

**Mercantile Law II**

Code: 102270  
ECTS Credits: 6

Degree	Type	Year	Semester
2500786 Law	OB	3	1

## Contact

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## Teaching groups languages

You can check it through this [link](#). To consult the language you will need to enter the CODE of the subject. Please note that this information is provisional until 30 November 2023.

## Teachers

Jorge Miquel Rodríguez

Ramón Morral Soldevila

José Antonio San Martín Prats

Luis Pedrayes Gullon

Joan Carles Codina Campaña

Eduardo Bautista Blazquez

Isabel Soria Rodriguez

## Prerequisites

There is no access requirement.

Groups 1, 2, 12, 13, 22, 23 and 32 of the Law Degree are in Spanish. Groups 3 and 33 of the Law Degree and 70, 71 and 72 of the Business Management Administration + Law Degrees are in Catalan.

### Professors

Business Administration + Law: the theory is taught by Carlos Górriz and the seminar groups are taught by Carlos Górriz and José Antonio San Martín

Las: Theory group 1 is taught by Professor Jorge Miquel and group 3 by Professor Ramon Morral. Regarding the seminars, the teachers are the following: group 12 Luis Pedrayes, 13 Joge Miquel, 22 Joan Carles Codina, 32 Isabel Soria and 33 Ramon Morral. The teachers of the rest of the groups have not yet been determined.

## 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 specialities 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
    - Prodecural 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.

In the Law Degree, three evaluable activities will be carried out (two practical cases and a comment or analysis of)

In Business Administration + Law, the continuous evaluation is the sum of the notes of the weekly activities. The

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 week of carrying out the evaluable activities will be published on the Virtual Campus, before the beginning of the lessons, despite that, exceptionally and for reasons of force majeure, these may, with advance notice and enough, be modified.

The grades of the seminars will be published before the final exam.

To pass the subject, students must obtain a 5 by taking the average between the evaluable activities and the final exam (or the reassessment exam) and have obtained a minimum of 4 points on average both in the evaluable activities and in the final exam.

Therefore, whoever has less than 4 making the average of the evaluable activities carried out within the framework of the seminars will have failed the subject.

If an student has less than a 4 in the exam -as long as they have a 4 or more in the continuous evaluation- she/he will have to take the re-evaluation even if by taking the average with the continuous evaluation they have obtained more than a 5

The evaluable activities will be taken into account to set the final grade resulting from both the evaluation and the re-evaluation

The activities of the seminars that are subject to continuous evaluation will not be subject to re-evaluation

The re-evaluation will be done in relation to the final exam and it is not required to have obtained any minimum grade to be able to take the exam.

In the Law degree, 3 evaluable activities will be programmed with a weight of 50% of the total grade added to each one of them. These activities will be carried out within the framework of the seminars and will consist of two practical cases and a sentence commentary. Two of these three activities will be worth 1.5 points and the third will be worth 2 points. The sum of all of them will compute 50% of the final grade. Attendance at seminars is mandatory. The dates of the evaluation activities will be made public at the beginning of the semester through the Teaching Space of the Virtual Campus.

In the double degree Business Administration + Law, the continuous evaluation is the sum of the note of the weekly activities. The weekly seminars will compute 20% of the final grade. Work Outside the Classroom will compute 30% of the final grade. The remaining 50% will be the exam grade. Attendance is mandatory.

Any student who cheats or tries to cheat a test will have a 0 on the test. Any student who submits a plagiarism practice will get a 0 and receive a warning. In case of reiteration of the behavior, the subject will be suspended.

### Single evaluation

People who opt for the single evaluation system will be examined taking into account the following items:

- 50% of the mark will be obtained in a test exam.
- The other 50% of the note (5 points out of 10) will be obtained by carrying out two different activities that have a content equivalent to that carried out in the seminars. These will consist of the resolution of a practical case (will have a value of 3 points) and comment or analysis of one or more sentences (2 points).

To carry out the tests corresponding to the activities, the pertinent legislation may be consulted in paper format, but you will not be able to access computer resources, notes or materials. Only legislation may be used, and provided that it is not supplemented by other information.

The tests corresponding to the activities will be carried out in person, coinciding with the day set for the test test.

To pass the subject, students must obtain a 5 by taking the average between the evaluable activities and the final exam (or the reassessment exam) and have obtained a minimum of 4 points on average both in the evaluable activities and in the final exam.

## 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