

MODELLO B

Maurizio Irrera

Curriculum vitae

CURRICULUM VITAE ET STUDIORUM

Scientific High School diploma, Liceo Scientifico "Alessandro Volta", Turin, 1977.

Master Degree in Law, University of Turin, 17/6/1982.

Bar exam, session 1985, Turin Court of Appeal.

UNIVERSITY CAREER

2006-	Full Professor, University of Eastern Piedmont
2001-2006	Associate Professor, University of Eastern Piedmont
1998-2001	Research Fellow, University of Eastern Piedmont
1994-1998	Research Fellow, University of Turin
1986-1989	Phd in Corporate and Commercial Law, Bocconi University

UNIVERSITY POSITIONS

2015-	Delegate of the Department in the Academic Senate
2013-	Advisor for the Master Degree in Law
2012-2014	President of the 'Servizi Giuridici per l'Impresa' Degree Program (CLISGI)

SCIENTIFIC POSITIONS

2015-	Referee for Giurisprudenza Italiana
2015 -	Member of the editorial board, Il societario
2012-	Member of the editorial board, Il fallimentarista
2007-	Codirector, Il nuovo diritto delle società
2006-2011	Member of the editorial board, Giurisprudenza Italiana
1987-	Member of the editorial board, Giurisprudenza Commerciale
2005-2006	Member of the Ministerial Commission for the Insolvency Law Reform

MAIN FIELDS OF RESEARCH

1. Organizational, administrative and general accounting corporate structures
2. Corporate Governance and Internal Controls
3. Company Crises
4. Insurances

CURRENT RESEARCH FIELDS

Appropriate structures, compliance programmes and corporate governance

The duty of the directors to adopt organizational, administrative and general accounting appropriate structures is one of the main innovations of the company law reform and its centrality is not in question. The importance of the role that the legislator attach to the organizational structure is growing day by day and new aspects are added: take, for example, anti-money laundering set-ups or related party transaction procedures. Artt. 6 and 7 of the d.lgs. 231/2001 require managers to adopt appropriate organizational structures, that is an issue which companies necessarily need to look at every day. The topic deals with many aspects: the general clause of good administration, the appropriacy and the specific content of the organizational structure, the roles of the company's bodies (the board of directors and the managing bodies, the board of auditors, the managers responsible for some specific tasks, the president, the independent directors, the supervisory body), other types of companies (such as listed companies, limited liability companies and groups of companies) or other special sectors (such as banks, insurance undertakings, financial intermediaries) or the crucial aspects concerning the liability of the directors). These issues are today crucial in the corporate governance debate.

Corporate governance and internal controls

The internal control systems of the stock companies, and in particular of the listed and financial ones (that operate under the supervision of independent authorities), suffer today of some overregulation, at the risk of having too strict and rigid boundaries, unsuitable for the market reality. The regulation is really fragmented, on the one hand, and overruled, on the other: it is therefore difficult to clearly point out the relations between and the roles of each company body and the content and the frequency of the information flows between them, detracting from the efficiency of the controls themselves. In this unsatisfactory situation, there is a need of simplification of the companies internal control systems. In this perspective, the research aims to propose alternative solutions, under the current legislation.

Insurances

The insurance law, which includes both the rules concerning the insurance undertakings and the rules concerning the different insurance contracts, is a really complex and comprehensive field of law: its primary sources are the Civil Code and the Private Insurance Code; its secondary sources, issued by the Ivass (was Isvap) play an important role in the organization and functioning of the insurance undertaking. The subject, that is constantly evolving, has to face many challenges: the research has to deal with the regulation of contracts and the regulation of the enterprise (in particular concerning the monitoring system), in order to enhance the stability of the insurance undertakings.

Company Crises

The insolvency proceedings have been subject to an in-depth reform in the last ten years: the alternative solutions to the crisis, and in particular the systems of 'conservation' of the enterprise – such as the arrangement with creditors and the agreements for the restructuring of the debts – play a central role nowadays.

The reform process was continued in 2012 and 2013 with the introduction of the arrangement so called 'in bianco' or 'con riserva' and of the arrangement 'con continuità aziendale' (with business continuity and survival of the company); other two corrective reforms have been made between 2013 and 2015, and finally in the February 2016 the draft law based on the Rodorf's Commission proposal was approved. This last plan of reform proposes the substantial repeal of the arrangement with creditors, indicates the powers of the Court on the feasibility of the plan, the determination of the maximum professionals' remuneration and extends the area of the preventive proceedings with the introduction of the so called 'procedura di allerta e di composizione assistita della crisi'.

This is an important and current feature of subjects for research.

TOP FIVE PUBLICATIONS

1. *Assetti organizzativi adeguati e governo delle società di capitali*, Milano, 2005
2. *Le delibere del consiglio di amministrazione: vizi e strumenti di tutela*, Milano, 2000
3. *I "prestiti" dei soci alla società*, Padova, 1992
4. *Profili di corporate governance della società per azioni tra responsabilità, controlli e bilancio*, Milano, 2009
5. *L'assicurazione: l'impresa e il contratto*, in *Trattato di diritto commerciale*, diretto da Gastone Cottino, Padova, 2011.