

CORPORATE AND FINANCIAL LAW

Degree in Finance

Code: 16807

Main Scientific Area: Administrative and Tax Law

Lecturer: Luciana Ferreira de Melo

Language of Instruction: Portuguese

Regime: S2

Contact Hours: 60h Total Workload: 108h

ECTS: 6,0

Objectives

The general objective is to enable students with knowledge and skills in matters of Business and Financial Law.

The specific objectives are intended to prepare students for understanding and the importance of creating and operating commercial companies and societies, as well as:

- 1) Understand the general concept of the company;
- 2) Know how to identify commercial companies;
- 3) Know and understand the Insolvency and Company Recovery regime;
- 4) Identify the litigation and Recognize the criminal responsibility of collective entities;
- 5) Request and use Distinctive Signs of Commerce;
- 6) Recognize the importance of competition law and fair commercial practices in consumer protection;
- 7) Understand the legal regulation of institutions, financial markets and the role of the CMVM.

The objective is, above all, to provide students with the concepts, legal instruments and basic tools so that, in the professional sphere, they know how to respond adequately to the main legal needs of the business and financial world.

Learning Outcomes

Students must be able to advise their employees on the creation of companies and commercial companies. Furthermore, they must be able to analyze commercial practices in accordance with national and European recommendations with a view to fair competition and consumer protection practices, as well as advise on how to use Distinctive Trade Signs. They must also acquire essential notions about insolvency. And also to understand the basis of regulation and supervision of the financial system, as well as to identify the institutions, markets and financial instruments.

Course Contents

CHAPTER I - COMPANIES

1. Concept of company

1.1. Company in an objective sense

1.2. Company in a subjective sense

1.3. Store

2. Trader: natural person and legal person (commercial companies)

2.1. Natural Person

2.1.1. Individual Entrepreneur

2.1.2. Individual Establishments of Limited Responsibility

2.2. Legal person (commercial companies)

2.2.1. Concept and essential elements

2.2.2. Legal personality

2.3. Types of commercial companies

2.4. Creation, dissolution and liquidation of commercial companies

3. General notions about Insolvency and Company Recovery

3.1. Assumptions of the declaration of insolvency

3.2. Essential notes on the declarative phase of insolvency proceedings

3.3. Effects of declaring insolvency.

3.4. PER - brief notion, requirements and requirements

4. "Business litigation":

4.1. Civil Procedural Law

4.1.1. Notion; types of actions and forms of process

4.1.2. AECOPEC and Injunction Procedure

4.2. Executive process

4.2.1. Executive titles and attachment

5. Economic and business criminal law

5.1. The criminal and / or administrative offense of collective entities

5.2 Infractions (crimes and administrative offenses) in company law

CHAPTER II - INDUSTRIAL PROPERTY

1. Concept and function of industrial property

2. The protection afforded by the freedom of exclusive rights

3. Distinctive signs of trade

4. A trade trade

5. Violation of Industrial Property Rights

CHAPTER III - COMPETITION, COMMERCIAL PRACTICES AND CONSUMER PROTECTION

1. Competition Legal Regime

1.2. Concentration operations

1.3. Abuse dominance

2. Unfair commercial practices

2.1. Deceptive business practices

2.2. Abusive business practices

3. Consumer protection

3.1. Consumer rights

3.2. Unfair / prohibited terms

3.3. Right of repentance

CHAPTER IV - FINANCIAL AND SECURITIES MARKET LAW

1. The money and financial market

- 1.1. The Securities Market

2. Financial instruments

3. Regulatory and control authorities

4. Sanction protection: offenses and crimes
 - 4.1. O crime, practice insider dealing (insider dealing)

 - 4.2. The crime of market manipulation

5. The role of the CMVM

Recommended Bibliography

ABREU, Jorge Manuel Coutinho de, Curso de Direito Comercial, Volume I, 12.^a ed., Almedina, Coimbra, 2019. ISBN: 9789724080192

- ASCENSÃO, Oliveira; VINCENTE, Dário Moura, Direito da Propriedade Industrial, 3.^a edição, AAFDL Editora, Lisboa, 2019. ISBN: 9789726293125

- GONÇALVES, Luís Manuel Couto, Manual de Direito Industrial, 8.^a edição, Almedina, Coimbra, 2019. ISBN: 9789724078243

