

## **SYLLABUS**

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

### **DESCRIPTION**

This course studies the fundamentals and general concepts of commercial law necessary to work in the field of Business Administration stemming from the constitutional bases 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 commerce and business. It also introduces the fundamental aspects of commercial law, both from the local, interstate, and international trade perspectives. The course references the legislation and jurisprudence of Puerto Rico and the United States.

### **JUSTIFICATION**

Knowledge of the legal framework applicable to the exercise of commerce is essential for every Business Administration student as 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 professional associated with the business, it is essential to know the provisions of the applicable laws and regulations; to be aware of the legal implications of the decisions to be made; to be able to exercise due foresight and caution when acting; and to anticipate the consequences and obligations associated with the agreements, both from a national and international perspective. This course provides the participant with the sources, scenarios, and minimum experiences to acquire the critical judgment that the business professional must develop.

## **COMPETENCES**

The course develops the following competences in students:

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

## **OBJECTIVES**

After completion of the course, students will be able to:

1. Know the constitutional foundations of Puerto Rico and the individual guarantees of the citizens of Puerto Rico in 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 how they affect decisions in the business world.
3. Identify scenarios of liability 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 essential fundamentals of an investigation applied to the establishment and/or cessation of a business.
6. Value the ethical and social responsibility element in commercial law.

## **CONTENTS**

- I. Principles and foundations of law
  - A. Background to 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 bases
    1. Democratic system - separation of powers
    2. U.S. Constitution
    3. Constitution of the Commonwealth of Puerto Rico (ELA)
    4. Substantive and procedural
- II. Person and Sources of Obligations
  - A. Person:

1. Natural
  2. Juridical
  3. Legal capacity
- B. Sources of obligations
  1. Law
  2. Contracts
  3. Quasi contract
  4. Non-contractual liability (damages)
  5. Delicts
- C. Obligations
  1. Types of obligations
  2. Types of conditions
  3. Extinction of obligations
    - a. General modes
    - b. Special modes
  4. Compliance guarantees
- III. Contracts
  - A. Definition
  - B. Essential elements
    1. Consent
    2. Object
    3. Cause
  - C. Validity of consent
    1. Capacity
    2. Voluntariness
    3. Vices
  - D. Exceptions to Specific Compliance
  - E. Type of Contracts Used in Trade
    1. Purchase-sale
    2. Leasing
    3. Swap
    4. Loan
    5. Deposit, pledge, and mortgage
    6. Agency or Mercantile Commission (Mandate)
    7. Deposit

- 8. Transportation
- F. Solemn contracts
  - 1. Donation of real estate
  - 2. Mortgage
  - 3. Pre-nuptial agreements
  - 4. Commercial company
  - 5. Mandate-power
  - 6. Best evidence rule
  - 7. Remedies for noncompliance
- IV. Noncontractual Liability (Tort) and Offences
  - A. Tort (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. Offences (Penal Code)
    - 1. Nature and elements of the offence
    - 2. Classification of offences and penalties
    - 3. White collar crime and computer crime
    - 4. Criminal procedure and procedural rights
- V. Property Law and Intellectual Property
  - A. Concept of ownership and possession
  - B. Classification of goods
    - 1. Corporal and incorporeal
    - 2. Movable and immovable property
    - 3. Fungible and non-fungible
    - 4. Public and private
  - C. Acquisition and transfer of ownership
    - 1. Occupation
    - 2. Accession
    - 3. Donation
    - 4. Inheritance
    - 5. Contract
    - 6. Acquisitive prescription

- D. Industrial property and intellectual property
  - 1. Trademark law
  - 2. Patents and copyright
- VI. Business and Trading
  - A. General commercial concepts
    - 1. Commercials
    - 2. Commercial signature
    - 3. Commercial register
  - B. Ways of doing business
    - 1. Sole trader
    - 2. Companies and special partnerships
    - 3. Corporations
  - C. Cessation of business
    - 1. Voluntary and involuntary termination
    - 2. Bankruptcy (Federal Bankruptcy Law)
  - D. Negotiable instruments
    - 1. Definition
    - 2. Requirements
    - 3. Types of tradable instruments
    - 4. Federal and international legislation associated with commercial transactions and negotiable instruments

## **METHODOLOGY**

The following strategies from the active learning methodology are recommended:

- Conferences, readings, videos, case discussions, and simulation scenarios from the students
- Applied analysis of the legal provisions related to the world of business
- Final team research to legally establish a simulated business

## **EVALUATION**

Applied exercises and/or case studies	40%
Partial exams	35%
Final work - research	25%
<b>Total</b>	<hr/> 100%

## **LEARNING ASSESSMENT**

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

## BIBLIOGRAPHY

Civil Code of Puerto Rico, 1930, as amended

Commercial Code

Constitution of the Commonwealth of Puerto Rico

Constitution of the United States of America

Corporation Law

Kustron, K. G. (2013). *Introduction to the American Legal System* (1<sup>st</sup> ed.).

[www.bookboon.com](http://www.bookboon.com)

Minke, A. (2012). *Conducting Transatlantic Business* (3<sup>rd</sup> ed.). [www.bookboon.com](http://www.bookboon.com)

Penal Code, 2012, as amended.

