



Universitat de Lleida

# DEGREE CURRICULUM

# **CONTRACT LAW**

Coordination: BARRON ARNICHES, PALOMA BEGOÑA

Academic year 2022-23

## Subject's general information

<b>Subject name</b>	CONTRACT LAW			
<b>Code</b>	101812			
<b>Semester</b>	1st Q(SEMESTER) CONTINUED EVALUATION			
<b>Typology</b>	<b>Degree</b>	<b>Course</b>	<b>Character</b>	<b>Modality</b>
	Bachelor's Degree in Law	2	COMPULSORY	Attendance-based
	Double bachelor's degree: Degree in Law and Degree in Business Administration and Management	3	COMPULSORY	Attendance-based
<b>Course number of credits (ECTS)</b>	7.5			
<b>Type of activity, credits, and groups</b>	<b>Activity type</b>	PRAULA		TEORIA
	<b>Number of credits</b>	3		4.5
	<b>Number of groups</b>	4		2
<b>Coordination</b>	BARRON ARNICHES, PALOMA BEGOÑA			
<b>Department</b>	PRIVATE LAW			
<b>Teaching load distribution between lectures and independent student work</b>	40% presencial; 75 hores presencials 60% no presencial; 112,5 hores treball autònom			
<b>Important information on data processing</b>	Consult <a href="#">this link</a> for more information.			
<b>Language</b>	Català/Castellà			

Teaching staff	E-mail addresses	Credits taught by teacher	Office and hour of attention
BARRON ARNICHES, PALOMA BEGOÑA	paloma.barron@udl.cat	16	
BOSCH SERRANO, MARIONA	mariona.bosch@udl.cat	5	

## Subject's extra information

The course is in the first semester of the second year of the degree, when the pupil has already had contact with the degree and the first year of civil law, which should encourage the assimilation of the concepts and foundations from different legal institutions that make up the program.

## Learning objectives

See competences

## Competences

### University of Lleida strategic competences

- Correctness in oral and written language.

#### Goals

- Without Translate - Descriu i argument el Dret com a sistema regulador de les relacions socials i, en concret, de les relacions patrimonials
- Without Translate - Distingeix les diferents fonts de les obligacions
- Without Translate - Esquematitza un contracte distingint entre el seu concepte, el seu règim i els seus efectes

- Master Information and Communication Technologies.

### Degree-specific competences

- Show knowledge of the present legal system

#### Goals

- Without Translate - Diferencia l'àmbit del dret patrimonial dels altres àmbits de la matèria civil
- Without Translate - Descriu i argument el Dret com a sistema regulador de les relacions socials i, en concret, de les relacions patrimonials
- Without Translate - Distingeix les diferents fonts de les obligacions
- Without Translate - Identifico i qualifico les diferents parts intervinents en la relació obligatòria
- Without Translate - Exposo amb claredat la dinàmica de la relació obligatòria, distingint entre la seva

- contitución, modificació i extinció
- Without Translate - Esquematitzo un contracte distingint entre el seu concepte, el seu règim i els seus efectes
- Without Translate - Diferencio els diversos tipus contractuals
- Without Translate - Destrio els diferents tipus contractuals d'entre els pactes complexos de la realitat jurídica
- Without Translate - Descric el concepte de responsabilitat contractual i extracontractual

- Ability to form a reasoned legal decision

#### Goals

- Without Translate - Esquematitzo un contracte distingint entre el seu concepte, el seu règim i els seus efectes
- Without Translate - Diferencio els diversos tipus contractuals
- Without Translate - Descric el concepte de responsabilitat contractual i extracontractual

- Ability to perceive and assimilate the unitary nature of the legal system and its necessary transdisciplinary vision

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- Without Translate - Exposo amb claredat la dinàmica de la relació obligatòria, distingint entre la seva contitución, modificació i extinció
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- Without Translate - Descric el concepte de responsabilitat contractual i extracontractual

- Ability to assess upon the possible answers to a legal problem, in various contexts, and design strategies which lead to different solutions

#### Goals

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- Ability to redact legal documents of a different nature

#### Goals

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- Show knowledge of the characteristics, conceptual schedules, institutions and procedures of the judicial system

#### Goals

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- Without Translate - Descriu el concepte de responsabilitat contractual i extracontractual

### Degree-transversal competences

- Ability to work in a team (Interaction ability)
- Ability to pursue permanent autonomous learning and adapt to the new circumstances (Systemic ability)

