

TEACHING GUIDE MERCANTILE LAW

GRADO EN ECONOMÍA (INGLÉS)

ACADEMIC YEAR 2026-27

Publication date: 08-07-2026



I.-Subject Identification

Type	FORMACIÓN BÁSICA
Teaching period	2 course, 2Q semester
Nº of credits	6
Language in which the subject is taught	English

II.-Presentation

The content of the course aims to familiarize students with the private legal framework underlying business activities.

The subject matter follows the traditional structure of Commercial Law, analyzing—in this order—the legal treatment of the entrepreneur and the business, the regulation of commercial companies, the most commonly used contracts, the instruments employed in business transactions, and the legal framework for insolvency proceedings.

Throughout the course, students will be able to identify the legal regime governing entrepreneurs and their activities, acquire the necessary tools for interpretation, and understand the importance of the legal regulation of various business-related realities for the development of business itself.

Students are expected to have basic prior legal knowledge, ensured by the design of the degree program, as well as the ability to understand legal language at a basic level.

To make the most of the course, it is recommended that students pay attention to socioeconomic developments, particularly by reading specialized newspapers or the relevant sections of general newspapers. This will enhance their ability to connect economic reality with its legal foundations.

III.-Learning outcomes

CT01. Ability to analyse and synthesise
 CT02. Ability to organise and plan
 CT03. Oral and written communication in native language
 CT06. Ability to analyse and search for information from different sources
 CT07. Ability to solve problems
 CT09. Ability to work in a team
 CT12. Public relations skills
 CT13. Commitment to values in the workplace
 CT14. Ability to work under pressure
 CT15. Ability to learn independently
 CE02. Information search and research skills
 CE05. Understanding of the laws governing economic activity

• 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

I. ENTREPRENEUR AND UNDERTAKING

Topic 1. Legal status of the entrepreneur and the company.
Concept of entrepreneur and undertaking. General status of the entrepreneur and special statutes. Accounting duty.
Collaborators of the entrepreneur. Entrepreneur and consumers.
Liability of the entrepreneur. Limited liability entrepreneur.
Liability for defective products.

Topic 2. Commercial Register.
Concept. The Commercial Register as a legal advertising instrument. Organization and other functions of the Commercial Register.
Fundamental registration principles.

Topic 3. Industrial Property.
Concept and modalities of industrial property: distinguishing signs.
Trademarks: concept and classes. Content of the right. Legal transactions concerning the trademark. Transfer.
Industrial creations: patents and similar

Topic 4. Competition Law.
Defense of free competition. Prohibited practices. Bodies and procedure.
Unfair competition. Acts of unfair competition. Actions against unfair behaviors.
Illegal and unfair advertising.

II. COMPANY LAW	Topic 5. Introduction to Company Law. Concept of company. Company as a contract and as an institution. Civil and commercial, internal and external companies. Types of companies. Partnership companies. Topic 6. Capital Companies. Concept, fundamental characteristics, and classes. Concept and defining characteristics of capital companies. Notion of capital and its functions. Limited liability. Other attributes of full legal personality. Taxonomy of capital companies: public limited company vs limited liability company. Special companies (reference). Topic 7. Foundation of capital companies. Foundation of companies. Deed and articles of association. Company in formation and irregular company. Nullity. Topic 8. Shareholders. Shares and stakes. Position of the shareholder in capital companies: shareholder rights. Legal status of shareholding: shares and participations. Transactions regarding shares and participations. In particular, transfer of shareholder status. Topic 9. Corporate Bodies. Organizational structure of capital companies. General meeting: concept, powers, convocation, holding, challenge of resolutions. Management body: forms of organization, organizational regime (appointment, powers - representative function, duties, liability). Topic 10. Amendment of articles of association. General issues. Increase and reduction of share capital. Transformation, merger, split, and transfer of assets and liabilities. Topic 11. Dissolution, liquidation, and termination. Dissolution of companies: causes of dissolution, need for agreement, effects of dissolution. Liquidation of companies. Termination.
III. SECURITIES	Topic 12. Bill of Exchange. The bill of exchange as a negotiable instrument. Formal elements. Negotiation of the bill. Endorsement. Voluntary and forced payment: actions and exceptions. Promissory note and cheque as negotiable instruments; specificities. Other securities or means of payment (credit cards, electronic payments, cryptocurrencies).

