

COURSE/SUBJECT'S NAME: COMMERCIAL LAW		
BACHELOR'S DEGREE: Business Administration; Finance and Accounting;	COURSE/YEAR: SECOND	SEMESTER: 1 <sup>ST</sup> and 2 <sup>ND</sup>

SUBJECT'S SCHEDULE								
WEEK	LECTURE	CONTENTS DESCRIPTION	GROUP (Mark with X)		CLASSROOM	STUDENT'S WEEKLY DUTIES		
			FULL	REDUCED		DESCRIPTION	COMPULSORY LECTURE CLASSES	HOMEWORK DUTIES (Máx 7h per week)
1	1	<p><b>MASTER CLASS</b></p> <p><b>Course presentation</b></p> <p><b>Lesson 1: Legal regime of businesses and entrepreneurs</b></p> <p>1. Concept of Commercial Law. 2. Characteristics and legal sources. 3. Relevant aspects of today's Commercial Law.</p> <p>Through this lesson, students learn what the Commercial Law is in general and its significance in today's reality. For this purpose, will be provided concepts of Commercial Law, basic features, applied principles, regulatory sources, and current events that identify it.</p>	X			To achieve the best understanding of the lesson, prior reading of the assignments is recommended, using the general bibliography, and after the lesson, a review/study of the materials and notes provided by the professor.	1,5	5
1	2	<p><b>GROUP WORK:</b> development and realization of a debate/discussion and interpretation of legal judgments.</p>		X		Students will have to read legal judgments, as well as, the recommended readings by the professor.	1,5	
2	3	<p><b>MASTER CLASS</b></p> <p><b>Lesson 2:</b> Business, entrepreneur and commercial establishment</p>	X			For adequate comprehension of the lesson it is recommended to read the lesson in accordance with "the general bibliography" before the	1,5	

		<p>1. Business: economic and legal definitions.</p> <p>2. Elements of a business: personal, material and immaterial.</p> <p>3. General notion of entrepreneur and its relationship to the business. Individual and corporate entrepreneur.</p> <p>4. Business establishment. Principal establishment and subsidiaries.</p> <p>5. The business as the object of legal transactions.</p> <p>5.1. Business acquisition and sale: Notion. Fundamental characteristics of this type of contracts. Obligations of buyer and seller.</p> <p>5.2. Other legal transactions (Lease, Usufruct, and Business Mortgage).</p>				class, and prior to studying any materials and notes provided by the professor.		
2	4	<p><b>PRACTICE:</b> Resolution of practical cases related to the Commercial Register. Discussion.</p>		X		The students shall solve a case study, basing their determination on a series of arguments from the legal point of view, as presented in the mandatory readings, and additional readings recommended by the professor, prior to the discussion of the outcome of the case study.	1,5	
3	5	<p><b>MASTER CLASS</b></p> <p>Lesson 3: The Individual Entrepreneur</p> <p>1. Differences between the legal and economic definitions of entrepreneur.</p> <p>2. Different classification criteria for entrepreneurs.</p> <p>3. Definition of individual entrepreneur.</p> <p>4. Requirements for gaining entrepreneurial status.</p> <p>5. Limits to the exercise of entrepreneurial activity.</p> <p>6. The Statute of the Entrepreneur.</p> <p>7. Entrepreneurial liability.</p> <p>8. Loss of the entrepreneurial status.</p> <p>9. Commercial dealings by married persons.</p> <p>10. The foreign entrepreneur.</p>		X		For the best comprehension of the lesson, it is recommended to read the lesson according to the general bibliography, and the notes/teaching materials, and handouts offered by the professor, prior to the class session.	1,5	

		11. Commercial Representation (Collaborating with the Entrepreneur).					
3	6	<b>GROUP WORK:</b> Students will discuss and settle on some of the issues raised by Prof. in order to make a small comment and explain, argue, debate and defend legal based points of view in the class.				The presentation of assignments will be supervised by the teacher, and the students will work in small groups to evaluate the presentations with legal arguments, facts, and applicable laws in the interest of forming an evaluative and critical judgment about the theme being debated.	1,5
4	7	<b>MASTER CLASS:</b>  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,				For adequate comprehension of the lesson it is recommended to read the lesson in accordance with “the general bibliography” before the class, and prior to studying any materials and notes provided by the professor.	1,5

		organization, functions, registry examination, remedies, principles, causes of action, public certification, formal publicity.						
4	8	<b>PRACTICE:</b> Resolution of practical cases related to the partnership business. Discussion.		<b>X</b>		For suitable comprehension of the lesson, completion of reading assignments, according to the general bibliography, and reading of teaching materials offered by the teacher, is recommended prior to the class session.	1,5	
5	9	<b>MASTER CLASS</b>  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 competition. 3.5. Causes of action resulting from unfair practices. 3.6. Basic procedural elements.		<b>X</b>		To achieve the best understanding of this lesson, prior completion of reading assignments in accordance with the general bibliography, and study of notes and class materials, is suggested.	1,5	

