

SYLLABUS

TITLE:	Commercial Law I
CODE:	ADM 201
PREREQUISITE:	N/A
CREDITS:	3 credits 45 hours contact 1 term

DESCRIPTION

Study of the fundamentals and general concepts of commercial law that are necessary in the field of business administration based on the constitutional foundations applicable to Puerto Rico. It focuses on the study of the person, the sources of obligations, and property from the perspective of how they affect the exercise of trade and business. It also introduces the fundamental aspects of commercial law from the local perspective as well as interstate and international trade. It makes reference to legislation and jurisprudence in Puerto Rico and the United States.

JUSTIFICATION

Knowledge of the legal framework applicable to the exercise of trade is essential for all business administration students, for it contributes to their professional growth and development. In order to comply with the legal obligations that affect the professional performance of the entrepreneur and/or business professional, it is essential to know the provisions of the applicable laws and regulations, be aware of the legal implications of the decisions to be made, be able to exercise due foresight and caution when acting, and anticipate the consequences and obligations associated with agreements, both from a national and international perspective. This course provides the participant with the minimum sources, scenarios, and experiences to acquire the critical judgment a business professional must develop.

COMPETENCES

The course develops in the student the following competences:

- **Communication**
- **Teamwork**
- **Research and exploration**

OBJECTIVES

At the end of the course, students will be trained to:

1. Know the constitutional foundations of Puerto Rico and the individual guarantees of the citizens of the Island regarding their relationship with the federal government of the United States as a frame of reference for their business performance.
2. Interpret the sources of law and contracting in general, as well as know how these affect decisions in the business world.
3. Identify scenarios of responsibility for acts or omissions in professional performance.
4. Apply basic legal provisions that regulate commercial relations in the jurisdiction of Puerto Rico, in its relationship with the federal government of the United States, and in the global environment.
5. Recognize the fundamentals of an investigation applied to the establishment and/or termination of a business.
6. Value the ethical and social responsibility element in commercial law.

CONTENTS

- I. Principles and Foundations of Law
 - A. Background of the Law
 - B. Classification of the Law
 1. Natural Law
 2. Positive Law
 - a. Public/Constitutional, Administrative, Criminal
 - b. Private/Civil, Labor, Commercial
 - C. Constitutional Basis
 1. Democratic System – Separation of Powers
 2. Constitution of the United States
 3. Constitution of the Commonwealth of Puerto Rico
 4. Substantive and Procedural
- II. Person and Sources of Obligations
 - A. Person:
 1. Natural

- 2. Legal
- 3. Legal capacity
- B. Sources of Obligations
 - 1. Law
 - 2. Contracts
 - 3. Quasi-Contracts
 - 4. Non-Contractual Liability (damages)
 - 5. Crimes
- C. Obligations
 - 1. Types of Obligations
 - 2. Types of Conditions
 - 3. Extinguishment of Obligations
 - a. General Modes
 - b. Special Modes
 - 4. Performance guarantees

III. Contracts

- A. Definition
- B. Essential Elements
 - 1. Consent
 - 2. Object
 - 3. Cause
- C. Validity of Consent
 - 1. Capacity
 - 2. Willingness
 - 3. Defect
- D. Exceptions to Specific Compliance
- E. Type of Contracts Used in Trade
 - 1. Buying and selling
 - 2. Leasing
 - 3. Transfer
 - 4. Loan
 - 5. Bond, pledge, and mortgage
 - 6. Agency or Commercial Commission (Mandate)
 - 7. Deposit
 - 8. Transportation
- F. Solemn contracts
 - 1. Real Estate Gift
 - 2. Mortgage
 - 3. Prenuptial Agreements
 - 4. Trading Company

- 5. Mandate-Power
 - G. Best Evidence Rule
 - H. Remedies for Noncompliance
- IV. Tort Liability and Offenses
- A. Tort Liability (Damages)
 - 1. Definition (Arts. 1802-1810)
 - 2. Dimension of Responsibility:
 - a. Direct
 - b. Indirect and vicarious
 - c. Fiduciary
 - d. Negligence
 - e. Standard of Due Care
 - f. Torts & Strict Liability
 - B. Crimes (Penal Code)
 - 1. Nature and Elements of the Crime
 - 2. Classification of Crimes and Penalties
 - 3. White-Collar and Cybercrimes
 - 4. Criminal Procedure and Procedural Rights
- V. Property Law and Intellectual Property
- A. Concept – Ownership and Possession
 - B. Classification of Goods
 - 1. Tangible and Intangible
 - 2. Real and Personal Property
 - 3. Fungibles and non-fungible
 - 4. Public and private
 - C. Acquisition and Transfer of Ownership
 - 1. Occupation
 - 2. Accession
 - 3. Gift
 - 4. Bequest
 - 5. Contract
 - 6. Adverse possession
 - D. Industrial and Intellectual Property
 - 1. Trademark Law
 - 2. Patents and Copyrights
- VI. Business and Commercial Practice
- A. General Business Concepts
 - 1. Commercial

