

COURSE PROGRAM

Academic Year: 2020/2021

Identification and characteristics of the course			
Code	500012	ECTS Credits	6
Course name (English)	Commercial law		
Course name (Spanish)	Derecho Mercantil		
Degree programs	Business Management and Administration		
Faculty/School	Economics and Business Administration		
Semester	3rd	Type of course	Compulsory
Module	Legal framework and taxation system		
Matter	Business law		
Lecturer/s			
Name	Office	E-mail	Web page
Luis Marín Hita	230	lmarin@unex.es	
Subject Area	Commercial law		
Department	Private Law		
Coordinating Lecturer (If more than one)			
Competencies*			
1. Skills to perform directive, managerial and business roles			
2. Training for a successful postgraduate			
3. Skills (codes) CB1, CB2, CB3, CB4, CB5 CG3 CT1, CT3, CT6, CT9, CT10, CT14, CT15, CT17, CT18, CT21, CT22, CT24 CE6			
Contents			
Course outline*			
Course syllabus			
Name of lesson 1: CONCEPT AND SOURCES OF COMMERCIAL LAW			

* The sections concerning competencies, course outline, educational activities, teaching methodologies, learning outcomes and assessment systems must conform to that included in the ANECA verified document of the degree program.

Contents of lesson 1:

1. Historical background of Commercial Law.- 2. Concept, characteristics, system and principles of Commercial Law.- 3. Economic Constitution and Commercial Law.- 4. Present trends of Commercial Law.- 5. Sources of Commercial Law. The Value of case-law.

Description of the practical activities of lesson 1:

Browse UNCITRAL web page in order to identify some commercial matters that are regulated by the international community.

Analyze a Spanish judicial sentence on trading practice.

Name of lesson 2: BUSINESS AND BUSINESSPERSON

Contents of lesson 2:

1. The concept of business and its different aspects.- 2. BusinessPERSON and business activity.- 3. Set of elements which conform a business unit.- 4. Head office and branches.- 5. The business unit as a an object of legal transactions.- 6. Single businessperson: concept, requirements, capacity and limitations for doing business.- 7. The exercise of commercial activities by a married person.- 9. Status and responsibility of the businessperson.- 10. The foreign businessperson.- 11. Businessperson collaborators.- 12. Consumers.

Description of the practical activities of lesson 2:

Analyze a case study about a business transfer or any other topic of this unit.

Name of lesson 3: BUSINESSPERSON STATUTE

Contents of lesson 3:

1. Competition: general considerations. Free competition as a basic principle. The principle of good behaviour in commercial traffic: unfair competition.- 2. Legislation on intangible assets: Introduction. Distinctive signs. Patents. Utility model. Industrial designs protection. Other kinds of protection.- 3. Intellectual property rights.- 4. Businessperson accounting duty: proposal. Annual books and accounts. Accounting verification.- 5. The duty of publicity: Mercantile Register. Other registers related to commercial traffic.

Description of the practical activities of lesson 3:

Case study to distinguish between a matter of free competition and a matter of unfair competition.

Analyze a resolution about a company sanctioned for breaking the free competition rules.

Analyze a Spanish judicial sentence about any topic of this unit

Name of lesson 4: COMMERCIAL COMPANY. PARTNERSHIPS

Contents of lesson 4:

1. Increasing importance of the social entrepreneur.- 2.- Concept and characteristics of the commercial company.- 3. Types.- 4. Form and registration of the commercial company. 5. Joint accounts - 6. Partnerships: general aspects. General partnership. Limited liability partnership.

Description of the practical activities of lesson 4:

Visiting the Central Mercantile Registry page and simulate the application for a social denomination (www.rmc.es)

Name of lesson 5: PUBLIC LIMITED COMPANY (PLC) (I): CHARACTERISTICS, ESTABLISHMENT AND CAPITAL

Contents of lesson 5:

1. Origin and historical evolution.- 2. Concept and characteristics.- 3. ESTABLISHMENT of a PLC. Legal status of promoters and founders. Nullity of society.- 4. Shares and

