

Academic Year: ( 2019 / 2020 )

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Department assigned to the subject: Private Law Department

Coordinating teacher: LASTIRI SANTIAGO, MONICA

Type: Compulsory ECTS Credits : 5.0

Year : 1 Semester : 2

**REQUIREMENTS (SUBJECTS THAT ARE ASSUMED TO BE KNOWN)**

Law degree

**OBJECTIVES****COMPETENCES**

To acquire and understand enough knowledge that allow the students to be original in the development of ideas, particularly within the context of a research study.

That the students be able to apply the learning skills acquired during the course and show the capacity to solve problems in new environments related with the study areas.

CB9

To be able to compare the instrumental value of Law to comply with the efficient functioning of the market and the macroeconomic stability.

To be able to use new technologies of communication and information sources on the European Union Law.

To be able to communicate correctly, written and orally, in two of the official languages of the EU (Spanish-English) the legal knowledge acquired during the studies.

To know and show the ability to integrate the rules and specific procedures of the UE law in relation with legal advice to clients and their defense within the domestic and UE jurisdictions.

The capacity to expose the functioning of the mechanisms to adapt the market operators to the supranational regulation.

To possess a wide understanding of the relational techniques among the operators and national, supranational institutions responsible of the supervision of EU law.

To be able to analyze the usefulness of the different contractual models: civil and commercial within the EU law.

To be able to criticize and assess the national practices that impede the internal application of EU Law.

**LEARNING RESULTS**

Extensive knowledge of the EU Contract Law: civil and commercial and the establishing and functioning of companies within EU.

the knowledge of the relations and the degree of implementation of the Uniform International Law Instruments, as well as the European ones, in the context of the development of new contract rules within EU.

The assimilation of the EU member States practices related to the judicial and arbitral application of The European Principles of Contract Law.

## DESCRIPTION OF CONTENTS: PROGRAMME

### European Commercial law

1. European Corporate Business Law: 1.1 Directives and Regulations; 1.2 European Companies Act; 1.3 Transfer of place of business within EU; 1.4 Cross-Border mergers: calendar, participation of workers and internal obstacles.

2. Intellectual Property in the EU. 2.1. EU trademark 2.2 European Patent

3. Commercial Contract Law within EU:

#### COMMERCIAL LAW IN THE EUROPEAN UNION

4. Investment Arbitration in the European Union

The course focuses mainly in two areas: commercial contract law and corporate law.

Commercial contract law within EU focuses on the analysis of the general principles, purposes as well as a reflection for the future of the current work within EU on contract law, and particularly on the Common Frame of Reference. Particularly, the scope of application of the Principles of European Contract Law and the complementary instruments on Uniform International Commercial Contract Law are analyzed.

General principles of EU commercial contracts are analyzed in detail.

Corporate Contract Law within EU focuses on a general overview of the principles of company law and implementation of the same in member states through EU Directives and Regulations, analyzing the goals of attempting to establish harmonized degree of protection to companies themselves, their shareholders and creditors, with particular emphasis on the Regulation governing the European Company (SE). Freedom of establishment, and of movement in the EU: application of these European principles to legal entities and analysis of European case law.

Cross-border transactions in Europe: cross-border mergers between entities in different member states and peculiarities of this type of transaction in the event of employee participation in management. A practical approach to the process.

Finally, considerations on possibility for the transfer of corporate seats of legal entities between member states.

## LEARNING ACTIVITIES AND METHODOLOGY

### FORMATIVE ACTIVITIES OF THE STUDY PLAN

Lecturers focused on the specific dimension of Commercial Law within EU, with special attention of the market operators.

The materials used in each of the sessions are directly related towards the analysis of the real and practical impact of the EU Law in relation to both business companies and contract law. Therefore, it is essential the analysis of relevant case law.

Tutorials (hours).

Practice (hours)

Self study of the students and other activities (hours)

### TEACHING METHODOLOGY

Lecturers in the classroom which includes: oral discussions and wall presentations, where the principal aspects of the course are developed. Mandatory and complementary bibliography is provided to the students.

Critical assessment and evaluation of the recommended text to be used during the lectures.

Press articles, reports, text books, scientific articles and books either as to discuss during the class or to amplify and consolidate the knowledge of the subject matter of study.

Resolution of practical cases and problems either individually or by a group of students.

Exposition and discussion in the class, under the supervision of the professor, of the matters related to the content of the subject, as well as practical cases.

Drafting of papers or reports either individually or by a group of students.

## ASSESSMENT SYSTEM

<b>% end-of-term-examination/test:</b>	40
<b>% of continuous assessment (assignments, laboratory, practicals...):</b>	60

Ordinary session.

Continuous assessment will take into account the active participation of students during lectures and development of two "papers" by student groups or individually: one in contractual matters and the other in relation to company law.

Extra-ordinary session:

End-of-term exam, consisting in a practical case to solve individually: 40% of total mark.

Rest of the mark: permanent evaluation of participation, attitude and intervention of the student during presential classes (60% of the total mark).

The absence of more than 20% of the front classes causes dismissal from the course.

## BASIC BIBLIOGRAPHY

- Antonioli, Luisa and Fiorentini, Francesca and Gordley, James: A Case-based Assessment of the Draft Common Frame of Reference. , American Journal of Comparative Law, Vol. 58, No. 2, April, 2010, pp. 343-358. , 2010
- Boele-Woelki, K/Grosheide, W. The Future of European Contract Law. In Essays in Honour of Prof. Hondius. , Wolters Kluwer Law, 2007. , 2007
- Bonell, Michael-Joachim. The UNIDROIT Principles of International Commercial Contracts and the Principles of European Contract Law: Similar Rules for the Same Purposes?, Uniform Law Review / Revue de droit uniforme, n. 2, 1996, 229-246., 1996
- Brulez, Pieter: From the Academic DCFR to a Political CFR - Conference on European Contract Law, Trier, 18-19 March 2010., European Review of Private Law, Vol. 18, No. 5, 2010, pp. 1041-1048, 2010
- Hartkamp, A.S. Principles of Contract Law Hartkamp A.S. / Hesselink M.W. / Hondius E.H. / Joustra C./du Perron E./Veldman M. (eds.), Towards a European Civil Code, , 3rd. ed., Kluwer Law International 2004, 125 ħ 143., 2004
- Kotz, Hein European Contract Law, Oxford University Press, 2017

## ADDITIONAL BIBLIOGRAPHY

- Lando, Ole. How the Principles of European Contract Law (PECL) were prepared., European Journal of Law Reform, 2006, vol.8, n°4, pp.477-484., 2006
- Schulze, Reinhard. The Common Frame of Reference and Existing EC Contract Law. , Sellier, 2008. , 2008

## BASIC ELECTRONIC RESOURCES

- . EU Legal Texts: <http://eur-lex.europa.eu/en/index.htm>