Course Syllabus

Code - Course Title	**HUK751 - Board of Directors in the Joint Stock Company**
Course Type	I. SEMESTER
Laboratory + Practice	3+0
ECTS	**6.0**
Language of Instruction	Türkçe
Course Type	Elective Courses
Course Instructor(s)	DR. ÖĞR. ÜYESİ MEHMET ARİF TUĞ

Mode of Delivery	This course is conducted exclusively through face-to-face instruction.
Place of Delivery	On Campus
Used Educational Platforms	Face-to-face
Prerequisites	There is no prerequisite or co-requisite for this course.
Courses Recomended	There are no prerequisite courses recommended for this course.
Recommended Resources	Kendigelen, Abuzer / Kırca, İsmail. Şirketler Hukuku Cilt II/1. On İki Levha Yayıncılık, İstanbul, 2026; Poroy, Reha / Tekinalp, Ünal / Çamoğlu, Ersin. Ortaklıklar Hukuku II, 15. Baskı. Vedat Kitapçılık, İstanbul, 2023.
Work Placement	There is no internship requirement for this course.
Aims of the Course	The aim of this course is to examine the legal structure, formation, duties and powers, operational principles, obligations, and legal liabilities of the board of directors in joint-stock companies within the framework of the provisions of the Turkish Commercial Code, doctrinal views, and judicial decisions, thereby developing students' skills to analyze current legal issues regarding the subject with a critical and scientific approach.

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Weeks	Learning Outcomes	Topics	Teaching Methods
Week - 1	**LO-2**	Duties, powers, and non-delegable powers of the board of directors	Lecture, Discussion, Document/Text/Data Analysis
Week - 2	**LO-4**	Board of directors meetings, meeting and decision quorums	Lecture, Case Study, Problem Solving
Week - 3	**LO-4** **LO-5**	Discussions on the invalidity, nullity, and voidability of board of directors' resolutions	Discussion, Case Study, Critique/Critical Reading
Week - 4	**LO-2** **LO-5**	Delegation of management authority, conditions of delegation, and legal consequences	Lecture, Discussion, Document/Text/Data Analysis
Week - 5	**LO-2**	The representation authority of the board of directors, its scope, and its exercise	Lecture, Case Study, Document/Text/Data Analysis

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Week - 6	LO-2 LO-5	Limitation of the authority of representation and the effect of such limitations on third parties	Discussion, Case Study, Problem Solving
Week - 7	LO-1 LO-3	Legal status, rights, and obligations of the members of the board of directors	Lecture, Discussion, Critique/Critical Reading
Week - 8	LO-1 LO-3	The formation and organization of the board of directors, the acquisition and termination of board membership	Lecture, Case Study, Document/Text/Data Analysis
Week - 9	LO-1 LO-5	The nature of the legal relationship between board members and the joint-stock company	Discussion, Critique/Critical Reading, Research and Inquiry
Week - 10	LO-3	Personal rights of board members and the protection of these rights	Lecture, Discussion, Case Study
Week - 11	LO-3	Financial rights and remuneration principles of the board members	Lecture, Critique/Critical Reading, Document/Text/Data Analysis
Week - 12	LO-3 LO-5	Legal liability of board members and the conditions of liability	Discussion, Case Study, Critique/Critical Reading
Week - 13	LO-3 LO-5	Grounds for legal liability, direct and indirect loss	Discussion, Problem Solving, Document/Text/Data Analysis
Week - 14	LO-3 LO-5	Limitation periods, discharge, and termination of liability in directors’ liability actions	Discussion, Case Study, Critique/Critical Reading

Learning Outcomes

#	Learning Outcome
1	The student can explain the legal nature, formation, and organizational structure of the board of directors in joint-stock companies.
2	The student will be able to evaluate the duties and powers of the board of directors, as well as the management and representation functions, within the framework of the relevant legislation.
3	The student will be able to analyze the rights, obligations, and legal liabilities of board members.
4	Student can examine the meeting and decision-making processes of the board of directors, as well as the validity and legal consequences of the decisions.
5	The student will be able to critically evaluate controversial legal issues regarding the board of directors of joint-stock companies in light of legislation, doctrine, and judicial decisions, and develop legal solution proposals.

Sustainable Development Goals

✓ Peace, Justice and Strong Institutions

Course Theme

✓ Law, Ethics and Regulations

AKTS Workload

Activity	Duration (Hour)	Count	Workload
Teorik Derse Katılım	3.00	14	42
Sınıf Dışı Çalışma (Ön Hazırlık & Pekiştirme Amaçlı)	5.00	14	70
Ödevler	30.00	1	30
Proje - Rapor - Sunum Hazırlama	0.00	0	0
Ara Sınav Hazırlığı (sınav süresi dahil)	8.00	1	8
Final Sınavı Hazırlığı (sınav süresi dahil)	0.00	0	0
Uygulama (Laboratuvar, Müzik/Enstrüman Uygulaması, Atölye/Saha Çalışması vb.)	0.00	0	0
Staj Uygulaması	0.00	0	0
		Calculated ECTS	**6.0**

Assessment Method and Passing Requirements

✓ Open-Ended Test ✓ Homework ✓ Presentation