#### Goals

- Without Translate - Descriu i argumenta el Dret com a sistema regulador de les relacions socials i, en concret, de les relacions patrimonials
- Without Translate - Descriu el concepte de responsabilitat contractual i extracontractual

- Ability to analyse and synthesize (Instrumental ability)

#### Goals

- Without Translate - Diferencio l'àmbit del dret patrimonial dels altres àmbits de la matèria civil
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- Without Translate - Descriu el concepte de responsabilitat contractual i extracontractual

## Subject contents

Subject contents

### Subject I

**PATRIMONIAL LAW****Lesson 1. Civil patrimonial law**

1. Civil patrimonial law: concept and systematic order.
2. Public economic order and its general principles.
3. The legal-patrimonial relationship. Real rights and credit rights: criteria for distinction. The problem with the so-called "intermediate figures".
4. The legislative powers of the Generalitat de Catalunya in matters of patrimonial civil law.

**Subject II****GENERAL OBLIGATION THEORY****Subject II.1****Lesson 2. Obligation**

1. Concept and characteristics. The sources of the obligations.
2. The structural elements of a binding relationship. Subjects: determination. The purpose of obligation: service. The purpose of conduct: objective and service.
3. The legal link: debt and responsibility. The so-called "natural obligation".

**Lesson 3. Types of obligations (1)**

1. Due to legal co-ownership positions. The commonwealth: the concept of party. Co-ownership and indivisible joint obligation.
2. Solidarity as an exceptional system. External relationships: the unique legitimacy of each subjective position. Internal relationships.
3. Based on the material nature of the service. The obligation to give. Specific and generic obligations. Pecuniary obligations.
4. The obligation to do. The so-called "highly personal obligations". The obligation of means and results. The obligation of not doing.

**Lesson 4. Types of obligations (2)**

1. According to the characteristics of the service. Alternative obligations. Joint or collective obligations. Optional obligations. Divisible and indivisible obligations.
2. Due to the link. Unilateral, bilateral and plurilateral obligations. Reciprocal obligations: the faculty to solve. Main obligations and incidental obligations.
3. Regular duties. Pure, conditional and termed obligations.

**Subject II.2****Lesson 5. The guarantees of obligation**

1. The general protection of credit: the universal patrimonial responsibility of the debtor.
2. The conservative measure of the debtor's patrimony: subrogatory action; fraudulent conveyance; direct action.
3. Other guarantees of obligation. Deposits. Conventional penalty. Liens.
4. Credit priority. Reference to the bankruptcy proceedings.

**Subject II.3****Lesson 6. Compliance and breach of duty for failure.**

1. The payment or compliance: concept and requirements. The payment to the third party and from the third party. The subrogating effectiveness of the payment.
2. The circumstances of the payment: place, time and method. Proof of payment. Payment imputation.
3. Special methods of payment: dation in payment and payment for transfer of goods.
4. The arrears of the creditor: offering payment and appropriation law.
5. The cases of failure. Failure attributable to the debtor: arrears. The exoneration of responsibility: force majeure and fortuitous cases.
6. The effects of failure: the enforcement and compensation for damages.

**Lesson 7. Termination and modification of the obligation.**

1. The causes of extinguishing the obligation in general.
2. The supervening impossibility of benefits: the loss of which is owed.
3. Cancellation of debt. Confusion. Compensation. Extinguishing novation.
4. The modifiability of the obligatory relationship. Change of creditor: transfer of credit. Change of debtor: the transfer or assumption of debt, delegation and expromission.

**Subject III****GENERAL CONTRACTS****Lesson 8. The contract**

1. Legal concept. Private autonomy and freedom of contract: the enforced contract. Classification: the typical contract.
2. The essential and accidental elements of the contract. The subjects: the ability to contract.
3. The formation of the contract. Preliminary treatment. The formation of the consent: the bid and acceptance. Perfecting the contract.
4. The purpose of the contract: requirements. The content of the contract and its resolution: self-contracting and membership contract. General conditions of the contract.
5. The interpretation of the contract: general rules. The integration of the contract.
6. The precontract.

