, in *Il diritto dell’agricoltura*, n° 2/2019, p. 185 – 204;

12) *Il nuovo codice della crisi d’impresa e dell’insolvenza e le modifiche al codice civile: il diritto societario tra “rivisitazione” e “restaurazione”*, *Contratto Impresa*, n° 2/2019, p. 399-422;

13) *The New Italian Benefit Corporation*, on-line publication 20.05.2019 (DOI 10.1007/s40804-019-00149-9), p. 1-39;

14) *The New Italian Benefit Corporation*, in *European Business Organization Law Review*, Vol. 21, 2020, p. 279–317;

15) *Codice della crisi d’impresa, meccanismi di allerta interni e sistema monistico: luci ed ombre del modello alla luce di tali novità normative*, in *Contratto Impresa*, n° 1/2021, p. 108 - 130;

16) *La “visione” europea di impresa “sostenibile”: mito o realtà?*, in *Contratto e impresa. Europa*, n° 3/2021, p. 533 – 562;

17) *La legge della Provincia autonoma di Trento 12 agosto 2020, n. 8: la promozione turistica e del territorio provinciale ed il ruolo delle “nuove” APT*, in *Rivista di diritto dell’agricoltura*, n° 3/2022, p. 371 – 419;

18) *La riforma dell'impresa sociale: aspetti centrali e profili problematici della disciplina italiana ed il contesto europeo di riferimento*, in *Jus Civile*, n° 6/2022, p. 1567 – 1597;

19) *Sostenibilità sociale/ambientale dell'attività d'impresa: la proposta di direttiva sul “dovere di diligenza ai fini della sostenibilità” e l'esperimento delle società benefit*, in *Contratto Impresa*, n° 1/2023, p. 184 – 224;

20) *L'affidamento dei servizi ex art. 57 d.lgs. 117/2017 in due recenti sentenze della Corte di giustizia europea e del Consiglio di Stato. L'assenza dello scopo di lucro, le cooperative sociali e gli enti non lucrativi*, in DETES (Diritto ed economia del terzo settore), n. 1/2024, p. 101 – 120;

#### Chapter of books

1) updating of Voce *Società*, in G. Bennacchio, V. Simoni, *Repertorio di diritto civile e commerciale europeo*, CEDAM, Padova, ISBN 88-13-24652-8, 2003, p. 861 - 916;

2) *Il sistema monistico di amministrazione e controllo delle società di capitali: il modello britannico e il modello nord-americano*, in *Percorsi di diritto societario europeo*, edited by E. Pederzini, Giappichelli, Torino, ISBN 978-88-348-7399, 2007, p. 279 – 313;

3) *Gran Bretagna e Stati Uniti: il sistema di amministrazione e controllo delle companies e delle corporations*, in *Percorsi di diritto societario europeo*, edited by E. Pederzini, Giappichelli, Torino, II ed., ISBN 978-88-348-1886-2, 2011, p. 261-313;

4) *L'adeguatezza degli assetti organizzativi, amministrativi e contabili nella Spa: dal sistema tradizionale ai modelli alternativi di amministrazione e controllo*, in *Le clausole generali nel diritto societario*, edited by G. Meruzzi/G. Tantini, Trattato di diritto commerciale e di diritto pubblico dell'economia, Dir. F. Galgano, vol. LXI, CEDAM, Padova, ISBN 978-88-133-1502-3, 2011, p. 139-214;

5) *Gran Bretagna e Stati Uniti: il sistema di amministrazione e controllo delle companies e delle corporations*, in *Percorsi di diritto societario europeo*, edited by E. Pederzini, Giappichelli, Torino, III ed., ISBN 978-88-921-0252-1, 2016, p. 315-371;

6) *Assetti e modelli organizzativi della società per azioni: i flussi informativi*, in *Assetti adeguati e modelli organizzativi*, Directed by M. Irrera, Zanichelli, Bologna, ISBN 978-88-08-16800-9, 2016, p. 81-146;

7) *Assetti e modelli organizzativi della società per azioni: il ruolo degli organi societari nei sistemi alternativi di amministrazione e controllo*, in *Assetti adeguati e modelli organizzativi*, Directed by M. Irrera, Zanichelli, Bologna, ISBN 978-88-08-16800-9, 2016, p. 473-519;

8) *Le società di engineering alla luce della nuova disciplina delle società per l'esercizio delle professioni intellettuali*, in *Studi sul c.d. contratto di engineering*, edited by A. Caprara/M. Tescaro, Collana del Dip. Scienze Giuridiche Università di Verona, ESI, Napoli, ISBN 978-88-495-3288-3, 2016, p. 65-94;

