

Syllabus Information

Academic Year: 2021/22

Subject: 63181 - Regulación mercantil aplicada a la actividad de gestión administrativa de la empresa

Faculty / School: 102 - Facultad de Derecho

Degree: 574 - Master's in Administrative Management

ECTS: 3.0

Year: 1

Semester: First semester

Subject Type: Compulsory

Module:

1. General information

1.1. Aims of the course

This course and its learning outcomes have as their fundamental goal that the students acquire knowledge and skills that allow them to professionally manage administrative, corporate and registry procedures, especially in relation to private companies or before the Commercial and company registry office or other registers linked to commercial traffic (like trade marks register), and also to manage international trade business (export and import) or to advise entrepreneurs that face situations of economic crisis or insolvency. In addition, and given that the activity of the business agents is carried out to a large extent with different types of entrepreneurs, this course aims to provide a solid knowledge about their legal regime; so that the student will be able to understand and distinguish the different types of companies and their usefulness for the development of business or professional activities, as well as the different registry or corporate procedures. In particular, special attention will be paid to legal instruments for the creation, consolidation, growth and financing of SMEs and micro-enterprises, which constitute an essential element of our business environment.

These objectives are aligned with target 8.3 (encourage the formalization and growth of micro-, small- and medium-sized enterprises, including through access to financial services) of Goal 8 (Decent work and economic growth) of the Sustainable Development Goals (SDGs) of the United Nations 2030 Agenda (<https://www.un.org/sustainabledevelopment/es/>), so that the acquisition of the learning outcomes of the subject provides training and competence to contribute to some extent to their achievement.

1.2. Context and importance of this course in the degree

This course is a compulsory subject of level 3 that completes the student's training in the field of Private and commercial Law and aims to provide the student with specialized knowledge and skills in administrative, corporate and registry management linked to the commercial and company law field.

1.3. Recommendations to take this course

To take this course, it is recommended to have a minimum knowledge of Civil Law, Company and Commercial Law and Insolvency Law

2. Learning goals

2.1. Competences

This subject contributes to students acquiring the following specific competences:

SC01: Provision of professional services to third parties in accordance with the European legal system and within the framework of a corporate organisation and a regulated professional statute.

SC02: Management of administrative files of third parties related to their economic activities.

SC05: Professional advice to third parties in administrative proceedings before public administrations.

SC08: Application of the different techniques of alternative dispute resolution in matters specific to the professional administrative management, as an alternative to judicial proceedings.

SC09: Students must be able to propose different alternatives to a legal or economic problems, and know how to prioritise

them and make decisions in order to reach an adequate solution to the client's needs.

SC10: Identification and knowledge of the administrative, notarial and registry procedures in the areas specific to the profession of administrative manager.

2.2. Learning goals

If the student pass this course, he will be able:

1. To manage in professional and proper manner all the administrative procedures linked to companies' incorporation and other events in companies' life.
2. To manage in a professional manner records of companies related to different companies' procedures before different registries and public offices.
3. To manage in a professional manner and to advise third parties for better compliance with the duties arising from commercial activities, especially those involving import and export records.
4. To advice and collaborate positively in the process of insolvency administration of natural or legal persons.

2.3. Importance of learning goals

The learning results of this subject are very relevant for the student, since the Administrative Managers advise and represent entrepreneurs, companies and professionals, so it is essential that they know the basic legal status of the entrepreneur and the different types of companies used in the economic traffic. In addition, this subject completes the student's training by allowing him to acquire knowledge and skills related to the management of mercantile legal procedures that will allow him to advise and provide assistance to different companies in relation to such important matters as the management of corporate life, corporate books, accounting, carrying out procedures before the Registrar of Companies or other registers linked to commercial traffic (trademark or patents Offices, etc.), import or export activities and even the management of business crises and the insolvency.

3. Assessment (1st and 2nd call)

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

1. Assessment tasks

According to the provisions of section 5.5.1.8 Assessment systems of the descriptors of the subject in the Master's Report, the assessment of the students will be carried out through a mixed system that will evaluate the activities and active participation during the course and a theoretical-practical final test.

