

TEACHING GUIDE

MERCANTILE LAW

GRADO EN ADMINISTRACIÓN Y DIRECCIÓN DE EMPRESAS (INGLÉS)

ACADEMIC YEAR 2026-27

Publication date: 24-06-2026



I.-Subject Identification	
Type	FORMACIÓN BÁSICA
Teaching period	1 course, 2Q semester
Nº of credits	6
Language in wich the subject is taught	English

II.-Presentation
The purpose of this course is to learn the basic rules which regulate the activity within the market of the entrepreneurs and the professionals who offer goods and services therein. As a consequence, and in accordance with the traditional structure of Mercantile Law, the following matters will be analysed: (i) the entrepreneur and the enterprise or undertaking; (ii) company law, specially corporations and limited liability companies; (iii) bills of exchange and other securities; (iv) commercial contracts and obligations; and (v) insolvency law issues.

III.-Learning outcomes
CI01. Ability to analyse and synthesise: analysis, synthesis, evaluation and decision-making based on relevant information records on the company's position and potential growth. CI06. Ability to analyse, search for and interpret information from different sources: ability to identify sources of relevant economic data, obtain and select information that non-professionals are not capable of recognising CP04. Critical reasoning skills. CE07. Knowledge concerning socio-economic environment in which enterprises operate, among them law CP18 . Ability to apply basic concepts of law
• Key for degrees not adapted to RD 822/21: CB - basic competences, CG - generic competences, CE - specific competences, CT - transversal competences. • Key for degrees adapted to RD 822/21: CON - knowledge, COM - competences, HAB - skills.



IV.-Contents

IV.A.-Syllabus

SECTION I. BUSINESS AND ENTREPRENEURS

TOPIC 1: LEGAL REGIME OF BUSSINESS AND ENTREPRENEUR

1. Concept of business and entrepreneur
2. General regime of entrepreneur and particular rules
3. Duty to keep orderly accountancy
4. Entrepreneurs and collaborators
5. Consumer law
6. Liability of the entrepreneur. Product liability

TOPIC 2: BUSINESS REGISTRY

1. Concept. Business registry as tool of legal publicity.
2. Other functions of Business Registry: appointment of independent experts, registry of annual accounts, company names.

TOPIC 3. INDUSTRIAL PROPERTY

1. Industial property. Concept and types
- 3.Trademarks
 - 3.1. Concept and types of trademarks.
 - 3.2. Content of the trademark rights and limitations
 - 3.3. The Trademark as the subject matter of property rights
4. Patent and simliar rigths

TOPIC 4. COMPETITION LAW

- 1.Competition Law.
2. Antitrust law.
 - 2.1. Legal framework: European and Spanish Laws.
 - 2.2. Forbidden practices.
 - 2.3. Administrative framework and procedures.
- 3.Unfair competition law
 - 3.1. Definition of unfair competition.
 - 3.2. Practices amounting to unfair competition.
 - 3.3. Unfair and illegal advertising.

SECTION II. COMPANY LAW

TOPIC 5. INTRODUCTION TO COMPANY LAW

1. Notion of company. Companies as contracts and organizations
2. Civil and commercial companies
3. Types of commercial companies.

TOPIC 6. CAPITAL COMPANIES. NOTION, CHARACTERIZATION AND CLASSES

1. Notion and elements of characterization of capital companies
2. Notion of capital and its functions.
3. Limited liability.
4. Legal personality.
5. Types of capital companies: corporations vs. limited liability companies

TOPIC 7. CONSTITUTION OF CAPITAL COMPANIES.

1. Procedures of formation.
2. Legal deed and bylaws.
3. Companies under formation and irregular companies.



TOPIC 8. SHAREHOLDERS / PARTNERS AND SHARES / STAKES

1. Rights of partners and shareholders.
2. Definition of shares and stakes. Classes and series.
3. Transfer of shares in corporations / stakes in limited liability companies
4. Transactions involving the company's own stakes or shares

TOPIC 9. BODIES OF CAPITAL COMPANIES

1. The General Meeting.
 - 1.1. Definition, competences and types of general meetings.
 - 1.2. Convening, attendance, representation and vote.
 - 1.3. Constitution, adoption of decisions and its eventual challenge.
2. The managing body.
 - 2.1. Definition, composition and competences.
 - 2.2. Requirements, appointment, remuneration, separation and resignation.
 - 2.3. Duties and liability.