- EPIFÂNIO, Maria do Rosário, Manual de Direito da Insolvência, 7^a Edição- Reimpressão 2020, Almedina, Coimbra, 2019. ISBN: 9789724077918

- GOMES, José Luís Caramelo, Lições de Direito da Concorrência, Almedina, Coimbra, 2016. ISBN: 9789724043548

- SILVA, Miguel Moura e, Direito da Concorrência, AAFDL Editora, Lisboa, 2018. ISBN: 9789726291855

- CORDEIRO, A. Barreto Menezes, Manual de Direito dos Valores Mobiliários, 2^a Edição- Reimpressão 2019, Almedina, Coimbra, 2018. ISBN: 9789724076874

- CÂMARA, Paulo, Manual de Direito dos Valores Mobiliários, 4.^a edição, Almedina, Coimbra, 2018. ISBN: 9789724077451

Learning and Teaching Methods

The syllabus contents of the curricular unit are defined to ensure that students fulfill the proposed objectives successfully. The subject matter of the curricular unit's program corresponds to that which seems essential to the competences of a professional in the financial area. The perspective is always placed on the acts that are inserted in

the future professional competences, and of the typical and most relevant activity of the companies. In this sense:

- Point 1. of Chapter I corresponds to an introduction on the concept of company defined in objective 1);
- Point 2. of Chapter I aims to satisfy objective 2) of the curricular unit;
- Point 3. of Chapter I aims to satisfy objective 3) of the curricular unit;
- Points 4. and 5. of chapter I aim to satisfy objective 4) of the curricular unit;
- Chapter II aims to satisfy objective 5) of the curricular unit;
- Chapter III life satisfies the objective 6) of the curricular unit;
- Chapter IV aims to satisfy objective 7) of the curricular unit.

Assessment Methods

The assessment methodology for the degree in Finance will be as follows:

1. To students enrolled in all the Curricular Units (CU) of the 1st year, for the first time:

Final Classification CU = 85% Assessment CU + 15% Project, in Continuous Assessment, 2nd semester Examination Period and Grade Improvement (the grade of the Project to be considered is that obtained in continuous assessment).

Final Classification CU = 100% Assessment CU, in the Special and Exceptional Period of Examination and Grade Improvement.

Validity of the Project: Continuous assessment and 2nd semester Examination Period of the academic year in which it was performed.

Assessment of CU (50h): 85%

Continuous assessmentsystem: consists in two written tests, eachonewith a weighting of 40%atthe final grade, and a written work, with a weighting of 20%atthe final grade. The classification obtained, in each of the tests, must besuperiorthan 7 values and the classification obtained, at work, must besuperiorthan 9.5 values. Assessment CU = 1st test grade * 40% + 2nd test grade * 40% + Work grade * 20%

Assessment system at2nd semester examination period: consists in 1writtenexam: Assessment CU = 100% Grade of Exam.

In both cases: there is no oral evaluation; it is not allowed the use of annotated legislation, mobile phones, smartphones or smartwatches during the tests/exams.

Project: 15%

The project is compulsory, as well as the attendance to Skills classes and the Sprint Weeks (25.05.2023 until 07.06.2023). The groups must be completed by 03.03.2023.

2. To Students who are not enrolled in all 1st year CU, for the first time, the Evaluation Methodology referred in point 1 applies. However, instead of the project, these students must do a substitute work. These students must communicate to the teacher of the CU, until 03.03.2023, that they will perform the substitute work, so the teacher can define the groups and the topic of the work. In the absence of communication, it is assumed that the student does not intend to do the substitute work.

3. To students with student-worker status issued by the academic services the Evaluation Methodology referred in point 1 applies. However, these students may choose to do the project or the substitute work. The option must be communicated to the finance degree director until 28.02.2023. In the absence of communication, it is assumed that the student does not intend to do the project/substitute work.

4. To the students that do not do the project/substitute work, the following rules apply:

Continuous Assessment: the student has missed an element of assessment and thus the Final Classification CU = Failed;

2nd semester Examination Period: zero is considered in the component of the evaluation concerning the project/substitute work, so Final Classification CU = 85% Assessment CU;

Grade Improvement: zero is considered in the component of the evaluation concerning the project/substitute work, so Final Classification CU = 85% Assessment CU.