



Universitat de Lleida

DEGREE CURRICULUM

COMMERCIAL LAW II

Coordination: PUYALTO FRANCO, MARIA JOSE

Academic year 2023-24

Subject's general information

Subject name	COMMERCIAL LAW II			
Code	101822			
Semester	2nd Q(SEMESTER) CONTINUED EVALUATION			
Typology	Degree	Course	Character	Modality
	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
Course number of credits (ECTS)	7.5			
Type of activity, credits, and groups	Activity type	PRAULA		TEORIA
	Number of credits	3		4.5
	Number of groups	3		2
Coordination	PUYALTO FRANCO, MARIA JOSE			
Department	LAW			
Teaching load distribution between lectures and independent student work	40% presencial 60% no presencial			
Important information on data processing	Consult this link for more information.			
Language	Idioma Percentatge d'ús Anglès 0.0 Català 40.0 Castellà 60.0			
Distribution of credits	Dra. Maria José Puyalto Franco 4'5 ECTS GG Sr. José Luis Gomez Gusí 3 ECTS GM			

Teaching staff	E-mail addresses	Credits taught by teacher	Office and hour of attention
ENRECH LARREA, EDUARDO	eduardo.enrech@udl.cat	3	
GOMEZ GUSI, JOSE LUIS	joseluis.gomez@udl.cat	3	
MARTINEZ FUENTES, SILVIA	silvia.martinez@udl.cat	3	
PUYALTO FRANCO, MARIA JOSE	mariajose.puyalto@udl.cat	4,5	
SIMARRO LÓPEZ, GERSON	gerson.simarro@udl.cat	4,5	

Subject's extra information

This Commercial Law II course is structured into four sections. The first part, the legal status of commercial contracts which deals with the study of the specialties of contractual commercial law as well as the system of major commercial contracts. In the second part, after the introductory lesson that explains the economic role of securities, we will comprehensively analyse the legal status of the bill of exchange, promissory note and check. The third part of the program deals with the heading economic crisis situations in commercial traffic in bankruptcy law. Finally, it addresses the study of the major institutions of shipping law.

Learning objectives

- (1) Localitzar i utilitzar la legislació, doctrina i jurisprudència relacionada amb els diferents temes (continguts)
- (2) Identificar i diferenciar la funció econòmica dels diversos contractes qualificables com mercantils
- (3) Assessorar sobre el contracte més adequat per articular els interessos i necessitats dels empresaris
- (4) Redactar contractes mercantils
- (5) Identificar les característiques principals dels diferents títols valors

Competences

University of Lleida strategic competences

- Master Information and Communication Technologies.

Degree-specific competences

- Show knowledge of the present legal system

Goals

- Locate and use legislation, doctrine and jurisprudence on various topics
- Advise about the contract the best articulates the interests and needs of employers

- Ability to redact legal documents of a different nature

Goals

- Write commercial contracts

- Ability to create and structure rules

Goals

- Write commercial contracts

- Ability to negotiate and conciliate

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

Goals

- Fill out bills of exchange, checks and promissory notes
- Recognize the characteristics and function of the bankruptcy proceeding
- Identify the main characteristics of various securities
- Identify and differentiate the economic role of the various contracts that qualify as commercial

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

Subject contents

MODULE 1: FUNDAMENTAL ASPECTS IN COMMERCIAL CONTRACTS.

1. Introduction: the commercial contract. 2. Characteristics of the general regime of commercial contracts. 3. General regime of commercial obligations: terms of grace, default, prescription. 4. Hiring with general conditions. 5. Electronic contracting and information society.

MODULE 2: GOODS EXCHANGE CONTRACTS AND THE TRANSPORTATION CONTRACT.

1. Preparatory contracts: pre-contract and purchase option. 2. Contract of commercial sale. 3. Special sales. 4. Contracts related to the sale. 5. Due diligence: legal review of companies. 6. Contract for land transportation of goods.

MODULE 3: COLLABORATION CONTRACTS BETWEEN BUSINESSES (B2B)

1. Introduction to collaboration contracts. 2. Commission contract. 3. Commercial distribution contract or

commercial concession. 4. Agency contract. 5. Other associative contracts.

MODULE 4: CONTRACTS IN THE FINANCIAL MARKET AND GUARANTEES IN COMMERCIAL CONTRACTS.

1. Business financing. Financial contracts. 2. Alternatives to business financing. 3. Credit activity and credit institutions. Bank contracts. 4. The stock market. 5. Warranty contracts. 6. Insurance contracts.

MODULE 5: SECURITIES LAW.

1. Notion and characteristics of the title-value. 2. Classes. 3. The bill of exchange. 4. The promissory note. 5. The check. 6. Current application of securities.

Methodology

TEACHING-LEARNING ACTIVITIES ON-SITE (CLASS)

They are those that provide new information or help the student in the development of certain strategies that are considered relevant so that the student can start or advance in his personal process of knowledge construction and that, due to its complexity or technical requirement, factual and conceptual elements need to be done in person. A distinction must be made between face-to-face Activities in a Large Group (GG) and those carried out in a Medium Group (GM).

Large Group Activities (GG).

In these sessions the main objectives are:

1. Check students' knowledge.
2. Theoretical explanation deepening the concepts about which the student body has doubts.

Medium Group Activities (GM)

Resolution of practices that may consist of:

1. Questions of a practical nature to be developed briefly on the content of the corresponding Module
2. Practical case resolution. A certain assumption of fact will be raised and the student will have to resolve the issues that arise.
3. Comment on a sentence or resolution of the General Directorate of Legal Security and Public Faith
4. Comment on a press release, blog entry, video, etc.

