

Mercantile Law II

Code: 102270
ECTS Credits: 6

Degree	Type	Year	Semester
2500786 Law	OB	3	1

Contact

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Use of Languages

Principal working language: spanish (spa)
Some groups entirely in English: No
Some groups entirely in Catalan: Yes
Some groups entirely in Spanish: Yes

Teachers

Jorge Miquel Rodríguez
Ramón Morral Soldevila
José Antonio San Martín Prats
Luis Pedrayes Gullon
Jose Vicente Morant Gregori
Joan Carles Codina Campaña
Eduardo Bautista Blazquez
Isabel Soria Rodríguez

Prerequisites

There is no access requirement.

Groups 1, 2, 11, 12, 13, 21, 22, 23, 511 and 512 of the Law Degree and 71 of the Business Management Administration + Law Degrees are in Spanish. Groups 51 and 513 of the Law Degree and 70 of the Business Management Administration + Law Degrees are in Catalan.

Objectives and Contextualisation

Achieve a good knowledge of the principal institutions of Commercial Law related to commercial contracts, securities and bankruptcy law.

Competences

- Defending and promoting the essential values of the social and democratic State of Law.
- Demonstrating a sensible and critical reasoning: analysis, synthesis, conclusions.
- Efficiently managing information, being capable of assimilating a considerable volume of data in a limited amount of time.
- Identifying, knowing and applying the basic and general principles of the legal system.

- Managing bibliographic and documentary resources: databases, browsing, etc.
- Memorising and utilising legal terminology.
- Presenting in front of an audience the problems of a concrete law suit, the applicable legal regulations, and the most consistent solutions.
- Searching, interpreting and applying legal standards, arguing every case.
- Students must be capable of learning autonomously and having an entrepreneurial spirit.

Learning Outcomes

1. Associating the Commercial Law with the current and future society as well as with other (political, sociological, etc.) sectors of society and also with its state, community and international context.
2. Contextualising the Commercial Law within the legal system, its role and its usefulness in the business traffic.
3. Critically distinguishing the historical trajectory in the approval of commercial standards and in the training of trade uses, and being ready to anticipate alternative legal solutions.
4. Demonstrating a sensible and critical reasoning: analysis, synthesis, conclusions.
5. Demonstrating theoretical and practical knowledge of Commercial Law, appropriately using its terminology.
6. Efficiently managing information, being capable of assimilating a considerable volume of data in a limited amount of time.
7. Identifying the difference in efficiency of including or not concrete clauses in a trading commercial contract, company contract, charter contract, an other commercial contracts.
8. Managing bibliographic and documentary resources: databases, browsing, etc.
9. Providing a fair and efficient response to the practical cases proposed from the acquired knowledge.
10. Publicly presenting practical cases and its possible legal solutions.
11. Relating the knowledge with problems derived from business traffic in terms of offering fair and efficient solutions.
12. Students must be capable of learning autonomously and having an entrepreneurial spirit.
13. Summarising the theoretical and practical knowledge when drawing up contracts and other commercial law instruments.

Content

1. Commercial specialties of the obligations and contracts general theory
 - Specialties of commercial obligations
 - Fight against default
 - Specialties of commercial contracts
 - General conditions (terms and conditions)
 - International contracts
3. Commercial sales contract
 - Applicable law
 - Duties of seller and buyer
 - Risk transmission
 - Special sales
 - International sales
 - Contracts similar to sales
5. Collaboration contracts
 - Commission contract
 - Mediation contract
 - Agency
 - Distribution and franchise
7. Carriage contract and related contracts
 - Applicable law
 - Parts of the carriage contract
 - Duties of the parties
 - Documentation
 - Liability of the carrier

- Deposit contract
- 9. Insurance
 - General considerations
 - Definition, legislation and classification
 - Form
 - Personal elements
 - Objective elements
 - Duties of the parties
 - Non-life insurance
 - Personal insurance
- 11. Bank and stock-exchange contracts
 - Legislation
 - Organisation
 - Contracts: general considerations
 - Neutral operations
 - Active operations
 - Passive operations
 - Securities market. Organisation
 - Stock exchange contracts
- 1. Securities
 - Origin, concept and classifications
 - Legitimation and transmission
 - Book entries
- 3. Bill of exchange, check and promissory note
 - Bill of exchange: origin, functions and legislation
 - Definition and requirements
 - Release. Acceptation. Transmission. Guarantee
 - Payment. Protest. Actions
- 5. Bankruptcy and pre-bankruptcy Law
 - Introduction. Legislation.
 - Pre-bankruptcy institutions (refinancing agreements and out-of-court payment agreements)
- 7. Declaration of bankruptcy and bankruptcy's bodies
 - Declaration of bankruptcy: request and declaration
 - Bankruptcy judge
 - Bankruptcy administration
- 1. Effects of the declaration of bankruptcy
 - Effects on the debtor
 - Effects on individual actions
 - Effects on credits
 - Effects on contracts
- 1. Assets and liabilities
 - Composition of the assets. Inventory. Conservation and alienation. Reinstallment. Reduction
 - Liabilities: Integration, communication and recognition. Classification. List of creditor
 - Report of the bankruptcy administration
- 3. Solutions to the bankruptcy: bankruptcy agreement and winding-up
 - Bankruptcy agreement
 - Winding-up
- 5. Bankruptcy classification and closure
 - Classification
 - Closure and reopening
 - Procedural issues
 - Publicity of the bankruptcy
 - Bankruptcy proceedings with specialities