2. Business firm
3. Business Register
- B. Ways of Doing Business
 1. Individual trader
 2. Partnerships and special partnerships
 3. Corporations
- C. Business Cessation
 1. Voluntary and involuntary cessation
 2. Bankruptcy (Federal Bankruptcy Law)
- D. Negotiable Instruments
 1. Definition
 2. Requirements
 3. Types of Negotiable Instruments
 4. Federal and International Legislation Associated with Commercial Transactions and Negotiable Instruments

METHODOLOGY

The following strategies of the active learning methodology are recommended:

- Lectures, readings, videos, discussion of cases, and simulation scenarios by students
- Applied analysis of legal provisions related to the business world
- Final team research to legally establish a mock business

EVALUATION

Applied exercises and/or case studies	40%
Partial exams	35%
Final Work – Research	<u>25%</u>
Total	100%

LEARNING ASSESSMENT

The institutional assessment rubric is applied to the core activity of the course.

BIBLIOGRAPHY

Constitution of the United States of America.

Constitution of the Commonwealth of Puerto Rico.

Civil Code of Puerto Rico, 1930, as amended.

Commercial Code.

Penal Code of 2012, as amended.

Corporations Law.

Kustron, Konnie G., *Introduction to the American Legal System*, 1st edition, 2013,

www.bookboon.com

Minke, August, *Conducting Transatlantic Business*, 3rd edition, 2012,

www.bookboon.com

Sarna, Lazar, *Law for the Business Student*, 2012, www.bookboon.com

WEBSITE LINKS

- <http://www.findlaw.com>
- <http://www.microjuris.com>
- <http://www.lexjuris.com>
- <http://www.law.com>
- <http://www.loislaw.com>
- <http://www.prlex.com>
- <http://www.lexisnexis.com/hottopics/lawsopfpuertorico/>
- Cintrón, Carmen R., Copyright - <http://gsicursos.sagrado.edu/copyrightsmodule/>

Videos and other website links

- The American Form of Government
<https://www.youtube.com/watch?v=DioQooFlcgE>
- Magna Carta <https://www.youtube.com/watch?v=4qj2vpp9Wf4>
- Declaration of Independence of the United States of America (USA)
<https://www.youtube.com/watch?v=5oPXd5-L13o>
- Jefferson explains the Declaration
https://www.youtube.com/watch?v=TJ09XudWg_8
- U.S. Constitution and Bill of Rights:
 - Bill of Rights I <https://www.youtube.com/watch?v=vmLosRzNRqA>
 - Bill of Rights II <https://www.youtube.com/watch?v=fndm9kPEZhs>
 - Amendments
<https://www.youtube.com/watch?v=MyhSxhLwhAk&list=PL4F4AA2911181573F&index=3>
 - Disney Version - Bill of Rights
<https://www.youtube.com/watch?v=f2CRoVuBz3Q>
- The First Republic https://www.youtube.com/watch?v=_KnPB37YB7I
- Constitution of the Commonwealth of Puerto Rico (Commonwealth):

