UNIVERSIDADE LUSÍADA
LISBOA

Course Unit Program
Business Law

Academic Year 2023/2024

1. Organic Unit

Faculty of Law

2. Course

LAW

3. Cycle

1st

4. Course Unit

Business Law (02331)

5. Scientific Area

6. Curricular Year

3rd

7. Type of Curricular Unit / Semester

2nd Semester

FUNDAÇÃO MINERVA CULTURA - ENSINO E INVESTIGAÇÃO CIENTÍFICA

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8. Class type and workload (work time)

Theoretical classes:	30,00
Practical classes:	15,00
Theoretical-Practical Classes	
Tutorial Guidance:	20,00

9. ECTS Credits

6,00

10. Scientific Area Coordinator

11. Regent

Prof. Dr. MIGUEL JOSE DE ALMEIDA PUPO CORREIA

12. Assistants

Dr. SERGIO DA CONCEIÇÃO PIRES BRAS

13. Teaching Language

Portuguese

14. General Objectives

To provide students with the acquisition of the basic and general knowledge necessary to identify, formulate and solve the problems raised in legal professional practice regarding the subject of Commercial Law. It will be sought to equip them with the fundamental knowledge of legal science in relation to the subjects of individual entrepreneurs and commercial companies, the company in the face of competition and insolvency.

15. Specific Objectives

General characterization of the entrepreneur-merchant. Study of the legal problems of individual entrepreneurs and commercial companies. Analysis of the means of protecting the undertaking against competition: industrial property, unfair competition, protection of trade secrets, protection of competition. Summary description of the insolvency legal regime.

16. Skills to be acquired

Global understanding and technical knowledge of the subjects covered, namely: skills to know, identify, problematize and solve the issues inherent to each of them. To foster active learning with a view to acquiring the ability to solve the problems inherent to the professional activities in which the themes of Private Company Law arise.

17. Teaching Methodology

Theoretical exposition of the general lines of the subject, supported by appropriate didactic means; analysis and discussion of practical issues with active and dialoguing intervention of the students; direct contacts with practical realities.

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18. Course Unit Program

I - THE ENTREPRENEUR

I.1 - The Merchant: Notion and its importance; Species, requirements, incompatibilities and impediments; Categories of non-merchant entrepreneurs.

I.2. - Special obligations of traders

II - SOLE TRADER

II.1. Requirements for access to the status of sole trader.

II.2. Doubtful situations as to the status of trader.

II.3. Liability of family property for commercial debts.

III - COMMERCIAL COMPANIES

III.1. - Concept of company in general and commercial company. The types of commercial companies provided for in the Commercial Companies Code. Other types of commercial companies.

III.2. - The articles of association: legal nature. Assumptions and vices of the partnership contract. Amendment of the social contract. Contracts linked to the articles of association. Other collaboration contracts of commercial companies.

III.3. - The company as a legal person: Personality and legal capacity of commercial companies. Patrimonial autonomy of companies. Disregard of legal personality. Equity and share capital: Functions of share capital. Social participation: obligations and rights of the partners. Rights over social participations. Securities market. Governing bodies. Corporate governance. Responsibilities of the members of the governing bodies. Annual verification of the company's situation. Social deliberations. Transformation, merger, spin-off, extension of companies. Dissolution and liquidation of companies. Associated companies.

IV - THE ENTERPRISE AND THE COMPETITION

IV.1. Competition and the legal order.

IV.2. Industrial property: Notions and general rules; Patents; Trademarks; Other industrial property rights.

IV.3. Unfair competition.

IV.4. The protection of business secrets.

IV.5. The protection of competition.

V - INSOLVENCY ? General notions of insolvency, its legal process and effects of its declaration. Other special procedures relating to companies in crisis.

19. Assessment Methods

Written tests, individual or group work, oral interventions in class.

20. Didactic Resources

a) Theoretical exposition of the general lines of the matter
b) Supporting texts
c) Analysis and discussion of practical issues
d) Tutorial orientation of the study.

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21. Sustainability Objectives

General - Perspective business practices aimed at sustainable development, inter-generational solidarity and the increase of proactive and responsible entrepreneurship.

Specific - 1 - Promote social responsibility in the company, targeting its human capital and all people directly or indirectly affected by its activities. 2 ? Contribute to responsible business decision-making, aiming to reduce adverse impacts on human and environmental rights. 3 - Integrate sustainability into corporate gover

22. Keywords

Entrepreneur
Merchant
Commercial company
Competition
Industrial property
Insolvency

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23. Main Bibliography

Author(s):	PUPO CORREIA, Miguel J. A.		
Title:	"Direito Comercial ? Direito da Empresa"		
Edition:	15ª	Year:	2022
Local:	Lisboa		
Publisher:	Universidade Lusíada Editora		

Author(s):	COUTINHO DE ABREU, Jorge M.		
Title:	"Curso de Direito Comercial"		
Edition:	v. I: 13ª; v. II: 7ª	Year:	2022
Local:	Coimbra		
Publisher:	Almedina		

Author(s):	CORDEIRO, António Menezes, et al.		
Title:	"Direito das Sociedades"		
Edition:	V.I: 5ª; v.II: 2ª	Year:	2022
Local:	Coimbra		
Publisher:	Almedina		

24. Complementary Bibliography

Author(s):	CUNHA, Paulo Olavo		
Title:	"Direito das Sociedades Comerciais"		
Edition:	7ª	Year:	2019
Local:	Coimbra		
Publisher:	Almedina		

Author(s):	PINTO FURTADO, Jorge. H. C.		
Title:	"Curso de Direito das Sociedades"		
Edition:	5ª	Year:	2004
Local:	Coimbra		
Publisher:	Almedina		

