

# Teaching guide

## IDENTIFICATION DETAILS

Degree:	Business Analytics
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Field of Knowledge:	Social and Legal Science
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Faculty/School:	Legal and Business Science
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Course:	COMPANY LAW I
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Type:	Compulsory
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ECTS credits:	3
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Year:	2
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Code:	5327
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Teaching period:	Fourth semester
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Area:	Law
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Module:	Disciplinary Training
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Teaching type:	Classroom-based
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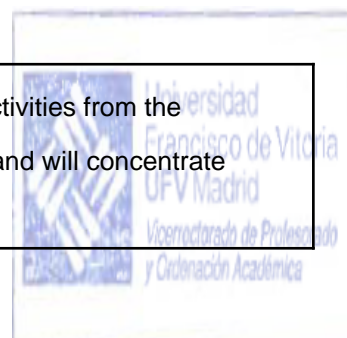
Language:	English
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Total number of student study hours:	75
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Teaching staff	E-mail
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## SUBJECT DESCRIPTION

This course is taught in English and introduces students into the legal world of business activities from the perspective of what is known academically as business law. We will review general and basic topics of business law (business persons and activities) and will concentrate intensively on the study of the rules governing companies and corporations.



## GOAL

Upon completion of the course, students must:

- 1) Know the sources applicable to business law and, specifically, to company law
- 2) Understand the legal regime applicable to persons engaging in business activities and to companies
- 3) Apply the knowledge learned during the course to problem-solving situations arising out of business activities

## PRIOR KNOWLEDGE

Those specifically required by the degree

## COURSE SYLLABUS

### BUSINESS LAW: BASIC INTRODUCTION

1. Introduction. Law in action in the business world.
2. Business law: 2.1. Concept; 2.2. Sources; 2.3. Evolution. Business Law in the XXI Century. Globalization and Digitalization
3. Business persons. 3.1. Concept, 3.2. Typology, 3.3. Legal status; 3.4. Dependent and independent contractors. Legal issues beyond business law (labour)
4. Business activities: 4.1. Concept; 4.2. Legal regime; 4.3. Doing business with business activities
5. Commercial Registry: 5.1. Concept; 5.2. Organization; 5.3. Functions; 5.4. Governing Principles

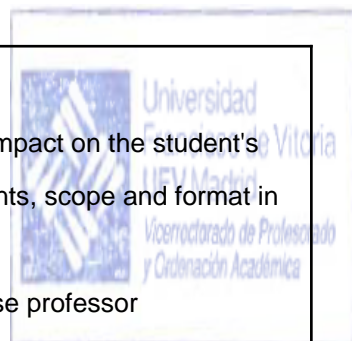
### COMPANY LAW

1. Introduction
2. Business companies: typology
3. Companies governed by the Spanish Corporations Act.
  - 3.1. General rules
  - 3.2. Formation
  - 3.3. Financing, in particular capital contributions
  - 3.4. Quotas and shares
  - 3.5. Quota/shareholders' Meetings
  - 3.6. Directors
  - 3.7. By-Laws Amendments
  - 3.8. Dissolution and liquidation. Quota/share holders removal. Basic reference to bankruptcy law
  - 3.9. M&A and other related operations

## EDUCATION ACTIVITIES

The following learning activities will be developed throughout the course:

- 1) Course presentation with review of the academic guide, the learning objectives and its impact on the student's academic curriculum
- 2) When applicable, pre-assigned readings of bibliographical materials with different contents, scope and format in relation to topics to be addressed in the classroom
- 3) Lectures intertwined with participative debates with the students
- 4) Presentations of cases extracted from real life situations
- 5) Study and analysis of problems in accordance with the protocol established by the course professor



## 6) Review and analysis of case law derived from national and foreign courts

Specific methodologies used in this course will be, along with regular lectures, the following two: flipped classroom and problem-based learning. Flipped classroom aims at bringing students at the heart of the learning process by facilitating them materials which will promote their independent learning out of the classroom and will also provide higher value at the activities developed in the classroom. Problem-based learning is a method which will help students to obtain knowledge on the course topics through the analysis and solution of problems presented by the course professor.

Tutorships and follow-ups on the students' work will be performed either face-to-face or virtually.

Learning activities, as well as distribution of working hours, may be modified and adapted taking into account the different scenarios which might be envisaged by the health authorities.

## DISTRIBUTION OF WORK TIME

CLASSROOM-BASED ACTIVITY	INDEPENDENT STUDY/OUT-OF-CLASSROOM ACTIVITY
30 hours	45 hours

## SKILLS

### Basic Skills

Students must have demonstrated knowledge and understanding in an area of study that is founded on general secondary education. Moreover, the area of study is typically at a level that includes certain aspects implying knowledge at the forefront of its field of study, albeit supported by advanced textbooks

Students must be able to apply their knowledge to their work or vocation in a professional manner and possess skills that can typically be demonstrated by coming up with and sustaining arguments and solving problems within their field of study

Students must have the ability to gather and interpret relevant data (usually within their field of study) in order to make judgments that include reflections on pertinent social, scientific or ethical issues

Students must be able to convey information, ideas, problems and solutions to both an expert and non-expert audience

Students must have developed the learning skills needed to undertake further study with a high degree of independence

### General Skills

Ethical commitment in the information society.

