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* Students will need to be available to complete their 48 hour take-home examination during the weekend specified.
While the development of the information society brings about significant economic and societal benefits, by treating the personal data of individuals as a valuable trading commodity it also raises fundamental rights concerns. In response to these concerns the EU has recognised a “right to data protection” in the EU Charter of Fundamental Rights and is currently remodelling the legal framework applicable to personal data processing in the EU. Moreover, other key global actors including the OECD and the US are currently discussing amendments to their legal regimes in this field. Nevertheless, there is little consensus, even within the EU, regarding whether, and how, personal data processing should be regulated in the information society. Indeed, some argue that given the exponential increases in the amount of personal data processed globally any attempts to regulate personal data processing are outdated, and even quaint.

This course will critically evaluate the current and proposed legal frameworks applicable to personal data processing. Students will be introduced to techniques and technologies for monitoring and gathering personal data in the information society and the legal framework applicable to this personal data collection in a number of jurisdictions, including the EU, US and the UK. In order to bring key issues to life, a number of case studies will be considered, for instance the application of data protection rules to online behavioural advertising, user-generated content on social networking sites and to state surveillance.
SESSION: 13–17 APRIL 2015

LL418E Comparative Corporate Governance

Teacher: Dr Carsten Gerner-Beuerle

This module will focus on the role of boards of directors in large public companies and groups of companies. It will deal with the legal regulation of agency problems arising between the board and shareholders as a class; between the board/majority shareholders and minority shareholders; and between the board and other stakeholder groups, notably creditors and employees.

Although the main focus will be on board and shareholder relationships, the aim of the module is to develop and apply a framework of analysis which illuminates relations between the board and all stakeholder groups. The module will be taught largely on a comparative basis, focusing on English, US and German law.
This course is concerned with the principles and policies underlying the legal treatment of insolvency and corporate rescue. The course considers how the nature of the problems raised by insolvency varies and is dependent on the legal identity of the insolvent (for example, whether the insolvent is a company with limited liability or an individual running a business) and the course examines the legal responses to these problems. The formal legal procedures available for dealing with companies in distress are analysed as are informal approaches to corporate failure.

Topics include:

- Introduction: Aims and Objectives.
- Outline of insolvency procedures.
- The administration of insolvency processes: insolvency practitioners, the Insolvency Service and turnaround professionals.
- Causes of corporate failure/Who goes bankrupt?
- Corporate Rescue Procedures: informal rescues.
- Corporate Rescue Procedures: formal procedures.
- Business rescues - comparative approaches: USA, Chapter 11.
As the recent debate on shadow banking shows, the traditional financial market sectors of commercial banking, investment banking, derivatives, capital markets and asset management are nowadays converging. However, their academic analysis is still largely sector-based. This module offers a cross-sectoral, functional analysis, permitting students to grasp the big picture of the entire financial market law. To this end, the module largely concentrates on the different activities of risk taking and risk shifting regardless of the type of financial institution involved.

The module is also a novelty as it integrates both spheres of rulemaking for the financial markets, notably financial law and some fundamentals of financial regulation. Experience shows that approaching the framework for financial law without at least considering the interdependencies with risk management and capital requirements leaves us with only a fragmented picture.

For non-practitioners, the market context of financial law appears sometimes confusing. Therefore, this module will first approach each subject from in a market perspective before coming to the legal framework. This short overview is essential with a view to understanding the permanent interaction between market behaviour and the legislators’ and regulators’ responses to it. The legal framework will be analysed taking into account international rules and developments as well as European legislation. Since the City of London is one of the globally most important financial markets, England will be used as anchor-jurisdiction in order to develop patterns of global significance that are addressed by legislators and regulators around the world, in particular also looking at the European Union and at international rulemaking.

The module also highlights certain anomalies in differing legal treatment of the respective sectors, and considers key trends. It is designed to be as topical as possible, and the content may change in the light of developments. While the precise topics covered will vary from year to year they typically will include the following:

Continued on the next page >
The logic and the players of the financial market. The creation and allocation of risk. The distinction between ‘Law’ and ‘Regulation’.