4. Industrial Property

4.1. Definition.

4.2. Registration as a way of protecting industrial property rights.

4.3. Regulation of industrial property: national and international.

4.4. Patents:

4.4.1. Definition, conditions of patentability, prohibitions.

4.4.2. Patent applicants; rights and obligations of the patentee.

4.4.3. Patent related contracts; patent licensing.

4.4.4. Fundamental elements of the patent application procedure.

4.4.5. Patent expiration.

4.4.6. Causes of action for patent infringements.

4.4.7. Overview of the most significant international treaties on patents: objectives.

4.5. Trademarks:

4.5.1. Definition, classification and functions.

4.5.2. Acquisition of trademark rights; prohibitions.

4.5.3. Rights and obligations of the registered trademark owner.

4.5.4. Trademark expiration.

4.5.5. Causes of action for trademark infringements.

4.5.6. International trademark regulation: overview and objectives.

4.6. Industrial Design:

4.6.1. Rationale, Objectives, Definition, Regulation.

4.6.2. Substantive Requirements: Novelty and Originality.

4.6.3. Formal Requirements: Registration. Opposition procedures.

4.6.4. Rights arising from Registration.

4.6.5. Causes of action for Industrial Design Infringements.

4.6.6. Industrial Design and its relation with similar

		practices. 4.6.7.European and international regulation.					
5	10	<b>WORKSHOP ON PUBLIC LIMITED COMPANY<sup>1</sup>:</b> Preparation, discussion and presentation of a corporate issue topic, selected from a list previously proposed by the teacher. Work is done by groups of students and shared in the class.		X		The student will read the bibliography and the handouts given by the professor, as well as, complete individual research.	1,5
6	11	<b>MASTER CLASS</b>  Lesson 6: General Theory of Corporations 1. Origins and evolution of corporations. 2. Definition and characteristics of the corporate agreement. Effects. 3. Definition of corporation. Corporation or company agreement: peculiarities. 4. Commercial nature of the corporation. Public document and registry inscription. 5. Distinction between Partnerships and Corporations. 6. Corporate personality. 6.1. Consequences of recognizing corporate personality. 6.2. Limitations of corporate personality. 6.3. Abuse of corporate personality. 7. Void corporations. 8. Corporate nationality.		X		. For the best comprehension of the lesson, it is recommended to read the lesson, according to the general bibliography, and the notes/teaching materials offered by the professor, prior to the class session.	1,5
6	12	<b>WORKSHOP ON LIMITED LIABILITY COMPANIES:</b> Students will examine and write a brief research about some of the issues studied in		X		The student will read ahead of time, and take into account in a precise manner, the relevant law, judgments, and legal principles suggested	1,5

<sup>1</sup> (UK) *Public Limited Company* / (USA) *Public Corporation*

		the master lecture class related to the Limited Liability Company.				by the teacher, and those learned from the student's own research.		
7	13	<p><b>MASTER CLASS</b></p> <p>Lesson 7: General Partnerships, Limited Partnerships, Limited Partnerships by Shares</p> <p>1. General Partnerships.</p> <p>1.1. Origins, definition and characteristics.</p> <p>1.2. Establishment.</p> <p>1.3. Modification of the partnership agreement.</p> <p>1.4. Partners' duties; special rules applying to labouring partners.</p> <p>1.5. Transfer of partnership interests.</p> <p>1.6. Partnership management.</p> <p>1.7. Liability towards creditors.</p> <p>1.8. Partnership dissolution: effects.</p> <p>1.9. Rules applying to partnership liquidation. Role of receivers.</p> <p>2. Limited Partnership.</p> <p>2.1. Origins, definition, analogous forms and differences with general partnerships.</p> <p>2.2. Legal requirements for its establishment.</p> <p>2.3. Rights and duties of the partners.</p> <p>2.4. Transfer of limited partnership interests.</p> <p>2.5. Modification of the limited partnership agreement.</p> <p>2.6. Limited partnership management: characteristics.</p> <p>2.7. Liability towards creditors.</p> <p>2.8. Dissolution and liquidation.</p> <p>3. Limited partnership by shares.</p> <p>3.1. Definition and characteristics.</p> <p>3.2. Regulation.</p> <p>3.3. Establishment.</p> <p>3.4. Partnership bodies.</p> <p>3.5. Dissolution and liquidation.</p>	X			<p>To achieve the best understanding of this lesson, prior completion of reading assignments in accordance with the general bibliography, and study of notes and class materials, is suggested.</p>	1,5	

