



Corporate Law  
Master in Business  
Administration (MBA)  
2020/2021



UNIVERSIDAD  
NEBRIJA

## TEACHING GUIDE

**Subject:** Corporate Law

**Title:** Master in Business Administration (MBA)

**Academic Course:** 2020-2021

**Character:** Optional

**Language:** Spanish/English

**Modality:** Face-to-face/Blended/Distance

**Credits:** 6 ECTS

**Semester:** 2º

**Teachers/Teaching Team:** Prof<sup>a</sup>. Mrs. Paola Rodas Paredes PhD / Prof. Mr. José Luis Pérez Martínez PhD

### 1. COMPETENCES AND LEARNING OUTCOMES

#### 1.1. Competences

##### Basic Skills

**CB7.** That students know how to apply the knowledge acquired and their ability to solve problems in new or little-known environments within broader (or multidisciplinary) contexts related to their area of study.

**CB8.** That students are able to integrate knowledge and face the complexity of formulating judgments based on information that, being incomplete or limited, includes reflections on the social and ethical responsibilities linked to the application of their knowledge and judgments.

**CB9.** That students know how to communicate their conclusions and the knowledge and ultimate reasons that support them to specialized and non-specialized audiences in a clear and unambiguous way.

**CB10.** That students possess the learning skills that allow them to continue studying in a way that will be largely self-directed or autonomous.

##### General Skills

**CG2.** The student must be able to systematically understand relevant company information, its context and how to apply it to complex situations, taking into account how it affects other departments.

**CG3.** The student must master business information analysis techniques.

**CG5.** The student must be able to communicate, in a business environment, correctly both orally and in writing, using the most current technology.

**CG8.** The student must be able to recognize the need for change in the company or in one of its departments and must have the necessary skills to manage it.

**CG10.** The student must be able to add value to the company through their creativity and participation.

##### Specific Skills

**CE1.** Understand and handle new concepts in the area of human resources for the exercise and supervision of the management of teams and people.

**CE4.** Analyze the strategic situation of a company and its product or service, and make decisions for the implementation of the marketing strategy embodied in a marketing plan.

**CE6.** Analyze and interpret accounting information, with the ability to use it in decision making in the business environment.

**CE7.** Analyze and interpret the accounting and financial value of a company, and be able to use that information in decision-making in the field of the company.

**CE11.** Determine the viability of a business idea from the in-depth study of all aspects related to the opportunity (human, financial, economic, environment, etc.).

**CE13.** Obtain, analyze and evaluate relevant information that allows you to develop knowledge applied to business sciences, oriented to the creation and management of companies.

## 1.2. Learning Outcomes

- Study the different social forms and their distinction from related figures
- Understand the corporation and the rest of the corporate typology
- Understand Incorporation of companies (formalities, registration and publicity [company in formation, irregular company, null company])
- Understand the management body and the administrator's responsibility
- Understand corporate dissolutions, liquidations and terminations
- Understand the Limited Liability company.
- Understand corporate structural modifications
- Understand the operation of joint ventures and business groups
- Mastering the processes of transformation, merger and division of Companies.
- Know the societal complexity of public companies
- Know and master the corporate operation of the Mercantile Registry
- Mastering the management of corporate documentation
- Know and understand the operation of the Commercial Registry
- Understand the management of council secretaries

## 2. CONTENTS

### 2.1. Previous requeriments

None.

### 2.2. Description of the contents

- Conceptual and typological delimitation of the different social forms, and distinction with respect to related figures
- Formation of companies (formalities, registration and publicity [company in formation, irregular company, null company])
- Freedom of statutory configuration and shareholders agreements
- Rights and obligations inherent to the status of partner (partner's status)
- Shares and shareholdings: regime of transfer, levies, treasury shares and reciprocal interests
- Board of partners: formalities, dynamics, adoption and challenge of agreements
- Social administrators: organization, legal status, functioning and equity responsibility
- Modification of by-laws (in particular changes in share capital) and separation and exclusion of members

- Dissolution and liquidation of companies
- Cooperative societies, consortia and other companies
- Groups of companies
- Joint ventures and groups of entrepreneurs
- Foundation of companies
- Operation of corporate bodies
- Management of corporate documentation
- Business Register
- Carrying of council secretaries

### 2.3. Teaching methodologies

During the course, activities, practices, reports or projects may be developed in which students show examples of application of the methods and techniques developed in the subject.

