



Information about the subject

Degree: Bachelor of Arts Degree in Law

Faculty: Faculty of Legal, Economic and Social Sciences

Code: 310205 **Name:** Commercial Law III

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

Module: Commercial Law

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

Field of knowledge: Social and Legal Sciences

Department: Private Law

Type of learning: Classroom-based learning

Languages in which it is taught: Spanish

Lecturer/-s:

312	<u>Pablo Manuel Hernandez Hernandez</u> (Responsible Lecturer)	pm.hernandez@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 III, it is recommended to study first Civil Law I and Commercial Law I and II.

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 consumer contracts.
- R2 Knowledge of the principles of general conditions of contracting.
- R3 Personal skills: teamwork, organizational skills, search and critical treatment of information.
- R4 Knowledge of the fundamentals of the system of obligations and commercial contracts.



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 interdisciplinary 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
R1, R2, R3	40,00%	Practical tests
R1, R2, R3	40,00%	Written theoretical tests
R1, R2, R3	20,00%	Attendance and active participation in seminars, tutored interviews and practical activities

Observations

The theoretical tests may be written or, at the student's request, oral.

The evaluation percentages established in this section will only be applicable (both in the first and second call) in the event that the final grade of the theoretical test, referred to in point 2 is equal to or greater than 5 points (máximum possible grade is 10 points). Otherwise, the final grade will be the one obtained exclusively in point 2.

Attendance and active participation: estos porcentajes ponderan cada uno un 10% de la nota final.-The evaluation of attendance will be carried out through teacher follow-up records. Only those that are documentary enough supported in the teacher's opinion will be considered as justified absences. The supporting documentation will of the justification of absence must be delivered to the teacher within 10 days from the absence-The evaluation of active participation will be made by analyzing the participation of the student by the teacher. Likewise, the evaluation of the works presented will be carried out by means of electronic records and will take into account the structure of the work, the quality of the documentation, the originality, the spelling and the presentation.

- Single evaluation: According to Article 9 of the General Regulations for Evaluation and Grading of Official Studies and UCV's own degrees, the continuous evaluation system is the preferred evaluation system at UCV. Art. 10 allows, however, for those students who, in a justified and accredited way, show their inability to attend in person (or to synchronous communication activities for virtual and/or hybrid teaching modalities), their extraordinary evaluation in the so-called single evaluation. This single evaluation must be requested within the first month of each semester to the Dean's Office of the Faculty through the Vice-Dean's Offices or Master's Directorates, with the latter making the express decision on the admission of the request of the student concerned.

The tests to be taken in the single evaluation by the student will be carried out by means of the same theoretical test as for the rest of the students and by means of a practical test on the day of the official call, although the percentages given to the different evaluation instruments will be the following: 50% practical tests and 50% theoretical test. ATTENDANCE AT CLASS OF NURSING MOTHERS: Nursing mothers who are unable to attend classroom activities regularly will establish,



together with the teacher, an alternative work plan that allows the acquisition of the same learning results and skills as the rest of their peers.

CLASS ATTENDANCE IN FACE-TO-FACE DEGREES

In accordance with the development guidelines of the General Regulations for the Evaluation and Qualification of Official Teachings and Own Degrees of the UCV, in face-to-face degrees, class attendance with a minimum of 80% of the sessions of each subject will be required as a requirement to be evaluated. This means that, if a student does not attend the sessions of each subject, in a percentage greater than 20%, he/she will not be able to be evaluated, neither in the first nor in the second call, unless the person responsible for the subject, with the approval of the person responsible for degree, in view of duly justified exceptional circumstances, exempt from the minimum attendance percentage. The same criterion will be applicable for hybrid or virtual degrees in which teachers must maintain the same percentage in the requirement of "presence" in the different training activities, if any, even if these are carried out in virtual environments.

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:

- 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	R1, R2, R3	25,00	1,00
Theoretical classes. M8	R1, R2	23,00	0,92
Tutorial. M11	R1, R2, R3	6,00	0,24
Assessment M12	R1, R2, R3	6,00	0,24
TOTAL		60,00	2,40