9) commento *Artt. 2409-octies – 2409-noviesdecies*, in *Codice Civile commentato*, edited by M. Franzoni e R. Rolli, Tomo II, Giappichelli, Torino, ISBN 978-88-752-4380-7, 2018, p. 3540–3578;

10) *Gran Bretagna e Stati Uniti: il sistema di amministrazione e controllo delle companies e delle corporations*, in *Percorsi di diritto societario europeo*, edited by E. Pederzini, Giappichelli, Torino, IV ed., ISBN 978-88-921-3278-8, 2020, p. 321-381

11) *Responsabilità sociale d'impresa, impresa sociale e società benefit: convergenze e divergenze tra nuovi modi di fare impresa*, in *Itinerari interdisciplinari del diritto nella prospettiva europea. Intra-disziplinäre Wege des Rechts in europäischer Perspektive*, edited by M. Schmidt-Kessel e S. Troiano, Collana del Dip. Scienze Giuridiche Università di Verona, ESI, Napoli, ISBN 978-88-495-4685-9, 2021, p. 321-336;

12) *La definizione dei rapporti associativi fra modelli legali e convenzionali*, in *Generazioni Professionali a confronto. Riflessioni organizzative per gli studi professionali tratte dal progetto Veneto*, edited by A. Cecchetto, FrancoAngeli, Milano, ISBN 978-88-351-3209-7, 2021, p. 136 – 146;

13) *Il ricambio generazionale negli studi professionali e la definizione dei rapporti associativi tra modelli legali e convenzionali*, in *Invecchiamento della popolazione e passaggi generazionali. II. Questioni di diritto positivo*, edited by M. Tescaro, Collana del Dip. Scienze Giuridiche Università di Verona, ESI, Napoli, ISBN 978-88-495-4778-8, 2022, p. 871 - 895;

14) *Il sistema monistico*, in *Trattato delle Società*, edited by V. Donativi, Tomo II, Società per azioni, Utet, Torino, ISBN 978-88-598-2612-5, 2022, p. 2499 – 2584;

15) *Le cooperative di dati: la disciplina della fattispecie tra statuto sociale e regolamenti interni*, in *EU Data Cooperatives. L'ingresso delle cooperative di dati nell'ordinamento europeo*, edited by F. Bravo, Giappichelli, Torino, ISBN/EAN 979-12-211-1146-0, p. 54 – 61;

16) *I patti parasociali: questioni attuali e problemi irrisolti*, in *Società di capitali* (provisional title), edited by L. De Angelis, Pisa, Pacini editore, forthcoming;

#### Other publications

1) note to the judgment, *La delega gestoria nelle s.r.l.: principio di collegialità, norme imperative e deroghe statutarie*, in portal [www.societario.it](http://www.societario.it), 14 February 2017;

### **INSTITUTIONAL ACTIVITY**

\* from 24 June 2020 to 30 September 2024 **member of the Degree Class 12 Commission**, Academic Board of Foreign Languages and Literatures;

\* from 1 October 2021 to 30 September 2024 **member of the Academic Senate of the University of Verona** as representative of researchers in the macro-area of legal sciences, economics, business economics;

### **OTHER ASSETS AND SECURITIES**

\* since 15 July 1998 he has been a member of the Rovereto Bar Association;

\* since 2019 member of the Board of Directors of the Competition Association;

\* since June 2021 **member of the Editorial Committee** of the journal *Contratto e Impresa Europa*, directed by Prof. Nadia Zorzi Galgano;

\* since March 2022, **member of the Observatory on Sustainable Resources, Production and Consumption**, of the Journal *Il Diritto dell'agricoltura*, directed by Casucci, Caterini, F. Santoni, G. Santoni;

\* since March 2023, OCC Trentino contact person;

\* since April 2024, **member of the Editorial Committee** of the journal *Law and Economics of the Third Sector*, published by Il Mulino;

### **FURTHER TEACHING AND NON-UNIVERSITY TEACHING ACTIVITIES**

° Academic Year 1998/1999, adjunct professor at the Agricultural Institute of S. Michele all'Adige, course of "Commercial Law", short degree (university diploma) for wine-wine operator, n° hours of teaching 30;

° Academic Year 2000/2001, lecturer in the course of Forensic Practice organized by the University of Trento in collaboration with the Bars of Trento, Rovereto and Bolzano; topic of the lesson, "Relationships and interferences between arbitral judgment and state jurisdiction";



° Academic Year 2001/2002:

- teaching activity at UPAD in Bolzano, n° three lessons on topics related to business (agricultural enterprise, craftsman, company and its circulation) and companies (introductory notions, incorporation of companies, partnerships, notion of action and obligation);
- tutor in the courses of "Commercial Law" and "Economics and Industrial Accounting", first year of the School of Specialization for the Forensic Professions, organized by the Universities of Trento and Verona;

