

**COURSE DATA****Data Subject**

Code	35811
Name	Commercial law I
Cycle	Grade
ECTS Credits	6.0
Academic year	2019 - 2020

Study (s)

Degree	Center	Acad. year	Period
1313 - Degree in Business Management and Administration	Faculty of Economics	1	Second term
1330 - Degree in Business Management and Administration (Ontinyent)	Faculty of Economics	1	Second term

Subject-matter

Degree	Subject-matter	Character
1313 - Degree in Business Management and Administration	12 - Law	Basic Training
1330 - Degree in Business Management and Administration (Ontinyent)	12 - Derecho	Basic Training

Coordination

Name	Department
FAJARDO GARCIA, ISABEL G.	70 - Mercantile Law 'Manuel Broseta Pont'

SUMMARY

The subject Commercial Law is taught as a basic subject in the first term of the first year of the ADE degree.

This subject is essential to the student's learning since it introduces the basic legal concepts necessary for the development of an economic activity in the market. The management of the sources of commercial law, the basic requirements to be an operator in the market as well as the different options of commercial contracting are the three main axes of this subject.



The intention is for the Graduate in ADE to know the fundamental concepts and the basic legal regime of the entrepreneur and business activity, whether it is done as an individual or as a legal entity.

The student must also understand the basic concepts of the main business contracts as well as the main obligations companies are required to fulfil.

From these data the following essential points of the subject are:

- Introduction to Law. Sources of Law. The subject of law. Individual and legal entity. Concept and legal status of the employer and the company.
- General theory of the corporate contract. Organization, operation and types of commercial companies: Corporations, Limited Liability Companies and Special Companies.
- Obligations and contracts. Commercial contracts and securities.
- Legal aspects of business crisis (Bankruptcy Law).

PREVIOUS KNOWLEDGE

Relationship to other subjects of the same degree

There are no specified enrollment restrictions with other subjects of the curriculum.

Other requirements

No prior knowledge is required.

OUTCOMES

1313 - Degree in Business Management and Administration

- Demonstrate capacity for analysis and synthesis.
- Be able to analyse and search for information from different sources.
- Be able to make decisions.
- Be able to negotiate and reconcile interests effectively.
- Be able to work in a team.
- Have critical and self-critical capacity.
- Manage time effectively.
- Be able to learn autonomously.
- Be able to adapt to new situations.
- Show creativity.
- Have initiative and entrepreneurial spirit.



- Acquire interdisciplinary knowledge of the company and its social, economic, institutional and legal environment, and of the basic elements of the management process, such as organisation and administration, accounting, taxation, operations, human resources, marketing, financing and investment.
- Know the legal regime and the functioning of the bodies of mercantile companies.
- Be able to prepare the company's corporate documents and commercial registration.
- Know the subjects and institutions of the legal system with the greatest impact on economic life.

1330 - Degree in Business Management and Administration (Ontinyent)

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LEARNING OUTCOMES

The learning outcomes the student should attain on completing the subject of Commercial Law are the following:

- Ability to interpret legal and jurisprudential texts.
- Ability to apply the hierarchy of norms and regulations appropriate to a specific case.



- Knowledge of the legal regime of the employer and the company.
- Identify and correctly interpret the obligations arising from commercial contracts.
- Identify the most adequate means of payment for use in commercial transactions

DESCRIPTION OF CONTENTS

1. Sources of Commercial Law. Employer and company

1. Legal order. Formal and material sources.
2. Legal concept of employer and company; main characteristics
3. Legal status of the employer: capacity, obligations and responsibility.
4. Collaborators dependent on the employer.

2. Corporate contracts and commercial companies

1. The associative phenomenon and commercial companies. Concept of company
2. Contractual aspect and corporate dimension of companies (corporate contract and legal status).
3. Classification of commercial companies.
4. Special commercial companies and other forms of organization used in the business sector.

3. Limited companies. Constitution and organization

1. Characteristic features and constitution of limited companies.
2. Concept and governing principles of share capital.
3. Contributions and related services.
4. Participation in the share capital: shares and social participations.
5. Rights that make up the condition of shareholder.
6. Transferability of the condition of shareholder.