The reasoning and sources of financial law and regulation. The role of European financial law and regulation. The role of international law

Understanding the financial crisis


Security interests and financial collateral

Rehypothecation, repurchase agreements and securities lending. Relevant conflict-of-laws problems

Guarantee, indemnity, insurance


Trusts

Fund structures (public and alternative)

Structured finance, securitisation and asset-backed securities. The rationale behind it. Risks


Syndicated loans

Regulatory arbitrage in respect of financial transactions
The module will provide an introduction to the philosophy of human rights and theoretical issues in human rights law. The emphasis is on a combination of law and theory; to this end, each seminar will rely on a mixture of cases from various jurisdictions and theoretical and philosophical materials.

The overarching questions to be examined are to what extent current philosophical theories of human rights can illuminate our understanding of the cases and legal doctrines, and to what extent the cases and doctrines can help improving the theoretical and philosophical understanding of human rights.

Topics to be discussed will include:

- Negative and positive freedom
- Theories of human rights
- Ronald Dworkin’s Theory Of Rights
- Balancing and proportionality
- Rights inflation
- Human Rights And Judicial Review I (The American Perspective)
- Human Rights And Judicial Review II (The European Perspective)
- Absolute rights
This module covers the law governing the conduct of hostilities (jus in bello, also known as the law of armed conflict or international humanitarian law). The module will take a critical approach to the international regulation and facilitation of armed conflict. As well as the laws governing the means and methods of warfare (‘Hague’ law) and the ‘protected’ groups hors de combat (‘Geneva’ law), the module will cover ‘lawfare’ more generally: the recourse to law as a means of waging war. It will also look at the law of belligerent occupation.
EU law is a fast-moving, dynamic area of law. The course will build on core knowledge of EU law and develop a number of key themes in the public law and policy of the EU and its Member States. It will provide a sophisticated understanding of the legal, political and constitutional issues surrounding the central debates in the EU, from its origins to the recent crises.

Topics will include:

- Law and Politics of European Integration
- Fundamental Freedoms
- Collective Autonomy and Social Justice
- Authority of EU Law
- Sovereignty, Identity and Pluralism
- Political Economy
- Future of the EU

The course will use general theoretical accounts in law and related disciplines in order to situate EU law in its political and social context. It uses the LSE’s unique interdisciplinary expertise in European law, constitutional theory, public law, and legal theory for a rich and varied study of the challenges facing the EU and its development.
The course examines the legal and administrative regulation of mass media publication (principally the press, the broadcast media, and institutionalised Internet publication). The course is introduced with consideration of a number of themes that underpin the rest of the syllabus: the role(s) of the media in society (including conceptions of the ‘public interest’); the main social, technological and regulatory influences that shape media publication practise, and rights jurisprudence (in particular, the freedom of expression and freedom of the press in national and international law). The course then examines potential restrictions on publication that are aimed at promoting or preserving specific private and/or public interests. The key private interests considered are those in reputation (defamation), privacy, and confidentiality. The key public interests considered are the integrity of the judicial process (contempt and reporting restrictions), the impartiality of political representations, the avoidance of offence (obscenity and religion), national security, and the protection of children.
In this course, we will explore the regulation of mergers, acquisitions and corporate restructurings in Europe. The course will examine the available legal techniques for the combination and restructuring of business operations in Europe, with a particular focus on cross-border transactions. Areas covered will include corporate mobility (company "migration") in Europe, domestic and cross-border mergers, de-mergers, spin-offs, public takeovers, and the European Company, and how it is used for business restructuring and reorganisation. Particular attention will be paid to the interaction between the relevant legal concepts and the economic and financial environment firms operate in. References will also be made to the application to companies of the Treaty provisions on freedom of establishment and free movement of capital.

