UNIVERSIDADE LUSÍADA
LISBOA

Course Unit Program
Company Law

Academic Year 2024/2025

## 1. Organic Unit

Faculty of Law

## 2. Course

LAW

## 3. Cycle

1st

## 4. Course Unit

Company Law (02325)

## 5. Scientific Area

## 6. Curricular Year

3rd

## 7. Type of Curricular Unit / Semester

1st Semester



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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

## 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

Globalizing introduction to the understanding of Commercial Law as a branch of Law; Study of the company as an organization and as an object of legal relations - commercial establishment; general study of acts of commerce; study of credit securities in general and bills of exchange in particular; Study of contracts related to commercial distribution.

## 16. Skills to be acquired

EN
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.



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## 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.

## 18. Course Unit Program

I - GENERAL INTRODUCTION - General notions about the object and evolution of commercial law, its object and scope, interpretation and integration of gaps, sources.

II - THE ENTERPRISE

II.1. - Introduction: the organization of commercial life

II.2. - Legal concept of commercial enterprise. Enterprise ratings. Extension of the concept of enterprise in public law.

II.3. - Commercial establishment: concept, elements, legal nature. The individual establishment of limited liability. Rights and legal relations on the commercial establishment: transfer and lease of establishment.

III - ACTS OF COMMERCE: Notion of acts of commerce: commercial acts and activities. Classification of acts of commerce.

III - SPECIAL RULES OF COMMERCIAL ACTS AND OBLIGATIONS IN GENERAL: Form; Passive solidarity; Prescription; Interest; General contractual clauses; Late payments.

IV - CREDIT SECURITIES: Function, concept and characteristics of credit securities; its typology; Main credit securities; Extinguishment and reform of debt securities; Study of the bill of exchange.

V - COMMERCIAL CONTRACTS: Commercial distribution. Contract of purchase and sale. Contract of mandate. Merchant commission contract. Agency contract. Commercial concession agreement. Franchise agreement.

## 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.

## 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



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## 22. Keywords

Enterprise
Establishment
Acts of commerce
Credit securities
Commercial contracts

## 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 | Year: | 2022 |
| Local: | Coimbra | | |
| Publisher: | Almedina | | |

| | | | |
|---|---|---|---|
| Author(s): | CORDEIRO, António Menezes | | |
| Title: | "Direito Comercial" | | |
| Edition: | 5ª | Year: | 2022 |
| Local: | Coimbra | | |
| Publisher: | Almedina | | |

## 24. Complementary Bibliography

| | | | |
|---|---|---|---|
| Author(s): | FERRER CORREIA, António | | |
| Title: | "Lições de Direito Comercial" | | |
| Edition: | Reprint | Year: | 1994 |
| Local: | Lisboa | | |
| Publisher: | Lex | | |

| | | | |
|---|---|---|---|
| Author(s): | PINTO FURTADO, Jorge H. C. | | |
| Title: | "Títulos de Crédito" | | |
| Edition: | 2ª | Year: | 2016 |
| Local: | Coimbra | | |
| Publisher: | Almedina | | |



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LISBOA

| Ficha técnica MIP / MIP Datasheet | |
|---|---|
| Título / Title | Course Unit Program 'DIREITO COMERCIAL DA EMPRESA': Academic Year 2024/2025 |
| 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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LAW

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1st Semester



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| Theoretical-Practical Classes | |
| Tutorial Guidance: | 20,00 |

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6,00

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## 11. Regent

Prof. Doutor MANUEL JANUÁRIO DA COSTA GOMES

## 12. Assistants

Dr. SERGIO DA CONCEIÇÃO PIRES BRAS

## 13. Teaching Language

Portuguese

## 14. General Objectives

General Objectives: Provide students with the acquisition of basic and general knowledge necessary to identify, formulate and solve problems of general Commercial Law, roughly speaking of themes of Private Company Law. We will seek to equip them with the fundamental knowledge of legal science in relation to the subjects of merchants (and entrepreneurs), commercial company (establishment), contracts and commercial operations, credit titles and credit contracts.

## 15. Specific Objectives

Specific Objectives: Globalizing introduction to the understanding of Commercial Law as a branch of Law; Study of the company as an organization and as an object of legal relations, in the guise of a commercial establishment; general characterization of the merchant-businessman; legal status of the individual entrepreneur; study of contracts and commercial operations, securities and credit (granting of).

## 16. Skills to be acquired

Skills to be acquired: Provision of global understanding and technical knowledge of the subjects covered, namely: skills to know, identify, problematize and solve the issues inherent to each one of them. Fostering active learning with a view to acquiring the ability to solve problems inherent to professional activities in which the Company's Private Law issues arise.