7	14	<b>PRACTICE:</b> Resolution of practical cases related to the working mechanism of the bill of exchange, note and check. Discussion.		<b>X</b>		The student will solve a practical case before the session for its subsequent presentation and debate.	1,5
8	15	<b>SELF-ASSESSMENT QUESTIONNAIRE</b>		<b>X</b>		The student will summarize the material studied, and, as well, will summarize the knowledge, abilities, and skills acquired in the practice sessions.	1,5
8	16	<b>MASTER CLASS</b>  Lesson 8: Corporations (“Sociedad Anónima”) 1. Origins and evolution. Basic characteristics. 2. Name and purposes. 3. Formation systems. 4. Formal requirements for its establishment. Articles of incorporation and by laws. 5. Corporations in formation and defective incorporation. 6. Capital contributions. 7. Corporate capital and assets. Functions of corporate capital. 8. Shares: definition. 8.1. Shares as part of corporate capital; documentation of shares. 8.2. Shares as a partnership requisite; rights conferred to the shareholder. 8.3. Classes of stock.		<b>X</b>		For suitable comprehension of the lesson, prior reading of the corresponding topic from the reference manual, notes/handouts, and studying of given materials is recommended.	1,5
9	17	<b>MASTER CLASS</b>  Lesson 9: Corporations (cont.) Corporate bodies and structural amendments  1. General Shareholder Meeting.		<b>X</b>		For suitable comprehension of the lesson, prior reading of the corresponding topic from the reference manual, notes/handouts, and studying of given materials is recommended.	1,5



		<p>1.1. Concept, powers, calling and agreements.  1.2. Types of shareholder meetings.  1.3. Participation, proxies, presiding over the meeting, minutes, challenging decisions.  2. Managers.  2.1. Definition, appointment, terms of office, removal, rights and duties.  2.2. Board of Directors: organization and operation.  2.3. Directors' liability.  3. Dissolution, mergers, spin-offs and liquidation.  3.1. Dissolution causes and effects.  3.2. Merger process. legal requirements.  3.3. Spin-offs: definition and legal requirements.  3.4. Liquidation: definition, role and duties of receivers.  3.5. Termination.  4. Publicly Traded Corporations.</p>						
9	18	<p><b>WORKSHOP ON THE COMMERCIAL SALES CONTRACT:</b> Students will examine and write a brief about some of the issues under the lecture devoted to commercial sale.</p>				X	<p>The student will read ahead of time, and take into account in a precise manner, the relevant laws, judgments, and legal principles suggested by the teacher.</p>	1,5
10	19	<p><b>MASTER CLASS</b></p> <p>Lesson 10: Limited Liability Companies (“Sociedad de Responsabilidad Limitada”)  1. Origins.  2. Principles inspiring the regulation of this business association.  3. Basic characteristics of the LLC.  3.1. Name and purpose.  3.2. Establishment: content of the articles of incorporation and bylaws.  3.3. Corporate Capital.</p>				X	<p>For suitable comprehension of the lesson, prior reading of the corresponding topic from the reference manual, notes/handouts, and studying of given materials is recommended.</p>	1,5

		<p>3.4. Capital contributions and accessory undertakings.</p> <p>3.5. “Participaciones” (shares of LLC): characteristics and functions.</p> <p>3.6. Limits to the transferability of shares of LLC.</p> <p>3.7. Company Bodies.</p> <p>3.7.1.General Assembly: characteristics, powers, calling, rights of attendance.</p> <p>3.7.2.Managers: characteristics, organization alternatives, appointment, alternates, liability, removal.</p> <p>3.8. Mergers and spin-offs.</p> <p>3.9. Dissolution: causes.</p> <p>3.10. Reactivating the dissolved company.</p> <p>3.11. Liquidation and termination. Role of receivers.</p> <p>3.12. Circumstances subsequent to the cancellation of the incorporation in the Commercial Registry.</p> <p>3.13. The new business limited company.</p>					
10	20	<p><b>PRACTICE:</b> Resolution of practical cases related to the insurance contract. Discussion.</p>		X		The student will solve a practical case before the session for its subsequent presentation and debate.	1,5
11	21	<p><b>MASTER CLASS</b></p> <p>Lesson 11: Introduction to Commercial Contracting</p> <p>1. Regulation of commercial obligations and contracts.</p> <p>1.1. Formal requirements.</p> <p>1.2. Proof of contracts.</p> <p>1.3. Interpretation.</p> <p>1.4. Contract formation.</p> <p>1.5. General contracting conditions.</p> <p>1.6. extrajudicial dispute resolution.</p>		X		For suitable comprehension of the lesson, prior reading of the corresponding topic from the reference manual, notes/handouts, and studying of given materials is recommended.	1,5