2. Exam content

2.1. Assessment of activities developed during the course

During the semester, students must solve different practical cases, write documents, as well as participate in their presentation or debate in the classroom in the terms indicated by the teacher at the beginning of the course.

During the course, the students must solve four cases or similar practical activities related to the subjects included in the program.

In the evaluation of these activities it will essentially assessed the degree of achievement of learning results nº 1, 2, 3 and 4 of this Guide. It will be valued constant and responsible work, the knowledge achieved in relation to the main concepts, elements and institutions of this subject, the ability to write in legal language, the use of sources specific to the subject, the ability to write documents related to administrative management in the commercial field and knowledge of the various procedures to be carried out. In the evaluation of these activities and exercises, clarity, coherence of the arguments and the linguistic correction will be taken into account, as well as the respect to the basic criteria in the preparation of academic works (absence of plagiarism, etc.).

The overall result of these practical tasks will be weighted by 40% in the final mark. In order to compensate the practical cases with each other, it will be necessary to obtain at least a 3 out of 10 in any of them. Partial marks will be provided to the students.

The students will be able to substitute the marks obtained in the activities carried out during the course by the one obtained in an additional theoretical exam that will be carried out, at the end of the course, on the same day as the final theoretical-practical examination. This test will consist of four short questions on the subjects included in the program.

To pass the course it will be necessary to obtain at least 4 points out of 10 in the evaluation of the activities carried out during the course or, where appropriate, of the additional theoretical exam. If this minimum mark is not obtained, the final mark will be a failure with the mark obtained in this part of the evaluation.

The mark obtained in the evaluation of the activities carried out during the course or, where appropriate, of the additional theoretical test, will be kept for both calls of the course.

2.2. Final theoretical and practical examination

Its purpose is to evaluate the knowledge acquired in this subject, as well as the ability to prepare documents, carry out procedures and manage matters related to corporate or commercial legal traffic. In this final written test, the degree of achievement of learning results nº 1, 2, 3 and 4 of this teaching guide will be evaluated.

The final written examination constitutes 60% of the final mark. It consists of two compulsory parts: a multiple choice questionnaire (20% of the final mark) and a case based exam (40% of the final mark).

The theoretical test is composed of twenty multiple choice questions that will measure the degree achieved in the learning results indicated above.

The practical exam consists of the resolution of a practical case that will measure the degree achieved in the professional management of matters related to corporate and commercial legal traffic.

Students must go to the practical examination provided with the legal texts. Forgetting these is the sole responsibility of the examinee.

In any case, students who do not obtain a minimum score of 4 out of 10 points in this theoretical-practical final test, for not having achieved the learning results set out in this guide, will not pass the course. Only from this score will weighting the evaluation of the activities carried out during the course or, where appropriate, the additional theoretical test.

3. Final grade

According to current regulations, the results obtained will be rated according to the following numerical scale from 0 to 10, with expression of one decimal, to which the corresponding qualitative rating may be added:

- From 0 to 4.9: Fail.
- From 5.0 to 6.9: Pass.
- From 7.0 to 8.9: Pass with distinction
- From 9.0 to 10. Pass with honor
- From 9.0 to 10: Pass with honor

4. Methodology, learning tasks, syllabus and resources

4.1. Methodological overview

The methodology followed in this course is oriented toward the achievement of the learning goals, highlighting the following ones:

1. To bring students to be a co-participant in the learning process, encouraging his/her perseverance and attitude of being in a continuous learning process.
2. To facilitate multidisciplinary education.
3. To educate in social and ethical values.
4. To educate in quality, promoting the teaching based on active methodology.

The methodology is based on active participation, case studies, teamwork etc. that favor the development of communicative skills and critical thinking. A wide range of teaching and learning tasks are implemented, such as lectures, practice sessions, autonomous work, tutorials, and assessment tasks. Students are expected to participate actively in the class throughout the semester. Classroom materials will be available via Moodle. These include a repository of the lecture notes used in class, the course syllabus, as well as other course-specific learning materials, including a discussion forum. Further information regarding the course will be provided on the first day of class.

