Information about the subject

Degree: Bachelor of Arts Degree in Law

Faculty: Faculty of Legal, Economic and Social Sciences

Code: 310204 **Name:** Commercial Law II

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

Module: Commercial Law

Subject Matter: Commercial Law **Type:** Compulsory

Field of knowledge: Social and Legal Sciences

Department: -

Type of learning: Classroom-based learning

Languages in which it is taught: Spanish

Lecturer/-s:

312	Luis Sebastia Maganto **(Responsible Lecturer)**	luis.sebastia@ucv.es
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Module organization

Commercial Law

Subject Matter	ECTS	Subject	ECTS	Year/semester
Commercial Law	24,00	Commercial Law I	6,00	1/2
		Commercial Law II	6,00	2/1
		Commercial Law III	6,00	2/2
		Commercial Law IV	6,00	3/1

Recommended knowledge

In order to study Commercial Law II, it is recommended that students have first studied Civil Law I and Commercial Law I.

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 Knowledge of the fundamentals of Commercial Law and its system of sources.

R2 Knowledge of the fundamentals of Company Law and the types of companies.

R3 Knowledge of the fundamentals of Law referring to structural changes.

R4 Knowledge of the fundamentals of corporate mechanisms applicable to insolvency situations.

R5 Personal skills: teamwork, organizational skills, search and critical treatment of information.

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
CG1	Knowledge of the Science being studied, in this case of the science of Law, fundamentally of the most practical branches, with their international and economic implications and their specialized language.				x
CG2	Analysis and synthesis capacity				x
CG3	Capacity for organization and planning			x	
CG4	Problem-solving capacity.			x	
CG5	Computer skills related to the field of knowledge.		x		
CG6	To be able to effectively obtain information from books and specialized journals, and from other sources.			x	
CG7	Critical reasoning when analysing information.			x	
CG8	Ethical commitment to information management.			x	
CG11	Professional relationships: be able to establish and maintain relationships with other relevant professionals and institutions.		x		
CG13	Information management capacity.			x	
CG15	Ability to work in interdisciplinar teams.		x		

SPECIFIC		Weighting			
		1	2	3	4

CE3	Ability to use constitutional principles and values as a working tool in the interpretation of the legal system.			x
CE7	Ability to incorporate and manage legal entities and manage their rights and obligations and give legal form to their acts of will.			x
CE10	Ability to negotiate accounting instruments,		x	
CE16	Acquisition of a critical conscience in the analysis of the legal system and acquisition of values and ethical principles.	x		
CE18	To learn how to use the existing legal bibliographic information.	x		
CE19	Ability to handle the different legal sources (legal, jurisprudential and doctrinal).			x
CE20	Mastery of computer techniques in obtaining legal information and communication of legal data (Internet, databases of legislation, jurisprudence, bibliography).		x	
CE21	Ability to read and interpret legal texts.			x
CE22	Ability to make legal arguments.			x
CE26	Assumption of the necessary interdisciplinary vision of legal problems.		x	
CE27	Capacity for negotiation and conciliation.			x
CE28	Ability to give legal form to bilateral and multilateral relations of individuals.		x	
CE29	Ability to legally articulate projects, agreements, or disagreements.		x	

Assessment system for the acquisition of competencies and grading system

Assessed learning outcomes	Granted percentage	Assessment method
R2, R3, R4, R5	40,00%	Practical tests
R2, R3, R4, R5	40,00%	Written theoretical tests
R2, R3, R4, R5	20,00%	Attendance and active participation in seminars, tutored interviews and practical activities

Observations

The assessment percentages laid down in this section will only be applicable if the final mark of the oral or written test(s) referred to above is more than 50 per cent of the maximum possible mark for those exam(s), in ordinary cases, a minimum mark of 5.Otherwise, the final mark will be the mark obtained exclusively in the theoretical exam.
In the second call, the final qualification of the course will be the one resulting from the sum of the mark obtained in the oral or written test, of the second call and the score obtained during the course by attendance, participation in class and practical tests referred to in the previous sections, all with the same weighting as that applied in the first call.
Only those absences that are sufficiently documented in the opinion of the teacher will be justifiable. The documentation supporting the absence must be given to the teacher within a maximum of 10 calendar days from the absence.
The qualification of the Group S students, with the specialities that will be indicated below, will have the same evaluation systems indicated. Second year students (Group S) will have a weekly session of two hours of classroom instruction for the entire group and another weekly session of practice and tutoring, of equal duration, which will be given by smaller groups of students.

MENTION OF DISTINCTION:
According to Article 22 of the Regulations governing the Evaluation and Qualification of UCV Courses, the mention of "Distinction of Honor" may be awarded by the professor responsible for the course to students who have obtained, at least, the qualification of 9 over 10 (“Sobresaliente”). The number of "Distinction of Honor" mentions that may be awarded may not exceed five percent of the number of students included in the same official record, unless this number is lower than 20, in which case only one "Distinction of Honor" may be awarded.

Learning activities

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

M1 Group work sessions supervised by the teacher. Study of legal cases, both true and fictitious. Significant construction of knowledge through student interaction and activity. Critical analysis of values and social commitment.