° Academic Year 2002/2003, lecturer for the course of "Commercial Law", first year, School of Specialization for the Legal Professions (University of Trento and Verona), topic of the lesson: "The directors of the joint-stock company" (n° 4 hours);

° Academic Year 2003/2004:

- Lecturer in civil law, School of Trainee Chartered Accountants (Trento and Bolzano Associations), on the subject of relative rights (obligations), property and real rights (enjoyment and guarantee), possession, usucaption, liability for tort (n° 4 hours September 2003);
- lecturer for the subject of commercial law, School of Trainee Chartered Accountants (Trento and Bolzano Associations), on the subject of reform of corporations; Topics of the lessons, Shares and bonds of Spa (n° 4 hours, January 2004);
- Lecturer in the refresher course for teachers organized by IPRASE (Trento) on the reform of company law: general lines and inspiring principles of the reform, rationale of the legislative intervention, principles contained in the enabling law and in the delegated decree, comparison between spa and srl (n° 3 hours, February 2004);

° Academic Year 2004/2005, tutor in the courses of "Commercial Law" and "Economics and Industrial Accounting", first year of the School of Specialization for the Forensic Professions, organized by the Universities of Trento and Verona;

° Academic Year 2005/2006, tutor in the courses of "Commercial Law" and "Economics and Industrial Accounting", first year of the School of Specialization for the Forensic Professions, organized by the Universities of Trento and Verona;

° Academic Year 2006/2007, lecturer at the School of Specialization for the Forensic Professions, University of Trento and Verona, first year of the course, n° 2 lessons (for a total of 4 hours) on the subject of the administration of corporations;

° Academic Year 2009/2010:



- teacher at the School of Specialization of Chartered Accountants of Vicenza, n° 4 hours teaching, on the subject of "auxiliaries of the entrepreneur and publicity of representative powers; small entrepreneur and the artisan enterprise", Vicenza, 1 October 2009;
- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons (meetings of 13 and 17 December) on the theme: "Collegial and delegated administration in the Spa".

° Academic Year 2011/2012:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons (meetings of 9 and 13 January) on the theme: "Collegial and delegated administration in the Spa";
- lecturer at the Trentino School of Management in Trento, refresher course on corporate law, 4 cycles of lessons (7 hours, for each cycle), on the subject of corporations, consortia, publicly owned companies;

° Academic Year 2012/2013:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons (meetings of 9 and 13 January) on the theme: "Collegial and delegated administration in the Spa";
- lecturer in the "Advanced course for the preparation of the profession of Chartered Accountant and the function of auditor", Order of Chartered Accountants of Verona and Vicenza and University of Verona, n° 4 hours of teaching (26 October 2012), on the topic: "Administration, representation and powers of control of shareholders in partnerships";
- Lecturer for Training and Employment, Soc. Cons. per azioni, Trento, lecture on "Corporate law in banking operations" (one day, 8 hours of lessons), December 2012;

° Academic Year 2013/2014:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons (meetings of 9 and 13 January) on the theme: "Collegial and delegated administration in the Spa";
- Lecturer for Training and Employment, Soc. Cons. per azioni, Trento, lecture on the topic: "Corporate law in banking operations" (one day, 8 hours of lessons), December 2013;
- lecturer for Euroconference Spa, Master società di capitale, Bologna, December 2013, lecture on the administration and representation of joint-stock and limited liability companies;
- teacher for Materia Prima Srl, Trento, n° 5 lessons (lasting 3 hours each), as part of the training course "New business model: the network contract", since November 2013, the theme of the meetings the network contract in its salient and characterizing aspects;

° Academic Year 2014/2015:



- law teacher at the Provincial Fire Fighting School, PAT, n° 20 hours of lessons, course "Fire Brigade Team Leaders", period May – June 2014; lesson topics, general principles of civil and criminal law;
- lecturer at the University of Trento as part of the Special Enabling Pathways, n° 6 hours of teaching activity, on the topic "Didactics of commercial law", class A019;
- lecturer in the "Advanced course for the preparation of the profession of chartered accountant and the function of auditor", Order of Chartered Accountants and University of Verona, n° 8 hours of lessons (administration and control in limited liability companies, 4 December 2014 and administration, representation and controls in personal companies, 12 December 2014);
- lecturer in the Course of Specialization and Professional Updating in Labor Consultancy, Vicenza, 19 December 2014, n° 2 hours, on the theme: "Cooperative societies";
- lecturer at the School of Specialization for the Legal Professions, University of Trento and Verona, n° 4 hours of lectures on the topic: "The responsibility of directors and auditors of spas", Trento 12 January 2015;

° Academic Year 2015/2016:

