

**Mercantile Law II**

Code: 102270  
ECTS Credits: 6

**2025/2026**

Degree	Type	Year
Law	OB	3

## Contact

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## Teachers

Ramón Morral Soldevila

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(External) Albano Gilabert

(External) Teodoro López-Cuesta

## Teaching groups languages

You can view this information at the [end](#) of this document.

## Prerequisites

There are no prerequisites.

ADE + Law: the theory is taught by Professor Carles Górriz (Catalan) and the seminar groups by Professors Carles Górriz (Catalan) and Jordi Santamaria (Catalan).

Law: Theory group 1 is taught by Professor Albano Gilabert (Spanish), group 2 by Professor Mònica Perna (Spanish) and group 3 by Professor Ramon Morral (Catalan). As for the seminars, the lecturers are as follows: group 11 José Vicente Morant (Spanish), group 12 Pedro Rebollo (Spanish), group 13 Joan Carles Codina (Spanish), group 21 Francisco Lara (Spanish), group 22 Marta Gili (Spanish), group 23 Mònica Perna (Spanish), group 511 Pedro Rebollo (Spanish), group 512 Teodoro López-Cuesta (Spanish), group 513 Ramon Morral (Catalan).

The teaching will be given taking into account the perspective of the Sustainable Development Goals.

## **Objectives and Contextualisation**

The course Commercial Law II aims to provide students with a solid, systematic, and critical understanding of the main institutions of commercial law related to commercial contracts, negotiable instruments, and insolvency law. The goal is for students to grasp the legal and economic foundations of these concepts, identify their functions within business activity, and apply them rigorously to real or simulated practical situations.

The course also seeks to foster the ability to analyze and solve complex legal problems through case studies, interpretation of legal and case law texts, and the development of well-founded legal arguments. Additionally, it promotes the development of transversal skills such as critical thinking, oral and written legal communication, and collaborative work.

Ultimately, the course aims for students to acquire the necessary competencies to effectively address professional challenges related to commercial contracting, the creation and circulation of negotiable instruments, and the management of business insolvency situations, both from the perspective of legal advisory and legal practice.

## **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 law specialities of the general theory of obligations and contracts

- Special features of commercial obligations
- Combating late payment
- Commercial specialities of the general theory of contracts
- General terms and conditions
- International contracting

### 2. Commercial sales contracts

- Applicable regulations
- Obligations of the seller and the buyer
- Risk transfer
- Special types of sales
- International sales
- Contracts related to sales

### 3. Collaboration contracts

- Commission
- Mediation
- Agency
- Concession and franchising

### 4. Carriage and similar contracts

- Applicable legislation
- Parties to the transport contract
- Obligations of the parties
- Transport documentation
- Carrier liability
- Deposit contract

### 5. Insurance contract

- General considerations
- Definition, regulations and classification
- Form
- Personal elements
- Objective elements
- Obligations of the parties
- Property insurance
- Personal insurance

### 6. Banking and stock market contracts

- Legislation
- Regulation
- Contracting: general considerations
- Neutral operations
- Active operations
- Passive operations
- Securities market. Regulation
- Commercial contracts

## 7. Securities

- Negotiable instruments: Origin, concept and classification
- Negotiable instruments: Legitimacy and transfer
- Book entries

## 8. Bill of exchange, cheque and promissory note

- Bill: origin, functions and legislation
- Concept and requirements of the bill of exchange
- Delivery, acceptance, transfer and endorsement
- Payment. Protest. Legal actions

## 9. Insolvency and pre-insolvency law

- Introduction. Legislation
- Pre-insolvency institutions

## 10. Declaration and bodies of the insolvency proceedings

- Filing and declaration of insolvency
- Insolvency judge
- Insolvency administration

## 11. Effects of insolvency

- On the debtor
- On individual actions
- On claims
- On contracts

## 12. Assets and liabilities

- Composition, inventory, preservation, disposal, clawback, reduction
- Integration, communication and recognition. Classification. List of creditors
- Insolvency administrator's report

## 13. Solutions: arrangement and liquidation

- Arrangement
- Liquidation

## 14. Qualification and conclusion of the proceedings

- Qualification
- Conclusion and reopening
- Procedural aspects
- Publicity of the proceedings
- Special insolvency proceedings

## Activities and Methodology

Title	Hours	ECTS	Learning Outcomes
Type: Directed			
Master classes	22	0.88	2, 3, 7, 11, 13, 1

Seminars	22	0.88	5, 4, 3, 10, 6, 8, 7, 9, 11, 12, 13
Type: Autonomous			
Preparation of the seminars	36	1.44	4, 3, 6, 7, 9, 13, 1
Study or work out the class	60	2.4	5, 6, 9, 11, 12

## 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 a case).

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

## Assessment

### Continuous Assessment Activities

Title	Weighting	Hours	ECTS	Learning Outcomes
Continious 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

### Transparency in the Use of AI

For this course, the use of artificial intelligence (AI) technologies is permitted exclusively for support tasks such as information search, text correction, translations, or information organization. Students must clearly identify how they have used AI, share their interactions with AI tools with the teaching staff, and include a critical reflection on how these tools have influenced the process and final outcome of the activity. Lack of transparency in the use of AI in this graded activity will be considered academic dishonesty and may result in partial or total penalties on the activity grade, or more severe sanctions in serious cases.

