

**TEACHING GUIDE
MERCANTILE LAW**

GRADO EN ECONOMÍA (INGLÉS)

ACADEMIC YEAR 2023-24

Date: 11-07-2023

I.-Subject Identification	
Type	FORMACIÓN BÁSICA
Teaching period	2 course, 2Q semester
Nº of credits	6
Language in wich the subject is taught	English

II.-Presentation
<p>The purpose of this course is to learn the basic rules which regulate the activity within the market of the entrepreneurs and the professionals who offer goods and services therein.</p> <p>As a consequence, and in accordance with the traditional structure of Mercantile Law, the following matters will be analysed: (i) the entrepreneur and the enterprise or undertaking; (ii) company law, specially corporations and limited liability companies; (iii) bills of exchange and other securities; (iv) commercial contracts and obligations; and (v) insolvency law issues.</p>

III.-Competences
Generic competences
<p>CT01. Ability to analyse and synthesise</p> <p>CT02. Ability to organise and plan</p> <p>CT03. Oral and written communication in native language</p> <p>CT06. Ability to analyse and search for information from different sources</p> <p>CT07. Ability to solve problems</p> <p>CT09. Ability to work in a team</p> <p>CT12. Public relations skills</p> <p>CT13. Commitment to values in the workplace</p> <p>CT14. Ability to work under pressure</p> <p>CT15. Ability to learn independently</p>
Specific competences
<p>CE02. Information search and research skills</p> <p>CE05. Understanding of the laws governing economic activity</p>

IV.-Contents

IV.A.-Syllabus

I. ENTREPRENEUR AND UNDERTAKING

Topic 1. Legal status of the entrepreneur and the company. Concept of entrepreneur and undertaking. General status of the entrepreneur and special statutes. Accounting duty. Collaborators of the entrepreneur. Entrepreneur and consumers. Liability of the entrepreneur. Limited liability entrepreneur. Married entrepreneur. Liability for defective products.

Topic 2. Commercial Register. Concept. The Commercial Register as a legal advertising instrument. Organization and other functions of the Commercial Register. Fundamental registration principles.

Topic 3. Industrial Property. Concept and modalities of industrial property: distinguishing signs. Trademarks: concept and classes. Content of the right. Legal transactions concerning the trademark. Transfer. Industrial creations: patents and similar

Topic 4. Competition Law. Defense of free competition. Prohibited practices. Bodies and procedure. Unfair competition. Acts of unfair competition. Actions against unfair behaviors. Illegal and unfair advertising.

<p>II. COMPANY LAW</p>	<p>Topic 5. Introduction to Company Law. Concept of company. Company as a contract and as an institution. Civil and commercial, internal and external companies. Types of companies. Partnership companies. Topic 6. Capital Companies. Concept, fundamental characteristics, and classes. Concept and defining characteristics of capital companies. Notion of capital and its functions. Limited liability. Other attributes of full legal personality. Taxonomy of capital companies: public limited company vs limited liability company. Special companies (reference). Topic 7. Foundation of capital companies. Foundation of companies. Deed and articles of association. Company in formation and irregular company. Nullity. Topic 8. Shareholders. Shares and stakes. Position of the shareholder in capital companies: shareholder rights. Legal status of shareholding: shares and participations. Transactions regarding shares and participations. In particular, transfer of shareholder status. Topic 9. Corporate Bodies. Organizational structure of capital companies. General meeting: concept, powers, convocation, holding, challenge of resolutions. Management body: forms of organization, organizational regime (appointment, powers - representative function, duties, liability). Topic 10. Amendment of articles of association. General issues. Increase and reduction of share capital. Transformation, merger, split, and transfer of assets and liabilities. Topic 11. Dissolution, liquidation, and termination. Dissolution of companies: causes of dissolution, need for agreement, effects of dissolution. Liquidation of companies. Termination.</p>
<p>III. SECURITIES</p>	<p>Topic 12. Bill of Exchange. The bill of exchange as a negotiable instrument. Formal elements. Negotiation of the bill. Endorsement. Voluntary and forced payment: actions and exceptions. Promissory note and cheque as negotiable instruments; specificities. Other securities or means of payment (credit cards, electronic payments, cryptocurrencies).</p>