<p>capital. The share as part of the capital. Share as a value. Transfer of shares. Shares as object of legal business. Shares as a means of shaping the shareholder's condition.</p> <p>Description of the practical activities of lesson 5: Visiting the Central Mercantile Registry page and simulate the application for a social denomination (www.rmc.es)</p>
<p>Name of lesson 6:PUBLIC LIMITED COMPANY (PLC) (II):ORGANS, MODIFICATION OF STATUTES AND CLOSE OF THE ACCOUNTING PERIOD. SPECIALPUBLIC LIMITED COMPANIES (PLC)</p> <p>Contents of lesson 6: 1. Bodies of the PLC. General Meeting of Shareholders. The Directing body. Special review of the Board of Directors.- 2. Modification of statutes. Special review of the modification of the capital stock. 3. Closure of the accounting period and annual accounts. 4. Special PLC.</p> <p>Description of the practical activities of lesson 6: Search and comment of announcement in the press or in BORME of a general meeting of S.L. or S.A. notice.</p>
<p>Name of lesson 7:LIMITED LIABILITY COMPANY AND LIMITED SHAREHOLDER PARTNERSHIP. OTHER KINDS OF COMPANIES.</p> <p>Contents of lesson 7: 1. Limited liability company: concept and legal nature. The establishment. Reference to ancillary obligations. Social participation. Rights and obligations of partners. Social organs. Modification of statutes. Increase and reduction of share capital. The closing of the accounting period and the annual accounts.- 2. The single-member limited liability company.- 3. The limited liability company "nueva empresa".- 4. The limited shareholder partnership.- 5. Workforce owned companies.- 6. Professional companies. - 7. Cooperatives.- 8. Mutual insurance companies.- 9. Mutual guarantee companies- 10. Unions and Groups of Companies. 11. Public companies.</p> <p>Description of the practical activities of lesson 7: Case study on managerial liability (judicial sentence or news item).</p>
<p>Name of lesson 8:ISSUANCE OF BONDS. STRUCTURAL MODIFICATIONS. EXTINCTION OF COMMERCIAL COMPANIES.</p> <p>Contents of lesson 8: 1. Obligations. Issuance of bonds by companies. Particular aspects of the issuance of bonds by non public limited companies.- 2. Structural modifications.- 3. Extinction of commercial companies: liquidation and extinction of the company.</p> <p>Description of the practical activities of lesson 8: Drafting by groups of the statutes of a commercial company.</p>
<p>Name of lesson 9:GENERAL THEORY OF SECURITIES.</p> <p>Contents of lesson 9: 1. Concept and Characteristics.- 2. Classification.- 3. Electronic securities.- 4. Legitimation and trade of securities: Nominative securities, to order and to the bearer.</p> <p>Description of the practical activities of lesson 9:</p>
<p>Name of lesson 10:THE BILL OF EXCHANGE AND OTHER SECURITIES: GENERAL ASPECTS, ISSUANCE, TRADE, ACCEPTANCE, MULTIPLICATION AND GUARANTEE</p> <p>Contents of lesson 10: 1. Concept and characteristics. 2. Issuance and formal requirements. 3. Transfer of the bill of exchange: endorsement and other means of transfer.- 4. Acceptance. 5. The exchange guarantee. 6. Payment. 7. The unfulfilled bill of exchange. 8. The cheque. 9. The promissory note. 10. Other securities.</p> <p>Description of the practical activities of lesson 10: Case study on bills of exchange.</p>

Name of lesson 11: OBLIGATIONS AND COMMERCIAL CONTRACTS. TRANSMISSION CONTRACTS.

Contents of lesson 11:

1. Special characteristics of obligations and commercial contracts. Representation in commercial law. New modalities of contracting: electronic contracting.- 2. Commercial sale. Regime of sales to the consumer. International sales. Special commercial sales.- 3. Supply contract.- 4. "Contrato estimatorio" (consignment sale).-5. Transfer of non-endorsable credits.- 6. Commercial exchange. New modalities of exchange.

Description of the practical activities of lesson 11:

Exposure and commentary of film fragment (maximum duration: 10 minutes) on any of the contents of this block.

Name of lesson 12: TRANSPORT, DEPOSIT, LOAN. COLLABORATION CONTRACTS. COMMERCIAL GUARANTEES

Contents of lesson 12:

1. Contract of commercial transportation. 2. Commercial deposit.- 3. Commercial loan agreement.- 4. Commission contract.- 5. Agency contract.- 6. Mediation or brokerage contract.- 7. Other types of collaboration agreements between companies.- 8. Guarantee commercial contracts

Description of the practical activities of lesson 12:

Exposure and commentary of film fragment (maximum duration: 10 minutes) on any of the contents of this block.

