

COURSE PROGRAM

Academic Year: 2021/2022

Identification and characteristics of the course			
Code	500012	ECTS Credits	6
Course name (English)	Commercial Law		
Course name (Spanish)	Derecho mercantil		
Degree programs	Business Administration		
Faculty/School	Faculty of 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	228	lmarin@unex.es	
Subject Area	Commercial law		
Department	Private Law		
Coordinating Lecturer (If more than one)			
Competencies*			
<p><u>BASIC AND GENERAL SKILLS:</u></p> <p>CG3- Ability to apply professional criteria based on the handling of technical instruments to the analysis of business problems</p> <p>CB1 - That students have demonstrated to possess and understand knowledge in an area of study that starts from the base of general secondary education, and is usually found at a level that, although supported by advanced textbooks, also includes some aspects involving knowledge from the cutting edge of your field of study</p> <p>CB2 - That students know how to apply their knowledge to their work or vocation in a professional way and possess the competencies that are usually demonstrated through the development and defense of arguments and problem solving within their area of study</p> <p>CB3 - That students have the ability to gather and interpret relevant data normally within their area of study) to make judgments that include a reflection on relevant issues of a social, scientific or ethical nature</p> <p>CB4 - That students can transmit information, ideas, problems and solutions to both specialized and non-specialized audiences</p>			

* 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.

CB5 - That students have developed those learning skills necessary to undertake further studies with a high degree of autonomy.

TRANSVERSAL COMPETENCES:

- CT3 - Oral and written communication in the native language
 CT6 - Ability to analyze and search information from various sources CT7 - Ability to solve problems
 CT1 - Ability to manage, analyze and synthesize CT9 - Ability to work in a team
 CT10 - Work in an interdisciplinary team CT14 - Critical and self-critical capacity
 CT15 - Ethical commitment at work CT17 - Autonomous learning capacity
 CT18 - Ability to adapt to new situations CT21 - Initiative and entrepreneurial spirit
 CT22 - Motivation and commitment to quality
 CT24 - Respect and promotion of democratic values and coeducation.

SPECIFIC COMPETENCES:

CE6 - Ability to know, understand and use the principles of Law applied to the company.

Contents

Brief description of the content

Principles, sources, rights and obligations of Commercial Law. Corporate structures, market regulations, commercial contracts and bankruptcy procedure.

Course syllabus

I. INTRODUCTION

LESSON 1.- CONCEPT AND SOURCES OF COMMERCIAL LAW.- 1. Historical formation of Commercial Law.- 2. Concept, characters and system of Commercial Law.- 3. Economic Constitution and Commercial Law.- 4. New Trends in Commercial Law.- 5. Internal sources of Commercial Law. Value of jurisprudence.

Practical Contents: Visit UNCITRAL web page to identify commercial matters that are regulated at the international level.

Methodology: Non-face-to-face student work: Internet search.

Seminar work: commenting on search results (sharing). Commentary on the ruling on sources of Commercial Law.

II. STRUCTURE OF THE BUSINESS ORGANIZATION

1. Business unit, businessperson and their statute

LESSON 2.- BUSINESS AND BUSINESS PERSON.- 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 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. Special regime of the limited liability entrepreneur. 11. The foreign businessperson.- 12. Businessperson collaborators.- 13. Consumers.

Practical contents: practical analysis on business transfer or any other point on this lesson.

LESSON 3.- BUSINESSPERSON STATUTE.- 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. Businessmen accounting duty: proposal. Annual books and accounts. Accounting verification.- 5. The duty of publicity: Mercantile Register. Other registers related to commercial traffic.

Practical contents: 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.

2. Companies

LESSON 4.- COMMERCIAL COMPANY. PARTNERSHIPS.- 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. Practical contents: resolution case studies on personalist companies

LESSON 5.- PUBLIC LIMITED COMPANY (PLC) (I): CHARACTERISTICS, ESTABLISHMENT AND CAPITAL.- 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 capital. The share as part of the capital. Share as a value. Transfer of shares. Shares as object of legal business. Shares as means of shaping the shareholder's condition. Practical contents: resolution case studies on public limited companies: incorporation and shares.

LESSON 6.- PUBLIC LIMITED COMPANY (PLC)(II): ORGANS, MODIFICATION OF STATUTES AND CLOSE OF THE ACCOUNTING PERIOD. SPECIAL PUBLIC LIMITED COMPANIES (PLC).- 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. Practical contents: resolution of practical cases on corporations bodies.