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UNIVERSIDADE LUSÍADA
LISBOA

Ficha técnica MIP / MIP Datasheet	
Título / Title	Course Unit Program 'DIREITO DA ACTIVIDADE COMERCIAL': Academic Year 2023/2024
Autor / Author	Prof. Dr. MIGUEL JOSE DE ALMEIDA PUPO CORREIA
Classificação / Classification	-
Descritores / Descriptors	-
Colaborador(es) / Colaborator(s)	-
Data Hora / Date Time	
Formato de dados / Data Format	Texto / Text, PDF
Estatuto de utilização / Usage	Acesso público / Public Access
Relação / Relation	Version 1,0

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Prof. Doutor MANUEL JANUÁRIO DA COSTA GOMES

12. Assistants

Dr. SERGIO DA CONCEIÇÃO PIRES BRAS

13. Teaching Language

Portuguese

14. General Objectives

General Objectives: Study of Corporate Law

15. Specific Objectives

Specific Objectives: Specific study of companies, in particular commercial companies, in all their vicissitudes, including the study of the legal situations of partners, creditors and other stakeholders.

16. Skills to be acquired

Skills to be acquired: Global understanding and technical knowledge of the subjects covered. Fostering active learning with a view to acquiring the ability to solve problems specific to Corporate Law.

17. Teaching Methodology

Teaching Methodology: Theoretical exposition of the general lines of the matter, supported by adequate texts; analysis and discussion of practical issues with active and dialogic intervention by students.

18. Course Unit Program

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I. Introduction
1. The importance of BL and its study.
2.Historical evolution of BL.
3.The regulatory framework.
4. Corporate types.
5. Preliminary focus on certain key provisions of the CSC.
II. Of societies in general
1.The CC membership and the CSC membership.
2. Figures related to society.
3.The elements of society.
4.The general principles of BL.
5. The legal personality of companies.
6.The lifting or disregarding of personality.
7.The capacity of societies.
III. Formation of societies.
1.Society contract and unilateral business of society.
2. The formative process.
3.The pre-society.
4.The irregular society.
5. Immediate incorporation of companies.
IV. Legal situation of the partners
1.Member status.
2.Rights and duties of members.
3. Entries and their vicissitudes.
4.Entrances and creditors.
5.Ancillary payments.
6. Supplementary benefits.
7.The Supplies.
8.Special rights.
9.Corporate and paracorporate.
V. Corporate Deliberations
1. Types of deliberations.
2. The formative process.
3.Invalidities of social deliberations.
4.Renewal of corporate resolutions.
5.Suspension of corporate resolutions.
VI. Administration and supervision of companies
1.The power of management.
2.The power of representation.
3.Duties of administrators.
4.Corporate governance.
5.Legal situation of administration.
6. Dismissal of directors.

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7. Responsibility of administrators.
8.Supervision and corporate governance.
9. Supervision and surveillance.
10.Inspection responsibilities.
VII. Corporate finance and accountability
1. Financial constitution and defense of capital.
2.Reservations.
3. Internal financing and corporate finance.
5. Accountability.
VIII. Modifications of companies
1.Amendments to the contract.
2. Capital increase and capital decrease.
3. Merger of companies.
4. Division of companies.
5. Transformation of companies.
IX. Dissolution and liquidation of companies
1. Dissolution.
2. The liquidation.
3. The return to activity.
X. Groups of companies
1. Legal groups and de facto groups.
2.Societies in relation to simple participation.
3.Societies in relation to reciprocal shareholdings.
4.Companies in a domain relationship.
5.Societies in group relationship.
6.Acquisition tending to total ownership.
7. Subordination agreement.
XI. Vicissitudes
1. Disposal of shareholdings.
2. Encumbrance of shareholdings.
3. Potestative acquisitions and disposals.
4.Amortization of shareholdings.
5.Exoneration of partners.
6. Exclusion of members.
7.Traits of specific regimes in publicly-held companies, in particular public offerings

19. Assessment Methods

Assessment Methods: 2 written tests. Oral interventions.

20. Didactic Resources

Didactic Resources: a) Theoretical exposition of the general lines of the subject; b) Support texts; d) Analysis and discussion of practical issues; e) Tutorial guidance of the study.

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21. Sustainability Objectives

Sustainability Objectives: 1 - Ensure equal access to quality technical, professional and cultural education. 2 - Substantially increase the number of young people and adults with relevant qualifications, including technical and professional skills, for employment, decent work and entrepreneurship. 3 - Guarantee equal opportunities in university education, including for people in vulnerable situations. 4 - Promoting the gradual dematerialization of the teaching/learning process

22. Keywords

Keywords: Corporate ? Corporate Law

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23. Main Bibliography

Author(s):	Cordeiro, A. Menezes		
Title:	Direito das Sociedades, I e II volumes		
Edition:	I (5.ª), II (2.ª)	Year:	2022
Local:	Coimbra		
Publisher:	Almedina		

Author(s):	Abreu, J. Coutinho de		
Title:	Curso de Direito Comercial, II		
Edition:	7.ª	Year:	2021
Local:	Coimbra		
Publisher:	Almedina		

Author(s):	Cunha, Paulo Olavo		
Title:	Direito das Sociedades Comerciais		
Edition:	7.ª	Year:	2021
Local:	Coimbra		
Publisher:	Almedina		

24. Complementary Bibliography

Author(s):	Correia, M. Pupo		
Title:	Direito Comercial		
Edition:	15.ª	Year:	2021
Local:	Lisboa		
Publisher:	Ediforum		

Author(s):	Cordeiro, A. Menezes Cordeiro (coord.)		
Title:	Código das Sociedades Comerciais anotado		
Edition:	5ª ed.	Year:	2022
Local:	Coimbra		
Publisher:	Almedina		

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