4.2. Learning tasks

The course includes the following learning tasks (3 ECTS, 75 hours):

1. **Lectures (20 hours).** The professor will explain the main theoretical concepts illustrated with relevant examples, helping students to understand the newest and most complex issues. Hereby, the student will obtain the essential theoretical bases to achieve the learning outcomes foreseen for this subject. The methodology to be employed will combine lectures and resolution and discussion of simple cases.
2. **Practic sessions (10 hours).** These activities may involve discussion of cases, writing reports, procedural simulations as well as seminars. These learning tasks allow students to achieve learning goals numbers 1 to 4 as specified in this document. Methodology: case studies, resolution of cases, role play, simulations
1. **Autonomous work and study (40 hours).** It will consist in the study of the theoretical issues explained, the writing of legal documents and reports, drafting of theoretical and practical assignments and the preparation of oral interventions. The methodology to be used is adapted for each type of task (face-to-face tutorials, group tutorials,

formative assessment?).

1. **Assesment task (5 hours).** Studying and taking the final exam.

4.3. Syllabus

The course will address the following topics:

1. Introduction: the treatment of business companies from a commercial legal perspective. Administrative Managers: area of activity
2. Entrepreneurs. Different types of entrepreneur and its basic legal status.
3. Individual entrepreneur.
4. Legal person as an economic-entrepreneurial agent (advanced level): commercial companies and other similar organizations
 - 4.1. Introduction: types of company and their use in the course of business
 - 4.2. Civil law companies, commercial partnerships and profit-sharing' arrangements as residual formulas for the exercise of business or professional activities.
 - 4.3. Public Limited Company and Private Limited Companies (advanced level):
 - 4.3.1. SA, SRL and their application to SMEs.
 - 4.3.2. Administrative management of companies: incorporation process, directors, articles of association amendments, increase and reduction of capital, mergers, divisions and conversions, winding up and dissolution.
 - 4.3.3. The professional administrative management of special types of public or private companies: professional companies, worker-owned companies, new company limited by shares and successive formation companies
 - 4.4. The professional administrative management of other types of companies of interest for commercial traffic: co-operatives, temporary joint ventures, economic interest groupings and agricultural processing companies
5. Public information in the Registrar of Companies as a legal instrument for business transactions: registration, obtention of certificates, legalization of companies' books, filing, deposit and publication of annual accounts
6. Administrative management of obtaining financing. Legal instruments for fundraising
7. The professional administrative management of industrial property rights
8. The professional administrative management of the export and import of goods and services.
9. The professional administrative management of the business insolvency and its legal treatment
 - 9.1. Restructuring agreements, schemes of arrangement and repayment plans as an instrument to prevent or remove insolvency
 - 9.2. Insolvency proceedings and possible solutions.
 - 9.3 Natural person entrepreneur and discharge of debt

4.4. Course planning and calendar

Further information concerning the timetable, classroom, office hours, assessment dates and other details regarding this course, will be provided on the first day of the course or please refer to the Faculty of Law website (<http://derecho.unizar.es>)

4.5. Bibliography and recommended resources

The study of Commercial regulation applied to the activity of the professional administrative management of enterprises and the correct development of the learning tasks requires:

1. The use of current company and commercial law and regulations. It is recommended to use consolidated legal texts published in the database of BOE and DOUE.
2. The search and consultation of jurisprudence, mainly decisions from the Supreme Court, even if sometimes it may be necessary to consult decisions from the Provincial Appeal Courts or even the Commercial Courts..., as well as the resolutions of the Dirección General de Seguridad Jurídica y Fé Pública. The on-line databases Westlaw, CENDOJ, Curia, etc. enable students to carry out case-law searches.
3. The consultation of specific company and commercial law literature. Students must use the latest edition of the

recommended bibliography. For further details concerning the bibliography, please refer to this link:

<http://psfunizar7.unizar.es/br13/egAsignaturas.php?id=10886>.

Throughout the course, students will be informed, with reference to specific subjects and as the development of teaching makes it appropriate, about other relevant resources.

4. Other materials provided or recommended by the professor.