# Commercial Law

**Academic Year: ( 2022 / 2023 )** **Review date: 02-12-2021**

**Department assigned to the subject: Private Law Department**

**Coordinating teacher: CANDELARIO MACIAS, MARIA ISABEL**

**Type: Compulsory ECTS Credits : 6.0**

**Year : 2 Semester : 2**

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

To make and follow the subject correctly Business Law is necessary to have previous knowledge or introductory civil law heritage.

## OBJECTIVES

1) Knowledge-
This knowledge is refered to both theory and practical aspects
This includes:
-To know the requirements to become a sole trader or a partnership.
-To learn the rules to draw up the articles of association
-To learn the legal instruments that govern industrial property rights in connection with companies (patents, trademarks, brands, industry designs, among others) as well the advantages and disadvantages of securities.
-To examine bankruptcy law applicable in the event of corporate insolvency.
2) Skills:
-improving the ability to advise companies
-working individually or in team
-ability to negotiate
3) Attitudes
-Implementation of mandatory law rules related to business corporations
-Flexibility of regulatory commercial law
4) Abilities- Possibility of applying theoretical concepts in real situations: partnership agreement, application for registering in the different types of industrial property, learning to write and fill out the documents related to financial securities; how it file bankcruptcy proceeding request.

## DESCRIPTION OF CONTENTS: PROGRAMME

Lesson 1: Legal regime of businesses and entrepreneurs
1. Concept of Commercial Law.
2. Characteristics and legal sources.
3. Relevant aspects of today's Commercial Law.
Lesson 2: Business, entrepreneur and commercial establishment
1. Business: economic and legal definitions.
2. Elements of a business: personal, material and immaterial.
3. General notion of entrepreneur and its relationship to the business. Individual and corporate entrepreneur.
4. Business establishment. Principal establishment and subsidiaries.
5. The business as the object of legal transactions.
5.1. Business acquisition and sale: Notion. Fundamental characteristics of this type of contracts. Obligations of buyer and seller.
5.2. Other legal transactions (Lease, Usufruct, and Business Mortgage).
Lesson 3: The Individual Entrepreneur
1. Differences between the legal and economic definitions of entrepreneur.
2. Different classification criteria for entrepreneurs.
3. Definition of individual entrepreneur.
4. Requirements for gaining entrepreneurial status.
5. Limits to the exercise of entrepreneurial activity.
6. The Statute of the Entrepreneur.
7. Entrepreneurial liability.
8. Loss of the entrepreneurial status.

9. Commercial dealings by married persons.
10. The foreign entrepreneur.
11. Commercial Representation (Collaborating with the Entrepreneur).
Lesson 4: Professional Duties of the Entrepreneur
1. Entrepreneurial Accountancy.
1.1. Objectives. Regulation.
2. Formal Accounting: mandatory and discretionary records.
2.1. Who is required to keep such records.
2.2. Bookkeeping requirements.
2.2.1. Formalities
2.2.2. Legalization.
2.2.3. Conservation.
2.3. Consequences of violating the above obligations.
2.4. Evidentiary value of accounting records.
3. Material accounting: Annual accounts.
4. Account auditing.
5. Legal Publicity of the Entrepreneur and the Business.
5.1. Implications and Regulation.
5.2. Ways in which it is put into practice.
5.3. The Commercial Registry: individuals and entities subject to mandatory registration, organization, functions, registry examination, remedies, principles, causes of action, public certification, formal publicity.
Lesson 5: Legal Protection of the Business Organization
1. Protection of Competition
1.1. Competition Law: evolution and objectives.
1.2. Contents of Competition Law: antitrust and unfair competition.
2. Antitrust Law
2.1. Regulation: European and Spanish Laws.
2.2. Scope of application of European and Spanish regulation.
2.3. Objectives of antitrust regulation.
2.4. Contents of the Antitrust Law: forbidden practices, sanctions, cases in which these practices are permitted, merger control, control of state aid.
2.5. National Competition Commission: role.
3. Unfair Competition
3.1. Regulation of unfair competition: objectives.
3.2. Characteristic elements of unfair practices. Definition of unfair competition.
3.3. Scope of application.
3.4. Practices amounting to unfair

## LEARNING ACTIVITIES AND METHODOLOGY

Passing the subject will mean that the theoretical concepts have been learnt through master classes, seminars and especifics workshops as well a practical ones ( using practical cases, certificates of incorpation, legal actions and judgments).
The subject is made of  ETCS. The practical classes and workshops will be up to 40% of ECTS and the theory classes up to 60% of those credists.  Anyway, according to the legislation about college degrees. (Implementing higher education European agreements) will be taken in account to set the amounts of student¿s study hours.
Both theory and practice will enable students to know the fundamentals of commercial law. Knowledge required to the future of student¿s careers (business management and administration and activities about the corporate strategy among other related to business world).

## ASSESSMENT SYSTEM

On-site System Evaluation:
The evaluation will be continued on the acquisition of skills will be based on the following:

- Overcoming by means of theoretical-practical examination of the content of the subject. Continuous evaluation is compulsory and can be up to 4 points. The evaluation by exam based on 6 points, a minimum score of 1.5 must be obtained to be scored this part. The following will also be considered:
The evaluation will be continous about the competences learnt and based on the following criteria.
-Passing the exam containing exercises and theory
-Participation and classes attendance.
-Continuous evaluation of students, taking in account the participation in class activities, in research assignments (workshops and practices realized)
-The purpose of evaluation is verifying whether the students have fulfilled their learning goals as a whole.
-With the evaluation students will show that they have the skills and knowledge of the subject matter,

ability to give opinions, ability to communicate the knowledge acquired in the learning process.
Eventually, the aim is to acquire a professional skills, knowledge and abilities and capacities to work in a team within the corporate legal environment,

Final exam grade: 60
The rest of the evaluation.40
ONLINE EVALUATION:
There are several options:
1. Research work will be carried out, the topics of which will be offered by the Faculty. Said works will be delivered in writing via e.mail or electronic means, as well as orally presented through the online platform.
2. There will be an oral exam through the online platform.

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| **% end-of-term-examination:** | 60 |
| **% of continuous assessment (assigments, laboratory, practicals…):** | 40 |

## BASIC BIBLIOGRAPHY


- BROSETA PONT, M. Business Law Course, TENCOS.
- CANDELARIO MACÍAS, I. Y OTROS GPS SOCIEDADES, TIRANT LO BLANCH, 2020
- JIMÉNEZ SÁNCHEZ, G.J. LESSONS OF COMMERCIAL LAW, TECNOS.