<p>IV. COMMERCIAL CONTRACTS</p>	<p>Topic 13. Introduction to Commercial Contracts. Commercial nature of contracts and its consequences. Specificities regarding formation and performance. Commercial contracts subject to general conditions.</p> <p>Topic 14. Sale and Related Contracts. Concept and commercial nature of sale. Obligations of the parties. Transfer of risk. Sales with dispatch and INCOTERMS.</p> <p>Topic 15. Collaboration and Distribution Contracts. Collaboration contracts and their types. Commission and agency: concept, legal regime, obligations, termination. Distribution contracts: concession and franchise.</p> <p>Topic 16. Banking Contracts. Banking and financial markets. Basic characteristics of banking contracts. Neutral operations: current account and others. Passive operations: deposit and rediscount. Active operations: loan, credit facility, and discount. Other contractual modalities: financial leasing and factoring.</p> <p>Topic 17. Transportation Contracts. Land transport of goods: personal, formal, and real elements; obligations of the parties; carrier's liability. Other modes of transportation: maritime, air, and multimodal. Passenger transport.</p> <p>Topic 18. Insurance Contracts. General doctrine of insurance contracts: concept and types; personal, real, and formal elements; obligations of the parties; termination. Damage insurance: concept; relationship between value of interest and sum insured; obligation to indemnify; types of damage insurance. Life insurance.</p>
<p>V. INSOLVENCY LAW</p>	<p>Topic 19. Business Crisis. Pre-insolvency law: concept and procedures. Insolvency law: concept and characteristics of insolvency proceedings. Requirements. Bodies. Processing. Solutions to insolvency. Classification and insolvency liability.</p>

<p>IV.B.-Training activities</p>	
<p>Type</p>	<p>Title</p>
<p>Practical / resolution of exercises</p>	<p>[CP] Assignments, practical tasks, research works, seminars and essays related to the subject.</p>
<p>Reading</p>	<p>OS.Theoretical lectures concerning the contents of the subject.CP.</p>

V.-Student workload		
Lecture classes	30	
Practical classes/resolution of exercises, case studies, etc.	20	
Practical sessions in technological laboratories, hospitals, etc.	0	
Tests	10	
Academic tutorials	10	
Related activities: conferences, seminars, etc.	8	
Preparation of lecture classes	40	
Preparation of practices, exercises, cases studies work	40	
Test preparation	22	
Total student workload	180	
VI.-Methodology and academic programme		
Type	Period	Content
Master classes	Week 1 to Week 15	Theoretical classes concerning the contents of the subject
Work placements	Week 1 to Week 15	Assignments, practical tasks, research works, seminars and essays related to the subject
Academic Tutorials	Week 1 to Week 15	[OS] On-site learning activity
Other activities	Week 1 to Week 15	[OS] On-site learning activity

VII.-Assessment methods

VII.A.-Assessment weighting

Continuous ordinary assessment:

The distribution and characteristics of the assessment tests are those described below. Only in exceptional case and for special reasons may the teacher add changes to the Guide. These changes will require the prior consultation with the Subject Head and the prior and explicit authorisation of the Degree Programme Coordinator, who will notify the Vice-Rector's office in charge of Academic Affairs of the modifications made. In any case, the changes proposed must take into account the stipulations of the verified report. In order for these changes to take effect, they must be duly communicated at the start of the course to the students using Aula Virtual.

The combination of activities that are not re-assessable cannot exceed 50% of the subject grade and, in general, cannot have a minimum grade (except for the case of laboratory or clinical work placements, where duly justified), and tests which exceed 60% of the subject weighting cannot be added.

