



Information about the subject

Degree: Bachelor of Science Degree in Business Administration and Management

Faculty: Faculty of Legal, Economic and Social Sciences

Code: 301103 **Name:** Management of Mercantile Societies

Credits: 6,00 **ECTS Year:** 1 **Semester:** 2

Module: Company Law

Subject Matter: Law **Type:** Basic Formation

Department: Accounting, Finance, and Management Control

Type of learning: Classroom-based learning / Online

Languages in which it is taught: English, Spanish

Lecturer/-s:

301A	<u>Antonio José Orero Clavero</u> (Responsible Lecturer)	antonio.orero@ucv.es
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301C	<u>Alejandro Jose Lopez Oliva</u> (Responsible Lecturer)	alejandro.lopez@ucv.es
30GI1	Ramon Trenor Galindo (Profesor responsable)	ramon.trenor@ucv.es



Module organization

Company Law

Subject Matter	ECTS	Subject	ECTS	Year/semester
Law	12,00	Corporate Tax I	6,00	2/1
		Management of Mercantile Societies	6,00	1/2
Corporate Tax	6,00	Corporate Tax II	6,00	3/2
Company Law	18,00	Commercial Contracts and Corporate Crisis Management	6,00	This elective is not offered in the academic year 25/26
		Economic Public Law	6,00	This elective is not offered in the academic year 25/26
		Labour Management and Security	6,00	This elective is not offered in the academic year 25/26

Recommended knowledge

This subject does not require prerequisites to take it.



Learning outcomes

At the end of the course, the student must be able to prove that he/she has acquired the following learning outcomes:

- R1 Apply their knowledge correctly to their work or vocation in a professional manner and be able to develop and defend arguments and solve problems within their field of study. [RAB2]
- R2 Be able to gather and interpret relevant data (usually within their field of study) to make judgments that include reflections on relevant social, scientific, or ethical issues. [RAB3]
- R3 Be able to convey information, ideas, problems, and solutions to both specialized and non-specialized audiences in both Spanish and English. [RAB4]
- R4 Demonstrate the ability to use inquiry as a source of learning. [RAG5]



Competencies

Depending on the learning outcomes, the competencies to which the subject contributes are (please score from 1 to 4, being 4 the highest score):

GENERAL	Weighting			
	1	2	3	4
RAB2. Apply their knowledge correctly to their work or vocation in a professional manner and be able to develop and defend arguments and solve problems within their field of study.			X	
RAB3. Be able to gather and interpret relevant data (usually within their field of study) to make judgments that include reflections on relevant social, scientific, or ethical issues.		X		
RAB4. Be able to convey information, ideas, problems, and solutions to both specialized and non-specialized audiences in both Spanish and English.		X		
RAG9. Demonstrate commitment, responsibility, and ethics in their academic and professional environment, respecting human rights, democratic principles, the environment, and legality, assuming the consequences of their actions, and promoting equal opportunities and accessibility between men and women.		X		



Assessment system for the acquisition of competencies and grading system

Assessed learning outcomes	Granted percentage	Assessment method
R1	25,00%	Objective Tests
R2	15,00%	Completion of Theoretical-Practical Activities
R3	10,00%	Class Attendance and Participation
R1, R2, R3, R4	50,00%	Final Exam
R1	5,00%	Participation in Synchronous Communication Activities
R2	25,00%	Deliverable Activities
R2	15,00%	Periodic Evaluations Through Online Questionnaires
R4	5,00%	Participation in Discussion Forums
R1, R2, R3, R4	50,00%	Final evaluation with essay questions and practical scenarios (In-person activity)

