

COMMERCIAL LAW AND CORPORATIONS I

Bachelor of Laws LLB [2504110] SEP-2023 CLC1-NLL.3.M.A

Area Private and Business Law

Number of sessions: 30

Academic year: 23-24

Degree course: THIRD

Number of credits: 6.0

Semester: 1^o

Category: COMPULSORY

Language: English

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Professional Background

- Counsel at Pérez Llorca (Insurance and Reinsurance)
- Vice President, Legal Counsel at Swiss Re Luxembourg
- Lawyer at Ashurst Madrid (Corporate and M&A)
- Lawyer at the Multilateral Investment Guarantee Agency (World Bank Group)
- Lawyer at Hogan Lovells (Insurance and Reinsurance)

Academic Background

- LLM with honors at Georgetown University Law Center
- Bachelor's Degree in Law, Universidad Complutense de Madrid
- Bachelor's Degree in Business Managements, Universidad Complutense de Madrid
- National Representative for Spain at the International Bar Association ("IBA") for the Young Lawyers Committee.
- Senior Vice Chair IBA Insurance Committee.

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SUBJECT DESCRIPTION

Based on a concept and understanding of commercial or business law that will be set at the beginning of the course (and that will be useful for the study of Commercial Law & Corporations II), this course will analyze the different legal institutions that serve firms in their business activities. The place of commercial law within legal systems and a brief reference to its historical roots would also be analyzed in the introduction to the course.

Part I of the course will be devoted to a basic understanding of how law is created and functions in the business context and the existing tools to make firms to abide legal rules and the devices for law enforcement.

Part II of the course will analyze the conditions and implications of starting a business firm, considering how law helps and/or deters entrepreneurial activities. Afterwards it looks at basic legal implications of business transactions, trying to shape the legal regime of business firms, from contracts entered into by business firms to business torts (including products liability). It then examines agency and other legal tools that allow businesspersons to be assisted by other people when conducting their business.

In Part III of the course, the legal implications of requirements of starting a firm will lead way to the examination of legal instruments, institutions and rules that firms use in their activities. Copyright, trademarks, patents and other forms of Intellectual Property Rights (IPRs) will be studied, as formulas firms use to protect innovative and other valuable business assets. While introducing the most relevant IP sectors, the course will help students discover what a corporate IP Portfolio looks like. In addition, Unfair Competition Law will be discussed.

Part IV of the course will look at one of the legal areas that govern business actions and decisions in the marketplace: Competition Law, which sets rules for firms' strategies that may distort competition and harm their customers, their rivals or market's interest.

LEARNING OBJECTIVES

This course aims at providing students an overall and in-depth view of the legal rules of business firms and commercial activities. It will provide a detailed understanding of the relevant legal features that underlie firms' organization and business transactions. Although there may be singularities of that features, rules and institutions that vary in each jurisdiction, the course will look at several legal systems as a way of grasping their commonalities and stressing how functional and economic reasons inspire the configuration and functioning of most of them. In its origins business and trade law was though as an international legal system governing cross-border market transactions and that feature still validly influences it.

Students will become familiar with the institutions and rules of commercial law. They are expected to learn the basic features of legal rules and institutions of business law and to be able to argue and discuss cases in this legal area. It will also cultivate students' abilities to apply theoretical knowledge in problem solution in practice and in elaborating legal documents (contracts, reports, etc.) and to give arguments in legal role-plays. Overall, the aim is to make students experts in understanding the functional role of legal rules and institutions, by looking at the underlying forces that shape them and enforce them, no matter what jurisdiction they may be operating in.

Transversal Competences (instrumental, personal and practical): Analytical capabilities and ability to synthesize. Oral and written communication capability. Information management skills. Decision-making skill. Group working. Autonomous learning. Knowledge application into practice.

Learning outcomes and specific competences: Knowledge and understanding of most-common commercial and business law institutions. Capability to detect and solve legal problems involved in business organization and trade activities. Comprehension of values and interests underlying different legal rules in the business context. Use of institutions and rules as a relevant tool for entrepreneurial and business activities.

TEACHING METHODOLOGY

Learning Activity	Weighting	Estimated time a student should dedicate to prepare for and participate in
Lectures	39.33 %	59.0 hours
Discussions	25.33 %	38.0 hours

Exercises in class, Asynchronous sessions, Field Work	35.33 %	53.0 hours
Group work	0.0 %	0.0 hours
Individual studying	0.0 %	0.0 hours
TOTAL	100.0 %	150.0 hours

PROGRAM

PART I. INTRODUCTION TO COMMERCIAL & BUSINESS LAW

Introduction to the course. Legal systems and the place of commercial law within them. Sources of commercial law. Lex mercatoria. Architecture of legal system. Rules and institutions supporting business and trade. Legal intervention & Enforcement. Compliance and commercial law. Specialized courts. Arbitration.

