

UNIVERSITY OF ECONOMICS - VARNA
FACULTY OF FINANCE AND ACCOUNTING
DEPARTMENT OF LEGAL STUDIES

Adopted by the FC (record №11/ 25.04.2024)

Adopted by the DC (record №11/ 15.04.2024)

ACCEPTED BY:

Dean:

(Assoc. Prof. Dr. Daniela Georgieva)

SYLLABUS

SUBJECT: COMMERCIAL LAW

DEGREE PROGRAMME: All programmes (except “Informatics and Computer Science” and “Mobile and Web Technologies”); **BACHELOR’S DEGREE**

YEAR OF STUDY: 3; SEMESTER: 5

TOTAL STUDENT WORKLOAD: 180 hours; incl. curricular 60 hours

CREDITS: 6

DISTRIBUTION OF STUDENT WORKLOAD ACCORDING TO THE CURRICULUM

<i>TYPE OF STUDY HOURS</i>	WORKLOAD, hours	TEACHING HOURS PER WEEK, hours
CURRICULAR: incl. <ul style="list-style-type: none">LECTURESSEMINARS / LAB. EXERCISES	30 30	2 2
EXTRACURRICULAR	120	-

Prepared by:

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I. ANNOTATION

The curriculum of the course "Commercial Law" is designed for students in the Bachelor's degree, all majors (excluding "Informatics and Computer Science", "Mobile and Web Technologies", "Data Science").

It includes basic topics of Commercial Law, which deal with the main legal institutes and the relevant legal relations. At the same time, it includes current trends in the development of Commercial Law. The key topics in the discipline are related to the legal-organizational forms for carrying out commercial activity, the requirements for traders, the different types of commercial transactions and the matter of commercial insolvency.

The aim of the course is to provide students with up-to-date knowledge in the field of Commercial Law, actually needed in their future practice and professional realization.

The lecture course is developed in accordance with the dynamics of changing legislation and provides up-to-date information on the legal framework, while also offering an analysis of established theoretical propositions and their practical application. In view of the current trends towards the increasing use of digital society services, the curriculum focuses on problems related to the conclusion of distance and electronic contracts.

The expected results of the study of the discipline "Commercial Law" by the students are: acquiring knowledge of the basic institutes of commercial legislation and understanding of their essence; real application of the acquired legal knowledge through their use in specialized economic and management disciplines; formation of the ability to handle specialized legal acts (the Commercial Act, the Obligations and Contracts Act and other laws and regulations) and building the ability to understand and use them in the assessment and solution of individual practical problems.

The team's efforts are also focused on students' specific practical skills based on the knowledge they acquire during the lecture course. To this end, independent work with legal acts is stimulated during the course, using up-to-date resources available electronically. Students are encouraged to deepen their knowledge of individual commercial contracts by developing opportunities to work independently with them and are also introduced to relevant case law. The connection with practice and business is also essential for the educational process - during the training, access to the examination of court cases, meetings with practitioners, discussions are provided whenever possible.

The methods applied in the training, namely: solving cases and tasks, including through active work via the university e-learning platform; visits to the practice; analyzing topics and participating in discussions; developing the ability to master specific legal terminology and its correct application in practice should contribute to the development of the following key competences: literacy/linguistic competence, digital competence, civil/active citizenship competence, entrepreneurial competence, multilingualism competence.

II. THEMATIC CONTENT

№	TITLE OF UNIT AND SUBTOPICS	NUMBER OF HOURS		
		L	S	L.E.
Theme 1. CONCEPT OF COMMERCIAL LAW. GENERAL DOCTRINE OF THE MERCHANT		2	2	
1.1.	Commercial Law – subject, method, sources, system			
1.2.	Concept of merchant. Types. Common legal features. Concept of firm, seat and registered office.			
1.3.	Legal regime of the commercial enterprise			
Theme 2. COMMERCIAL REPRESENTATION		2	2	
2.1.	Concept of commercial representation and types of sales representatives			