Observations

For both the continuous assessment and single assessment systems, a 4 must be obtained on the exam to apply the percentages obtained from the practical section, as well as the grade obtained for attendance and class participation, to the final grade for the course, which must obviously be equal to or greater than 5. In accordance with Article 9 of the General Regulations for the Assessment and Grading of Official Studies and University-Specific Degrees at the UCV, the single assessment is linked to the inability of students enrolled in a face-to-face degree program to attend. It is, therefore, an extraordinary and exceptional assessment system available to students who, with justification and accreditation, are unable to submit to the continuous assessment system and who so request the professor in charge of the course, who will expressly decide on the admission of the student's request for a single assessment and will inform the student of the acceptance/denial. Regarding the Business Management course, the minimum attendance rate required is 70%. This is the limit to be taken into consideration for any potential request for a single assessment. If granted, the application will be based on the following criteria: In the first sitting, the



evidence to be presented and/or the test(s) to be taken in the single assessment by the student will be the same theoretical test as for the rest of the students and a practical test consisting of the submission of assignments and practical exercises completed during the course. The percentages awarded for the different assessment instruments will be as follows: 50% practical tests and 50% theoretical tests. That is, the percentage corresponding to the other assessment systems will increase the percentage of the final theoretical tests (by 10%) and practical tests (by 10%) taken during the official examination period. And in the second sitting, the same assessment criteria will be applied as for students who do not have a single assessment (since attendance, active participation, and positive attitude toward the subject are not taken into account). Students may use AI for any course-related questions and even provide statements, exercises, or assessment tests to obtain automatic answers, as long as these are verified and validated by the students themselves. For this purpose, faculty may perform the appropriate checks. Students may not use AI: -To record or transcribe, in whole or in part, any classroom activity, in order to obtain summaries or notes created by AI. -To enter notes or any other material authored by the faculty who provided it into AI tools such as ChatGPT or other non-institutional tools whose information is not stored in controlled environments. Citation and attribution criteria: - Any use of AI tools must be explicitly stated in the submitted document (e.g., in a footnote or appendix). - The name of the tool, the purpose of use (e.g., grammar check, organization of ideas, writing sample), and the part of the work where it was used must be indicated. Responsible use of AI will be evaluated as part of the criteria for originality and academic honesty.

MENTION OF DISTINCTION:

The mention of "Honors" may be awarded to students who have obtained a grade equal to or greater than 9.0. Their number may not exceed five percent of the students enrolled in a group in the corresponding academic year, unless the number of students enrolled is lower.

Learning activities

The following methodologies will be used so that the students can achieve the learning outcomes of the subject:

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| M1 | Lecture of contents by the teacher, analysis of competencies, explanation, and demonstration of abilities, skills, and knowledge in the classroom. |
| M3 | Supervised group work sessions led by the teacher. Study of economic-business cases, both real and fictitious. Meaningful construction of knowledge through student interaction and activity. Critical analysis of values and social commitment. |
| M4 | Supervised monographic sessions with shared participation. |
| M5 | Application of interdisciplinary knowledge. |



- M6 Personalized and small-group attention. Instruction and/or guidance period conducted by a tutor with the aim of reviewing and discussing materials and topics presented in classes, seminars, readings, completion of assignments, etc.
- M7 Set of oral and/or written tests used in the initial, formative, or summative assessment of the student.
- M9 Group preparation of readings, essays, problem-solving, seminars, assignments, reports, etc., to present or submit in theoretical classes, practical classes, and/or small-group tutorials.
- M10 Student study: individual preparation of readings, essays, problem-solving, seminars, assignments, reports, etc., to present or submit in theoretical classes, practical classes, and/or small-group tutorials.
- M11 Presentation of content by the teacher, analysis of competencies, explanation, and demonstration of skills, abilities, and knowledge in the virtual classroom.
- M12 Group work sessions via moderated chat led by the teacher. Study of economic-business cases, both real and fictitious, to construct knowledge through student interaction and activity. Critical analysis of values and social commitment.
- M13 Monographic sessions throughout the course, focused on current aspects and applications of the subject.
- M14 Problem-solving, comments, reports, to be submitted at deadlines throughout the course.
- M15 Individual attention for monitoring and guidance of the learning process, conducted by a tutor with the objective of reviewing and discussing materials, topics, seminars, readings, completion of assignments, etc.
- M16 Participation and contributions to discussion forums related to the subject, moderated by the course instructor.
- M17 Set of tests, written or oral, used in the initial, formative, or summative assessment of the student.
- M19 Group preparation of readings, essays, problem-solving, seminars, assignments, reports, etc., for dissemination or submission.
- M20 Student study: individual preparation of readings, essays, problem-solving, seminars, assignments, reports, etc., for discussion or submission in electronic format.