Methodology

Learning process

the learning process of students is structured according to three activities:

1. Directed activities

There are two types and they take place in the classroom:

a) Master class. The professors explain the lessons that conform the subject.

b) Seminars. Students apply the theoretical knowledge they have acquired. Professors and students work together. There would be, at least, three practical activities that will require the previous work of the students out of the classroom. There will be different types: resolution of cases, case-law analysis, lecture and understanding of academic text, writing of legal documents, discussion and argumentation, etc. Some of them could be done in groups; others should be done individually. Attendance at seminars is compulsory.

The academic staff will publish the dates of these activities at the beginning of the semester in the Teaching Space of the Aula Moodle.

2. Supervised activities

Students will prepare the subject and solve doubts in the tutoring services, that can be individual or in group.

3. Autonomous activities

They are those activities that imply that students organize their time and effort, both individual or in group, to achieve the required abilities. For instance, they will read and study the bibliography, they will prepare mind-maps and summaries, etc. Regarding Commercial Law II, most of the autonomous activities should be related to follow-up the directed activities and the preparation of the final theoretical exam.

Note: 15 minutes of a class will be reserved, according to the calendar established by the center/degree, for the complementation by the students of the assessment surveys of the professor's performance and the assessment of the subject /module. Likewise, it is necessary to reserve 5 hours for exams.

Annotation: Within the schedule set by the centre or degree programme, 15 minutes of one class will be reserved for students to evaluate their lecturers and their courses or modules through questionnaires.

Activities

Title	Hours	ECTS	Learning Outcomes
Type: Directed			
Master classes	19.5	0.78	2, 3, 7, 11, 13, 1
Seminars	19.5	0.78	5, 4, 3, 10, 6, 8, 7, 9, 11, 12, 13
Type: Autonomous			
Assessment	5	0.2	2, 5, 4, 9, 11, 12
Preparation of the seminars	46	1.84	4, 3, 6, 7, 9, 13, 1
Study out the class	50	2	5, 6, 9, 11, 12

Assessment

For each group, the specific date or the week of carrying out the evaluable items (continuous assessment) will be published before the beginning of the teaching, notwithstanding the fact that, exceptionally and due to reasons of force majeure, these may, with prior notice and sufficiently in advance, be modified.

The academic staff will publish the grade of continuous assessment before the final exam.

The final assessment is the result of adding the grades of the continuous assessment and of the exam, each one counting 50%. Regarding the continuous assessment, the academic staff will assess all the items done in the seminars. Although there would be at least 3, professors will specify the number and dates of the items at the beginning of the semester. The final exam will be a test, and the professor will inform about the specific type and how much count the right, wrong and blank answers.

To pass the subject, the student must have obtained a minimum mark of 4 in the final exam and participated at least in two thirds of the evaluation activities.

Students who have not pass the subject, have right to retake the final exam if they have obtained at least 4 in each of the three evaluation activities (final exam and continuous assessment). The students can only retake the final exam; not the continuous assessment.

These three evaluation items will be taken into account to determine the final grade resulting from the evaluation as well as the reevaluation.

A person who cheats or attempts to cheat on an exam will have a 0 on the exam. A person who presents a practice where there is plagiarism will get a 0 and will receive a warning. In case of repetition of these behaviors, the subject will be suspended.

Assessment Activities

Title	Weighting	Hours	ECTS	Learning Outcomes
Continuous assessment	50%	5	0.2	2, 5, 4, 3, 10, 8, 7, 9, 11, 12, 13
Final exam	50%	5	0.2	2, 3, 6, 7, 9, 11, 13, 1

Bibliography

ESSENTIAL BIBLIOGRAPHY

Broseta Pont, Manuel - Martínez Sanz, Fernando, *Manual de derecho mercantil*, vol. II, last edition, Madrid, Tecnos.

Jiménez Sánchez, Guillermo - Díaz Moreno, Alberto (dirs.), *Derecho mercantil II*, last edition, Barcelona-Madrid-São Paulo, Marcial Pons

Menéndez, Aurelio - Rojo, Angel (dirs.), *Lecciones de derecho mercantil*, vol. II, last edition, Cizur Menor, Thomson Reuters Civitas (available at the digital library of the UAB)

Sánchez Calero, Fernando, *Instituciones de derecho mercantil*, vol. II, 2015, Cizur Menor, Thomson Reuters Aranzadi (available at the digital library of the UAB)

Sierra, Eliseo, *Esquemas de derecho de los contratos mercantiles. Incluye los contratos marítimos*, fourth edition, 2020, Valencia, Tirant lo Blanc.

Vicent Chulià, Francisco.: *Introducción al Derecho mercantil*, última edición, Valencia, Tirant lo Blanc (available at the digital library of the UAB)

Software

No special software is used