### **Lesson 9. Contract efficacy and inefficacy**

1. The efficacy of the contract as an act and as a rule: inalterability and irrevocability.
2. The principle of contract relativity: the concept of *contractual party*. Categorisation of one of the parties as *consumer* or *user*: the protection thereof.
3. The effects of the contract with regard to third parties. Special consideration of the contract and of stipulation in favour of a third party.
4. Amendment of contract because of change in basic contractual circumstances. The position of *contractual party* as an object of transactions. The subcontract.
5. Contract inefficacy: nullity and nullability.
6. General expiration of contract. Mutual rescission. Unilateral termination of contract. Rescission because of injury.

### **Subject IV**

## **PRIVATE CONTRACTS**

### **Subject IV.1**

#### Lesson 10. Transmission contracts: purchase-sale

1. Purchase-sale: concept. The subjects: prohibitions. The object: the property and the price.
2. Perfection of purchase-sale. Purchase-sale of third-party property. The problem of risks.
3. Effects deriving from consent: obligations of the parties. Effects derived from onerous cause: the duty of compensation.
4. Special purchases-sales. Commercial sales. Purchase-sale by auction. The sale of rights; of debt in litigation; of inheritance; of movable estate in instalments. Double sale of a single property.
5. The most frequent clauses and conditions. Sale on approval. The forfeiture clause. The *addictio in diem* clause. The domain reserve clause. The repurchase by seller clause.



6. Reversion of sale contracts. The right to redeem.
7. Barter deals. Concept. Regulation: subsidiary application of the regulations governing purchase-sale.
8. The award of estate or suitability for building in exchange for future construction.

### **Subject IV.2**

#### **Lesson 11. The lease contract. The lease of properties**

1. The lease in general: its object. The lease of properties in general.
2. Subjects: capacity. The content of their respective legal positions. The opposability of the contract to third parties.
3. Lease expiry: extension of lease term by operation of law. Subleasing.

#### **Lesson 12: Lease of urban estates**

1. The regulation of urban estate leases. The *Ley de Arrendamientos Urbanos* (LAU: Urban Lease Act): guiding principles. Lease of housing for use other than as residences.
2. Lease of housing. Duration of contract. Rent: establishing rent.
3. The use of housing regime. Subrogation. Tenant right of first refusal to purchase. Suspension, termination and expiry of contract.
4. Transitory law upon the entry into force of the LAU.

#### **Lesson 13. Lease of rural estates**

1. The regulation of rural estate leases: the *Ley de contratos de cultivo* (Law of Cultivation Contracts).
2. Concept. The contracting parties: capacity. The *direct and personal cultivator*.
3. Form of the contract. Duration of contract. Rights and duties of the parties. Rent: methods; stabilisation and review. Expenses and improvements.
4. Contract transferability. Expiry of contract. Tenant access to the property: rights of first refusal to purchase.

#### **Lesson 14. Lease of building work and services**

1. The lease or work execution contract: concept, nature and types. Provision or non-provision of materials: problems.
2. Contents: the obligations of the parties. Legal regime: Project acceptance and risk. Protection of credits: direct action and the lien. Expiry of contract.
3. Real estate work execution contract: regulatory sources and legal regime.
4. The lease or service contract: concept and object of the contract. Scope of application: the provision of services by independent professionals.
5. The package tour contract: concept and basic legal regime.

**Subject IV.3****Lesson 15. Mandate**

1. Management of third-party affairs, in general. Mandate agreement: concept and nature. Human activity: distinction with lease. Capacity and type.
2. Mandate as a source of legitimacy and a source of obligations: mandate, power of attorney and representation.
3. Content of the mandate agreement: obligations of the agent and of the mandator.
4. Expiry of the mandate: causes. Special consideration for unexpected incapacitation of the mandator.

**Lesson 16. The deposit and similar concepts**

1. The real contract *quo ad constitutionem*.
2. The deposit: concept and types. Capacity of the parties and object. The deposit relation: the custody obligation. The refund debt. The depositor's obligations.
3. The required deposit. The introduction of effects in restaurant and catering. The judicial deposit or sequestration. The irregular deposit.
4. Temporary parking of vehicles: the vehicle-parking contract.

**Lesson 17. Financing agreements**

1. The loan agreement: concept and types; perfection. The gratuitous loan or loan for use: the obligation to return. The precarious loan.
2. The mutuum or loan for consumption. The obligation to return the *tantumdem*. The interest clause: the repression of usury.
3. Money lending: main methods and types.
4. The *censal* loan: concept and types. The pension. The expiry of the *censal* loan: repayment.