Sarna, L. (2012). *Law for the Business Student*. [www.bookboon.com](http://www.bookboon.com)

## ELECTRONIC 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/lawsofpuertorico/>
- Cintrón, C. R. *Copyright* - <http://gsicursos.sagrado.edu/copyrightsmodule/>

## VIDEOS AND OTHER ELECTRONIC LINKS

- The American Form of Government - <https://www.youtube.com/watch?v=DioQooFlcgE>
- Magna Carta - <https://www.youtube.com/watch?v=4qj2vpp9Wf4>

- Declaración de Independencia de los Estados Unidos de América (EUA) - <https://www.youtube.com/watch?v=5oPXd5-L13o>
- Jefferson explica la Declaración - [https://www.youtube.com/watch?v=TJ09XudWg\\_8](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](https://www.youtube.com/watch?v=_KnPB37YB7I)
- Constitution of the Commonwealth of Puerto Rico:
  - La Constitución y el Gobierno de Puerto Rico - <https://www.youtube.com/watch?v=fNxJ1WAGgHI>
  - Historia de la Constitución del ELA - <https://www.youtube.com/watch?v=-hqn0ezirNc>
- Libertad de Expresión e Internet – Comisión Interamericana de Derechos Humanos <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=zgZyipl3WkM>
- Obligaciones - <https://www.youtube.com/watch?v=eUj6y4ZOFoU>
- Resumen de obligaciones <https://www.youtube.com/watch?v=0WRTmlZ7rHo>
- Elementos del contrato - [https://www.youtube.com/watch?v=3Tx\\_gvkO8Ws](https://www.youtube.com/watch?v=3Tx_gvkO8Ws)
- Causas de nulidad relativa de los contratos - <https://www.youtube.com/watch?v=NxNEh3cyqR4>
- Vicios del consentimiento - <https://www.youtube.com/watch?v=6SMMMyMnu8n4>
- Error, dolo y mala fe - <https://www.youtube.com/watch?v=5l373jx5MDs>
- Objeto ilícito - <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](http://www.law.cornell.edu/wex/Commercial_law)
- Definición Derecho Mercantil - <http://definicion.de/derecho-mercantil/>
- De la Fuente, J. C., Contrato de compraventa - <https://www.youtube.com/watch?v=eGm0ZJWREU8>
- Díaz Herrera, J., Contrato de “compraventa” - <https://www.youtube.com/watch?v=UrBhCMc7TKc>
- Meller, S., Contracts for sale of goods, UCC - <https://www.youtube.com/watch?v=Z-nqWTHNGaY>
- Zavala, H. A., Contrato de compraventa internacional - <https://www.youtube.com/watch?v=8EJO4bN0SxU>
- What is torts and what Torts is not? - <https://www.youtube.com/watch?v=jQ6smN3lcnY>
- An overview of Torts Law - <https://www.youtube.com/watch?v=f6TUiejBILE>
- PUCP ¿Qué es la responsabilidad extracontractual? - <https://www.youtube.com/watch?v=9nf2-tlRCHY>
- U Deusto, Derecho inglés, Responsabilidad extracontractual - <https://www.youtube.com/watch?v=wVW-Vj- FY>
- Louth, S., White collar crime - <https://www.youtube.com/watch?v=cHTQ3TCQUoU>
- The Business of White-Collar Crime - <https://www.youtube.com/watch?v=MEoYxQgYT2w>
- Delito de cuello blanco - [https://www.youtube.com/watch?v=OA\\_Xp9CK7Ac](https://www.youtube.com/watch?v=OA_Xp9CK7Ac)
- Real Property Law - <https://www.youtube.com/watch?v=NVGkozr6W2A>
- Derecho Real y Personal - <https://www.youtube.com/watch?v=nbWHvbZSdQw>
- Derecho de Propiedad (PUCP) - <https://www.youtube.com/watch?v=98VA7gxAgS0>
- ¿Qué es la propiedad intelectual? - <https://www.youtube.com/watch?v=NfLSAPHxHjA>



- ¿Cómo se protege la propiedad intelectual en Perú? - [https://www.youtube.com/watch?v=od\\_AO3XtzSc](https://www.youtube.com/watch?v=od_AO3XtzSc)
- Propiedad industrial - <https://www.youtube.com/watch?v=USdzHnSZ3OU>
- Pagos contra una cuenta de PayPal - <https://www.paypal.com/cy/webapps/mpp/home>
- Transacciones electrónicas mediante tarjeta o cuenta de banco Bitcoin - <https://www.weusecoins.com/>
- Moneda extranjera, por ejemplo, Dinares - <https://quizlet.com/77514111/negotiable-instruments-and-digital-banking-flashcards/>

For more information resources related to the course's topics, access the library's webpage <http://biblioteca.sagrado.edu/>

## **REASONABLE ACCOMMODATION**

For detailed information on the process and required documentation you should visit the corresponding office. To ensure equal conditions, in compliance with the ADA Act (1990) and the Rehabilitation Act (1973), as amended, any student in need of reasonable accommodation or special assistance must complete the process established by the Vice Presidency for Academic Affairs.

## **ACADEMIC INTEGRITY**

This policy applies to all students enrolled at Universidad del Sagrado Corazón to take courses with or without academic credit. A lack of academic integrity is any act or omission that does not demonstrate the honesty, transparency, and responsibility that should characterize all academic activity. Any student who fails to comply with the Honesty, Fraud, and Plagiarism Policy is exposed to the following sanctions: receive a grade of zero in the evaluation and / or repetition of the assignment in the seminar, a grade of F (\*) in the seminar, suspension, or expulsion as established in the Academic Integrity Policy effective in November 2022.

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