M8 Exposition of contents by the teacher, analysis of competences, explanation and demonstration of capacities, skills and knowledge in the classroom.

M9 Supervised monographic sessions with shared participation.

M11 Personalised attention and in small groups. Period of instruction and/or orientation carried out by a tutor with the aim of reviewing and discussing the materials and topics presented in the classes, seminars, readings, completion of assignments, etc.

M12 Set of written and/or oral tests used in the initial, formative or summative evaluation of the student.

M13 Group preparation of readings, essays, resolution of problems, seminars, papers, dossiers, etc., to be presented or delivered in theory classes, practical classes, and/or small group tutorials.

M14 Student's study: individual preparation of readings, essays, problem-solving, seminars, works, reports, etc. to present or deliver in the theoretical classes, practical classes and/or small group tutorials.

IN-CLASS LEARNING ACTIVITIES

	LEARNING OUTCOMES	HOURS	ECTS
Practical cases. M1	R2, R3, R4	25,00	1,00
Theoretical classes. M8	R2, R3, R4, R5	23,00	0,92
Tutorial. M11	R2, R3, R4, R5	6,00	0,24
Assessment M1, M9, M12	R2, R3, R4, R5	6,00	0,24
TOTAL		**60,00**	**2,40**

LEARNING ACTIVITIES OF AUTONOMOUS WORK

	LEARNING OUTCOMES	HOURS	ECTS
Group work. M13	R2, R3, R4, R5	45,00	1,80
Individual work. M14	R2, R3, R4, R5	45,00	1,80
TOTAL		**90,00**	**3,60**

Description of the contents

Description of the necessary contents to acquire the learning outcomes.

Theoretical contents:

Content block	Contents
PART ONE. THE LAW OF BUSINESS ORGANIZATIONS; INTRODUCTION	Concept of "*Sociedad*" and its relationships. Concept and essential elements of the law of business organizations. Business organizations with unlimited and limited liability. Common regime of business organizations. The Company agreement. 4. Partnerships and Limited Partnerships. Joint accounts

PART TWO. CAPITAL COMPANIES.

The Public Limited Company *(Sociedad Anónima*) and the Private Limited Company (Sociedad Limitada). 1.- Public Limited Company. Concept and nature of the public limited company and of the Private Limited Company. The incorporation or foundation of the public limited company and of the Private Limited Company. Procedures. Deed of incorporation and bylaws. The Sole Shareholder Company. The European Company. Law governing companies in the process of incorporation and irregular companies. Company name, registered office and nationality of companies. Capital contributions. Legal regime. Shareholders' ancillary obligations. 2. - Share capital and shares in the public and private limited company. Shareholders' rights. Concept of share capital. The share as a proportional part of the share capital. The share. Documentation and representation of shares. Book entries. The transfer of shares and participations. Restrictions. Regime affecting companies dealing in their own shares. Treasury stock. Co-ownership and rights in rem over the shares. Rights enjoyed by shareholders. Classes of shares: ordinary or preference, non-voting and redeemable. 3.- Bodies of the public and private limited company. Partners' General Meeting. Concept, classes and competences of the General Meetings. Requirements regarding the calling, constitution and holding of the General Meeting. Adoption of resolutions. Right of information. The minutes of the General Meeting. Content, methods of approval and classes. Certification and execution as a notarized deed of shareholders' resolutions.Challenging the resolutions of the General Meeting. Referring discrepancies or disputes between shareholders' to arbitration. 4.- The governing bodies of the public and private limited company.. Concept and competences of the governing bodies. Classes or forms of the governing body. Representative scope of the governing body. Law regulating directors. Appointment, remuneration and duties. Directors' liability. Civil proceedings against directors. Law regulating the Board of Directors. 5.- The amendment of the Articles of Association. The amendment of the Articles of Association. Increasing and reducing the share capital. Simultaneous reduction and increases of share capital. 6..- Annual accounts. Legal concept of Annual

	Accounts. Rules for the valuation of the items on the Annual Accounts. Procedure for the preparation, verification, approval and publishing of the Annual Accounts. Distribution of profits/losses for the financial year.
PART THREE: STRUCTURAL MODIFICATIONS AND THE DISSOLUTION OF LIMITED LIABILITY COMPANIES.	Structural modifications. Changing the corporate status of limited companies. Merger of limited companies. Spin-off of limited companies. Full asset and liability transfers. Winding up, liquidation, and dissolution of limited companies.

Temporary organization of learning:

Block of content	Number of sessions	Hours
PART ONE. THE LAW OF BUSINESS ORGANIZATIONS; INTRODUCTION	1,00	2,00
PART TWO. CAPITAL COMPANIES.	23,00	46,00
PART THREE: STRUCTURAL MODIFICATIONS AND THE DISSOLUTION OF LIMITED LIABILITY COMPANIES.	6,00	12,00

References

BROSETA PONT, M., Manual de Derecho Mercantil, vol. I. Tecnos. 28th edition 2021.
VICENT CHULIA F. Introducción al Derecho Mercantil, Vol. I. Tirant Lo Blanch. 24th edition 2022.