


	PROCEDURE OF THE TEACHING COORDINATION		
	1st EDITION	CODE: PCD_D002	

SYLLABUS

Academic Year 2018-2019

GENERAL INFORMATION			
Code	500012	ECTS	6
Name (Spanish)	Derecho Mercantil		
Name (English)	Commercial law		
Degree/s	Degree in Business Administration		
Centre	Facultad de Ciencias Económicas y Empresariales		
Semester	3rd	Type	Compulsory
Module/s	Legal framework and taxation system		
Matter/s	Business law		
Teacher/s			
Name	Office	E-mail address	Degree
Luis Marín Hita	240	lmarin@unex.es	Business Management and Administration
Area	Commercial law		
Department/s	Private Law		
Coordinator (in case of two teachers or more)			
PURPOSE AND SKILLS			
Aim			
1. Skills to perform directive, managerial and business roles			
2. Training for a successful postgraduate			
Skills¹ (codes)			
CB1,CB2,CB3,CB4,CB5			
CG3			
CT1,CT3,CT6,CT9,CT10,CT14,CT15,CT17,CT18,CT21,CT22,CT24			
CE6			
CONTENTS			
OVERVIEW			
Commercial Law deals with the legal principles applied in the world of business. Of cardinal importance is the study of the rules governing companies and corporations in Spain. In addition, attention is given to aspects such as competition, commercial contracts and bankruptcy.			
Units			
I. INTRODUCTION			
1. CONCEPT AND SOURCES OF COMMERCIAL LAW. 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			

¹ The full list of skills can be found at www.ecouex.es

	PROCEDURE OF THE TEACHING COORDINATION		
	1st EDITION	CODE: PCD_D002	

case-law.

Practice:

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.

II. STRUCTURE OF COMMERCIAL ORGANIZATION

1. Business unit, businessmen and their statute

2.-BUSINESS AND BUSINESSMEN.- 1. The concept of business and its different aspects.-2. Businessman 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 businessman: concept, requirements, capacity and limitations for doing business.- 7. The exercise of commercial activities by a married person.- 9. Status and responsibility of the businessman.- 10.The foreign businessman.- 11. Businessmen collaborators.- 12.Consumers.

Practice:

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

3.- BUSINESSMAN 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.

Practice:

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

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.

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 a means of shaping the shareholder's condition.

6.- PUBLIC LIMITED COMPANY (PLC)(II): ORGANS, MODIFICATION OF STATUTES AND CLOSE OF THE ACCOUNTING PERIOD. SPECIALPUBLIC 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.

	PROCEDURE OF THE TEACHING COORDINATION		
	1st EDITION	CODE: PCD_D002	

7.- LIMITED LIABILITY COMPANY AND LIMITED SHAREHOLDER PARTNERSHIP. OTHER KINDS OF COMPANIES.- 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.

8.- ISSUANCE OF BONDS. STRUCTURAL MODIFICATIONS. EXTINCTION OF COMMERCIAL COMPANIES.- 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.

Practical contents of this block: Visiting the Central Mercantile Registry page and simulate the application for a social denomination (www.rmc.es). Drafting by groups of the statutes of a commercial company. Search and comment of announcement in the press or in BORME of a general meeting of S.L. or S.A. notice. Case study on managerial liability (judicial sentence or news item).

III. LEGAL INSTRUMENTS OF COMMERCIAL TRAFFIC

1. Securities

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.

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 cheque. 9. The promissory note. 10. Other securities.



Practical contents: Case study on bills of exchange.

2. Commercial Obligations and Contracts

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.

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

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

	PROCEDURE OF THE TEACHING COORDINATION		
	1st EDITION	CODE: PCD_D002	

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.

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

IV. ECONOMIC CRISIS OF THE COMPANY

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 content: 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.