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## 17. Teaching Methodology

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

## 18. Course Unit Program



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Course Unit Program
PART I
CHAPTER I
FOR A PRELIMINARY IDENTIFICATION OF COMPANY LAW
1. CL as a special private law.
2. CL and "(private) trade law" and "(private) economic law".
3. Preliminary questions: CL as a "Right of a certain trade", as "Right of merchants" or as "Right of the company"?
4. Historical evolution.
CHAPTER II
DC IN THE CURRENT TIMES
1. The internal tension: objectivism versus subjectivism.
2. External tension: autonomy versus unification.
3. CL fragmentation.
4. The "enclosure" of the company.
5. The (return of) CL internationalism. The new lex mercatoria.
CHAPTER III
THE PORTUGUESE DC TODAY
1. CL sources. Special reference to the relief of uses and respective meaning.
2. The issue of CL autonomy.
3. The "external borders". In particular, economic law.
4. The "internal borders". Consumer law.
5. CL fragmentation. General Commercial Law and Special Commercial Rights.
6. Legislation centered on the company and the entrepreneur.
7. The three pillars of General Commercial Law.
PART II
CHAPTER IV
ACT OF TRADE
1. The apparent absorption of CL by the act of commerce.
2. Objective trade acts.
3. Subjective acts of commerce: the second part of article 2 of the CCom.
4. The companies. Article 230 of the CCom. Introduction.
5. Other classifications of acts of commerce.
6. Ability to carry out commercial acts.
7. Commercial uses.
CHAPTER V
THE MERCHANT
1. Who is a trader.
2. The natural person trader3. The legal person trader.
4. Controversial situations.
5. Merchant status. Merchant obligations.
CHAPTER VI
THE COMPANY. THE STATIC



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1. Subjective and objective senses of the company.
2. Article 230 of the CCom.
3. The non-commercial company.
4. The place where the trade is carried out.
5. The establishment.
6. The EIRL
7. The virtual company and distance commerce. Topics
8. Company protection and Industrial Property Law. Topics

CHAPTER VII

GENERAL COMMERCIAL REGIME

1. The Portuguese language and "commercial titles".
2. Remote communications.
3. Protection of commercial credit.

PART III

CHAPTER VIII

CONTRACTS AND COMMERCIAL OPERATIONS

1. Introduction. Commercial contracting.
2. The commercial mandate. The commission.
3. Commercial Distribution Agreements.
4. Current Account Agreement. Topics.
5. Commercial buying and selling. Topics.
6. Other commercial contracts. Topics.

CHAPTER IX

THE COMPANY. DYNAMICS AND VICISSITUDES

1. Structures of cooperation between companies.
2. The negotiation of the company and the establishment.
3. Commercial activity and competition. Topics.
4. Company crisis and insolvency. The CIRE. Topics.

CHAPTER X. CREDIT SECURITIES. Topics

1. Introduction. History and evolution of commercial securities, in particular credit securities.
2. Title typologies.
3. Characteristics of credit titles: (i) literality, (ii) autonomy and (iii) incorporation4. Active and passive legitimation
5. Circulation and its law. Nominative, order and bearer securities
6. Cartular situation and underlying situations. The executive convention. Immediate and mediate relationships.
7. Letter requirements. The letter and the blank booklet. The fulfillment pact.
8. Exchange transactions (i) withdrawal, (ii) acceptance, (iii) endorsement and (iv) surety.
9. Vicissitudes of the letter and the promissory note.

CHAPTER XI THE CREDIT. Topics

1. Notion of credit.
2. The swear.
3. Access to credit and banking.



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4. The bank account.
5. Credit granting operations.
6. Credit guarantees.

## 19. Assessment Methods

Assessment Methods: 2 Written tests. Oral interventions in class.

## 20. Didactic Resources

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

## 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: Company; Establishment; Merchant; Commercial contracts; Credit titles; Insolvency



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## 23. Main Bibliography

| | | | |
|---|---|---|---|
| Author(s): | Cordeiro, A. Menezes | | |
| Title: | Direito Comercial | | |
| Edition: | 5ª | Year: | 2022 |
| Local: | Coimbra | | |
| Publisher: | Almedina | | |

| | | | |
|---|---|---|---|
| Author(s): | Abreu, J. Coutinho de | | |
| Title: | Curso de Direito Comercial, I | | |
| Edition: | 12.ª | Year: | 2021 |
| Local: | Coimbra | | |
| Publisher: | Almedina | | |

| | | | |
|---|---|---|---|
| Author(s): | Correia, Miguel Pupo | | |
| Title: | Direito Comercial | | |
| Edition: | 14.ª | Year: | 2018 |
| Local: | Lisboa | | |
| Publisher: | Ediforum | | |

## 24. Complementary Bibliography

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|---|---|---|---|
| Author(s): | | | |
| Title: | | | |
| Edition: | | Year: | |
| Local: | | | |
| Publisher: | | | |

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| Título / Title | Course Unit Program 'DIREITO COMERCIAL DA EMPRESA': Academic Year 2024/2025 |
| Autor / Author | Prof. Doutor MANUEL JANUÁRIO DA COSTA GOMES |
| 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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