LESSON 7.- LIMITED LIABILITY COMPANY AND LIMITED SHAREHOLDER PARTNERSHIP. OTHER KIND OF COMPANIES.- 1. Limited partnership: concept and legal nature. The establishment. Reference to accessory services. 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 shareholder partnership.- 4. Labour companies.- 5. Professional companies.-6. Cooperatives.- 7. Mutual insurance companies.- 8. Mutual guarantee companies- 9. Unions and Groups of Companies. 10. Public companies. Practical contents: resolution case studies on limited liability companies.

LESSON 8.- ISSUANCE OF OBLIGATIONS. STRUCTURAL MODIFICATIONS. EXTINCTION OF COMMERCIAL COMPANIES.- 1. Obligations. Issuance of obligations 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. Practical contents: To visit the Central Mercantile Registry page and to simulate the application for a social denomination (www.rmc.es). Drafting by groups of the statutes of a commercial company. Drafting by groups of the statutes of a type of commercial company chosen by the group. Search and comment of announcement in the press or

in BORME (Official Gazette of the Commercial Register) of a general meeting of a public limited company or a limited liability company notice. Case study on managerial liability (judicial sentence or news item). To expose and to comment on a film fragment (maximum duration 10 minutes) on any of the contents of this block

III. LEGAL INSTRUMENTS OF COMMERCIAL TRAFFIC

1. Securities

LESSON 9.- GENERAL THEORY OF SECURITIES.- 1. Concept and Characteristics.- 2. Classification.- 3. Electronic securities.- 4. Legitimation and trade of securities: Nominative securities, to order and to the bearer.

Practical contents: resolution of practical cases on securities and their classes.

LESSON 10.- THE BILL OF EXCHANGE AND OTHER SECURITIES: GENERAL ASPECTS, ISSUANCE, TRADE, ACCEPTANCE, MULTIPLICATION AND GUARANTEE.- 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 check. 9. The promissory note. 10. Other securities.

Practical contents: Case study on bills of exchange. Case-law comment on any of the contents of this block

2. Commercial Obligations and Contracts

LESSON 11.- OBLIGATIONS AND COMMERCIAL CONTRACTS. TRANSMISSION CONTRACTS.- 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.

Practical contents: Resolution of cases study on transmission contracts, differentiating the different types.

LESSON 12.- TRANSPORT, DEPOSIT, LOAN. COLLABORATION CONTRACTS. COMMERCIAL GUARANTEES.- 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

Practical contents: Resolution of cases study on the contracts studied in this lesson.

LESSON 13.- FINANCIAL CONTRACTS. INSURANCE. OTHER COMMERCIAL CONTRACTS.- 1. Banks. Banking: operations and banking services.- 2. Stock markets and their organization. Primary market. Secondary

Practical contents: Commentary of an insurance policy and / or analysis of contractual clauses in various types of policies. Analysis by group of a current account contract (they can be those of the group members). Analysis of abusive clauses in bank contracts Comment of judgment on theft of credit cards. Exhibition and comment of a film fragment (maximum duration: 10 minutes) on any of the contents of this block.

IV. ECONOMIC CRISIS OF THE BUSINESS

LESSON 14.- BUNKRUPTCY LAW.- 1. Bunkruptcy Law: general approach and character.- 2. Principles of the Bunkruptcy 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.

Practical contents: 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	SEM	SGT	PS
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: Computer room 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. Expository method that consists of the presentation by the teacher of the contents on the subject under study. It also includes example problem solving by the teacher.
2. Method based on posing problems by the teacher and solving them in the classroom. Students collaboratively develop and interpret appropriate solutions from the application of problem-solving procedures.
3. Case study; projects and experiments. Intensive and complete analysis of a real case, project, simulation or experiment in order to know it, interpret it, solve it, generate hypotheses, contrast data, reflect, complete knowledge, diagnose it and, sometimes, train in possible alternative solution procedures.
4. Learning / assessment situation in which the student takes a test that serves to reinforce their learning and as an assessment tool.

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

Learning outcomes *

This subject provides general training on the company and organizations, their internal and external problems and specific training on the functional areas of companies and organizations. The student will be able to independently learn new knowledge and techniques. You will know the basic commercial regulations and will be able to access, with reasonable guarantees of success, specialized and postgraduate studies.

Assessment systems *

According to current assessment regulations, the subject may be passed for all calls from any of the assessment systems specified below, which will account for 100% of the assessment of the subject.

The choice between the on-campus assessment system or the global evaluation system corresponds to the student during the first quarter of each semester, having to communicate it to the professor through a consultation that will be made through the virtual campus of the subject. If the student does not pronounce on the matter, it is understood that he / she is taking advantage of the continuous assessment mode.

