

Academic Year: (2023 / 2024)

Review date: 08-06-2023

Department assigned to the subject: Private Law Department

Coordinating teacher: LASTIRI SANTIAGO, MONICA

Type: Compulsory ECTS Credits : 4.0

Year : 1 Semester : 1

DESCRIPTION OF CONTENTS: PROGRAMME

1. Commercial and corporate legal advice: the lawyer and commercial practice. Legal advice on operations and their formalization.
 - 1.1. Introduction to the company's commercial practice. Different ways of acquiring a business (purchase-sale of shares and assets, among others).
 - 1.2. Letters of intent (LOI) within the purchase-sale operations. What are they and what are they for? Solve a case study.
 - 1.3. Concept of Due Diligence (legal audit) and its importance in the purchase-sale agreement. Seller's responsibility. Solve a case study.
 - 1.4. Share's purchase-sale agreement. Solve a case study.
 - 1.5. Continue case study of a purchase sale agreement. Contract between shareholders. Solve a case study.
 - 1.6. Formalize a purchase sale operation: signature, closing, post closing. Most relevant aspects. Solve a case study.
2. Specialized Commercial Courts.
 - 2.1. Theory and practical issues on applying public or private antitrust trade practices.
 - 2.2. Applying public or private antitrust trade practices. Solve a case study.
 - 2.3. Theory and practical issues on Bankruptcy Law.
 - 2.4. Bankruptcy judges. Solve a case study.
3. The intervention of the Attorney General, particularly in bankruptcy proceedings. The obligation to pay orders and edicts
4. Corporate practice.
 - 4.1. Choosing the type of corporation and its regulations according to partner's interests. By-laws and parallel shareholder's agreements.
 - 4.2. Proceeding to constitute a company: physical and electronic constitution. Solve a case study.
 - 4.3. Governing bodies ¿ how they work. The Secretary to the Shareholder's Meeting. Handling of corporate books. Solve a case study.

- 4.4. Administrator's duties and responsibilities. Solve a case study.
- 4.5. Modification of by-laws. Solve a case study.
- 4.6. Dissolution of a company. Solve a case study.
- 5. National and international commercial arbitration.
 - 5.1. Introduction to arbitration. Arbitration agreement: drafting of an agreement, forms and pathologies. Types of arbitration. Sources of arbitration and general principles.
 - 5.2. Arbitration of controversies, and applicable law by arbitrators.
 - 5.3. Peculiarities of arbitration proceedings: jurisdiction, procedural authentication, nomination of recusal arbitrators, financial cover. Case study.
 - 5.4. Arbitration procedure: procedural calendar, bifurcation of the procedure, precautionary measures and responsibility.
 - 5.5. Writs of the parties, sue, allegations, etc.
 - 5.6. Arbitration evidence. Cross examination of witnesses and experts.
 - 5.7. Annulment of ruling and warrant of execution. Other possible remedies on the ruling.
 - 5.8. Request for execution of foreign judgments.

LEARNING ACTIVITIES AND METHODOLOGY

Training activities:

Considering that students have acquired a solid education in theory during their schooling as well as within the base unit, during the specialty credits they may do without the traditional on-site class, and going to more case studies, which will be provided with specific information for easier referral and solution. This will allow the students to solve real problems in the different areas of specialization, since it will always be necessary to go back to the theory content, as the solving of cases has to have a meticulous study of each discipline by the students in order to surpass the different courses within the evaluation criteria.

Teaching methodology:

For each course student will receive a summary of case studies to be solved as scheduled. Each lesson will have specific reading material (doctrinal documents, case-law or administrative resolutions); without prejudice that the professor will provide an introduction of the theory at the beginning of each session in order to find the basic problems and put them within the unit's content in each of the cases.

ASSESSMENT SYSTEM

% end-of-term-examination:	40
% of continuous assessment (assignments, laboratory, practicals...):	60

EVALUATION SYSTEM

Part of the grade will be solving of the case studies, report writing and participation in seminars,

Students will also be graded on their capacity in the handling of the documentation, solving and applying the correct and efficient answers to all type of situations and the ability to solve not regulated cases and the writing of the corresponding writs.

Participation in the debates, seminars, or in-house classes, as well as the paper work whether individually or in group will also be considered for grading.

% end-of-term-examination:	40
% of continuous assessment (assignments, laboratory, practicals...):	60
1) Continuous evaluation: 60%	
2) Tests (40%)	

All this in accordance with current regulations.

If the continuous evaluation system is not followed, which requires attendance at 90% of the sessions, the final grade in both ordinary and extraordinary sessions will be obtained on 60% of the final exam.

BASIC BIBLIOGRAPHY

- A. MENÉNDEZ y A. ROJO Lecciones de Derecho Mercantil, Civitas.
- A. ROJO y E. BELTRÁN (dir.), Comentarios a la Ley de Sociedades de Capital (Tomos I y II), Civitas.
- ARANZÁBAL, Gonzalo; PUIGDELLIVOL, Cristina; CLAPERS, Sonia La compraventa de empresas: distintas fases de ejecución. 2009 Anuario mercantil para abogados. Los casos más relevantes en 2008 de los grandes despachos. , La Ley, 2009
- Aguayo Juan Las manifestaciones y garantías en el Derecho de contratos español, Madrid, 2011
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- BINDER, Peter. International Commercial Arbitration and Conciliation in UNCITRAL Model Law Jurisdictions., Sweet & Maxwell, 2010, 3rd edition. , 2010
- CASADO VALDERRÁBANO, José Ramón La obligación de saneamiento por vicios o defectos en la cosa vendida en las operaciones de adquisiciones de empresas. Comentario al Laudo de 24 de diciembre de 2010., Madrid, 2010
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- Jorge Feliu Los pactos parasociales en las sociedades de capital no cotizada, Marcial Pons, 2012
- MORALES BARCELÓ, JUDITH pactos parasociales vs estatutos sociales: eficacia jurídica e impugnación de acuerdos sociales por su infracción, Revista de Derecho de Sociedades núm. 42/2014, Aranzadi.
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- Perales Viscasillas, Pilar Convenio arbitral tipo elaborado por la comisión para estudio del arbitraje societario del club español del arbitraje., Revisa de derecho de sociedades, 2013
- ROJO, A. Y BELTRÁN M Comentario de la Ley Concursal, (2 vols.), Thomson Civitas, 2014
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- ÁLVAREZ ARJONA, José María; CARRASCO PERERA, Ángel (Directores) Régimen jurídico de adquisición de empresas, Aranzadi, 2013

- null VV.AA., Derecho de la Competencia, Civitas, 2013

- null VV.AA., Tratado Judicial de la Insolvencia, Aranzadi, 2012

ADDITIONAL BIBLIOGRAPHY

- FERNÁNDEZ DEL POZO, L Aproximación a la categoría de operaciones sobre activos esenciales cuya decisión es competencia exclusiva de la Junta [arts. 160 f) y 511 bis LSC, La Ley Mercantil, Febrero de 2012

- Paz Ares Cándido La cuestión de la validez de los pactos parasociales, Madrid, 2011

- RECALDE CASTELLS, A. en JUSTE MENCÍA, J ¿Comentario de la reforma del régimen de las sociedades de capital en materia de gobierno corporativo (Ley 31/2014)¿,, Thomson Reuters, 2015

- ÁLVAREZ-ROYO VILLANOVA, S. y SÁNCHEZ SANTIAGO, J La nueva competencia de la junta general sobre activos esenciales: a vueltas con el artículo 160 f) LSC, Diario la Ley Nº 8546, 25 de mayo de 2015., 2015