IN-CLASS LEARNING

IN-CLASS LEARNING ACTIVITIES

	LEARNING OUTCOMES	HOURS	ECTS
On-campus Class M1	R1, R2, R4	22,50	0,90
Practical Class M3	R2, R3	15,00	0,60
Seminar M3, M6	R2	4,50	0,18
Group Project Presentation M3, M9	R3	6,00	0,24
Tutoring M4, M6	R2	6,00	0,24
Evaluation M5, M7	R1, R2, R3, R4	6,00	0,24
TOTAL		60,00	2,40

LEARNING ACTIVITIES OF AUTONOMOUS WORK

	LEARNING OUTCOMES	HOURS	ECTS
Group Work M3	R1, R2, R3	30,00	1,20
Individual Work M6, M10	R2, R3, R4	60,00	2,40
TOTAL		90,00	3,60



ON-LINE LEARNING

SYNCHRONOUS LEARNING ACTIVITIES

	LEARNING OUTCOMES	HOURS	ECTS
Synchronous Virtual Session M11	R1, R2, R4	6,00	0,24
Synchronous Virtual Practical Session M12	R3	6,00	0,24
Synchronous Virtual Seminar and Videoconference M13	R1	3,00	0,12
In-person Assessment M17	R3	3,00	0,12
Group Work M19	R1, R2, R3	10,00	0,40
Individual Work M20	R4	60,00	2,40
TOTAL		88,00	3,52

ASYNCHRONOUS LEARNING ACTIVITIES

	LEARNING OUTCOMES	HOURS	ECTS
Individual Tutoring M15	R2, R4	7,00	0,28
Discussion Forums M16	R1	15,00	0,60
Continuous Assessment Activities M14	R4	40,00	1,60
TOTAL		62,00	2,48



Description of the contents

Description of the necessary contents to acquire the learning outcomes.

Theoretical contents:

Content block	Contents
PART ONE: COMMERCIAL LAW INSTITUTIONS	<p>LESSON 1. CONCEPT AND SOURCES OF COMMERCIAL LAW.</p> <p>1.1. Approach. Concept and system of Spanish Commercial Law.</p> <p>1.2. Sources of Commercial Law.</p> <p>A) Commercial legislation.</p> <p>B) Commercial uses.</p> <p>1.3. Case law</p> <p>LESSON 2. COMPANY, ENTREPRENEUR AND THEIR LEGAL STATUS.</p> <p>2.1. The concept of company, merchant and individual entrepreneur. Characterizing notes.</p> <p>2.2. General statute of the employer: content.</p> <p>2.3. Exercise of commerce by married person.</p> <p>2.4. Liability of the employer. Crisis of the company. Contest.</p> <p>LESSON 3. INDUSTRIAL PROPERTY.</p> <p>3.1. Distinctive signs. Concept and classes.</p> <p>3.2. Trademarks.</p> <p>3.3. Trade name.</p> <p>3.4. Industrial inventions.</p> <p>A) Concept, function and modalities.</p> <p>B) Patents. Concept, classes and regime.</p> <p>LESSON 4. SECURITIES AND PAYMENT MECHANISMS.</p> <p>4.1. General theory of securities.</p> <p>4.2. The bill of exchange, the check and the promissory note.</p>



PART TWO: CORPORATE LAW. THE SOCIAL ENTREPRENEUR. THE COMPANIES.

LESSON 5. GENERAL THEORY OF COMPANIES. PARTNERSHIPS.

