

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

Code	35811
Name	Commercial law I
Cycle	Grade
ECTS Credits	6.0
Academic year	2022 - 2023

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
HERNANDO CEBRIA, LUIS	70 - Mercantile Law 'Manuel Broseta Pont'

SUMMARY

The subject Commercial Law I 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, the different commercial contracting options and the legal regime of insolvency and economic crises of entrepreneurs are the four main axes in which this subject is broken down.



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 entrepreneur and the enterprise.
- General theory of the company's contract. Organization, operation and types of commercial companies: Public Companies and Corporations, Limited Liability Companies and Special Companies.
- Obligations and contracts. Commercial contracts and security titles.
- Legal aspects of the 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 I are the following:

- Ability to interpret legal texts and resolutions.
- Ability to differentiate the regulations applicable to a specific case and the hierarchy of regulations, in order to know the legal limits.
- Knowledge of the necessary conditions for the start of economic activity. Capability to trade.
- Knowledge of the legal regime and operation of commercial companies.
- Identification and correct interpretation of the obligations arising from commercial contracts.



- Identification of the most appropriate means of payment in commercial traffic.
- Knowledge of the basic elements of the insurance measures of the different private legal operators (companies) in the commercial traffic.
- Ability to assess the dimension of the crisis or financial insolvency of companies and entrepreneurs based on the basic concepts given for the study of insolvency proceedings.

DESCRIPTION OF CONTENTS

1. The Legal System and the sources of Commercial Law

1. Legal System: The Law and the legal norm
2. Sources of Law
3. Formal sources of the Spanish Legal System
4. European Law
5. The sources of Commercial Law

2. Legal regime of the entrepreneur and the enterprise

1. Legal concept of entrepreneur: characteristic notes
2. Legal status of the commercial entrepreneur
 - a. Capacity, prohibitions, incompatibilities and disqualification
 - b. Obligations
 - c. Responsibility
3. Collaborators dependent on the entrepreneur

3. 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
5. Other forms of organization used in the business sector.

4. Capital 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 member
6. Documentation and representation of the shares and the social participations
7. Transferability of the condition of member



5. Organisational structure

1. Organizational structure: distribution of competences in the social bodies
2. General Meeting
 - a. Competences and types of meetings. The object of the ordinary General Meeting.
 - b. Convocation, constitution and operation of the General Meeting
3. Administrative Body
 - a. Competencies and ways to organize the administration. The Board of Directors
 - b. Capacity, appointment, duration, revocation and retribution
 - c. Attribution and Scope of the power of representation
 - d. Duties of the directors
 - e. Responsibilities of the directors
4. Challenge to the resolutions of the Corporate bodies

6. By-laws modifications, restructurings and termination of the company

1. Modification of by-laws. Increase and reduction of share capital
2. Separation and exclusion of members
2. Restructurings: concept and classes
3. Separation and exclusion of shareholders
4. Dissolution and liquidation

7. Security titles and other means of payment

1. Security titles.
 - a. Concept, economic function, characters and types of security titles
 - b. The circulation of the nominative securities, securities on order or securities to the bearer.
2. Commercial payment instruments: bill of exchange, check and promissory note
 - a. Concept and economic function of the bill of exchange
 - b. Formal requirements and subjects of the bill. Issuance formulas
 - c. The acceptance of the bill
 - d. Check
 - e. Promissory note
 - f. The endorsement and the guarantee.
 - e. Presentation and payment of the security titles
 - f. Enforced payment. The protest and the special actions

8. Commercial contracting (I)

1. The contract and commercial contracting
 - a. Essential elements in contracting
 - b. The commercial contract and the characteristics of commercial contracting
2. Property transfer contracts
 - a. The commercial sale contract
 - b. The supply contract



- 3. Collaboration contracts
 - a. The commission contract
 - b. The agency contract
- 4. Distribution contracts
 - a. Exclusive purchase and selective distribution contracts
 - b. The concession contract
 - c. The franchise agreement

9. Commercial contracting (II)

- 1. Financing and guarantee contracts
 - a. The leasing contract
 - b. The factoring contract
 - c. The commercial loan
 - d. Bank contracts: loan, credit opening, discount
 - e. Warranty contracts
- 2. Insurance contracts
 - a. General theory
 - b. Damage insurance. Liability insurance

10. Insolvency of the commercial entrepreneur

- 1. Characteristics of the insolvency proceedings.
- 2. Objective and subjective conditions
- 3. Preinsolvency Institutes
- 4. Effects of the declaration of insolvency
- 5. Bankruptcy administration
- 6. Configuration of the assets and rights and the list of creditors
- 7. Termination. Creditors' agreement and liquidation
- 8. Qualification of the 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	10,00	0
Resolution of case studies	10,00	0
TOTAL	150,00	

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 the presentation of works.

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 subjects of this area will be evaluated from the consideration of the following aspects:

- Synthesis test that evaluates the level of scope of the learning results and especially those focused on the specific competences of the subject with respect to content and application. The percentage of the synthesis 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. The continuous evaluation will be carried out through seminars, resolution of cases and other activities oriented to the practical application of the theoretical contents. It will also include the preparation of papers, reports and oral presentations, with defense of the positions developed by the student. This section will represent 40% of the total valuation of the subject.

Continuous assessment activities (directed or complementary) will not be recoverable in the second convocation when, due to their nature, it is not possible to design a test that assesses the acquisition of the learning results in the second convocation. This fact will be determined in the teacher's annex that 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 synthesis test, which will be unique for all groups. Passing one of the two parts will exempt the student from examining the same in the second convocation.

Even if the continuous assessment has been followed, totally or partially, if the student does not show up for the final evaluation test, it will be included in the record as a NOT SUBMITTED. Exceptionally, if the student request it, and in view of the circumstances of the specific case, it may be graded as FAIL, with the percentage mark resulting from the continuous evaluation.

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

In the case of not passing the synthesis test, the grade that will appear in the minutes will be determined from the weighted sum of the scores obtained in continuous evaluation and final synthesis test without, in any case, exceeding 4.5 (fail).

The date of the examination will be determined by the academic Committee and approved by the Center Board.

Regardless of the general evaluation 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 objective test on dates other than the official one in application of the rules provided for the case of coincidence in the dates of examination in the Regulation of evaluation and qualification of the Universitat de València.

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