



Universitat de Lleida

## DEGREE CURRICULUM

# COMMERCIAL LAW I

Coordination: Dra. Maria José Puyalto Franco

Academic year 2015-16

## Subject's general information

<b>Subject name</b>	Commercial Law I
<b>Code</b>	101820
<b>Semester</b>	1 <sup>º</sup>
<b>ECTS credits</b>	7.5
<b>Theoretical credits</b>	0
<b>Practical credits</b>	0
<b>Coordination</b>	Dra. Maria José Puyalto Franco
<b>Department</b>	PRIVATE LAW
<b>Modality</b>	Presencial
<b>Important information on data processing</b>	Consult <a href="#">this link</a> for more information.
<b>Language</b>	English 10.0 Catalan 20.0 Spanish 70.0
<b>Degree</b>	Degree in Law
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## Subject's extra information

The student is confronted with this subject without having first approached the purpose of their study, therefore the system of the course is designed to facilitate the gradual acquisition of basic knowledge about the general lines of the function, concept and legal system of some major commercial institutions. In this first course, we will address the types of entrepreneurs (individual or social, private or public), business and the legal status of their employer (Companies Registry, accounting, etc.), and then analyse the regulation of competition and the rules of industrial property. But undoubtedly the core of the subject corresponds to the study of company entrepreneurs, analysing their type, operation and organization, through the various stages of their legal status until its dissolution and liquidation.

## Learning objectives

- (1) Locate and use legislation, doctrine and jurisprudence on various topics
- (2) Identify the legal framework governing the legal status of the commercial entrepreneur
- (3) Identify and differentiate the types of corporate legal catalogs at the structural, organizational and functional level
- (5) Compose documents necessary for convening meetings of a collegial body of a capital company (general meeting, board of directors) and its records and certificates

## Competences

### University of Lleida strategic competences

- Locate and use legislation, doctrine and jurisprudence on various topics

### Degree-specific competences

Show knowledge of the present legal system

#### Goals

- Locate and use legislation, doctrine and jurisprudence on various topics
- Identify the legal framework governing the legal status of the commercial entrepreneur
- Identify and differentiate the types of corporate legal catalogs at the structural, organizational and functional level

Ability to redact legal documents of a different nature

#### Goals

- Compose documents necessary for convening meetings of a collegial body of a capital company (general meeting, board of directors) and its records and certificates

Ability to create and structure rules

#### Goals

- Compose documents necessary for convening meetings of a collegial body of a capital company

(general meeting, board of directors) and its records and certificates

Ability to negotiate and conciliate

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

Goals

- Locate and use legislation, doctrine and jurisprudence on various topics
- Identify the legal framework governing the legal status of the commercial entrepreneur
- Identify and differentiate the types of corporate legal catalogs at the structural, organizational and functional level (4) Write documentation for the establishment of a corporation
- Compose documents necessary for convening meetings of a collegial body of a capital company (general meeting, board of directors) and its records and certificates

## **Degree-transversal competences**

Ability to work in a team (Interaction ability)

Goals

- Locate and use legislation, doctrine and jurisprudence on various topics
- Ability to pursue permanent autonomous learning and adapt to the new circumstances (Systemic ability)

Goals

- Locate and use legislation, doctrine and jurisprudence on various topics

Ability to follow initiative, be creative and lead (Systemic ability)

## Subject contents

Subject contents

### **PART ONE: HISTORICAL FORMATION, CONCEPT, METHOD AND SOURCES OF SPANISH COMMERCIAL LAW**

**SUBJECT I. HISTORICAL FORMATION, CONCEPT, METHOD AND SOURCES OF SPANISH COMMERCIAL LAW.**

**SUMMARY:** III. ORIGIN AND FORMATION OF SPANISH COMMERCIAL LAW. - IV. CONCLUSION OF THE ORIGIN AND FORMATION OF SPANISH COMMERCIAL LAW. - V. COMMERCIAL LAW AND THE EUROPEAN UNION. - V. CONCEPT AND METHOD OF COMMERCIAL LAW. - VI. SOURCES OF SPANISH COMMERCIAL LAW.

### **PART TWO: THE ENTREPRENEUR IN GENERAL**

**SUBJECT II. -ENTREPRENEUR IN GENERAL, AUXILIARIES AND ITS LEGAL ADVERTISING.**

**SUMMARY:** I. ENTREPRENEUR CONCEPT. - II. TYPE OF BUSINESSES. - III. - LIABILITY OF EMPLOYERS. - IV. AUXILIARIES OR ENTREPRENEUR PARTNERSHIP. - V. LEGAL ADVERTISING. - VI. THE COMPANIES REGISTRY. - VII. OTHER BUSINESS RECORDS.

### **PART THREE: ENTREPRENEURS IN PARTICULAR**

**SUBJECT III. - EMPLOYERS COVERED BY THE CODE OF COMMERCE: The individual commodity trader or entrepreneur. - The partnership. - The limited partnership.**

**SUMMARY:** I. INTRODUCTION. - II. THE INDIVIDUAL COMMERCIAL EMPLOYER. - III. GENERAL REGULATIONS FOR ALL COMPANIES. - IV. THE LEGAL SYSTEM OF A GENERAL PARTNERSHIP. - V. THE

LEGAL SYSTEM OF A SIMPLE LIMITED PARTNERSHIP.

## **SUBJECT IV. - BUSINESSES REGULATED BY THE EXTERNAL REGULATIONS OF TRADE CODES: Venture capital**

**SUMMARY:** I - CAPITAL COMPANIES: Introduction. - II. CONSTITUTION OF CAPITAL COMPANIES: I.1. General provisions. - I. 2. Articles of association. - I.3. Registration number: a) Registration. - b) Company in formation. - c) Society turned irregular. - II.4. The successive constitution. - II.5. The nullity of the company.