- lecturer, Short Master in Corporate Law, Altalex, Verona 30 October 2015 (n° 5 hours), topic: Bodies of the joint-stock company and merger operations;
- teacher, III Course of specialization and professional updating in labor consultancy, Vicenza, 13 November 2015 (n° 4 hours), topic: "Associations and companies between professionals: profiles of commercial law";
- lecturer in the "Theoretical-practical course for access to company administration" (I ed.), organized by PAT and GiPro, Rovereto, 4 December 2015, n° 4 hours of lessons on the topic: "The liability of directors and general managers: liability actions and persons entitled to propose them. Procedure pursuant to Article 2409 of the Italian Civil Code in the presence of serious irregularities in management carried out by directors that may cause damage to the company. Anomalous behaviour in the use of financing by companies (at credit institutions and towards shareholders)";
- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, 4 hours of lectures on the topic: "The responsibility of directors and auditors of joint-stock companies", Trento 14 December 2015;
- lecturer, Short Master in Corporate Law, Altalex, Rome 17 June 2016 (n° 5 hours), topic: "Bodies of the joint-stock company and merger operations";

° Academic Year 2016/2017:

- lecturer in the "Advanced course for the preparation of the profession of Chartered Accountant and the function of auditor", Order of Chartered Accountants and University of Verona, Verona 4 November 2016 (n° 4 hours on the topic "Administration, representation and powers of control of shareholders in partnerships") and Vicenza, 9 December 2016 (n° 4 hours on the

topic "The administration and the system of controls in the srl: from the corporative model to the personalistic structure");

- teacher, 13th Professional Specialization and Refresher Course in Labor Consultancy, Verona 14 January 2017 (n° 2 hours), topic: "Profit sharing";
- lecturer in the context of the "Theoretical-practical course for access to company administration" (II ed.), organized by PAT and GiPro, Rovereto, 2 December 2016, n° 4 hours of lessons on the topic: "The liability of directors and general managers: liability actions and persons entitled to propose them. Procedure pursuant to Article 2409 of the Italian Civil Code in the presence of serious irregularities in management carried out by directors that may cause damage to the company. Anomalous behaviour in the use of financing by companies (at credit institutions and towards shareholders)";
- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lectures on the topic: "The liability of directors and auditors of spas", Trento 12 December 2016 and 9 January 2017;

° Academic Year 2017/2018:

- co-teaching assignment, n° 8 hours, conferred by Formazione Lavoro Soc. Cons. per Azioni (Trento); topic of the meeting "Non-performing loans: pre-litigation activities and judicial recovery"; 10 November 2017, Trento (TN);
- teaching assignment, n° 4 hours, conferred by Formazione Lavoro Soc. Cons. per Azioni (Trento); topic of the meeting "Information to be requested and given to the bank's customers"; 19 March 2018, Trento (TN);
- teaching assignment, n° 4 hours, conferred by Cassa Centrale Banca – Credito Cooperativo del Nord Est spa (Trento); topic of the meeting: "Successions: civil aspects", 31 May 2018, Tesero (TN);
- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons on the topic: "The responsibility of directors and auditors of spas";

° Academic Year 2018/2019:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons on the topic: "The responsibility of directors and auditors of spas";

° Academic Year 2019/2020:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons on the topic: "The responsibility of directors and auditors of spas";

- lecturer for the Professional Refresher Course in Labour Consultancy – multidisciplinary address, University of Verona (Vicenza campus), 8 hours of lessons on the topics: "Partnerships: general and organisational profiles" and "Partnerships: dissolution of the partnership relationship and position of the limited partner";

° Academic Year 2020/2021:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons on the topic: "The responsibility of directors and auditors of spas";
- teacher for the 2021 Statutory Auditors Course, Order of Labor Consultants, Vicenza, n° 4 hours of lessons on the topic: "Administration and control systems in corporations";
- lecturer at the Master in Business Crisis, University of Verona, Department of Legal Sciences, n° 2 hours of lectures on the topic "Entrepreneurial aspects and information obligations";

° Academic Year 2021/2022:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons on the topic: "The responsibility of directors and auditors of spas";

° Academic Year 2022/2023:

- lecturer at the School of Specialization for the Legal Professions, Universities of Trento and Verona, n° 4 hours of lessons on the topic: "The responsibility of directors and auditors of spas";

° Academic Year 2024/2025:

- lecturer in the Continuing Education Course in Auditing, Financial Statements and Business Structures, for Commercial Law and Corporate Law, University of Verona/Vicenza, Department of Legal Sciences, n° 2 hours of lessons on the topic "Budget policies. The choices of the directors and the suggestions of the shareholders in corporations":

Rovereto, January 2025