SESSION 1 (LIVE IN-PERSON)

Introduction to the course.

SESSION 2 (LIVE IN-PERSON)

Architecture of legal system.

SESSION 3 (LIVE IN-PERSON)

Legal intervention & Enforcement.

SESSION 4 (LIVE IN-PERSON)

Legal intervention & Enforcement.

SESSION 5 (LIVE IN-PERSON)

Practice.

PART II. STARTING A BUSINESS: LEGAL IMPLICATIONS

Doing Business and the law. Legal requirements. The legal infrastructure of the entrepreneurial process. Business risks and resource organization: legal assessment. Starting a Business. Starting a business in different jurisdictions. Data privacy and Commercial. Law. Business firms in trade: risks & liabilities. Commercial contracts. International commerce and negotiable instruments. Standard terms of contract. Consumers. Commercial contracts. Negotiable instruments. Torts. Business Liabilities. Product liability. International Financial Institutions (IFIs) and its impact on commercial transactions.

SESSION 6 (LIVE IN-PERSON)

Doing Business and the law. Starting a Business.

SESSION 7 (LIVE IN-PERSON)

Business firms in trade (I): risks & liabilities.

SESSION 8 (LIVE IN-PERSON)

Business firms in trade (II): risks & liabilities

SESSION 9 (LIVE IN-PERSON)

Business firms in trade (III): risks & liabilities

SESSION 10 (LIVE IN-PERSON)

Business firms in trade (IV): risks & liabilities

SESSION 11 (LIVE IN-PERSON)

Business firms in trade (V): risks & liabilities

SESSION 12 (LIVE IN-PERSON)

Business firms in trade (VI): risks & liabilities

SESSION 13 (LIVE IN-PERSON)

Business firms in trade (VII): risks & liabilities

SESSION 14 (LIVE IN-PERSON)

Business firms in trade (VIII): risks & liabilities

SESSION 15 (LIVE IN-PERSON)

Business firms in trade (IX): risks & liabilities

SESSION 16 (LIVE IN-PERSON)

Midterm.

PART III. INTELLECTUAL PROPERTY: COPYRIGHT, PATENTS, TRADEMARKS, & OTHER IP RIGHTS

Introduction to Intellectual Property. Protection of Creations of Mind. Basic Tools for protecting ideas. Three main areas of protection: Copyright, Trademarks and Patents, Other IP Rights: Industrial Designs (including protection of fashion) Geographical Indications. Territorial nature of IPRs. Overview of registration bodies: EU and International. The value of IP assets – Creating a corporate IP Portfolio.

IP and artificial intelligence. Copyright and related rights. Copyright basics. How does copyright relate to business? National copyright rules, Rules at the EU level, EU Copyright reform (2019), International Copyright law (Berne Convention for the Protection of Literary and Artistic Works). Traditional knowledge. Patents. Patents basics. Application/registration requirements. National legislation, Patent protection in the EU (Unitary patent). Trademarks, Designs and Geographical indications. Building your business identity on the market. Types of trademarks Distinctiveness of trademarks. Trademark registration and the registration process. Priority. Licensing and other Transactions. Likelihood of Confusion. Trademark Dilution. Protection of un-registered trademarks. Unfair Competition & Advertising Law. Types of unfair competition conducts. General principle of Unfair Competition. Deceit. Causing confusion (passing-off) and slavish copying. Parasitic use of reputation. Imitation. Trade secret and know-how protection. Claims and remedies. Overview of public regulation of Advertising. Self-regulation and Codes of Practice. False and misleading advertising. Discrediting and Comparative Advertising.

SESSION 17 (LIVE IN-PERSON)

Intellectual Property (I).

SESSION 18 (LIVE IN-PERSON)

Intellectual Property (II)

SESSION 19 (LIVE IN-PERSON)

Intellectual Property (III)

SESSION 20 (LIVE IN-PERSON)

Intellectual Property (IV).

SESSION 21 (LIVE IN-PERSON)

Case Resolution.

SESSION 22 (LIVE IN-PERSON)

Group coaching.

SESSION 23 (LIVE IN-PERSON)

Intellectual Property (VI)

PART IV. MARKET RULES FOR BUSINESS. COMPETITION LAW.

Introduction to Competition Law. Overview of market regulation. Antitrust and competition Law Systems. Sources, foundations and Aims of Competition Law. Enforcement and implementation of Competition Law. Economic tools of Competition Law. Modern tools of competition enforcement: leniency and settlement. Substantive provisions. Horizontal and vertical agreements. Undertakings in Competition Law: horizontal and vertical agreements. Restrictive agreements and other collusive practices. Exemptions. Abuse of dominant position/Monopolization. Mergers. Merger Review. Institutions and proceedings. Substantive tests in merger control. Remedies. State aid and State restraints to competition. State restraints to competition and state aid. Competition and public procurement. EU law on State aid.