IV. COMMERCIAL CONTRACTS

Topic 13. Introduction to Commercial Contracts.
 Commercial nature of contracts and its consequences.
 Specificities regarding formation and performance.
 Commercial contracts subject to general conditions.
 Topic 14. Sale and Related Contracts.
 Concept and commercial nature of sale. Obligations of the parties. Transfer of risk. Sales with dispatch and INCOTERMS.
 Topic 15. Collaboration and Distribution Contracts.
 Collaboration contracts and their types. Commission and agency: concept, legal regime, obligations, termination.
 Distribution contracts: concession and franchise.
 Topic 16. Banking Contracts.
 Banking and financial markets. Basic characteristics of banking contracts.
 Neutral operations: current account and others. Passive operations: deposit and rediscount. Active operations: loan, credit facility, and discount.
 Other contractual modalities: financial leasing and factoring.
 Topic 17. Transportation Contracts.
 Land transport of goods: personal, formal, and real elements; obligations of the parties; carrier's liability.
 Other modes of transportation: maritime, air, and multimodal.
 Passenger transport.
 Topic 18. Insurance Contracts.
 General doctrine of insurance contracts: concept and types; personal, real, and formal elements; obligations of the parties; termination.
 Damage insurance: concept; relationship between value of interest and sum insured; obligation to indemnify; types of damage insurance.
 Life insurance.

V. INSOLVENCY LAW

Topic 19. Business Crisis.
 Pre-insolvency law: concept and procedures.
 Insolvency law: concept and characteristics of insolvency proceedings. Requirements. Bodies. Processing. Solutions to insolvency. Classification and insolvency liability.

IV.B.-Training activities

Type	Title
Prácticas / Resolución de ejercicios	[CP] Assignments, practical tasks, research works, seminars and essays related to the subject.
Lectures	OS.Theoretical lectures concerning the contents of the subject.CP.



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
Academic tutorials	Week 1 to Week 15	To be determined by the professor at the beginning of the course by prior appointment
Theoretical sessions	Week 1 to Week 15	Theoretical classes concerning the contents of the subject
Practical sessions	Week 1 to Week 15	Assignments, practical tasks, research works, seminars and essays related to the subject



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

Description of Assessment Tests and Their Weighting

ASSESSMENT

I. Ordinary Call

a) Continuous Assessment

Completion of activities, to be determined by the course instructor, which, in line with the methodology used, allow for the evaluation of the acquisition of the competencies specific to the subject.

•**Weighting:** 40% of the final grade

•**Minimum grade required:** None

•**Not subject to reevaluation** (as its purpose is the progressive acquisition of knowledge throughout the semester, enabling the instructor to monitor and assess this process). The final grade obtained in continuous assessment will be retained for the extraordinary call.

b) Final Exam

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

•**Weighting:** 60% of the final grade

•**Minimum grade (on a scale of 1 to 10):** 5

•**Subject to reevaluation**

II. Extraordinary Call

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

•**Weighting:** 60% of the final grade

•**Minimum grade (on a scale of 1 to 10):** 5

III. Early Call

May be requested exclusively by students who meet the requirements established in the current URJC regulations for this type of call.

Completion of an exam on the date set for the early call. The exam will be administered by the instructor of the group in which the student is enrolled during the academic year in which the early call is requested.

•**Exam weighting:** 100%

•**Minimum grade (on a scale of 1 to 10):** 5

If the minimum grade is not achieved, the student must retake the exam during the regular (non-early) call.

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

SÁNCHEZ CALERO, F., Principios de Derecho Mercantil, Ed. Thomson-Civitas, Madrid, 2016

MUÑOZ PEREZ, SERRANO ACITORES et al. SPANISH BUSSINESS LAW, TECNOS, 2020.

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

LECCIONES DE DERECHO EMPRESARIAL, Tirant Lo Blanch (Ultima edición)

Consultation bibliography

BROSETA PONT, M. y MARTÍNEZ SANZ, F., Manual de Derecho Mercantil, T. I, Ed. Tecnos, Madrid, 2016

IX.-Professors

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Department	Derecho Privado
Campus	Madrid - Quintana
Category	Catedrático/a de Universidad
Academic degree	Doctor
Person responsible for the subject	Yes
Tutorial timetable	Para consultar las tutorias póngase en contacto con el/la profesor/a a través de correo electrónico
Number of quinquennia	5
Number of sexennia	4
No. of positive evaluations by Docentia	5