- The Constitution and Government of Puerto Rico
<https://www.youtube.com/watch?v=fNxJ1WAGgHI>
 - History of the Commonwealth's Constitution
<https://www.youtube.com/watch?v=-hqnoezirNc>
- Freedom of Expression and the Internet – Interamerican Commission on Human Rights
<https://www.youtube.com/watch?v=YaTvcMCrcNg>
- Commercial Speech and Advertising Law Info.com
<https://www.youtube.com/watch?v=rMS4Jv2ppXU>
- Commercial speech/quimbee.com
<https://www.youtube.com/watch?v=zgZyjpl3WkM>
- Obligations - <https://www.youtube.com/watch?v=eUj6y4ZOFoU>
- Summary of Obligations <https://www.youtube.com/watch?v=0WRTmlZ7rHo>
- Elements of the Contract - https://www.youtube.com/watch?v=3Tx_gvkO8Ws
- Causes of Relative Nullity of Contracts -
<https://www.youtube.com/watch?v=NxNEh3cyqR4>
- Defects of consent - <https://www.youtube.com/watch?v=6SMMMyMnu8n4>
- Error, fraud, and bad faith - <https://www.youtube.com/watch?v=5l373jx5MDs>
- Unlawful Object - <https://www.youtube.com/watch?v=Gkbp5tpMkLo>
- Common Law Contracts - <https://www.youtube.com/watch?v=pJvkzpMDqsw>
- Contract Law: Offer - <https://www.youtube.com/watch?v=Gx8H4Ad8j8o>
- Contract Law: Offer and Acceptance -
<https://www.youtube.com/watch?v=07N2TyHI020>
- Contract Law: Consideration - <https://www.youtube.com/watch?v=iFumso36f9Y>
- Contracts: Mailbox Rule
 - <https://www.youtube.com/watch?v=DYPxTYLg-HE>
 - What is the Mailbox Rule?
<https://www.youtube.com/watch?v=BLNRiWWHINY>
- Contracts: Statute of Frauds –
<https://www.youtube.com/watch?v=FJKB72OZMZ8>
- Commercial Law (http://www.law.cornell.edu/wex/Commercial_law)
- Definition Commercial Law (<http://definicion.de/derecho-mercantil/>)
- Sales Contract, José Carlos de la Fuente,
<https://www.youtube.com/watch?v=eGm0ZJWREU8>
- Purchase and Sale agreement, Julián Díaz Herrera,
<https://www.youtube.com/watch?v=UrBhCMc7TKc>
- Contracts for the Sale of Goods - UCC, Sara Meller,
<https://www.youtube.com/watch?v=Z-nqWTHNGaY>
- International Sales Contract, Hans Alberto Zavala,
<https://www.youtube.com/watch?v=8EJO4bN0SxU>
- What is tort and what tort is not?
<https://www.youtube.com/watch?v=jQ6smN3lcnY>
- An Overview of Torts Law - <https://www.youtube.com/watch?v=f6TUiejBILE>
- PUCP What is tort liability? - <https://www.youtube.com/watch?v=9nf2-tlRCHY>
- U Deusto, English Law, Tort Liability -
https://www.youtube.com/watch?v=wIWW-Vj-_FY
- Steven Louth, White Collar Crime -
<https://www.youtube.com/watch?v=cHTQ3TCQUoU>

- The Business of White-Collar Crime - <https://www.youtube.com/watch?v=MEoYxQgYT2w>
- White-Collar Crime - https://www.youtube.com/watch?v=OA_Xp9CK7Ac
- Real Property Law - <https://www.youtube.com/watch?v=NVGkozr6W2A>
- Real and Personal Property Law - <https://www.youtube.com/watch?v=nbWHvbZSdQw>
- Property Law (PUCP) - <https://www.youtube.com/watch?v=98VA7gxAgs0>
- What is intellectual property? <https://www.youtube.com/watch?v=NfLSAPHxHjA>
- How is intellectual property protected in Peru? https://www.youtube.com/watch?v=od_AO3XtzSc
- Industrial Property - <https://www.youtube.com/watch?v=USdzHnSZ3OU>
- Payments against a PayPal account <https://www.paypal.com/cy/webapps/mpp/home>
- Electronic transactions by credit card or bank account
- BitCoin <https://www.weusecoins.com/>
- Foreign currency, e.g., Dinars <https://quizlet.com/77514111/negotiable-instruments-and-digital-banking-flash-cards/>

Find more information resources related to the course topics on the library page <http://biblioteca.sagrado.edu/>

REASONABLE ACCOMMODATION

To obtain detailed information on the process and the required documentation, you must visit the corresponding office. To guarantee equal conditions, in compliance with the ADA (1990) and the Rehabilitation Act (1973), as amended, all students who need reasonable accommodation services or special assistance must complete the process established by the Vice Presidency for Academic Affairs.

ACADEMIC HONESTY, FRAUD AND PLAGIARISM

Any student who misses the policy of honesty, fraud and plagiarism is exposed to the following sanctions: received a grade of zero in the evaluation and/ or repetition of the work in the course, grade of F (*) in the seminar: suspension or expulsion as established in the Academic Honesty Policy document (DAEE 205-001) effective August 2005.

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