Content overview:

- The market for corporate control, corporate ownership structures and transaction structures for takeovers and restructurings in Europe
- European takeover regulation
- Domestic mergers
- Divisions & spin-offs
- Cross-border mergers in Europe
- Employee participation (board-level co-determination) in Europe and its relevance for corporate transactions
- The European Company (SE)
- Introduction to taxation of corporate transactions and tax-related drivers and incentives for intra-group reorganisation and company migration
This course examines the role of constitutions and the nature of constitutional discourse. It considers the ways in which theorists have advanced understanding of constitutions and devised solutions to a range of constitutional questions.

The course deals with the following topics:

- The scope of constitutional theory
- The constitution of government
- Constitutional politics
- Representation
- Sovereignty
- Constituent power
- Constitutional rights
- The rule of law
- Liberalism and republicanism
- Constitutional adjudication
- Cultural pluralism
- Theories of federalism
- The cosmopolitan polity
LL444E International Law and the Use of Force

Teacher: Mr Christopher Thomas

This course examines the international law relating to when it is permissible to use force (jus ad bellum). The aim of this course is to develop an understanding of the principles of international law that regulate the use of force in international society. It concentrates on the prohibition of resort to force in Article 2(4) of the United Nations Charter and the exceptions to that prohibition. It looks in detail at the right of self-defence, humanitarian intervention and the responsibility to protect, pro-democratic intervention, the protection of nationals and the criminalization of aggression. The use of force by or with the authorization of the United Nations is also considered.
or to support them in a comparable way (by, inter alia, securing favourable supply conditions to the companies, granting loans at favourable rates or providing unlimited guarantees). In the wake of the recent financial crisis, for instance, bailout measures adopted across the EU had to be cleared by the European Commission in accordance with Articles 107 and 108 TFEU.

The first part of the course explores the economic rationale underpinning the control of State aid in the European Union (the reasons why similar regimes are not implemented at the national level in federal countries facing similar issues, such as the United States, will also be explored).

The second part examines (i) the notion of State aid within the meaning of Article 107(1) TFEU and (ii) the conditions under which measures falling under the scope of that provision may be deemed compatible with the internal market.

The third part provides an overview of the application of the law in some sectors (including the financial and the communications sectors) or for some purposes (e.g. research and development, regional aid).

The fourth part is devoted to the procedural aspects of the discipline.
This course will look at the regulation of the market for corporate control and corporate restructurings in the United Kingdom and the United States. The course will look at the regulation of the bid process and at takeover defence regulation in the UK and the US.

The course will also look at the development of the private equity industry and at typical fund and transaction structures used in private equity deals.

- Introduction to the market for corporate control
- Takeover process regulation
- The extra-territorial effects of US process regulation
- Takeover defence regulation
- Private equity and management buyouts: fund structures; deal structures; value strategies Regulating conflicts of interest in going private transactions
- Financial assistance regulation
- Effectiveness of the market for corporate control
This course is concerned with the international protection of human rights and its relation to a range of current global problems. The course draws on the international law and practice of human rights to examine how we might best understand the contribution and limitations of human rights to addressing contemporary ills. Through the consideration of a range of standards and thematic issues, participants will learn about, and critically analyse, human rights concepts, norms, institutions and actors.

The course begins by studying the ideas and objectives that underpin the post-1945 human rights legal order and then turns to assess the United Nations and regional architectures and standards of international human rights. We build on this foundation to examine a variety of human rights topics and to consider how international law in these areas has developed and is being applied.

The lectures will explore civil and political rights, economic social and cultural rights, ‘third generation’ rights, the rights of particular groups as well as a selection of current issues. Subjects may include: the prohibition of torture and the war on terror; the right to privacy; the right to food; the right to self-determination; the right to development; the rights of indigenous peoples; women’s human rights; transnational corporations and human rights; human rights and poverty, and; human rights and the environment.
In International Economic Law II, topics to be covered will include: Services Liberalization under the GATS; Trade-Related Intellectual Property Rights; Legal Regulation of Technical Barriers to Trade; Sanitary and Phytosanitary Measures, and Subsidies. We will set aside time to consider topical issues, for example around public international regulation of global finance, regional economic integration, development and developing countries in the trading system, and environmental aspects of international trade.

Note: those taking International Economic Law II on its own will be expected already to have some basic training in WTO law.