### Continuous Assessment

- Law: Attendance at seminars is mandatory. Three graded activities will be carried out (two practical cases and one commentary or analysis of court rulings). Two of these activities will be worth 1.5 points each, and the third will be worth 2 points. The total of these will account for 50% of the final grade. The other 50% will be the exam grade.
- Business + Law: Continuous assessment is the sum of the weekly activity grades. Weekly seminars will account for 20% of the final grade. The Out-of-Class Work will account for 30%. The remaining 50% will be the exam grade.

To pass the course, students must obtain a 5 by averaging the graded activities and the final exam (or the resit exam), with a minimum of 3.5 points average in the graded activities and a minimum of 5 in the final exam.

To be eligible for the resit exam, students must have obtained at least a 3.5 average in the course.

### SEMINARS AND GRADED ACTIVITIES

Continuous assessment is divided into two parts: seminars and graded activities.

The continuous assessment grade is obtained by summing the results of the graded activities.

However, attendance at seminars is mandatory and will be part of the continuous assessment, adjusting the grade obtained in the graded activities.

Attendance will affect the continuous assessment as follows:

- TIER I: Attendance of 80% or more → the grade from the graded activities is maintained.
- TIER II: Attendance between 50% and 79% → the maximum grade is 5 out of 10. If the grade is higher, it will be reduced to 5; if lower, it will remain unchanged.
- TIER III: Attendance below 49% → continuous assessment and the subject are failed.

Only justified absences will be accepted for: health issues, hospitalization or medical rest (with official documentation), death of a family member up to the second degree, accidents or force majeure, elite athletes with official competitions, and other exceptional comparable causes.

At the beginning of the course, the dates of the graded activities will be communicated via the virtual campus, and seminar attendance percentages will be adjusted according to the criteria described and the number of scheduled seminars, determining the number of seminars required for each tier.

### Single Assessment

Students who choose the single assessment system will be evaluated based on the following items:

- 50% of the final grade (5 out of 10 points) will come from a multiple-choice test.  
To be eligible for averaging, students must pass the test (score at least 5 out of 10).

- The remaining 50% (5 out of 10 points) will be obtained through the completion of two different activities equivalent in content to what was covered in the seminars. These will consist of:
  - Solving a practical case (worth 3 points).
  - Writing a commentary or analysis of one or more court rulings (worth 2 points).

For these activities, students may consult the relevant legislation in paper format only.

No access to digital resources, notes, or other materials will be allowed. Only legislation may be used, and only if not supplemented with additional information.

These activities will be carried out in person, on the same day as the multiple-choice test.

The same resit system as in continuous assessment will apply.

The same "not assessable" criteria as in continuous assessment will also apply.

## 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)

Pulgar, Juana (Dir.), *Manual de Derecho concursal*. 4<sup>a</sup> ed., La Ley, 2022.

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

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

## Software

No special software is used

## Groups and Languages

Please note that this information is provisional until 30 November 2025. You can check it through this [link](#). To consult the language you will need to enter the CODE of the subject.

Name	Group	Language	Semester	Turn
(SEM30) Seminaris (30 estudiants per grup)	11	Spanish	first semester	morning-mixed
(SEM30) Seminaris (30 estudiants per grup)	12	Spanish	first semester	morning-mixed
(SEM30) Seminaris (30 estudiants per grup)	13	Spanish	first semester	morning-mixed

(SEM30) Seminaris (30 estudiants per grup)	21	Spanish	first semester	morning-mixed
(SEM30) Seminaris (30 estudiants per grup)	22	Spanish	first semester	morning-mixed
(SEM30) Seminaris (30 estudiants per grup)	23	Spanish	first semester	morning-mixed
(SEM30) Seminaris (30 estudiants per grup)	511	Spanish	first semester	afternoon
(SEM30) Seminaris (30 estudiants per grup)	512	Spanish	first semester	afternoon
(SEM30) Seminaris (30 estudiants per grup)	513	Catalan	first semester	afternoon
(SEM30) Seminaris (30 estudiants per grup)	701	Catalan	second semester	morning-mixed
(SEM30) Seminaris (30 estudiants per grup)	702	Catalan	second semester	morning-mixed
(TE) Theory	1	Catalan	first semester	morning-mixed
(TE) Theory	2	Spanish	first semester	morning-mixed
(TE) Theory	51	Catalan	first semester	afternoon
(TE) Theory	70	Catalan	second semester	morning-mixed