



PERSONA CIENCIA EMPRESA

UNIVERSITAT RAMON LLULL

**Code:** 81110  
**Name of the subject:** Business Law and Corporate Governance

### GENERAL CHARACTERISTICS

**Number of credits** 3.0  
**ECTS:**  
**Language/s** Catalan  
 Spanish  
 English  
**Type** Normal  
**Professor/s** Sánchez Torelló, José Luís

### DESCRIPTION

### BRIEF DESCRIPTION AND JUSTIFICATION

The subject of Corporate Law, Bankruptcy and Corporate Governance has as its objective the knowledge of the legal environment in which the company operates. To this end, aspects of the scope of corporate structures, competition of corporate creditors, as well as aspects of Corporate Governance are given that give the student a solid vision of those aspects of the business rules that are necessary for the management of companies.

### COMPETENCIES

Students acquire a rigorous knowledge of national and international legislation, both in the field of accounting and auditing, as well as in business and tax fields. (EC5)

### PREREQUISITES

Access requirements established for Master programs, in accordance with current legislation.

## CONTENTS

### **Lecture 1. Capital based companies**

The stock corporation and the Limited Company  
Social capital, and company shares  
Company bodies: The General Meeting and the Governing Body  
Appointments and Remuneration Committee.  
The annual accounts: formulation, approval and deposit  
Verification of the annual accounts: Auditor  
The Audit Committee.  
Modification of statutes. Increase and reduction of capital  
Structural modifications  
Separation and exclusion of the partner  
Dissolution, liquidation and extinction

### **Lecture 2.- Bankruptcy Law**

Inspiring principles of the Bankruptcy.  
Bankruptcy procedure  
Pre-Bankruptcy  
The insolvency administration: Auditor  
Effects of the bankruptcy statements  
The end of the competition: Agreement and liquidation.

### **Lecture 3.- Corporate Governance**

Corporate governance background  
Aims and principles of GC  
Legislative News for GC Improvement  
Annual Corporate Governance Report (IAGC)  
Annual Report of Directors' Remuneration (IAR)

## METHODOLOGY

## TRAINING ACTIVITIES:

<b>Training activities</b>	<b>ECTS Credits</b>	<b>Competencies</b>
Lectures presenting concepts and procedures	1	CE5
Practical sessions (exercises, case resolution)	0,75	CE5
Assignments by Students	0,25	CE5
Seminars or tutorials	0	
Personal study activities	0,85	CE5
Assessment sessions	0,15	CE5
Internship in Company	0	
<b>TOTAL</b>	<b>3</b>	

## **EXPLANATION OF TEACHING METHODOLOGY**

The didactic methodology used in the classroom is based on the combination of different training activities. Expositive sessions, study sessions and case studies are programmed so that different types of interactions are developed within the classroom: those in which the teacher presents and explains contents of which practical cases are proposed where the student must analyze the assumption and propose a solution that is consistent with current regulations. The dynamics of solving practical cases are done both individually and in working groups. The solutions of the proposed cases are discussed in class where discussions are generated.

## **EVALUATION**

### **METHODS OF EVALUATION**

<b>Evaluation Methods</b>	<b>Weight</b>	<b>Competencies</b>
Final exam		
Partial exams	80%	CE5
Following up activities	10%	CE5
Homework and presentations	10%	CE5
Experimental work or fieldwork		
Projects		
Evaluation of the company or institution		
Participation		

## **LEARNING OUTCOMES**

As a result of the assimilation of the contents of the subject, students should be able to:

- To know the legal framework in which capital companies operate
- Analyze the legal conditions for the verification of the annual accounts.
- To know the contents of the annual accounts and the Report. Information to declare and complete the management report.
- To know how the social agreements are adopted: Modification of statutes

- To know the Contest of creditors and their effects on the company in competition
- To know the principles of corporate governance
- To know the current legal regulations for the improvement of corporate governance.

## EVALUATION

The evaluation of the subject will be done through two continuous evaluation tests that represent 80% of the grade. The student so that it can be evaluated will have to accredit at least an average of 5 of the three partial tests and must obtain at least a 4 in each of the partial tests. If the student achieves these prerequisites, the rest of the evaluation will be computed (10% of follow-up activities and another 10% of works and presentations). In the extraordinary call for July, the student must pass a test that represents 100% of the total evaluation with a minimum score of 5.

## EVALUATION OF COMPETENCIES

The evaluation of the transversal competencies of the subject will be done through the following instruments:

a) **Continuous assessment tests:** This is the most important procedure in the evaluation process. During the teaching-learning process, the teacher must verify that the student is gradually and progressively assuming the procedures, concepts and attitudes of the subject in a way that is capable of acquiring the theoretical knowledge that allows to develop, simultaneously, transversal competences.

b) **Activities carried out in class:** Through the proposal and resolution of practical cases will evaluate the ability of students to make decisions according to their criteria and current regulations.

## BIBLIOGRAPHY

### Bibliography

\*Sánchez Torelló, J.L. (2017). Apuntes de Derecho de Sociedades. Barcelona: IQS.

\* Broseta, M y Martínez, F. (2012). Manual de Derecho Mercantil. 19ª Edición. Madrid: Tecnos.

\* Campuzano Belén et al. (2014). Esquemas del Derecho Concursal. 7ª edición. Valencia: Tirant lo Blanc.

**DOCUMENT RECORD**

**PREVIOUS CHANGES**

**LAST REVISION**

José Luis Sánchez Torelló - 20/9/2016