## **SUBJECT V. - BUSINESSES REGULATED BY THE EXTERNAL REGULATIONS OF TRADE CODES: Venture capital**

**SUMMARY:** I. FINANCIAL STRUCTURE: I.1 Social contributions to social capital. - I.2. Obligations. - II. ORGANIZATIONAL STRUCTURE: II.1 General meeting. - II.2 Administrators. - II.3. The board of directors. - II.4. Directors of the company limited by shares.

## **SUBJECT VI. - BUSINESSES REGULATED BY THE EXTERNAL REGULATIONS OF TRADE CODES: Venture capital (continuation)**

**SUMMARY:** I. ANNUAL ACCOUNTS: I.1. General provisions. - I. 2. Accounts report. - I.3. Management report. - I.4. Verification of the annual accounts. - I.5. Approval of annual accounts. - I.6. - Filing and publication of annual accounts.

## **SUBJECT VII. - BUSINESSES REGULATED BY THE EXTERNAL REGULATIONS OF TRADE CODES: Venture capital (continuation)**

**SUMMARY:** I. AMENDMENT OF COMPANY ARTICLES OF ASSOCIATION. - II. COMPANY CAPITAL INCREASE. - III. REDUCTION OF COMPANY CAPITAL. - IV. SIMULTANEOUS CAPITAL REDUCTION AND INCREASE. - V. SEPARATION OF MEMBERS. - VI. EXCLUSION OF PARTNERS. - VII. RULES COMMON TO SEPARATION AND EXCLUSION OF PARTNERS. - VIII. DISSOLUTION. - IX. LIQUIDATION.

## **SUBJECT VIII. BUSINESSES REGULATED BY THE EXTERNAL REGULATIONS OF TRADE CODES: Venture capital (continuation)**

**SUMMARY:** I. TRANSFORMATION OF CORPORATIONS: I.1. General provisions. - I. 2. Transformation agreement. - I.3. Transformation registration. - I.4 Effects of transformation on the responsibility of the partners. - II. MERGER OF COMPANIES: II.1. Merger in general. - II.2. Special company mergers. - II.3. Operation assimilated to the company merger. - II.4. Cross-border mergers within the European Community. - III. DIVISION OF COMPANY: III.1. General provisions. - III.2 I Division of companies legal system. - IV GLOBAL TRANSFER OF ASSETS AND LIABILITIES. - V. INTERNATIONAL TRANSFER OF HEADQUARTERS. - VI. OTHER ADDITIONAL RULES.

## **SUBJECT IX. - BUSINESSES REGULATED BY THE EXTERNAL REGULATIONS OF TRADE CODES: Other companies**

**SUMMARY:** I. NEW COMPANY. - II. EUROPEAN ANONYMOUS CORPORATION. - III. LISTED ANONYMOUS CORPORATIONS. - IV. LABOUR CORPORATION. - V. GENERAL PARTNERSHIP. - VI. MUTUAL SOCIETIES. - VII. SOCIAL MUTUALS. - VIII. MUTUAL ASSURANCE CORPORATION. - IX. REFINANCING CORPORATIONS. - X. BUSINESS CONNECTIONS. - XI. ECONOMIC INTEREST GROUPING. PART FOUR: COMPANY, BUSINESS LAW, INDUSTRIAL QUALITY PROTECTION, COMMERCIAL ADVERTISING AND CONSUMER PROTECTION

## Bibliography

Recommended bibliography

### Legal texts

It is essential to use the legal texts relating to this branch of the system. The various legal publishers (Tecnos, Civitas, Bosch, Trivium, Aranzadi, The Law, BOE, Ariel, Colex, etc...) publish volumes of "commercial law" normally updated in September of each year (we recommend using the latest edition).

### Basic bibliography

The basic bibliography is published in the form of manuals, courses, lectures or mere summaries or overviews of the discipline. Among these we highlight:

**BERCOVITZ RODRIGUEZ CANO, R:** Apuntes de Derecho Mercantil. Derecho Mercantil, Derecho de la Competencia y Propiedad Industrial, Aranzadi

**BROSETA, M y MARTINEZ SANZ, F:** Manual de Derecho Mercantil (Volumen I), Tecnos

**GALLEGO SÁNCHEZ, E:** Derecho Mercantil (Parte Primera), Tirant Lo Blanc

**MENÉNDEZ MENÉNDEZ, A Y ROJO, A:** Lecciones de Derecho Mercantil. Volumen I, Civitas

**SANCHEZ CALERO GUILARTE, J Y SANCHEZ CALERO, F:** Instituciones de Derecho Mercantil. Volumen I, Dykinson

### Other resources:

Anuario de la Fundación Ciudad de Lleida (Anual)

Revista de Derecho de la Distribución y Competencia (RcD) (semestral)

Revista de Derecho de Sociedades (RdS) (semestral)

Revista de Derecho Mercantil (trimestral)

Revista de Derecho Privado (bimestral)

Derecho de los Negocios (mensual)

Revista Jurídica del Notariado

Actas de Derecho Industrial y Derecho de autor (anual)

La Ley. Revista jurídica Española de doctrina, legislación y jurisprudencia

Revista de Derecho y Nuevas tecnologías

Revista General de legislación y jurisprudencia

Revista General de Derecho Europeo.

<http://www.rmc.es/> (Registro Mercantil Central)

<http://noticias.juridicas.com/>

<http://www.abogares.com/>

<http://jsanchezcalero.blogspot.com/>

<http://derechomercantiles.pana.blogspot.com/>