These practices are weekly. The student body must post their practice in the "Activities" section of the CV before the face-to-face GM session in which the faculty will solve them so that the student body can correct the mistakes they have made and, where appropriate, expand the content.

AUTONOMOUS TEACHING-LEARNING ACTIVITIES (OUTSIDE THE CLASSROOM):

In this type of activity, the student works autonomously on aspects that they already master since they have sufficient information, knowledge and strategies. Among the most common autonomous teaching-learning activities, it is worth mentioning personal study, which basically consists of studying content related to theoretical or practical classes or carrying out internships.

The autonomous teaching-learning activities are of different types depending on whether they are associated with the Large Group or Medium Group sessions:

Self-employment activities associated with GG

Before each GG session, the student must read the theoretical materials corresponding to the corresponding module or thematic block that will be available in the resources section of the Virtual Campus of the subject.

After each GG session, the student must study the content of the materials.

Self-employment activities associated with GM

The student body must solve the practices that are available to them in the resources section of the Virtual Campus with the support of theoretical material, legislation, jurisprudence and other resources that they deem appropriate (see the bibliography and information resources section).

The practices will be handed in before the GM session.

Development plan

Please consult this section in Catalan/Spanish

Evaluation

Two evaluation models are considered: the single evaluation and the continuous evaluation

(1) CONTINUOUS EVALUATION (preferred)

The continuous evaluation is based on the following evaluation blocks:

BLOCK 1º: Modules 1 and 2 Compulsory

1. Week 9 Theoretical and practical examination of Modules 1 and 2 consisting of 25 multiple-choice test-type questions and the resolution of a practical case
2. Test: Correct answers add up to 0.2; incorrect ones subtract 0.1 (maximum 5 points)
3. Case study: The correct answers add up to 1 (maximum 5 points) 35%

BLOCK 2º Modules 3 and 5 Compulsory

1. Week 16/17 Theoretical and practical examination of Modules 3 and 5 consisting of 25 multiple-choice test-type questions and the resolution of a practical case
2. Test: Correct answers add up to 0.2; incorrect ones subtract 0.1 (maximum 5 points)
3. Case study: The correct answers add up to 1 (maximum 5 points) 35% Yes

BLOCK 3rd Modules 1-5 Compulsory delivery of 6 practices at least 10 practices delivered weekly 0.3 for each practice delivered on time and correctly 30%

The final grade is obtained from the average of the grades obtained in each of the blocks according to the weighting assigned taking into account the following PRECISIONS:

1. The two exams of week 9 and week 16/17 are MANDATORY, failure to complete any of them immediately implies the qualification of NOT PRESENTED in the subject.
2. The two exams can be retaken in the period indicated for this purpose in the exam calendar.
3. To pass the subject IT IS ESSENTIAL that the grade for each of the exams is equal to or higher than 5. Accordingly, even if the result of the weighted average is equal to or higher than 5, the subject will be graded at acts with a 4.9. (art. 4.5 of the Regulations for Evaluation and Qualification of Degrees and Masters).
4. In the case of the 10 practices, the LATE or incomplete delivery is equivalent to a NP in the corresponding practice WITHOUT ANY EXCEPTION.
5. It is mandatory to deliver at least 6 practicals during the semester (3 corresponding to modules 1 and 2 and 3 corresponding to modules 3 and 4)

(2) SINGLE OR ALTERNATIVE ASSESSMENT

To facilitate work or family reconciliation, students who wish to do so have the right to waive the continuous assessment at the beginning of each semester and take an alternative assessment. The student who wants to take part in the alternative assessment must present a work contract or justify, by means of a letter addressed to the dean or the director of the center, the reasons that make it impossible for him to do the continuous assessment.

The test will cover the content of the four modules of the subject and will consist of:

1. 25 multiple choice questions corresponding to modules 1-5 (5 points). Correct answers add up to 0.2; the

incorrect ones remain 0.1.

2. Case study corresponding to modules 1-5 (5 points). Correct answers add up to 1.

This test can be recovered in the periods indicated in the academic calendar at the end of the semester.

IMPORTANT: For issues relating to the development of assessment activities, consult article 9 of the Assessment and Qualification Regulations for Degrees and Masters.

Bibliography

Legal texts

It is essential to use the legal texts relating to this branch of the system. Various legal publishers publish volumes of "commercial law" normally updated in September of each year (we recommend using the latest edition).

Basic bibliography

- p BORJABAD GONZALO, P. Derecho Mercantil, Vol. II. (Obligaciones y contratos mercantiles, Títulos Valores, Concurso y Derecho de la Navegación), Ed. Escuela Universitaria de Relaciones Laborales, 2006
- p M. BROSETA, Manual de Derecho Mercantil, 17ª ed. (a cargo de F. MARTINEZ SANZ), volumen II, Madrid, 2010.
- p G. J. JIMÉNEZ SÁNCHEZ (coordinador), Derecho Mercantil, volumen II, 13ª ed., Ariel, Barcelona, 2009.
- p MENÉNDEZ (director), Lecciones de Derecho Mercantil, 8ª ed. Civitas, Madrid, 2010.
- p F. SANCHEZ CALERO, Instituciones de Derecho Mercantil, Tomo II, 33ª ed., Aranzadi, Madrid, 2010.

Magazines

Anuario de la Fundación Ciutat de Lleida

Revista de Derecho Concursal y Paraconcursal

Revista de distribución y competencia

Revista Española de Seguros

Recommended Websites

Comisión de las Naciones unidas para el derecho mercantil internacional (CNUDMI) <http://www.uncitral.org/>

International Institute for the Unification of Private Law (UNIDROIT)

<http://www.unidroit.org/>

Other resources:

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

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

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