

Academic Year/course: 2021/22

## 61455 - Civil and Business Law

### Syllabus Information

**Academic Year:** 2021/22

**Subject:** 61455 - Derecho civil, mercantil y de sociedades

**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

### 2. Learning goals

### 3. Assessment (1st and 2nd call)

### 4. Methodology, learning tasks, syllabus and resources

#### 4.1. Methodological overview

**The learning process that has been designed for this subject is based on the following:**

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, the group will work on the analysis of legal documents and of the case law, as well as will be given a professional workshop when feasible.

In principle, the teaching methodology is planned to be in person. However, 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 (including real legal documents)
- Resolution of practical cases

#### 4.3. Syllabus

**The course will address the following topics:**

1. The necessary distinction between legal capacity and its exercise. 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 and his legal status
7. Business companies: typology of commercial companies
8. Corporations
  - 8.1. Incorporation of corporations
  - 8.2. Shares and Quotas. Shareholders' rights
  - 8.3. Corporate governing bodies: general meeting and directors. Corporate Governance
  - 8.4. Share capital increase and decrease resolutions. Other bylaws amendments
  - 8.5. Corporate financing
  - 8.6. Corporate structural modifications
  - 8.7. Corporate 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. The classroom, calendar and schedule of these classroom sessions will be disclosed to students in advance. The activities and key dates will be communicated through the appropriate means at the beginning of the school period