SESSION 24 (LIVE IN-PERSON)

Competition Law (I)

SESSION 25 (LIVE IN-PERSON)

Competition Law (II)

SESSION 26 (LIVE IN-PERSON)

Competition Law (III)

SESSION 27 (LIVE IN-PERSON)

Competition Law (IV).

SESSION 28 (LIVE IN-PERSON)

Competition Law (V).

SESSION 29 (LIVE IN-PERSON)

Competition Law (VI)

SESSION 30 (LIVE IN-PERSON)

Final Exam.

EVALUATION CRITERIA

GENERAL OBSERVATIONS

Evaluation will be partially based on a student's participation in the class. Therefore, active participation in lessons, student discussions, student exercises and presentations, and student group presentations is mandatory.

Each student has four attempts over two consecutive academic years to pass this course. Attendance at 70% of the classes is compulsory and an absence of more than 30% will result in a grade of 0.0 for the subject. In addition, students not fulfilling the attendance requirement will automatically lose two attempts to pass the course and will thus only have two last attempts to do so during the following academic year.

CLASS PARTICIPATION

Three main criteria will be used in reaching judgment about your class participation:

Depth and Quality of Contribution: The most important dimension of participation concerns what it is that you are saying. A high quality comment reveals depth of insight, rigorous use of case evidence, consistency of argument, and realism.

Moving Your Peers' Understanding Forward: Great ideas can be lost through poor presentation. A high quality presentation of ideas must consider the relevance and timing of comments, and the flow and content of the ensuing class discussion. It demands comments that are concise and clear, and that are conveyed with a spirit of involvement in the discussion at hand.

Frequency: Frequency refers to the attainment of a threshold quantity of contributions that is sufficient for making a reliable assessment of comment quality. You should be attempting to get into the debate on a regular basis.

As a consequence of the above, please note that absences will have an impact on your class participation grade.

In sum, participation in the course is mandatory. Much of the course will involve discussions among class participants in order to build a better understanding of the issues in question.

WARNING: In order to pass the Commercial Law & Corporations II course you need to obtain at least a grade of 4.5 out of 10 in each of the categories:

- Class participation
- Assignments
- Exams (combination of midterm and final)

criteria	percentage	Learning Objectives	Comments
Final Exam	35 %		
Practical exercises and assignments	35 %		
Midterm exam	15 %		
Class Participation	15 %		

RE-SIT / RE-TAKE POLICY

GRADING IN EXTRAORDINARY EXAM PERIOD

RETAKE EXAM

If a student's course grade is below 5.0, the student is required to take the retake exam to pass the course. The maximum grade that students can obtain in the retake exam period is 8.0.

A student who has missed over 30% of the class meetings will not be allowed to take the retake exam, but will only have two attempts left to pass the course during the following academic year.

Students who are in third or fourth call should contact the teacher during the first two weeks of the course. The final course grade in the third call will be determined with a midterm and a final exam. Alternatively, at the beginning of the course students may opt to attend classes, in which case the evaluation criteria for the first call as set forth above will apply. If a student's course grade in this third call is below 5.0, the student is required to take the retake exam to pass the course. The maximum grade that students can obtain in the retake exam period is 8.0.

BIBLIOGRAPHY

Recommended

- Goode, Roy. *Commercial Law*. Penguin/ 4th Edition / 2010. ISBN 9780141030227 (Printed)

- Wish, Richard and Bailey, David. *Competition Law*. Oxford University Press/ 7th Edition / 2012. ISBN 9780199586554 (Printed)

- Klein, William A., John C. Coffee & Frank Partnoy. *Business Organization and Finance, Legal and Economic Principles*. 11th Ed. 2010, F. Press (West) Wesbury-NY. ISBN 00000000000000 (Digital)

- Barnard, Catherine and Peers, Steve. *European Union Law*. Oxford University Press/ 2014. ISBN 9780199686117 (Printed)

- Jones, Alison and Sufrin, Brenda. *EU Competition Law*. Oxford University Press/ 5th Edition / 2014. ISBN 9780199660322 (Printed)

BEHAVIOR RULES

Please, check the University's Code of Conduct [here](#). The Program Director may provide further indications.

ATTENDANCE POLICY

Please, check the University's Attendance Policy [here](#). The Program Director may provide further indications.

ETHICAL POLICY

Please, check the University's Ethics Code [here](#). The Program Director may provide further indications.

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