Practice:



Solve some exercises about credits classification

TEACHING ACTIVITIES					
Student's working hours		On campus		Tutor Session	Non-classroom
Unit	Total	L	S	T	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
Assesment	4	4			
Total	150	45	15		90

L: Lectures (40-100 students).
S: Seminars (20-40)
PS: Student's Reading

	PROCEDURE OF THE TEACHING COORDINATION		
	1st EDITION	CODE: PCD_D002	

TEACHING METHODS
<ol style="list-style-type: none"> 1. Lectures 2. Solving problems and cases 3. Assesment tests
TEACHING RESULTS
<p>Being able to clearly understand the main issues about commercial law.</p> <p>Applying knowledge to real life and solving specific issues. Being able to work alone and as part of a team.</p> <p>Making assessments with a legal reflection.</p> <p>Searching, communicating, understanding and managing information and ideas; and identifying problems and their solutions.</p>
EVALUATION SYSTEMS AND CRITERIA
<p>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.</p> <p>ON-CAMPUS ASSESSMENT SYSTEM</p> <p>The final mark will be a combination of the following activities:</p> <p>Term (final) Exam 80%</p> <p>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.</p> <p>Practical Activities: 10%</p> <p>Different on-campus and non-classroom practical activities will be carried out during the term.</p> <p>Carrying out an in-class activity will involve the immediate incorporation into the in-class system.</p> <p>NON-CLASSROOM ASSESSMENT SYSTEM</p> <p>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.</p>
TEXT BOOKS AND READINGS
<p>MUÑOZ PÉREZ,A.F.;SERRANO ACITORES,A.;MARTÍNEZ ROSADO,J.: <i>Hanbook of Spanish Business Law</i>, second edition, ed. Tecnos, Madrid 2018.</p> <p>AA.VV. coordinados por Guillermo J. Jiménez Sánchez: <i>Nociones de Derecho Mercantil</i>, última edición, Marcial Pons.</p>

	PROCEDURE OF THE TEACHING COORDINATION		
	1st EDITION	CODE: PCD_D002	

<p>BERCOVITZ, A.: <i>Apuntes de Derecho Mercantil</i>, Ed. Aranzadi, Cizur Menor. EIZAGUIRRE BERMEJO, J.M.: <i>Derecho Mercantil</i>, Madrid. FERNÁNDEZ DE LA GÁNDARA, L./GALLEGO SÁNCHEZ, E.: <i>Fundamentos de Derecho Mercantil, I</i> (Introducción y Empresa), Ed. Tirant lo Blanch, Valencia. JIMÉNEZ SÁNCHEZ, G.J. (Coordinador): <i>Lecciones de Derecho Mercantil</i>, Ed. Tecnos, Madrid. MARÍN HITTA, L. y MORENO LISO, L.: <i>Manual Básico de la Letra de Cambio, el Cheque y el Pagaré</i>, editorial @becedario, Sevilla, 2003. MENÉNDEZ, A. y ROJO, A. (Directores): <i>Lecciones de Derecho Mercantil, I y II</i>, Ed. Aranzadi, Cizur Menor. SÁNCHEZ CALERO, F. y SÁNCHEZ GUILARTE, J.: <i>Instituciones de Derecho Mercantil</i>, Ed. McGraw-Hill, Madrid. VEGA VEGA, J.A.: <i>Sociedades de Capital</i>, 2ª ed., Unex, Cáceres, 2014. VICENT CHULIÀ, F.: <i>Introducción al Derecho Mercantil</i>, Ed. Tirant lo Blanch, Valencia. Bibliografía complementaria para ADE/TUR BARBA DE VEGA, José y CALZADA CONDE, Mª Ángeles: "Introducción al Derecho Privado del Turismo". Editorial Thomson Aranzadi. VEGA VEGA, J.A.: <i>Derecho mercantil electrónico</i>, Ed. Reus, Madrid, 2015.</p>
ADITIONAL TEACHING MATERIALS
TUTOR SESSIONS TIMETABLE
It will be posted on the Faculty webpage at the beginning of the Academic Year
RECOMMENDATIONS
<p>1ª) The study of law requires comprehension, so it is recommended not to memorize concepts before understanding them. 2ª) It is essential to attend classes and to participate in the rest of the scheduled activities. 3ª) It is advisable a systematic and methodic study along the year, as well as attending tutor sessions when needed. 4ª) New technologies can be very useful, but it is necessary to filter the information using scientific and reputable sources.</p>