

Company law

Academic Year: (2024 / 2025)

Review date: 25-04-2024

Department assigned to the subject: Private Law Department

Coordinating teacher: FELIU REY, JORGE

Type: Compulsory ECTS Credits : 6.0

Year : 1 Semester : 1

OBJECTIVES

GENERAL COMPETENCES

- Ability of conflict resolution in contexts that are new or unfamiliar in multidisciplinary situations.
- Ability to face complex situations and solve problems with limited information
- Ability to transmit and communicate conclusions and outcomes both to specialized and non-specialized publics on a clear and unambiguous basis
- Provide legal advice in regulated sectors both at an international level and a domestic one
- Identify conflicts of interests and manage resolution techniques in the organizational, management and commercial context of regulated sectors
- Assess the array of liabilities likely to arise from the provision of professional services in regulated sectors
- Provide legal advice to international companies willing to invest in regulated sectors
- Develop skills to improve consumer protection in regulated markets
- Teamwork in specific, interdisciplinary and international contexts in order to integrate diverse contributions towards a common goal.

SPECIFIC COMPETENCES

Ability to give legal advice to the business in contractual, corporate, and commercial issues

Ability to assess business economic situation from accountancy

Ability to negotiate and prevent conflict situations

EXPECTED LEARNING OUTCOMES

Students are expected to learn how to resolve problems in business transactions, elaborate notices and reports and legal documents in related issues.

To address the impact of ESG criteria in and by corporations, both national and multinational, given the current widespread concern in advanced societies, through the instruments of ¿soft law¿ and ¿hard law¿ that seek, in one way or another, to influence international, supranational and national legislation, state plans, codes of conduct and corporate policies.

DESCRIPTION OF CONTENTS: PROGRAMME

1.General Introduction

- a. Origins and evolution of Companies
- b. Company taxonomy in Civil Law and Common Law
- c. European Company Law
- d. Other Business Associations
- e. How to choose the appropriate business form

2. Other Organizational Structures

3. Corporations
 - a. General concepts
 - b. By-laws and internal regulations
 - c. Capital, assets and finance
 - d. Shares and parts
 - e. Corporate bodies
 - f. Directors & duties and liability
 - g. Dissolution and liquidation
 - h. Shareholders & agreements
 - i. Family Protocols

4. Corporate operations
 - a. Due diligence
 - b. Capital increase and reduction. Issuance of new stock.
 - c. Mergers and Acquisitions. Other structural changes.
 - d. Investment operations

5. Quoted Corporations
 - a. General concepts. Listing requirements
 - b. Capital Markets regulations. Codes of Conduct.

LEARNING ACTIVITIES AND METHODOLOGY

Learning activities:

Lectures
 Tutorials
 Teamwork
 Individual study

Teaching methodologies

- debates and critical discussions
- practical assignments: drafting, conflict resolution, negotiations, prelegislative tasks, regulatory and supervision issues, case law analysis, preparing documents, report drafting

ASSESSMENT SYSTEM

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

Given the essentially practical orientation of activities and teaching methodologies, assessment system will be:

Graded assignments to be presented in class (in groups or on an individual basis) 40%

Final exam (60%):

The assessment in the extraordinary call would be under the same requirements than in the ordinary one.

BASIC BIBLIOGRAPHY

- AAVV THE ANATOMY OF CORPORATE LAW: A COMPARATIVE AND FUNCTIONAL APPROACH, OXFORD UNIVERSITY PRESS, ULTIMA EDICIÓN

- AURELIO MENENDEZ; ÁNGEL ROJO LECCIONES DE DERECHO MERCANTIL , THOMSON REUTERS CIVITAS, LA MÁS RECIENTE

- BROSETA PONT, MANUEL; MARTINEZ SANZ, FERNANDO MANUAL DE DERECHO MERCANTIL, TECNOS, LA MÁS RECIENTE

- BROSETA PONT, MANUEL; MARTINEZ SANZ, FERNANDO MANUAL DE DERECHO MERCANTIL, TECNOS, LA MÁS RECIENTE

- FELIU REY, JORGE LOS PACTOS PARASOCIALES EN LAS SOCIEDADES DE CAPITAL NO COTIZADAS, MARCIAL PONS, 2012

- JAVIER JUSTE MENCÍA (COORD.) COMENTARIO DE LA REFORMA DEL RÉGIMEN DE LAS SOCIEDADES DE CAPITAL EN MATERIA DE GOBIERNO CORPORATIVO, THOMSON REUTERS CIVITAS, 2015

- Javier Jueste Mencía (Coordinador) Comentario de la reforma del régimen de las sociedades de capital en materia de gobierno corporativo, Thomson Reuters Civitas, 2015

- MARTÍNEZ ECHEVARRÍA Y GARCÍA DE DUEÑAS, ALFONSO GOBIERNO CORPOTATIVO: LA ESTRUCTURA DEL ÓRGANO DE GOBIERNO Y LA RESPONSABILIDAD DE LOS ADMINISTRADORES, THOMSON REUTERS ARANZADI.

- ROJO, ÁNGEL; BELTRAN, EMILIO COMENTARIOS A LA LEY DE SOCIEDADES DE CAPITAL, CIVITAS.

ADDITIONAL BIBLIOGRAPHY

- AAVV DERECHO DE SOCIEDADES. CUESTIONES SOBRE ÓRGANOS SOCIALES, TIRANT LO BLANCH, 2019

- AAVV DERECHO DE SOCIEDADES. REVISANDO EL DERECHO DE SOCIEDADES DE CAPITAL, TIRANT LO BLACH, 2018

- AAVV DERECHO DE SOCIEDADES, LOS DERECHOS DEL SOCIO, TIRANT LO BLACH, 2020

- SANTIAGO HIERRO (DIR.) RETRIBUCIÓN DE CONSEJEROS, MARCIAL PONS, 2020