Extraordinary assessment: Students who do not manage to pass the ordinary assessment, or who did not attend, will be subject to completion of an extraordinary assessment to verify their acquisition of the skills established in the guide, only for activities that are re-assessable.

Description of the tests for assessment and their weights.

ASSESSMENT

I. ORDINARY CALL

a) Continuous assessment

-The activities to be carried out by the students will be determined by the teacher of the subject, in application of the guidelines in order to evaluate the acquisition of the competences of the subject.

-Weight of the grade: 40% of the final grade.

-The grade obtained in the continuous evaluation, regardless of the outcome, will be maintained for the extraordinary call.

- The grade obtain in the continuos evaluation will not be posible to retaken

b) Final exam

-Taking an exam on the date set for the ordinary call, whose specific form (test, short questions, essay or development questions, practical application of knowledge ...) will be communicated by the teacher of the subject at the beginning of the course academic.

-Weight of the grade: 60% of the final grade. The minimum passing grade (1-10) is 5.

- The grade obtain in the final exam is posible to be re-taken in the extraordinary call

II. EXTRAORDINARY CALL

-Will consist in take an exam on the date set for the extraordinary call. The specific form -test, short questions, essay questions or development, practical application of knowledge ...- will be communicated by the teacher at the beginning of the academic year.

-Weight of the grade: 60% of the final grade. The minimum passing grade (1-10) is 5.

VII.B. Assessment of students with an academic exemption

Student who wish to opt for this assessment will have to get an academic exemption for the subject, which they will have to request from the Dean or Director of the Centre which teaches their course. An academic exemption may be granted where the subjects own characteristics allow for it.

Subject with the possibility of an exemption: Yes

VII.C. Review of assessment tests

In accordance with the exam appeal regulations of the Universidad Rey Juan Carlos.

VII.D.-Students with a disability or special educational needs

Curricular adaptations for students with a disability or special educational needs will be determined by the Disabled Students Support Department, in accordance with the regulations governing the Disabled Students Support service, approved by the Universidad Rey Juan Carlos Council, in order to guarantee equal opportunities, inclusive treatment, universal accessibility and a greater guarantee of academic success.

For this purpose, this Department will have to issue a curricular adaptation report, therefore students with disabilities or special educational needs must contact the Department to analyse the different alternatives together.

VII.E.-Academic behaviour, academic integrity and honesty

The Universidad Rey Juan Carlos is completely committed to the highest standards of academic integrity and honesty. Therefore, studying at the URJC means you accept and agree to the academic integrity and honesty values described in the University's Code of Ethics. In order to monitor this procedure, the University has Regulations on academic behaviour at the Universidad Rey Juan Carlos and uses different tools (anti-plagiarism, supervision?) which provides a collective assurance that these essential values are completely developed

VII.-Bibliography
Referecencce Generic
SÁNCHEZ CALERO, F., Principios de Derecho Mercantil, Ed. Thomson-Civitas, Madrid, 2016
MUÑOZ PEREZ, SERRANO ACITORES et al. SPANISH BUSSINESS LAW, TECNOS, 2020.
RODRÍGUEZ DE LAS HERAS BALLELL, T., Introduction to Spanish Private Law, Ed. Routledge Cavendish, Oxon, 2010
Reference literature
BROSETA PONT, M. y MARTÍNEZ SANZ, F., Manual de Derecho Mercantil, T. I, Ed. Tecnos, Madrid, 2016

IX.-Lecturers/Teachers/Professors	
Lecturer/teacher/professor´s name	ANA FELICITAS MUÑOZ PEREZ
E-mail address	anafelicitas.munoz@urjc.es
Department/field	Derecho Privado
Category	Titular de Universidad
Academic qualifications	Doctor
Subject Coordinator	Yes
Academic tutorial timetable	Para consultar las tutorias póngase en contacto con el/la profesor/-a a través de correo electrónico
Nº of Quinquenios	5
Nº of Sexenio	3
Nº period for technology transfer	1
Stretch Docentia	5