- 5.1.- The civil partnership contract and the community of property.
- 5.2.- Legal concept of commercial company.
- 5.3.- The general partnership.
- 5.4.- The simple limited partnership and by shares.
- 5.5.- The Mercantile Registry.

LESSON 6. ACCOUNTING OBLIGATIONS.

- 6.1.-General Concepts.
- 6.2.- Annual accounts.
- 6.3.-Approval, Deposit and publicity.
- 6.4.- The auditor.

LESSON 7. LIMITED LIABILITY COMPANIES.

- 7.1.- General Provisions and Constitution.
- 7.2.- Social contributions.
- 7.3.- Regime of company shares.
- 7.4.- Corporate bodies.
- 7.5.- Modification of the bylaws, increase and reduction of the capital.
- 7.6.- Transformation, merger and spin-off.
- 7.7.- Separation and exclusion of partners.
- 7.8.- Dissolution and Liquidation.
- 7.9.- Sole Proprietorships.

LESSON 8. THE PUBLIC LIMITED COMPANY.

- 8.1.- General Provisions and Constitution.
- 8.2.- Contributions.
- 8.3.- Actions.
- 8.4.- Bodies of the public limited company.
- 8.5.- Modification of the bylaws, increase and reduction of the capital.
- 8.6.- Transformation, merger and spin-off.
- 8.7.- Dissolution and Liquidation.



PART THREE: COMMERCIAL CONTRACTING. COMMERCIAL CONTRACTS.

LESSON 9. GENERAL THEORY OF COMMERCIAL OBLIGATIONS AND CONTRACTS.

9.1. Introduction. Special regime for commercial obligations.

9.2. Commercial contracts. Characterization and
classification criteria. Specialties.

9.3. Current problems of commercial contracting.

Contracting through general conditions. Commercial
contracts and consumer protection.

LESSON 10. PURCHASE CONTRACT.

10.1. Concept and requirements.

10.2. Content. Obligations of the parties. Transmission of
risk.

10.3. Modalities. Special sales.

LESSON 11. COMMERCIAL CONTRACTING.

11.1. Commission contract.

11.2. Agency Contract.

11.3. Franchise Agreement.

11.4. The leasing and renting contract.

LESSON 12. BANKING CONTRACTS

12.1. Current account and deposit.

12.2. Loan and opening of credit.

12.3. Bank discount.

Temporary organization of learning:

Block of content	Number of sessions	Hours
PART ONE: COMMERCIAL LAW INSTITUTIONS	10,00	20,00
PART TWO: CORPORATE LAW. THE SOCIAL ENTREPRENEUR. THE COMPANIES.	10,00	20,00
PART THREE: COMMERCIAL CONTRACTING. COMMERCIAL CONTRACTS.	10,00	20,00



References

Preferred textbook: BROSETA PONT, M.; MARTÍNEZ SANZ, F. Manual of Commercial Law, Vol. I. Ed. Técnos. Madrid (30th edition) 2023. VICENT CHULIA, F. Introduction to Commercial Law, Tirant loBlanch. Twenty-fifth edition. 2024. URÍA, R., MENENDEZ MENENDEZ, A., et al., Lessons in Commercial Law, Civitas, Nineteenth edition. 2021. VARIOUS AUTHORS (Coord. Fajardo-García, I.). COMMERCIAL LAW NOTES (Adapted to the studies of Business Administration, Economics and Finance, and Accounting. Law Series. Low-Cost Books. 2016. Regulatory Texts: Code of Commercial Laws, Systematized Jurisprudence, Tirant lo Blanch. 2024 Edition. Code of Commerce and Commercial Legislation. Tecnos. Updated Edition September 2024 Legislative and Jurisprudential Databases: La Ley.
<http://www.laley.es/content/BasesDeDatos.aspx> El Derecho.
<http://www.elderecho.com/Westlaw-Aranzadi>. http://www.westlaw.es/index_spa.html?brand=nwles