		<p>2. Commercial sales contract.</p> <p>2.1. Definition and characteristics.</p> <p>2.2. Formation.</p> <p>2.3. Subject Matter of a Sales Contract.</p> <p>2.4. Transfer of risk.</p> <p>2.5. Duties of buyer and seller.</p>						
11	22	<p><b>GROUP WORK:</b> Students will discuss and make a presentation of the main differences and similarities between the major contracts for collaboration and distribution.</p>				X	<p>The presentation of assignments will be supervised by the teacher, and the students will work in small groups to evaluate the presentations with legal arguments, facts, and applicable laws in the interest of forming an evaluative and critical judgment about the theme being discussed.</p>	1,5
12	23	<p><b>MASTER CLASS</b></p> <p>Lesson 12: Introduction to Commercial Contracting (cont.)</p> <p>1. Collaboration agreements: sales commission, agency, brokerage, franchise. Definition, nature and characteristic elements.</p> <p>2. Financial agreements: discount, factoring and leasing. Definition, nature and characteristic elements.</p> <p>3. Insurance contract. Definition, nature and characteristic elements.</p>				X	<p>For suitable comprehension of the lesson, prior reading of the corresponding topic from the reference manual, notes/handouts, and studying of given materials is recommended.</p>	1,5
12	24	<p><b>PRACTICE:</b> Resolution of practical cases related to the insurance contract. Discussion.</p>				X	<p>Prior to the class session, the student will work on a case study by consulting and interpreting legislation, judgments, and recommended materials.</p>	1,5
13	25						<p>For suitable comprehension of the lesson, prior reading of the corresponding topic from the</p>	1,5

		<p><b>MASTER CLASS</b></p> <p>Lesson 13: Introduction to Negotiable Instruments</p> <ol style="list-style-type: none"> <li>1. Incorporation of rights to negotiable instruments.</li> <li>2. Types of negotiable instruments.</li> <li>3. Direct, nominative negotiable instruments.</li> <li>4. Bills of exchange. <ol style="list-style-type: none"> <li>4.1. Formation of the exchange obligation.</li> <li>4.2. Creation of the bill of exchange.</li> <li>4.3. Negotiation of the bill of exchange: endorsement.</li> <li>4.4. Acceptance.</li> <li>4.5. Warranties.</li> <li>4.6. Transfer and provision.</li> <li>4.7. Payment.</li> <li>4.8. Notice of default and lack of communication or payment.</li> <li>4.9. Enforcement actions.</li> </ol> </li> <li>5. Promissory Notes</li> <li>6. Checks.</li> <li>7. Credit Cards.</li> </ol>	X			reference manual and notes, and studying of given materials is recommended.		
13	26	<p><b>PRACTICE:</b> Analysis and resolution of a practical case study derived from the intrinsic effects of the insolvency.</p>		X		The student will exercise their capacity and acquired abilities to apply legal reasoning, and to argue according to legal reasoning in order to resolve distinct possible outcomes.	1,5	
14	27	<p><b>MASTER CLASS</b></p> <p>Lesson 14: Introduction to Insolvency Law</p> <ol style="list-style-type: none"> <li>1. Reorganization regulation: definition, underlying principles and objectives.</li> <li>2. Reorganization requirements: objective and subjective.</li> </ol>	X			For suitable comprehension of the lesson, prior reading of the corresponding topic from the reference manual, notes/handouts, and studying of given materials is recommended.	1,5	

		<p>3. Types of reorganization: voluntary and involuntary.</p> <p>4. Notification of reorganization proceedings.</p> <p>5. Committees and parties to the reorganization proceedings.</p> <p>6. Effects of filing for reorganization: on the debtor, on creditors, on contracts and on fraudulent transfers.</p> <p>7. Determination of claims and valuation of the debtor's estate.</p> <p>8. Termination of the reorganization proceedings: alternatives.</p> <p>9. Reorganization characterization.</p>							
14	28	<b>STUDY QUESTIONS</b>		<b>X</b>		The students will complete a final practical case study to demonstrate their ability to solve practical problems.	1,5		
<b>SUBTOTAL</b>							<b>42</b>	<b>+ 68 =</b>	<b>110</b>
15		Recoveries, tutorial support., job handing , etc.				The students will be able to meet with their professor for individual or group counseling to resolve doubts and ask questions, to reflect, or to make suggestions which surface from the study of this subject.			
16-18		Preparation of evaluation and evaluation.				In-depth study of the subject matter taught in the master's degree classes.	3		
<b>TOTAL</b>							<b>150</b>		