### 2.4. Formation Activity:

<b>Formation Activity</b>		
Modality Face-to-face:		
Formation Activity	Hours	Percentage of presence AF
AF1	35	100%
AF2	10	100%
AF3	10	25%
AF4	50	0%
AF5	35	0%
AF6	10	100%
Modality Blended:		
Formation Activity	Hours	Percentage of presence AF
AF1	35	0%
AF2	10	0%
AF3	30	25%
AF4	30	0%
AF5	35	0%
AF6	10	50%
Modality Distance:		
Formation Activity	Hours	Percentage of presence AF
AF1	35	0%
AF2	20	0%
AF3	20	0%
AF4	60	0%
AF5	5	0%
AF6	10	20%

**Teaching methodologies:**

**Modality Face-to-face:** MD1; MD2; MD3; MD4

**Modality Blended:** MD1; MD2; MD3; MD4

**Modality Distance:** MD1; MD2; MD3; MD4

<b>TEACHING METHODOLOGIES OF THE PROPOSED TITLE</b>	
Code	Teaching Methodologies
MD1	Case Method
MD2	Cooperative Learning
MD3	Problem Based Learning (PBL)
MD4	Master class

### 3. EVALUATION SYSTEM

#### 3.1. Grading system

The final grading system will be expressed numerically as follows:

0 - 4.9 Fail (SS)

5.0 - 6.9 Pass (AP)

7.0 - 8.9 Notable (NT)

9.0 - 10 Excellent (SB)

The mention of "academic honors" may be awarded to students who have obtained a grade equal to or greater than 9.0.

#### 3.2. Evaluation criteria

Code	Evaluation System	Description
SE1	Development in individual work	Student performance in individual work in solving exercises or cases
SE2	Development in group work	Student performance in group work in solving exercises or cases
SE3	Final face-to-face test/exam	Face-to-face final test/exam

Modality Face-to-face:

To successfully pass any subject / subject, the student must pass the final exam in person. That is, in the final exam, a grade equal to or greater than 5 on a scale of 0-10 must be achieved, with 0 being the minimum grade and 10 the maximum.

#### Ordinary Call

Evaluation System	Minimum weight %	Maximum weight máxima %
SE1	25	25
SE2	25	25
SE3	50	50

#### Extraordinary Call

Evaluation System	Minimum weight %	Maximum weight máxima %
SE1	50	50
SE2	0	0
SE3	50	50

Modality Blended:

Ordinary Call

Evaluation System	Minimum weight %	Maximum weight máxima %
SE1	05	05
SE2	45	45
SE3	50	50

Extraordinary Call

Evaluation System	Minimum weight %	Maximum weight máxima %
SE1	50	50
SE2	0	0
SE3	50	50

Modality Distance:

Ordinary Call

Evaluation System	Minimum weight %	Maximum weight máxima %
SE1	40	40
SE2	10	10
SE3	50	50

Extraordinary Call

Evaluation System	Minimum weight %	Maximum weight máxima %
SE1	50	50
SE2	0	0
SE3	50	50

In any case, passing any subject, without exception, for the three modalities is subject to passing the corresponding final face-to-face test/exams.

**3.3. Restrictions**

Minimum calification

To successfully pass any subject, the student must pass the final exam in person. That is, in the final exam/test, a grade equal to or greater than 5 on a scale of 0-10 must be achieved, with 0 being the minimum grade and 10 the maximum.

Assistance

The student who, unjustifiably, fails to attend more than 25% of the face-to-face classes may be deprived of the right to take the exam in the ordinary call.

Writing rules

Special attention will be paid in the written assignments, practices and projects, as well as in the exams/test both the presentation and the content, taking care of the grammatical and spelling aspects. Failure to comply with the acceptable minimums may result in points being deducted in said work.

**3.4. Plagiarism warning**

The Antonio de Nebrija University does not tolerate plagiarism or copying under any circumstances. Plagiarism is considered the reproduction of paragraphs from texts of authorship different from that of the student (Internet, books, articles, work of colleagues ...), when the original source from which they come is not cited. The use of quotes cannot be indiscriminate. Plagiarism is a crime.

If this type of practice is detected, it will be considered a Serious Misconduct and the sanction provided for in the Student Regulations may be applied.

#### 4. BIBLIOGRAFY

##### Basic Bibliography

- Manuales: AURELIO MENÉNDEZ MENÉNDEZ. Curso de Derecho Mercantil. Editorial Thomson-Civitas.
- Códigos: CÓDIGO DE COMERCIO Y LEYES COMPLEMENTARIAS

##### Recommended Bibliography:

- FERNANDO SÁNCHEZ CALERO. Instituciones de Derecho Mercantil.
- ANGEL ROJO, EMILIO BELTRÁN. Comentario a la Ley de Sociedades de Capital.
- CARMEN ALONSO, ALBERTO ALONSO UREBA. Modernización del Derecho de Sociedades en España