

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 : 2

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.

- 1) Continuous evaluation: 60%
- 2) Tests (40%)

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

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.
All this in accordance with current regulations at all times.
All according to the regulations in force at all times.

BASIC BIBLIOGRAPHY

- PAZ-ARES, Cándido ¿Fundamento de la prohibición de los pactos de voto para el consejo¿, InDret, 2010
- A. MENÉNDEZ y A. ROJO Lecciones de Derecho Mercantil, Civitas.
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- ARANZÁBAL, Gonzalo; PUIGDELLIVOL, Cristina; CLAPERS, Sonia La compraventa de empresas: distintas fases de ejecución, Anuario mercantil para abogados. Los casos más relevantes en 2008 de los grandes despachos. -La Ley, 2009
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- BINDER, Peter International Commercial Arbitration and Conciliation in UNCITRAL Model Law Jurisdictions, Sweet & Maxwell, 2010, 3rd edition., 2010
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- DUQUE DOMÍNGUEZ, Justino F en en ALONSO UREBA, Alberto, Derecho de sociedades anónimas Escritura, estatutos y límites a la libertad estatutaria en la fundación de sociedades anónimas., Civitas, 1991
- EMBID IRUJO, José Miguel y MARTINEZ SANZ, Fernando ¿Libertad de configuración estatutaria en el derecho español de sociedades de capital, Revista de Sociedades, No 7, 1996
- FELIU REY, Jorge Los pactos parasociales en las sociedades de capital no cotizadas, Marcial Pons , 2013
- FERNÁNDEZ DE LA GÁNDARA, Luis, GARRIGOS JUAN, Antonio y SÁNCHEZ ÁLVAREZ, Manuel Ma ¿Sindicato de voto y de bloqueo¿, Revista de Derecho de Sociedades, no 5, 1995
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- 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.
- PAZ-ARES, Cándido ¿¿Cómo entendemos y cómo hacemos el derecho de sociedades?, en Paz-Ares, Cándido (coord.), Tratando de la Sociedad Limitada, Madrid: Fundación Cultural del Notariado,, Tratando de la Sociedad Limitada, Madrid: Fundación Cultural del Notariado, 1997

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- Perales Viscasillas, Pilar Convenio arbitral tipo elaborado por la comisión para estudio del arbitraje societario del club español del arbitraje, Revista de derecho de sociedades, 2013
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- SÁNCHEZ CALERO, F./ SÁNCHEZ-CALERO GUILARTE Instituciones de Derecho Mercantil, Aranzadi, 2015
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ADDITIONAL BIBLIOGRAPHY

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