

27504 - Introduction to Law

Información del Plan Docente

Academic Year	2017/18
Faculty / School	109 - Facultad de Economía y Empresa
Degree	449 - Degree in Finance and Accounting
ECTS	6.0
Year	1
Semester	First semester
Subject Type	Basic Education
Module	---

1.General information

1.1.Introduction

1.2.Recommendations to take this course

1.3.Context and importance of this course in the degree

1.4.Activities and key dates

2.Learning goals

2.1.Learning goals

2.2.Importance of learning goals

3.Aims of the course and competences

3.1.Aims of the course

3.2.Competences

4.Assessment (1st and 2nd call)

4.1.Assessment tasks (description of tasks, marking system and assessment criteria)

5.Methodology, learning tasks, syllabus and resources

5.1.Methodological overview

This course combines both theoretical and practical aspects. Its teaching requires a combination of lecturing and case-method-oriented sessions as well as individual out-of-class student work. This out-of-class work will be oriented and monitored by the professor in charge of the course.

5.2.Learning tasks

1: Lectures.

2: Case-solving sessions.

3: Tutorials and seminars.

4: Autonomous learning or student-centred learning.

5.3.Syllabus

1. THE LAW

1.1. The Law

1.2. Legal rules

1.2.1. Concept, characteristics, structure and types

1.2.2. Law sources

1.2.2.1 Statutes

1.2.2.2 Custom

1.2.2.3 General principles of Law

1.2.3. European Community Law and Spanish Law

1.3. Law and economics

1.3.1. Economic Relations and Law

1.3.2. Public Law and private Law

1.4. Private property and free enterprise

1.4.1. Foreword

1.4.2. Private property

1.4.3. Free enterprise, market economy and planning

2. PATRIMONIAL LEGAL RELATIONS

2.1 Patrimonial legal relations

2.2. Participants in economic activities

2.2.1. Introduction

2.2.2. Individuals

2.2.3. Legal entities

2.2.4. Entities without legal personality

2.2.5. Representation

2.3. Real Rights

2.3.1. Right of ownership

2.3.2. Limited real rights (*Derechos reales limitados*)

2.3.2.1. Enjoyment real rights (Derechos reales de goce)

2.3.2.2. Acquisition real rights

2.3.2.3 Guarantee real rights (*Derechos reales de garantía*)

3. EXCHANGE OF GOODS AND SERVICES

3.1. Obligations

3.1.1. Concept

3.1.2 Structure

3.1.2.1. Subjects

3.1.2.2. Object

3.1.3. Performance. Alternative performance means

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3.1.4. Non-performance and its consequences

3.2. Guarantees

3.2.1. *Acción subrogatoria y actio pauliana*

3.2.2. Personal and collateral guarantees

3.2.3. Insolvency and bankruptcy

3.3. Contracts

3.3.1. Economic and legal perspectives

3.3.2. Essentials elements

3.3.3. Contracts formation and conclusion

4. FAMILY LAW AND SUCCESSION LAW PATRIMONIAL ELEMENTS

4.1. Family Law patrimonial elements

4.1.1. Civil Code basic principles

4.1.2. Community of joint assets

4.1.3. Absolute separation

4.1.4. Participation

4.2. Succession Law

4.2.1. Testamentary succession.

4.2.2. Legal succession or succession *ab intestato*

5. BUSSINESSPERSONS

5.1. Businesspersons

5.1.1. Concept

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5.1.2. Legal consequences of being qualified as a businessperson