**Lesson 18. The personal guarantee agreement: the surety**

1. Concept, types and sources. Intervening subjects and capacity of the parties. The guaranteed bond.
2. Relations between creditor and guarantor: guarantor exceptions. Subsidiarity and benefit of discussion.
3. The relation between the main debtor and guarantor: what is known as the coverage ratio.
4. The payment of the guarantor's bond: effects. Expiry of surety.
5. Co-surety: benefit of division. Sub-surety: legal regulation. Similar concepts.

**Subject IV.4**

**Lesson 19. Partnership type contracts: the civil partnership agreement**

1. The partnership contract: concept, natures and types. Civil and business partnership: distinction. Attaining legal status.
2. Universal partnership. The private corporation.
3. Regulation of the corporation: the share or partnership regime. Administration and representation of the corporation. Winding up the corporation.
4. Other partnership type contracts: agricultural contracts. The general provisions of farming contracts.
5. The sharecropping contract: categorisation with regard to the lease and the corporation. Sharecropping. Other types of agricultural agreements.
6. Livestock sharecropping agreements: the integration contract.

**Lesson 20. Aleatory contracts**

1. General features: onerous relation and *aleas*. Considerations regarding insurance agreements.
2. The life annuity or life pension: concept, features and differences with the *censal* loan.
3. The food contract: concept, object and regime.
4. Gaming and betting contracts: concept and legal regime.

**Lesson 21. Conflict resolution agreements**

1. Conflict of interests as a precondition and object of the conflict resolution agreement. Different contractual types.
2. The transaction. The capacity to compromise. The object of the transaction. Efficacy of the transaction: the connection of the parties.
3. Private law arbitration: concept and object. The arbitration agreement. The legal status of arbitrators. The arbitration procedure: the ruling. Reference to the consumer arbitration system.
4. Mediation in private law: concept, object and principles.

**Subject V****OTHER SOURCES OF OBLIGATIONS****Lesson 22. The implied agreement and non-contractual liability**

1. General considerations regarding the implied agreement concept. Basis: unjust enrichment.
2. Management of third-party affairs without authority. Erroneous collection of undue payment.
3. Non-contractual liability: Art. 1.902 Cc. Liability attribution criteria. Primary liability and secondary liability.

4. The preconditions of liability: harmful conduct, damage and the causal relation. The obligation to repair damage caused: civil liability insurance.

5. Objective liability: main events in applicable law.

## Methodology

GG: classe magistral.

GM: pràctiques, ús de les TIC, mètode del cas, debats, seminaris, conferències, tutories ...

## Development plan

SETMANES	DESCRIPCIÓ
17 setembre a 15 d'octubre	Bloc I
16 d'octubre	Avaluació Bloc I
22 d'octubre a 19 de novembre	Bloc II
20 de novembre	Avaluació Bloc II
26 novembre a 18 de desembre	Bloc III
8 de gener	Avaluació Bloc III
23 de gener	Prova test

## Evaluation

## Bibliography

### Basic Bibliography

- ALBALADEJO, Manuel, *Derecho civil*,II, «Derecho de Obligaciones», Edisofer, Madrid, 2008.
- DÍEZ-PICAZO, Luis-GULLÓN, Antonio, *Sistema de Derecho civil*, Volume II, Tecnos, 9<sup>th</sup> ed., Madrid, 2001, reprinted 2005.
- LACRUZ BERDEJO, José Luis et al., *Elementos de Derecho civil*,II, Derechode Obligaciones, Vol. 1, «Parte General. Teoria General del Contrato»; 4<sup>th</sup> ed., Dykinson, Madrid, 2007; Vol. 2, «Contratos y Cuasicontratos. Delito y cuasidelito», 5<sup>th</sup> ed., Dykinson, Madrid, 2009.
- PUIG FERRIOL, Lluís-ROCA TRIAS, Encarna, *Institucions del Dret civil de Catalunya*, Volum I, Tirant lo Blanch, 5<sup>th</sup> ed., València, 1998.

- EGEA, Joan-FERRER, Josep, *CODI CIVIL DE CATALUNYA i legislació complementària*, EUB, Barcelona, 13<sup>th</sup> edition 2007.
- CIVIL CODE OF CATALONIA, edition by Judith Solé Resina, Tirant lo Blanch, 2010.
- CIVIL CODE: by any publisher, 2010 edition.