



BACHELOR'S DEGREE IN BUSINESS ADMINISTRATION

Subject	Commercial Law I	Code	802273
Module	Cross-sectional Formation	Area	Legal Framework and Sociology
Character	Compulsory		
Credits	3	Attending	1.35
		Non-attending	1.65
Year	Second	Semester	3

Department	DEPARTMENTAL SECTION OF COMERCIAL LAW Coordinator: Arianna Luccardi		
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SYNOPSIS

SHORT DESCRIPTOR
The purpose of this subject is the knowledge of Corporate Law. Thus, after an introduction to the different types of companies (co-operative company, collective company, partnership), attention will be focused on the most common ones, especially corporations and limited liability companies and their special forms (single-shareholder company, new-undertaking limited liability company, professional company and listed company).



PREVIOUS KNOWLEDGE REQUIREMENTS

Previous knowledge acquired in “*Derecho de la Empresa*” (Undertakings Law)

FORMATION OBJECTIVES

OBJECTIVES (Learning Results)

- a. Nature of undertakings and their relationship with the immediate and mediate setting, both national and international. Getting to know the basic legal system and legal institutions.
- b. Methods and techniques for management and business administration.
- c. Instrumental skills.

COMPETENCES

- Generic: CG1; CG2; CG4
- Cross-sectional: CT1; CT4
- Specific: CE2; CE3; CE6

LEARNING METHODOLOGY

A mixed methodology of teaching and learning will be used in all educational activities with the aim of encouraging students to develop a collaborative and cooperative attitude in the pursuit of knowledge.

CONTENTS

(Subject's Syllabus)

COMMERCIAL LAW I - PROGRAMME

BA GRADE: Second Year

LESSON I : Legal Entities

1. *General issues.*
2. *Association and foundation.*
3. *Civil and business companies.*

LESSON II : General Theory of Companies

1. *The company contract.*
2. *“Businessity” of companies.*
3. *Types of business companies.*
4. *Corporate personality of business companies.*
5. *Limits to corporate personality.*



LESSON III : “Personal” Companies

1. *Collective company.*
2. *Partnership.*
3. *Joint accounts.*

LESSON IV: Stock Companies.

1. *Economic relevance and regulation.*
2. *Concept and types of stock companies.*
3. *Corporate name, nationality and address.*
4. *Sole ownership.*
5. *Groups of companies.*

LESSON V: Incorporation of Stock Companies.

1. *Setting-up of companies. Types.*
2. *Incorporation requirements.*
3. *In-formation and irregular companies.*
4. *Nullity of companies.*

LESSON VI: Shareholders’ Contributions.

1. *General issues.*
2. *Contributions in cash and in kind.*
3. *Disbursement.*
4. *Accessory considerations.*

LESSON VII: Shares.

1. *General issues: shares and debentures..*
2. *Shareholders’ rights.*
 - 2.1. *Non-voting shares.*
3. *Representation of shares.*
4. *Transfer of shares.*
5. *Co-ownership and property rights over shares.*
6. *Dealing with its own shares.*

LESSON VIII: Corporate bodies. Shareholders’ Meeting.

1. *Concept, competences and types.*
 - 1.1. *“Universal” SM.*
2. *Call, attendance, proxy.*
3. *Holding the SM and information rights.*
4. *Voting rights, passing resolutions and minutes.*
5. *Challenging resolutions.*

LESSON IX: Corporate bodies. Directorship.

1. *General overview.*



2. *Directors.*
3. *Duties of directors and representation of the company.*
4. *Directors' liability.*
5. *The Board of Directors.*

LESSON X: Amendment of bylaws.

1. *Amendment of bylaws: corporate purpose, name and address.*
2. *Increase of stock capital.*
3. *Reduction of stock capital.*
4. *Simultaneous reduction and increase.*

LESSON XI: Structural modifications.

1. *Merger.*
2. *Spin-off.*
3. *Global assignment and segregation.*

LESSON XII: Winding-up and liquidation.

1. *Winding-up.*
2. *Liquidation.*

LESSON XIII: Listed companies, European Company and "New Undertaking" LLC

1. *Listed companies: Corporate Governance Codes. Spanish Unified Corporate Governance Code.*
2. *European Company.*
3. *"New Undertaking" LLC.*

LESSON XIV: Other forms of companies.