5.1.3. Types of businesspersons

5.1.3.1. Sole traders and business companies (*Empresarios individuales y empresarios sociales*)

5.1.3.2. Businesspersons and Public Owned Companies (*Empresarios públicos y privados*)

5.1.3.3. Large, small and mid sized businesses (*Gran empresa, pequeñas y medianas empresas* [PYMES])

5.2. Businesspersons' Liability

5.3. Sole trader

5.3.1. Concept

5.3.2. Requirements to be deemed a sole trader

5.3.3. Legal capacity to be a sole trader

5.3.4. Minors

5.3.5. Engagement in business activities by a married person

5.3.6. Prohibitions and incompatibilities to engage in business

5.4. Business companies

5.5. Businesspersons' Contributors (*colaboradores del empresario*)

5.5.1. Voluntary and Law created representation

5.5.2. Agency in Commercial Law

5.5.2.1. Employees (*colaboradores dependientes*)

5.5.2.2. Self-employed intermediaries (*colaboradores independientes*)

6. BOOKKEEPING AND PUBLIC REGISTRATION DUTIES

6.1. Bookkeeping

6.1.1. Bookkeeping as a legal obligation

6.1.2. Books

6.1.2.1. Certification

6.1.2.2. Preservation of books

6.1.2.3. Secrecy

6.1.2.4. Accounts filing

6.1.2.5. Books probative value

6.1.2.6. Accounts review and verification

6.2. Public registration duties. Business Registry

6.2.1. Introduction

6.2.2. Business Registries

6.2.2.1. Organization and functions

6.2.2.2. Territorial Registries

6.2.2.3. Registro Mercantil Central

6.2.3. Subjects and acts to be registered

6.2.4. Registration proceedings

6.2.5. Principles that apply to business registration legal regime

6.2.5.1. Mandatory registration

6.2.5.2. Formal registration requirements

6.2.5.3. Prior valuation requirements

6.2.5.4. Registry entries accurate and validity presumption

6.2.5.5. Disclosure

6.2.5.6. Enforceability of registered acts

6.2.5.7. Subjects registration

7. ANTITRUST LAW, UNFAIR COMPETITION AND INTELLECTUAL PROPERTY

7.1. The duty to compete

7.2. Antitrust Legal Regime

7.2.1. Antitrust Law. Institutional Scheme

7.2.2. Prohibited conducts

7.2.2.1. Collusive conducts

7.2.2.2. Abuse of a dominant position

7.2.2.3. Distortion of competition due to unfair practices

7.2.3. Sanctions

7.3. Unfair competition practices

7.3.1. Introduction

7.3.2. Unfair Competition Act scope

7.3.3. Unfair Competition Act *General Clause* and prohibited acts

6.3.4. Actions and Remedies

7.4. Trademarks

7.4.1. Concept

7.4.2. Exclusive rights granted by a trademark

7.4.3. Duration

7.4.4. Trademarks transfers and licences

7.5. Trade Names

7.6. Business Signs

7.7. Patents

7.7.1. Concept

7.7.2. Requirements for patentability

7.7.3. Exclusive rights granted by a patent

7.7.4. Patents transfer and licences

8. BUSINESS COMPANIES

8.1. Evolution and importance of corporations

8.2. Legal entities

8.3. Types of legal entities

8.3.1. Civil partnerships

8.3.2. Business companies

8.3.2.1. Partnerships

8.3.2.2. Corporations

8.3.2.3. "Special types" of corporations

8.4. Formal incorporation requirements. Companies' legal personality

8.5. Companies in process of formation and companies in an irregular situation

8.6. Incorporation agreements and unilateral companies incorporation (sole proprietorship)

8.7. Corporate groups

8.8. Corporation's Name, address and nationality

8.9. Companies structural changes

8.9.1. Transformation

8.9.2. Mergers

8.9.3. Companies divestment/ division

8.9.4. Transfer of assets and liabilities

8.9.5. International transfer of a registered office

9. CORPORATIONS (I)

9.1. Introduction

9.2. Corporations incorporation

9.2.1. Deed and registration at the Business Registry

Registration at the Business Registry:

