

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

|                      |                |
|----------------------|----------------|
| <b>Code</b>          | 35931          |
| <b>Name</b>          | Mercantile law |
| <b>Cycle</b>         | Grade          |
| <b>ECTS Credits</b>  | 6.0            |
| <b>Academic year</b> | 2019 - 2020    |

**Study (s)**

| <b>Degree</b>                           | <b>Center</b>        | <b>Acad. year</b> | <b>Period</b> |
|-----------------------------------------|----------------------|-------------------|---------------|
| 1315 - Degree in Finance and Accounting | Faculty of Economics | 1                 | First term    |

**Subject-matter**

| <b>Degree</b>                           | <b>Subject-matter</b> | <b>Character</b> |
|-----------------------------------------|-----------------------|------------------|
| 1315 - Degree in Finance and Accounting | 4 - Law               | Basic Training   |

**Coordination**

| <b>Name</b>                    | <b>Department</b>                         |
|--------------------------------|-------------------------------------------|
| VERCHER MOLL, FRANCISCO JAVIER | 70 - Mercantile Law 'Manuel Broseta Pont' |

**SUMMARY**

MERCANTILE LAW is a basic training subject lectured in the first term of the first year of the Degree in Finance and Accounting.

This subject has an essential position in the students training since they are introduced in 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 focuses in which this subject is broken down.

It is intended that the Graduate in Finance and Accounting knows the fundamental concepts and the basic legal system of the entrepreneur and the business activity, whether it is carried out as a natural person or as a legal person.

The student must also know the basic concepts of the main business contracts, as well as the main obligations that are required for the companies.



From these data we can indicate the following as essential points of the subject:

- \* Introduction to Law. Source of Law. The subject of Law. Natural person and legal person. Concept and legal status of the employer and the company.
- \* General theory of the partnership contract. Organisation, operation and classes of mercantile companies: Limited Company, Limited Liability Company and Special Companies.
- \* 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 enrollment restrictions have been specified with other subjects of the curriculum.

## OUTCOMES

### 1315 - Degree in Finance and Accounting

- Conocer y comprender los conceptos básicos del Derecho y familiarizarse con el uso del lenguaje jurídico. Conocer las fuentes del Derecho desde la perspectiva económica.
- Conocer el régimen jurídico del empresario y las sociedades mercantiles.
- Conocer el régimen jurídico de los contratos mercantiles y los medios de pago.

## LEARNING OUTCOMES

The results the student must obtain once he/she has finished studying Commercial Law will be the following:

- Ability to interpret legal and jurisprudential texts.
- Ability to apply the hierarchy of norms and appropriate regulation to a specific case.
- Knowledge of the legal system of the employer and the company.
- To identify and correctly interpret the obligations arising from commercial contracts.
- To identify the most adequate means of payment for use in commercial traffic.



## 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 | 7,50          | 0                |
| Resolution of case studies                   | 7,50          | 0                |
| <b>TOTAL</b>                                 | <b>145,00</b> |                  |

**TEACHING METHODOLOGY**

The appropriate methodology to teach Commercial Law subject combines master classes with the active work of students, both in the theoretical classes and the practical ones, through exercises and the presentation of works.

The active work of students is basic to achieve the objectives described in the learning outcomes, for this, students will be given, prior to the master class, a dossier with elementary questions that must be prepared with the basic bibliography. The teacher will not explain these issues, but will focus the class on the most complex topics of each of the lessons and will not be limited to repeating the information contained in the legal texts that they must to handle and in the basic bibliography.

In addition, within the two main blocks under study in this subject (Company Law and Commercial Contract Law), students will be asked to orally explain the collective work done on one of the social types included in the second topic, within the section "classification of commercial companies".

In the practical part, the materials included in the practices dossier will be worked on in class. Individual and team work will be fostered with the objective that the student acquires the ability to identify the legal sources for the resolution of the practical assumptions raised, promoting in any case the analysis and synthesis capabilities. To start the student in the management of commercial law sources, two sessions will be held on the management of legal sources of commercial law and tools related to commercial contracts. The rest of the practical sessions students will develop the cases raised 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.
- Continous assessment of the student based on their participation and involvement in the teaching-learning process. The continous 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 and will not be recoverable in the second call.
- 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 call.
- Even if the continous 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 NO SHOW grade. 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 continous 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 continous 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 Unviersitat de València.

## REFERENCES

### Basic

- APUNTES DE DERECHO MERCANTIL (Adaptado a los estudios de ADE, ECONOMIA Y FINANZAS Y CONTABILIDAD) Low cost books. Valencia 2012.
- 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, Últimas ediciones.
- 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**

**English version is not available**