4. Organisational structure

1. Organizational structure: distribution of competences in the social bodies.
2. General Board
 - a) Competences and types of committees
 - b) Meetings, constitution and operation of the Board
3. Administrative Body
 - a) Competencies and ways to organize the administration.
 - b) Capacity, appointment, duration, revocation and retribution
 - c) Scope of the power of representation
 - d) Duties of the administrators. Responsibilities of administrators
4. Challenge to the resolutions of the General Meeting and Board of Directors



5. Statutory and structural modifications and termination of the company

1. Modification of statutes. Special reference to the increase and reduction of share capital.
2. Structural modifications: concept and classes
3. Separation and exclusion of shareholders.
4. Dissolution and liquidation.

6. Securities and other means of payment

1. Securities.
 - a) Concept, economic function and types of securities.
 - b) The circulation of the nominative securities, to order or to the bearer.
2. Commercial payment instruments: bank drafts, cheques and promissory notes;
 - a) Concept and economic function.
 - b) Formal requirements and formulas for payment order release.
 - c) The acceptance of the draft.
 - d) The endorsement and the guarantee.
 - e) The presentation and payment.
 - f) Enforced payment and exchange rates.

7. Commercial contracts

1. The contract and commercial contracting.
2. Contracts of transfer of goods: purchase and supply.
3. Collaboration and distribution contracts: commission and agency, concession and franchise.
4. Financing and guarantee contracts: leasing, factoring, commercial loan, bank contracts (loans, credit line, discount), bonds and collaterals.
5. Insurance contracts. Liability insurance.

8. Insolvency acquisitions of trading employer

- 1.Characteristics of the insolvency proceedings.
- 2.Objective and subjective budgets
- 3.Pre-insolvency Institutes
- 4.Effects of the declaration of insolvency
- 5.Bankruptcy administration
- 6.Configuration of the active mass and the passive mass
- 7.Settlement and liquidation
- 8.Rating of insolvency.

**WORKLOAD**

ACTIVITY	Hours	% To be attended
Theory classes	30,00	100
Classroom practices	30,00	100
Attendance at events and external activities	2,00	0
Development of group work	10,00	0
Development of individual work	6,00	0
Study and independent work	14,50	0
Readings supplementary material	7,50	0
Preparation of evaluation activities	20,00	0
Preparing lectures	10,00	0
Preparation of practical classes and problem	7,00	0
Resolution of case studies	7,00	0
Resolution of online questionnaires	0,00	0
TOTAL	144,00	

TEACHING METHODOLOGY

The most appropriate methodology for the teaching of the subject of Commercial Law combines master classes with the active work of the student, in both theoretical and practical classes, through the realization of exercises and presentation of work.

The preparative work of the student is fundamental in achieving the objectives described in the learning outcomes. For this, prior to the master class, the student will be given a dossier with elementary questions that must be prepared using the core bibliography. The teacher will not explain these questions but will focus the class on the most complex topics of each of the lessons rather than repeating the information contained in the legal texts, which the students must learn how to use effectively, and the basic bibliography.

In addition, students will work in groups and verbally present a project on a type of company of those included in the second topic, within the section "classification of commercial companies", or on the procedure for creating a limited liability company.

In the practical part, the materials included in the practical dossier will be worked on in class. Individual and team work will be encouraged with the objective that the student acquires the ability to identify the legal sources for the resolution of the practical cases raised, developing at the same time their capacity for analysis and synthesis. To prepare the student in using the sources of commercial law, two sessions will be held on the handling of legal sources of commercial law and tools related to commercial contracts. In the rest of the practical sessions the students will work on the cases presented in the dossier.



EVALUATION

The integral topics of this subject will be assessed by considering the following aspects:

A Summary test that evaluates the level of scope of the learning results and especially those focused on the specific competences of the subject regarding content and application. The percentage of the summary test will represent 60% of the total of the final assessment and will be divided into two parts, theoretical and practical.

Continuous assessment of the student, based on their participation and involvement in the teaching-learning process. Continuous assessment will be carried out through seminars, resolution of cases and other activities oriented to the practical application of the theoretical content. The preparation of papers/reports and/or oral presentations will also be included, with defence of the argument presented by the student. This section will represent 40% of the total value of the subject.

Continuous assessment activities (directed or complementary) will not be recoverable in the second assessment when, due to its nature, it is not possible to design a test that assesses the acquisition of learning results on second review. This fact will be determined in the teacher's annex which will specify the directed and complementary activities that will be carried out within the framework of this teaching guide.

To pass the subject it is necessary to have passed each of the two parts of the summary test, which will be the same for all groups. The completion of one of the two parts will exempt the student from being examined again in the second assessment.