TOPIC 10. AMENDMENTS TO THE BY-LAWS

1. Amendments to the by-laws. General requirements.
2. Capital increases and reductions.

TOPIC 11. DISSOLUTION AND LIQUIDATION OF THE COMPANIES

1. Dissolution of the company: causes, general shareholders meeting decisions, consequences
2. Liquidation of the company.
3. Structural modifications (conversion, mergers, splits and others).

SECTION III. NEGOTIABLE INSTRUMENTS

TOPIC 12. THE BILL OF EXCHANGE AND OTHER NEGOTIABLE INSTRUMENTS

BILL OF EXCHANGE

1. The bill of exchange as an instrument of credit.
2. Formal requirements.
3. Transfer of the bill of exchange.
4. Personal guarantee.
5. Payment

PROMISSORY NOTES AND CHEQUES

OTHER MEANS OF PAYMENT (credit cards, electronic payments, cryptoassets)

SECTION IV. COMMERCIAL CONTRACTS

TOPIC 13. AN INTRODUCTION TO COMMERCIAL OBLIGATIONS AND CONTRACTS

1. Commercial contracts.
2. Particular rules in formation, interpretation and fulfilment of commercial contracts.
3. Commercial contracts and general terms and conditions

TOPIC 14. THE MERCANTILE SALE-PURCHASE AGREEMENT

1. Sale-purchase as commercial contract.
2. Obligations of the parties
3. The transfer of the risk
4. INCOTERMS

TOPIC 15. COLLABORATION AND DISTRIBUTION AGREEMENTS

1. Introduction. Collaboration agreements and types.
2. Commission agreement
3. Agency agreement: notion, legal regime, obligations, termination
4. Distribution agreements: exclusive distribution and franchise



TOPIC 16. BANKING CONTRACTS

1. The financial system: introduction
2. Banking contracts introduction: concept and characterization
3. Contracts for opening credit: loans, discount and line of credit
4. Passive operations: deposits
5. Other contracts: leasing, factoring, credit cards

TOPIC 17. TRANSPORTATION AGREEMENT.

1. Inland carriage of merchandise contract: parties, documents, obligations and carrier liability
2. Other types of transport of merchandises: maritime, by air and multimodal.
3. Carriage of persons.

TOPIC 18. INSURANCE AGREEMENT.

1. General theory of insurance: notion, types of contracts, obligation of the parties, termination
2. Damage insurance: notion, indemnification obligation, types
3. Personal insurance

SECTION V. RESTRUCTURING AND INSOLVENCY LAW

TOPIC 19. BUSINESS INSOLVENCY PROCEEDINGS

1. Notion and characteristics of Insolvency Law.
2. Pre-insolvency proceedings (Restructuring Plans).
3. The insolvency proceedings
 - 3.1. Requirements and declaration.
 - 3.2. The common phase: effects, determination of assets and liabilities.
 - 3.3. The phases of composition or winding-up.
 - 3.4. Classification of the insolvency proceedings
 - 3.5. Conclusion of the insolvency proceedings

IV.B.-Training activities

Type	Title
Resolution of exercises, problems, case studies	Assignments, practical tasks, research works, seminars and essays related to the subject. [OS] On-site learning activity but in case [CP] Activity adapted according to the Contingency Plan
Test and/or exams	Final Exam.
Other activities	Seminars.



V.-Student workload	
Theoretical sessions	30
Resolution of exercises, problems, case studies, etc.	25
Practical sessions in experimental, technological and clinical laboratories, fieldwork, etc.	0
Tests and/or exams	5
Academic tutorials	30
Related activities: conferences, seminars, etc.	18
Preparation of theoretical sessions and self-study	15
Preparation of practical tasks, exercises, case studies, projects, etc.	35
Preparation for tests and/or exams	22
Total student workload	180

VI.-Methodology and academic programme		
Type	Period	Content
Theoretical sessions	Week 1 to Week 15	Theoretical lectures concerning the contents of the subject to be determined by the teacher.
Academic tutorials	Week 1 to Week 15	Tutorials will be possible following the schedule made public by the responsible teacher.
Practical sessions	Week 1 to Week 15	Assignments to be prepared by the students, to be discussed and solved preferably in the classroom.



VII.-Assessment methods

The general assessment method is continuous as established in the *Regulation for the Assessment of Learning Outcomes* of Rey Juan Carlos University.

All the assessment systems established in the degree report must be employed, except for those that have a minimum weight of 0%, which can be used by professors in the academic years they consider relevant. Each assessment system may be applied through one or more assessment activities, consistent with the system. No assessment activity can exceed individually 60% of the overall grade for the subject.