Capacity for achieving objectives, problem-solving and decision-making in the environment of quantitative and qualitative mass data.

Capacity for leadership and teamwork in the information society.

Capacity for communicating in a native or foreign language in the information society.

Capacity for critical, self-critical, analytical and reflexive thought.

Capacity for autonomous learning in the information society.



### Specific skills

Handle the legal sources (legal, jurisprudential and doctrinal) applicable to the case study.

Attain a perception of the unitary character of the legal system and the required interdisciplinary vision of legal problems.

Understand the fundamental legal concepts, the legal forms of the business and the legal aspects of the business activity.

## LEARNING RESULTS

Understands the relevance of digital information processes applicable to commercial activity

Properly identifies, understands and evaluates the different sources of commercial law

Perceives adequately the integration of commercial law into the general legal framework of business activity

Know with solvency and detail the basics of the company

## LEARNING APPRAISAL SYSTEM

### REGULAR (FIRST) CALL

In this first call, students will be graded as follows:

- A) Final exam (weight: 60% of the final grade): written exam dealing with theoretical and/or practical issues covered by the course program
- B) Team work (weight: 15% of the final grade)
- C) Individual work (weight: 15% of the final grade)
- D) Class participation (10% of the final grade)

Specific instructions:

1. Exams will be developed face-to-face as long as the health situation permits so, but they may be modified with the purpose to comply with the authorities' health instructions
2. Attendance to class, both in face-to-face and virtual scenarios, shall be mandatory
3. Class participation does not measure attendance but active, reasoned and significant student participation in the classroom
4. Team and individual work assignments will include, among others, analysis and solution of problems, critical review of case-law and preparation of short essays on the courses's topics
5. In order to be entitled to receive a final grade, students must have passed the final exam and must have delivered on time the required team and individual work assignments
6. In the event that the health authorities adopt decisions forcing the return to remote teaching, class participation will not be taken into account and the evaluation will consist of the final exam (60%) and the work assignments (20 + 20%).

### RE-TAKE

In the event an student does not pass the course in the regular call, the evaluation will consist of a final exam with a 70% weight in the final grade. The rest of the final grade (30%) will come from the results obtained in the work assignments and, if applicable, in class participation, during the regular call.

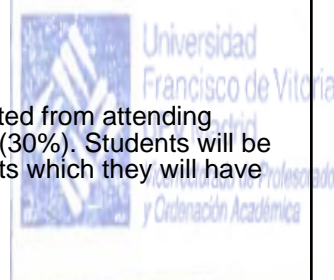
### SECOND CALL

Students failing the re-take will move on to the second call, where the final written exam will bear a 70% percent of the final grade weight and they will have to perform the work assignments indicated by the professors, with a total weight of 30%.

### STUDENTS WITH ACADEMIC WAIVER AND ASSIMILATED SITUATIONS

In situations duly authorized by the degree academic supervisor where a student is exempted from attending classes, the final evaluation will consist of a final exam (70%) and of working assignments (30%). Students will be duly informed by the course's professor of the course's readings, materials and assignments which they will have to prepare.

### HONORS



An award of honors to a student is an acknowledgment of excellence and is a sole competence of the course's professor to be adopted under the academic criteria rules and as long as the student has demonstrated a special involvement in the course, command of the subject matter, interrelation abilities with other subjects from the academic curricula, independent research capacities, etc.

#### RULES OF ACADEMIC COEXISTENCE

Conducts infringing academic performance compliance rules, such as plagiarism and cheating in exams, shall be considered severe infringements according to article 7 of the UFV Rules of Coexistence and appropriate sanctions shall be imposed as per article 9 of such Rules.

## BIBLIOGRAPHY AND OTHER RESOURCES

### Basic

CUESTA RUTE, José María de la, Derecho mercantil I, Huygens editorial, Barcelona, 3ª edición 2015 (paperback)

VALPUESTA GASTAMINZA, Eduardo, Todas las preguntas y respuestas sobre las sociedades de capital, Wolters Kluwer, Madrid, febrero 2019 (hardcover and electronic)

PELAYO MUÑOZ, Tomás, Sin miedo al derecho de sociedades de capital. 300 preguntas tipo test, Siglo XXI Legal, julio 2019 (paperback)

### Additional

Students shall work with codes and specific legislation applicable to company law

BALOUZIYEH, John M.B., Las sociedades mercantiles estadounidenses, Marcial Pons, Madrid 2012 (paperback)

VALPUESTA GASTAMINZA, Eduardo, Comentarios a la Ley de Sociedades de Capital, Wolters Kluwer, 3ª edición, Madrid 2018 (hardcover and electronic)