LEARNING ACTIVITIES OF AUTONOMOUS WORK

	LEARNING OUTCOMES	HOURS	ECTS
Group work. M13	R1, R2, R3	45,00	1,80
Individual work. M14	R1, R2, R3	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
SUBJECT 1. COMMERCIAL CONTRACTS	<ul style="list-style-type: none">I. Specialties in the general regime of commercial obligationsII. General rules of commercial contracts<ul style="list-style-type: none">1.- Civil contracts and commercial contracts2.- Conclusion of commercial contracts3.- The proof and the interpretation of commercial contracts4.- E-contracting.5.- Types of commercial contracts.III. General contractual conditions<ul style="list-style-type: none">1.- Concept and regulation2.- Incorporating control and content control3.- Collective action4- Register of general contractual conditionsIV. Contracting with consumer. General aspects<ul style="list-style-type: none">1.- Definition of consumer2.- Main rights3.- Abusive clauses4.- Distance and off-premises contracts5.- Post-sale guarantee
SUBJECT 2. COMMERCIAL SALE AND PURCHASE	<ul style="list-style-type: none">I. General aspects of commercial sale and purchase<ul style="list-style-type: none">1.- Concept and delimiters criterion2.- Contract preliminary steps:<ul style="list-style-type: none">i. Letter of intent/MOUii. Due Diligenceiii. Content of the contractsiv. Transfer of ownership and transfer of riskII. Special sale and purchase<ul style="list-style-type: none">1.- Special sale and purchase in the Commercial Code2.- The supply contract3.- Hire-purchase of goods4.- Sales of movable, durable consumer goods5.- Distance sale and purchase6.- Automatic sale and purchase7.- E-contracting, smart contracts, blockchain and cryptocurrencies.III.- International sale and purchaseIV.- Contracts related to sale and purchase contracts<ul style="list-style-type: none">1.- Swap contract2.- Transfer of rights3.- Contract from estimates



SUBJECT 3 SALE AND PURCHASE OF COMPANIES / M&A

- 1.- Non-Disclosure Agreements (NDA)
- 2.- Letters of Intent (LOI)
- 3.- Due Diligence (DD)
- 4.- The sale and purchase agreements (SPA / APA).

SUBJECT 4. CONTRACTS FOR NON-BUSINESS MANAGEMENT

- I. The commission contract
 - 1.- Concept. Similarities and differences with other figures
 - 2.- Commission and representation
 - 3.- Principal obligations
 - 4.- Commission agent obligations
 - 5.- Termination of contract
- II. The mediation or brokerage contract
- III. The agency contract
 - 1.- Legal regulation
 - 2.- Concept and features
 - 3.- Content of contract
 - 4.- Termination of contract
 - 5.- Contract settlement

SUBJECT 5. COMMERCIAL DISTRIBUTION CONTRACTS, ADVERTISING AND DEPOSIT CONTRACTS

- I. The distribution contract
 - 1.- Concept and common features
 - 2.- Modalities and content of contract. Exclusive pact
 - 3.- Termination of contract and compensation regime
 - 4.- Enforcement of competition law
- II. The franchise contract
 - 1.- Concept and features
 - 2.- Content
 - 3.- Termination of contract
- III. The advertising contracts
 - 1.- General issues
 - 2.- Advertising contract
 - 3.- Advertising distribution contract
 - 4.- Advertising creation contract
 - 5.- Sponsorship contract
- IV. The commercial deposit contract
 - 1.- Concept and types
 - 2.- Content of contract
 - 3.- Deposit in general storage

SUBJECT 6. LAND AND AIR TRANSPORT CONTRACTS

- I. The transport contract
 - 1.- Concept and features
 - 2.- Types of transport and the applicable legal regime
- II. The contract for land transport of goods by road
 - 1.- Internal transport
 - i. Personal elements
 - ii. Formal elements
 - iii. Subject-matter of the contract
 - 2.- The international transport of goods by road
- III. The rail transport contract of goods
- IV. The land transport contract of passengers
- V. Air carriage contract

SUBJECT 7. CHECK, PROMISSORY NOTE AND OTHER PAYMENT MECHANISMS

- I. Bill of exchange.
- II. Check
- III. Other payment mechanisms.



Temporary organization of learning:

Block of content	Number of sessions	Hours
SUBJECT 1. COMMERCIAL CONTRACTS	6,00	12,00
SUBJECT 2. COMMERCIAL SALE AND PURCHASE	5,00	10,00
SUBJECT 3 SALE AND PURCHASE OF COMPANIES / M&A	6,00	12,00
SUBJECT 4. CONTRACTS FOR NON-BUSINESS MANAGEMENT	4,00	8,00
SUBJECT 5. COMMERCIAL DISTRIBUTION CONTRACTS, ADVERTISING AND DEPOSIT CONTRACTS	4,00	8,00
SUBJECT 6. LAND AND AIR TRANSPORT CONTRACTS	3,00	6,00
SUBJECT 7. CHECK, PROMISSORY NOTE AND OTHER PAYMENT MECHANISMS	2,00	4,00

References

BROSETA PONT, M., Manual of Commercial Law, vol. II. Tecnos, 29th edition (2022).
ROJO., A. MENÉNDEZ y otros. Lessons of COmmercial Law. Civitas, 19th edition (2021)
SÁNCHEZ CALERO, F. and SÁNCHEZ-CALERO GUILARTE, J., Commercial Law Institutions. T. II., Aranzadi, 37th edition (2015).
VICENT CHULIÁ, F. Introduction to Commercial Law, volume II, Tirant Lo Blanch, 24th edition (2022)