The sum of non re-evaluable activities cannot exceed 40% of the overall grade for the subject and, in general, should not have an established minimum grade (except for practical activities in which, strictly speaking, the conditions of the ordinary call cannot be reproduced in the extraordinary call).

Those students who do not manage to pass the subject in the ordinary call, or do not attend this first call, may attend the extraordinary call only for failed re-evaluable assessment activities.

The distribution and characteristics of the assessment activities are described below.

VII.A.-Description and weight of the assessment activities

I. Ordinary Call

a) Continuous Assessment

Completion of activities, ranging from 1 to 10 (as determined by the course instructor), which—according to the teaching methodology applied—serve to assess the acquisition of the competences specific to the subject.

Grade weight: **40% of the final grade**. These activities are **not subject to re-assessment**, as they evaluate the progressive acquisition of knowledge and involve an assessment of the gradual assimilation of content and methodology, which cannot be replicated in the resit examination session.

b) Final Exam

Completion of an exam on the date set for the ordinary examination session. The specific format of the exam (multiple choice, short-answer questions, essay-type questions, or practical application of knowledge, etc.) will be communicated by the course instructor at the beginning of the academic year.

Grade weight: **60% of the final grade**. Minimum passing grade (scale of 1 to 10): 5. **Re-assessable**

II. Resit (Extraordinary) Call

Completion of an exam on the date set for the resit (extraordinary) examination session. The specific format of the exam (multiple choice, short-answer questions, essay-type questions, or practical application of knowledge, etc.) will be communicated by the course instructor at the beginning of the academic year.

Grade weight: **60% of the final grade**.

III. Early Call

Assessment in this session will consist of a single in-person exam covering the entire syllabus of the course. The evaluation criteria will be determined by the instructor and published on the virtual campus.

VII.B. Assessment of students with academic exemption from class attendance

Having Academic Exemption from Class Attendance (DAAC) does not imply that students are automatically exempt from participating in the continuous assessment activities or in the training activities of compulsory attendance as established in the teaching guide. Once the exemption has been granted, students must contact the subject's teaching staff, who will propose the adaptations he/she may consider relevant, as long as they guarantee the acquisition and adequate assessment of the learning goals established. Students must maintain adequate communication with the teaching staff so that they may provide information on the dates for training and assessment activities, if these are not established in the programme and available for students at the time of achieving the exemption.

Subject with possibility of academic exemption: Yes.

VII.C. Review of assessment activities



In accordance with the Regulation for the Assessment of Learning Outcomes of Rey Juan Carlos University.

VII.D.-Students with a disability or special educational needs

In order to guarantee equal opportunities, non-discrimination, universal accessibility and academic success, students with disabilities or especial education needs may request curricular adaptations to follow their studies. These adaptations will be provided by the Unit of Attention to People with Disabilities of Rey Juan Carlos University, in accordance with the regulation which regulates the service for the Attention of People with Disabilities at the University. This Unit will issue a report for curricular adaptations, so that students with disabilities or special education needs must contact the service (at e-mail discapacidad.programa@urjc.es) in order to provide relevant information for different educational alternatives.

VII.E.-Academic behaviour, academic integrity and honesty

Rey Juan Carlos University is fully committed to the highest standards of academic integrity and honesty, so studying at the URJC means assuming and subscribing to the values of integrity and academic honesty set out in the University's Ethical Code. To support this process, the University has Rey Juan Carlos University's Academic Conduct Regulation as well as different tools (anti-plagiarism, supervision...) that offer a collective guarantee for the full development of these essential values.



VIII.-Teaching resources and materials

Basic bibliography

YOLANDA BERGEL SAINZ-BARANDA, Handbook on spanish civil patrimonial law, MADRID 2011.

MUÑOZ PEREZ, SERRANO ACITORES et al. SPANISH BUSSINESS LAW, CASES AND MATERIALS.2020 or latest edition

RODRÍGUEZ DE LAS HERAS BALLELL, T., Introduction to Spanish Private Law, Ed. Routledge Cavendish, Oxon, 2010 or latest edition

Consultation bibliography

IX.-Professors

Name and surname	PATRICIA CAMACHO FERNÁNDEZ
E-mail address	patricia.camacho@urjc.es
Department	Derecho Privado
Campus	Madrid - Vicálvaro
Category	Profesor/a Ayudante Doctor/a
Academic degree	Doctor
Person responsible for the subject	No
Tutorial timetable	Para consultar las tutorías póngase en contacto con el/la profesor/a a través de correo electrónico
Number of quinquennia	0
Number of sexennia	0
No. of positive evaluations by Docencia	0