Even if continuous assessment has been maintained, totally or partially, if the student does not show up for the final evaluation test, the comment that will be included in the record will be that of NOT PRESENT. Exceptionally, at the student's request and depending on the circumstances of each specific case, it may be possible to qualify with FAILED, with the percentage mark resulting from the continuous evaluation.

The minimum score in the global calculation will be 5 points.

In the event of not passing the summary test, the mark that will appear on record will be determined from the weighted sum of the scores obtained in continuous assessment and final summary test without, in any case, exceeding 4.5 (Fail).

The date of the examination will be determined by the CAT and approved by the Centre Board.

Regardless of the general assessment system (written or oral), the teacher can determine in the annex the possibility of changing the examination system when it is forced to perform the exam on dates other than the official one, in line with the rules as stated in the Regulation of Evaluation and Qualification of the University of Valencia in the case of examination dates coinciding.



REFERENCES

Basic

- APUNTES DE DERECHO MERCANTIL (Adaptados a los estudios de ADE, Economía y Finanzas y Contabilidad). Editorial Low Cost Books.
- DERECHO MERCANTIL: MANUAL HECHO POR ESTUDIANTES (dir. Nuria Latorre; coord. Paula Herráiz). Tirant lo Blanch apuntes (últ. ed.)

Additional

- INTRODUCCIÓN AL DERECHO MERCANTIL, Francisco Vicent Chuliá, Editorial Tirant lo Blanch
- INSTITUCIONES DE DERECHO MERCANTIL, Fernando Sánchez Calero, Editorial MacGraw-Hill
- LECCIONES DE DERECHO MERCANTIL, Guillermo J. Jiménez Sánchez, Editorial Tecnos
- MANUAL DE DERECHO MERCANTIL, Manuel Broseta Pont, Editorial Tecnos
- CURSO DE DERECHO PRIVADO, Varios Autores, Tirant lo Blanch
- PRINCIPIOS DE DERECHO MERCANTIL, Fernando Sánchez Calero, Editorial MacGraw-Hill

ADDENDUM COVID-19

This addendum will only be activated if the health situation requires so and with the prior agreement of the Governing Council

DERECHO MERCANTIL I

1. Continguts / Contenidos

Se mantienen los contenidos inicialmente recogidos en la Guía Docente.

2. Volum de treball i planificació temporal de la docència / 2. Volumen de trabajo y planificación temporal de la docencia

El volumen de trabajo no se ha modificado. Alguna activitat prevista que no ha pogut realitzar-se (lectura de material complementari) se ha substituït (GA).

Los horarios de las sesiones presenciales se han mantenido, así como su duración, en los casos en que se ha optado por impartir las clases por videoconferencia (GC o GF). En estos casos, las clases se han grabado y se han agrupado subgrupos de prácticas en el mismo horario.

En otros casos se ha dado libertad a los estudiantes para realizar las actividades pautadas semanalmente



conforme a su propia programación (GARA o GB).

3. Metodología docente / 3. Metodología docente

Diversos materiales de estudio se han seguido facilitado al estudiante a través del aula virtual (presentaciones ppt y material complementario) y las Bases de Datos que han aprendido a utilizar en las primeras semanas del curso.

La **docencia** presencial se ha sustituido por videoconferencias síncronas grabadas (GC, GF), vídeos y transparencias locutadas (GARA, GB) en BBC y MMedia UV.

Las actividades programadas se están desarrollando además mediante herramientas del aula virtual como TAREAS, para la entrega, realización y corrección de ejercicios prácticos, y CUESTIONARIOS para evaluar los conocimientos teóricos adquiridos.

Las **tutorías** se realizan mediante correo electrónico, videoconferencias, chats o Fórum en el aula virtual

4. Avaluació / 4. Evaluación

Se mantiene el peso en la nota final de la evaluación continua (40%).

El examen final constará de dos partes que se realizarán a través del aula virtual:

- Una TEÓRICA, consistente en varias preguntas a desarrollar oralmente o por escrito (0 a 3 puntos)
- Una PRÁCTICA, consistente en uno o varios casos prácticos (0 a 3 puntos) en los que el estudiante podrá hacer uso de la legislación.

La nota final de la asignatura será la suma de las notas obtenidas en la evaluación continua y en el examen, siempre que en éste se obtenga al menos un 2,5 sobre 6 puntos.

Se mantiene la referencia a la bibliografía recomendada en la Guía

5. Bibliografia / 5. Bibliografía Docente.