Name of lesson 13: FINANCIAL CONTRACTS. INSURANCE. OTHER COMMERCIAL CONTRACTS

Contents of lesson 13:

1. Banks. Banking: operations and banking services.- 2. Stock markets and their organization. Primary market. Secondary markets. Investment services companies. Other entities and activities related to the securities market. The National Commission of Stock Markets. Main contracts in the securities markets. 3. Insurance: conception and economic function. Legal regulation of the different insurance contracts. Pension plans.- 4. Other commercial contracts.

Description of the practical activities of lesson 13:

Commentary on an insurance policy and / or analysis of contract clauses in different types of policies. Analysis by the group of a current account contract (may be those of the group members). Analysis of abusive clauses in bank contracts Sentence commentary on credit card theft.

Name of lesson 14: BUNKRUPTCY LAW

Contents of lesson 14:

1. Bankruptcy Law: general approach and character.- 2. Principles of the Bankruptcy Law.- 3. Bankruptcy declaration: basis.- 4. Bankruptcy administration.- 5. Effects of the bankruptcy declaration.- 6. Determination of the assets and liabilities.- 7. Phases of settlement or winding-up.- 8. Bankruptcy qualification and conclusion.- 9. Transitional situations.

Description of the practical activities of lesson 14:

Based on cases previously designed by the lecturer and through role play, simulation of a settlement with creditors and / or visit to the Commercial Court in order to attend a creditors, and / or meeting with a bankruptcy receiver.

Educational activities *

Student workload in hours by lesson		Lectures	Practical activities				Monitoring activity	Homework
Lesson	Total		L	HI	LAB	COM		
1	7	1				1		5
2	11	3				1		7

3	11	3				1		7
4	10	3				1		6
5	10	3				1		6
6	10	3				1		6
7	10	3				1		6
8	8	2				1		5
9	9	3				1		5
10	10	3				1		6
11	10	3				1		6
12	14,5	4				1,5		9
13	14,5	4				1,5		9
14	11	3				1		7
Assessment **	4	4						
TOTAL	150	45				15		90

L:Lectures (100 students)

HI: Hospital internships (7 students)

LAB:Laboratory or field practices (15 students)

COM:Computerroom or language laboratory practices (30 students)

SEM:Problem classes or seminars or case studies (40 students)

SGT:Scheduled group tutorials (educational monitoring, ECTS type tutorials)

PS:Personal study, individual or group work and reading of bibliography

Teaching Methodologies*

1. Lectures
2. Solving problems and cases

Learning outcomes *

**Being able to clearly understand the main issues about commercial law.
Applying knowledge to real life and solving specific issues. Being able to work alone and as part of a team.
Making assessments with a legal reflection.
Searching, communicating, understanding and managing information and ideas; and identifying problems and their solutions.**

Assessment systems *

There are two alternatives for assessment: non-classroom and on-campus systems. The assessment system and criteria are applied at each examination opportunity of the academic year.

ON-CAMPUS ASSESSMENT SYSTEM

The final mark will be a combination of the following activities:

Term (final) Exam 80%

A written exam will be programmed at the end of the semester. It will include a theoretical section with short questions and essay questions, aimed to assess the understanding of theoretical contents and skills such as writing expression and the ability to summarize or present ideas. A practical section similar to those performed in the practice classes will also be included.

** Indicate the total number of evaluation hours of this subject.

Practical Activities: 10%

Different on-campus and non-classroom practical activities will be carried out during the term.

Carrying out an in-class activity will involve the immediate incorporation into the in-class system.

NON-CLASSROOM ASSESSMENT SYSTEM

Those students who don't follow the on-campus system will have to take a final exam through which they can obtain 100% of the final mark. The exam will include a practical exercise similar to those performed in the practice classes.

Bibliography (basic and complementary)

MUÑOZ PÉREZ, A.F.; SERRANO ACITORES, A.; MARTÍNEZ ROSADO, J.: Handbook of Spanish Business Law, second edition, ed. Tecnos, Madrid 2018.

Other resources and complementary educational materials

New technologies can be very useful, but it is necessary to filter the information using scientific and reputable sources.