

61455 - Civil and Business Law

Syllabus Information

Academic Year: 2020/21

Subject: 61455 - Civil and Business Law

Faculty / School: 109 - Facultad de Economía y Empresa

Degree: 545 - Master's in Auditing

ECTS: 6.0

Year: 1

Semester: First semester

Subject Type: Compulsory

Module: ---

1.General information

1.1.Aims of the course

1.2.Context and importance of this course in the degree

1.3.Recommendations to take this course

2.Learning goals

2.1.Competences

2.2.Learning goals

2.3.Importance of learning goals

3.Assessment (1st and 2nd call)

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

4.Methodology, learning tasks, syllabus and resources

4.1.Methodological overview

The subject is designed to develop the proposed program through the presentation of contents by the teachers with the active participation of the students. Therefore, each session will address the contents of the subject of analysis (previously published in the ADD in the form of script or summary) fundamentally through the resolution of practical cases to be jointly developed between the teacher and the students, with incidence in the most innovative and conflicting points of the subject. Complementarily, it will work in the analysis of documents of application of the law and of the case law, as well as will be given a professional workshop when it is factible.

In case not all the lessons would be possible to be offered at a room at the Faculty, or not all the students could receive them at the Faculty, an online system would be provided.

4.2.Learning tasks

The course includes the following learning tasks:

- Explanation of concepts and discussion
- Analysis and discussion of the materials used in the course
- Resolution of practical cases

4.3.Syllabus

The course will address the following topics:

1. Legal capability and capability to contract. Representation and its distinction with the mandate. Empowerment
2. General theory of legal entities. Private Law legal entities. Cajas de Ahorros and Banking Foundations in particular
3. Property Law: obligations and credit rights. Real rights. Fulfillment of Obligations and Guarantees
4. Contracts as sources of obligations. Contracts: their general aspects. Some contracts in particular
5. The purpose of economic rights. The Heritage. The undertakings as transactions object
6. Business persons
7. Business companies: types of commercial companies
8. Corporations
 - 8.1. Incorporation of corporations
 - 8.2. Shares and Quotas. Members' rights
 - 8.3. Corporate governing bodies: general meeting and directors
 - 8.4. Share capital increase and decrease resolutions. Other bylaws amendment
 - 8.5. Corporations financing
 - 8.6. Corporations structural changes
 - 8.7. Corporations winding up proceedings
9. Bankruptcy
 - 9.1. Pre- insolvency proceedings
 - 9.1.a. Workouts
 - 9.1.b. Out of court payment agreements
 - 9.2. Bankruptcy
 - 9.2.a. Bankruptcy proceedings opening. Its effects
 - 9.2.b. The common phase of bankruptcy
 - 9.2.c. Bankruptcy solutions
 - 9.2.d. Bankruptcy classification
 - 9.2.e. Conclusion and reopening of bankruptcy proceedings

4.4. Course planning and calendar

The course has a total of 60 hours of face-to-face sessions. These classroom sessions will take place in classroom Master (M4). The calendar and schedule of these classroom sessions will be disclosed to students in advance.

4.5. Bibliography and recommended resources

OBRAS GENERALES DE REFERENCIA

BROSETA PONT, M. Y MARTÍNEZ SANZ, F.: *Manual de Derecho Mercantil*, tomos I y II, Tecnos, Madrid, última edición

DE PABLO CONTRERAS, P., MARTÍNEZ DE AGUIRRE, C., M.A. PÉREZ ALVÁREZ, M.A., y PARRA LUCÁN, M.A.: *Curso de Derecho civil (I). Derecho privado. Derecho de la persona*, coord. P. de Pablo Contreras, 5ª ed., Ed. Colex, Madrid, última edición

- y *Curso de Derecho civil II, Derecho de obligaciones*, coord. C. Martínez de Aguirre, 4ª ed., Ed. Colex, Madrid, última edición.

MENÉNDEZ, A. Y ROJO, A. (doctores) y otros autores, *Lecciones de Derecho Mercantil*, vols. 1 y 2, Thomson-Cívitas, Madrid, última edición.

SÁNCHEZ CALERO, F.: *Instituciones de Derecho Mercantil*, tomos I y II, Thomson-Aranzadi, Cizur Menor (Navarra), última edición.

OBRAS ESPECÍFICAS

BADENAS CARPIO, J.M.: *Apoderamiento y representación voluntaria*, Aranzadi, Cizur Menor (Navarra), 1998.

BELUCHE RINCÓN, I.: *¿La responsabilidad civil del empresario por los hechos de sus dependientes?*, *Revista Aranzadi de Derecho patrimonial*, núm. 25, 2010, pp. 207-219.

DE ANGEL YAGÜEZ, R.: *¿La doctrina del "levantamiento del velo" y las sociedades interpuestas?*, *Estudios de Deusto*, vol. 43, núm. 2, 1995, pp. 11-53.

FERNÁNDEZ DE LA GANDARA, L.: *Derecho de sociedades*, Tirant lo Blanch, Valencia, 2010.

GADEA SOLER, E. : *Iniciación al Derecho concursal*, Dykinson, Madrid, 2010.

GARCÍA RUBIO, F.: *Reflexiones acerca del nuevo régimen jurídico de las Cajas de Ahorro: El epílogo*, Ed. Atelier, Barcelona, 2015.

IRIARTE IBARGUEN, A., SAN SEBASTIÁN CARRERA, A. y SAINZ MARQUÍNEZ, A.: *Guía para la transmisión de empresas*, Gobierno de España (Ministerio de Energía, industria y turismo), 2013.

LACRUZ MANTECÓN, M.: *Formación del contrato de seguro y cobertura del riesgo*, Ed. Reus, Madrid, 2013.

LORCA NAVARRETE, A.M.: Embargo, hipoteca y ejecución procesal del establecimiento mercantil: a propósito de la Ley de Hipoteca Mobiliaria sobre establecimientos mercantiles, Universidad, San Sebastián, 1983.

MUÑOZ VILLAREAL, A.: 'La responsabilidad civil del auditor?', *Partida doble*, núm. 225, 2010, pp. 52-68.

RONCERO SÁNCHEZ, A.: 'El régimen previsto para las fundaciones bancarias en la Ley de Cajas de ahorros y fundaciones bancarias?', *Anuario de Derecho de fundaciones*, núm. 2013, pp. 57-134.