1. *Cooperatives and mutual funds.*
2. *Labour companies.*
3. *Professional companies.*
4. *Economic Interest Groups.*



TEACHING ACTIVITIES	% OF TOTAL CREDITS	ATTENDANCE
Lectures	20%	100%
Classes	20%	75%
Tutorials	6%	100%
Assessment activities	4%	100%
Homeworks and class assignments	20%	0%
Time to study	30%	0%

ASSESSMENT		
Exams	Final mark share	70%
Final examen		
Other activities	Final mark share	15% (intermediate tests on cases and/or exercises) 10% (practical cases)
Intermediate tests: theoretical and practical		
Other activities	Final mark share	5%
Active participation in the classroom or in seminars / Carrying out and presentation of individual or group projects		
ASSESSMENT CRITERIA		
<p>Continuous assessment shall be based on: (i) active participation in the classroom or in seminars; (ii) solution to exercises proposed and discussed in class; (iii) theoretical and practical intermediate tests; and (iv) final exam.</p> <p>Attendance to classes shall be compulsory. Students will be qualified as “<i>Not presented</i>” in ordinary call when they stop attending classes and completing practical activities for continuous assessment during the first month and a half of the teaching year. After that moment, it shall be understood, for all purposes, that students are subject to the so called “continuous evaluation”, even if they do not make the final exam.</p> <p>June exams: If a student DOES NOT ATTEND the june exam in the dates fixed by the School administration, he will be given a NOT PRESENTED grade, regardless of his following or not of the continuous assessment. If the student takes the june exam, his grade will be the one obtained after applying the percentages established in the educational guide of the subject.</p>		



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In order to pass the subject, the student shall get, at least, 4 out of 10 points on the final exam.

Continuous assessment in the extraordinary examination: in case one student has failed the ordinary examination, having attended the final exam and participated in the continuous assessment, the mark to be considered as continuous assessment for that extraordinary examination will be the final mark obtained in the ordinary examination.



ORIENTATIVE CHRONOGRAM

(Take into account that there will be a monthly seminar of 2 hours)

<i>Week</i>	<i>Lesson</i>	<i>Tasks</i>
1 st (26-30)	LESSON I. Legal Entities	Introduction to the subject
2 nd (3-7)	LESSON II. General Theory of Companies	
3 rd (10-14)	LESSON III. "Personal" Companies LESSON IV. Stock Companies	
4 th (17-21)	LESSON IV. Stock Companies (Cont.)	
5 th (24-28)	LESSON V. Incorporation of Stock Companies	Short theoretical or practical test. Contents to be set by the professor
6 th (31-4)	LESSON VI. Shareholders' Contributions	
7 th (7-11)	LESSON VII. Shares	
8 th (14-18)	LESSON VII. Shares (Cont.)	
9 th (21-25)	LESSON VIII. Corporate bodies. Shareholders' Meeting	Short theoretical or practical test. Contents to be set by the professor
10 th (28-2)	LESSON IX. Corporate bodies. Directorship.	
11 th (5-9)	LESSON IX. Corporate bodies. Directorship (Cont.)	
12 th (12-16)	LESSON X Amendment of bylaws.	Short theoretical or practical test. Contents to be set by the



13 th (19-21)	LESSON XI Structural modifications. LESSON XII Winding-up and liquidation.
14 ^h (9-13)	LESSON XIII Listed companies, European Company and “New Undertaking”
15 th (16-20)	LESSON XIII Listed companies, European Company and “New Undertaking” (Cont.) LESSON XIV Other forms of companies.
16 th (23-26)	LESSON XIV Other forms of companies (Cont.)

RESOURCES

BIBLIOGRAPHY

The following textbooks in their latest edition (as of September 2011) are recommended:

BELTRÁN SÁNCHEZ, E., *Curso de Derecho Privado*.
SÁNCHEZ CALERO, F., *Principios de Derecho Mercantil*.

ADDITIONAL BIBLIOGRAPHY

The following textbooks in their latest edition (as of September 2011) are recommended:

SÁNCHEZ CALERO, F., *Instituciones de Derecho Mercantil*, Tome I.
MENÉNDEZ, A. (Dr.), *Lecciones de Derecho Mercantil*.

OTHERS

Visiting the Virtual Campus is strongly advised.



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Besides, the following links would be of interest:

- www.boe.es.
- www.cnmv.es.
- www.icac.es.
- www.bde.es