



Universitat de Lleida

# DEGREE CURRICULUM **COMMERCIAL LAW I**

Coordination: PUYALTO FRANCO, MARIA JOSÉ

Academic year 2020-21

Subject's general information

<b>Subject name</b>	COMMERCIAL LAW I			
<b>Code</b>	101820			
<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	3	COMPULSORY	Attendance-based
	Double bachelor's degree: Degree in Law and Degree in Business Administration and Management	4	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>	3		2
<b>Coordination</b>	PUYALTO FRANCO, MARIA JOSÉ			
<b>Department</b>	PRIVATE LAW			
<b>Teaching load distribution between lectures and independent student work</b>	40% Class attendance 60% Autonomous student work			
<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>Distribution of credits</b>	4'5 ECTS Big Group (GG) 3 ECTS Medium Group (GM)			

Teaching staff	E-mail addresses	Credits taught by teacher	Office and hour of attention
ENRECH LARREA, EDUARDO	eduardo.enrech@udl.cat	3	
GÓMEZ GUSI, JOSÉ LUIS	joseluis.gomez@udl.cat	3	
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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 related to the issues.
2. Identify the legal framework regulating the legal status of commercial entrepreneur.
3. Identify and differentiate the types of legal corporate catalog in the structural, organizational and functional levels.
4. Identify and differentiate the different types of structural modifications of commercial companies.
5. To determine, from the analysis of a number of elements, the ideal type of company as a business owner.
6. Draft documents necessary to convene 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

### **THEME 1: THE FORMATION HISTORY, CONCEPT AND SOURCES OF SPANISH TRADE LAW.**

1. Trade Law as historical category: origin and evolution. 2. The concept of commercial law: commercial law as a special private law. 3. Sources of commercial law.

## **THEME 2: COMMERCIAL ENTREPRENEUR AND LEGAL STATUS**

1. Entrepreneur in the economic sense and legal sense. 2. Business and company. 3. The legal status of mercantile employer. 3.1. The duty of accounting. 3.2. The financial statements of companies. 3.3. The duty of publicity.

## **THEME 3: THE COMMERCIAL ENTREPRENEUR INDIVIDUAL**

1. The trader or individual commercial entrepreneur in the Code of Commerce: General Regime. 2. Prohibitions and incompatibilities for the practice of commercial and industrial activities. 3. The exercise of commerce married person. 4. The entrepreneur with limited liability.

## **THEME 4: THE CORPORATIONS IN GENERAL**

1. Characterization of the partnership agreement. 1.1. Concept and elements of the partnership agreement. 1.2. Nature and effects of the partnership contract. 1.3. The system of corporate types. 2. merchantability societies. 3. The legal status of corporations.

## **THEME 5: Corporations personalistic**

1. partnership. 1.1. Concept. 1.2. Constitution. 1.3. Directors of the company. 1.4. Legal status of partner in society. 1.5. external relations of partnership. 1.6. Changing partners. 2. The limited partnership. 2.1. Internal Relations. 2.2. External relations. 3. Dissolution and liquidation of partnerships.

## **THEME 6: CAPITAL COMPANIES: GENERAL AND CONSTITUTION**

1. General characterization of capital companies. 2. Fundamental Principles. 3. The sole proprietorship. 4. The constitution of capital companies. 4.1. Public Deed of incorporation and bylaws. 4.2. The registration. 4.3. Society in formation. 4.4. irregular-turned Society. 4.5. The invalidity of capital companies. 4.6. Successive Foundation of the Corporation. 5. Social contributions. 5.1. 5.2 cash contributions. nonmonetary contributions. 5.3. The disbursement of the contribution. 6. ancillary services.

## **THEME 7: COMPANIES CAPITAL: SHARES SHARES AND SOCIAL OBLIGATIONS.**

1. Shares and participations in general. 2. The action and participation as an expression of the status of shareholder. 2.1. Rights conferred by the action and participation. 2.2. Classes of shares and shares. 2.3. Stocks and shares without voting rights. 2.4. Redeemable shares. 3. The representation of stocks and shares. 3.1. The representation of the actions. 3.2. The representation of the shares. 4. The transfer of shares and shares. 4.1. Forms of transfer of shares and participaciones. 4.2. Statutory restrictions on the free transferability. 5. Business of society on their own stocks and shares. 6. Joint ownership and real rights on stocks and shares. 7. Obligations. 7.1. Concept and characteristics. 7.2. Emission. 7.3. Bonds convertible into shares.

## **THEME 8: CAPITAL COMPANIES: ORGANIZATIONAL STRUCTURE**

1. Concept and types of social bodies. 2. The General Meeting. 2.1. Competence. 2.2. Lessons. 2.3. Call. 2.4. Assistance, representation and vote. 2.5. Constitution and adoption of acuerdos. 2.6. Minutes of the Meeting. 2.7. Contesting agreements. 3. Administration as capital companies. 3.1. General disposition. 3.2. The administrators. 3.3. The duties of directors. 3.4. Representation of the company. 3.5. Liability of directors. 3.6. The Board of Directors. 3.7. Administration of the limited partnership by shares.

## **THEME 9: CAPITAL COMPANIES: STATUTES MODIFICATION. SEPARATION AND EXCLUSION OF MEMBERS.**

1. Modification of statutes. 1.1. General disposition. 1.2. Special rules for protection of the partners. 1.3. The capital increase. 1.4. The capital reduction. 1.5. Increase and simultaneous reduction. 2. Separation and exclusion of members. 2.1. The separation of partners. 2.2. The exclusion of members. 2.3. Common rules.

## **THEME 10: THE CAPITAL COMPANIES: DISSOLUTION AND LIQUIDATION**

1. Dissolution. 1.1. Dissolution of right. 1.2. Dissolution finding of legal or statutory cause. 1.3. Dissolution by mere agreement of the General Meeting. 1.4. Common provisions. 2. The liquidation. 2.1. General disposition. 2.2. The liquidators. 2.3. 2.4 liquidation operations. Division of social heritage. 2.5. Extinction of the society. 2.6. Supervening assets and liabilities.

## **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://derechomercantilespana.blogspot.com/>