9.2.2. Companies declared to be void

9.3. Contributions

9.4. Quotas and shares

9.4.1. Members' rights

9.4.2. Quotas and shares representation and transferability

9.4.3. Shares representation and transferability

9.4.4. Joint ownership and rights *in rem* over quotas or shares

9.4.5. Transactions involving the company's own quotas and shares

9.5. General meeting

9.5.1. Powers

9.5.2. Types of meetings

9.5.3. Calling

9.5.4. Attendance, proxies and voting

9.5.5. Quorum and adoption of resolutions. Meeting minutes

9.5.6. Challenging general meeting resolutions

9.6. Corporations governance

9.6.1. Corporations governance forms

9.6.2. Directors

9.6.3. Directors' duties

9.6.4. Representation of the company

9.6.5. Directors' accountability

9.6.6. Board of Directors

10. CORPORATIONS (II)

10.1. Articles of association amendments

10.1.1. General provisions

10.1.2. Capital increase

10.1.3. Capital reduction

10.1.4. Simultaneous capital reduction and increase

10.2. Members and shareholders withdrawal and exclusion

10.2.1. Members withdrawal (separación de socios)

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10.2.2. Members exclusión (exclusión de socios)

10.3. Winding up/ liquidation and dissolution

10.3.1. Liquidation/ winding up grounds

10.3.2. Winding up/ liquidation procedures

10.4. Bonds

10.5. La sociedad nueva empresa

10.6. Societas Europaea

10.7. Listed companies

11. BILLS OF EXCHANGE; CHEQUES AND PROMISSORY NOTES

11.1. Bills of exchange

11.1.1. Concept, features and requirements

11.1.2. Acceptance

11.1.3. Avals

11.1.4. Endorsements

11.1.5. Maturity and payment

11.1.6. Non- acceptance and non- payment

11.2. Cheques/checks

11.3. Promissory notes

12. BANKRUPTCY

12.1. Introduction

12.2. Prerequisites for opening bankruptcy proceedings

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12.2.1. Subjective prerequisites

12.2.2. Objective prerequisites

12.2.3. Procedural prerequisites

12.2.3.1. Eligibility to file for the opening of bankruptcy proceedings

12.2.3.2. Types of bankruptcy proceedings on regard of those who filed for its opening

12.2.3.3. Bankruptcy opening declaration

12.3.-Bankruptcy proceedings bodies

12.4.- Effects of declaring bankruptcy proceedings open

12.4.1. Effects on the debtor

12.4.2. Effects on creditors and contracts

12.4.2.1. Effects on creditors

12.4.2.2. Effects on contracts

12.5. Aggregate assets and liabilities

12.5.1. Aggregate assets

12.5.2. Aggregate liabilities

12.5.2.1. Claims against the estate

12.5.2.2. Claims ranking

12.6. Bankruptcy solutions: composition and winding up

12.6.1. Composition

12.6.2. Winding up

12.7. Classification of the insolvency

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12.8. Conclusion and reopening of bankruptcy proceedings

12.8.1. Conclusion of bankruptcy proceedings

12.8.2 Reopening bankruptcy proceedings

5.4.Course planning and calendar

The calendar will be presented to the students at the beginning of the course.

5.5.Bibliography and recommended resources

[BB: Bibliografía básica / BC: Bibliografía complementaria]

- [BB] España. Código Civil, 1889 : Código civil / concordancias y notas a cargo de Francisco Javier Fernández Urzainqui . 26ª ed. Cizur Menor : Aranzadi, 2016
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- [BB] Introducción al derecho para los Grados de Economía y Empresa / Blanca Leach Ros, Inmaculada Llorente Sansegundo, Ignacio Moralejo Menéndez, Anunciación Pérez Pueyo . 2ª ed. Zaragoza : Prensas de la Universidad de Zaragoza, 2016
- [BB] Lacruz Berdejo, José Luis. Nociones de derecho civil patrimonial e introducción al derecho / José Luis Lacruz Berdejo . - 7ª ed., rev. y puesta al día por Jesús Delgado Echevarría, Mª Ángeles Parra Lucán Madrid : Dykinson, D. L. 2012
- [BB] Sánchez Calero, Fernando. Principios de derecho mercantil / Fernando Sánchez Calero ; edición actualizada por Juan Sánchez-Calero Guilarte . 20ª ed. (11ª en Aranzadi) Cizur Menor (Navarra): Aranzadi, 2015