A) ON-CAMPUS ASSESSMENT SYSTEM:

1º.- This system will consist of a final exam and a series of continuous assessment activities that will be developed throughout the semester. These activities will not be recoverable.

2º.- The final exam will be written and will include a theoretical part and a practical part. The assessment of the exam will be up to 80% of the total grade. Each teacher will specify at the beginning of the semester the characteristics of this final exam, which may be multiple choice or be made up of a series of questions to be developed by the student, and which will also include one or more practical cases.

3º.- on-campus assessment system (class attendance, participation in classroom activities, exhibition, research and practical work, etc.) will represent up to 20% of the final grade. Each teacher will specify at the beginning of the semester the specific activities that the student will have to carry out in order to reach this 20%.

B) GLOBAL ASSESSMENT SYSTEM:

For the student who does not opt for on-campus assessment system, the single global assessment system, consisting of a theoretical-practical final exam with the same characteristics as the continuous assessment exam, governs, although it will account for 100% of the grade for the subject. Thus, for all calls, the existence of an alternative global test is guaranteed, the passing of which implies passing the subject. The choice between the face-to-face and the non-face-to-face system corresponds to the student during the first quarter of each semester. If a reliable communication is not made to the teacher within said period, it is understood that the student takes advantage of the on campus assessment modality (Evaluation Regulations of the University of Extremadura).

Bibliography (basic and complementary)

Basic bibliography

MUÑOZ PÉREZ. A.F; SERRANO ACITORES,A. y MARTÍNEZ ROSADO, J.: Handbook of Spanish Business Law, Ed. Tecnos, 2ª ed. Madrid, 2018.

AAVV. Introducción al Derecho Mercantil, Vega Vega, J.A. (dir.), Ed. Reus, 2020. AAVV-coordinados por Guillermo J. Jiménez Sánchez: "Nociones de Derecho Mercantil", Marcial Pons.

BERCOVITZ, A.: Apuntes de Derecho Mercantil, Ed. Aranzadi, Cizur Menor. EIZAGUIRRE

BERMEJO, J.M.: Derecho Mercantil, Madrid.

FERNÁNDEZ DE LA GÁNDARA, L./GALLEGO SÁNCHEZ, E.: Fundamentos de Derecho Mercantil, I (Introducción y Empresa), Ed. Tirant lo Blanch, Valencia.

JIMÉNEZ SÁNCHEZ, G.J. (Coordinador): Lecciones de Derecho Mercantil, Ed. Tecnos, Madrid.

MARÍN HITTA, L. y MORENO LISO, L.: Manual Básico de la Letra de Cambio, el Cheque y el Pagaré, editorial @becedario, Sevilla, 2003.

MENÉNDEZ, A. y ROJO, A. (Directores): Lecciones de Derecho Mercantil, I y II, Ed. Aranzadi, Cizur Menor.

SÁNCHEZ CALERO, F. y SÁNCHEZ GUILARTE, J.: Instituciones de Derecho Mercantil, Ed. McGraw-Hill, Madrid.

VEGA VEGA, J.A.: Sociedades de Capital, 2ª ed., UNEX, Cáceres, 2014.

VEGA VEGA, J.A.: (Dir) régimen jurídico del Autónomo: aspectos mercantiles, administrativos, laborales y fiscales, Ed. Reus, Madrid, 2018.

VICENT CHULIÀ, F.: Introducción al Derecho Mercantil, Ed. Tirant lo Blanch, Valencia.

Complementary bibliography

BARBA DE VEGA, J. y CALZADA CONDE, Mª Á.: "Introducción al Derecho Privado del Turismo". Editorial Thomson Aranzadi.

VEGA VEGA, J.A.: Derecho mercantil electrónico, Ed. Reus, Madrid, 2015. TEXTOS LEGALES: CONSTITUCIÓN ESPAÑOLA Y LEGISLACIÓN MERCANTÍL

Notes: 1. In each topic, the teacher will be able to provide a more specific bibliography.
2. Works cited without date refer to the latest edition

Other resources and complementary educational materials

1. The student will visit the web pages related to the Official State Gazette, Official Gazette of the Commercial Register, Official Gazette of the European Union, Official Gazette of Extremadura, among others.
2. Likewise, it will consult online specialized magazines on the subject, among which we cite: Commercial Law Magazine, Company Law Magazine, General Magazine on Legislation and Jurisprudence, Magazine of Economic and Business Studies, Business Law, Legal Magazine La Ley , etc.
3. In the exhibitions, classes and development in general of the subject, new technologies will be used with software programs suitable for teaching.