2.2.	Procurator. Agent. Shop assistant.			
2.3.	Sales representative. Broker.			
Theme 3. TYPES OF MERCHANTS		2	2	
3.1.	Sole proprietor – concept and characteristics.			
3.2.	Associations in Commercial Law. General characteristics of the trade companies. The cooperation as a merchant.			
Theme 4. PERSONAL COMMERCIAL COMPANIES		2	2	
4.1.	General partnership - concept and incorporation, legal regime of the rights and obligations of the partners, management, dissolution of the partnership and termination of partners' participation.			
4.2.	Limited partnership - concept and incorporation, legal regime of the rights and obligations of the partners, management, dissolution of the partnership and termination of partners' participation.			
Theme 5. LIMITED LIABILITY COMPANY. VARIABLE CAPITAL COMPANY.		2	2	
5.1.	Limited liability company – general characteristics and incorporation. Capital, property, shares. Rights and obligations of the partners. Management. Dissolution.			
5.2.	Variable capital company - general characteristics and incorporation. Capital, property, shares. Rights and obligations of the partners. Management. Dissolution.			
Theme 6. JOINT STOCK COMPANY. PARTNERSHIP LIMITED BY SHARES.		2	2	
6.1.	Joint stock company - general characteristics and incorporation. Capital, property, shares. Bonds. Rights and obligations of the partners. Management. Dissolution.			
6.2.	Partnership limited by shares - general characteristics and incorporation. Rights and obligations of the partners. Management. Dissolution.			
Theme 7. TRANSFORMATION OF COMMERCIAL COMPANIES.		2	2	
7.1.	Concept and forms of transformation. Factual content of the transformation.			
7.2.	Effect of transformation. Protection of the rights of the creditors, shareholders/partners.			
7.3.	Transformation through change of the type (legal form) – concept and factual content. Transformation by transfer of property to the sole owner – concept, factual content and consequences.			
Theme 8. DISSOLUTION AND LIQUIDATION OF COMMERCIAL COMPANIES. COMBINATIONS.		2	2	
8.1.	Concept of dissolution. Concept of liquidation. Stages of the liquidation procedure. Liquidator – legal status, rights and obligations.			
8.2.	Combinations of merchants – essence and purpose of the combinations. Types of combinations. Consortium. Holding.			
Theme 9. GENERAL CHARACTERISTICS OF COMMERCIAL TRANSACTIONS.		2	2	
9.1.	Concept of commercial transaction. Criteria for determining the commercial character of the transactions. Types.			
9.2.	Conclusion commercial transactions. Performance and non-performance of commercial transactions. Specifics. Commercial securities.			
Theme 10. COMMERCIAL SALES		2	2	
10.1.	Concept of commercial sale. General characteristics. Types. Property and obligatory effect of the contract.			
10.2.	Special commercial sales – legal regime. Transit sale. Sale in installments. Sale with a buyback option. Sale with advance payment			

	of the price. Sale at a public auction with open bidding.			
Theme 11. LEASING CONTRACT		2	2	
11.1	Concept and characteristic. Types of leasing.			
11.2	Rights and obligations of the parties. Subleasing.			
Theme 12. COMMISSION CONTRACT. FORWARDING CONTRACT.		2	2	
12.1	Commission contract – concept and general characteristics. Obligations of the parties. Termination.			
12.2	Forwarding contract - concept and general characteristics. Obligations of the parties. Termination.			
Theme 13. CONTRACT OF CARRIAGE.		2	2	
13.1	Concept and general characteristics of the contract of carriage.			
13.2	Types of contracts of carriage.			
Theme 14. COMMERCIAL BANKRUPTCY		2	2	
14.1	Protection in case of indications of insolvency. Restructuring proceedings.			
14.2	Concept of commercial bankruptcy. General characteristics. Pre-conditions for initiation of the procedure.			
14.3	Bankruptcy estate.			
14.4	Organs in the bankruptcy proceedings.			
Theme 15. STAGES IN THE BANKRUPTCY PROCEEDINGS		2	2	
15.1	Decision for declaration the initiating the bankruptcy proceedings. Safeguarding measures for supplying the bankruptcy estate.			
15.2	Security measures. Presentment of receivables.			
15.3	Administration plan of the enterprise. Completion of the bankruptcy proceedings.			
Total:		30	30	

III. FORMS OF CONTROL:

№	TYPE AND FORM OF CONTROL	Number	extracurricular, hours
1.	Midterm control		
1.1.	Cases and practical tasks	2	20
1.2.	Work with normative acts and drafts of documents	1	20
1.3.	Test	1	30
1.4.	Independent work (preparation and presentation) on a predefined topic	1	20
Total midterm control:		5	90
2.	Final term control		
2.1.	Examination (test)	1	30
Total final term control:		1	30
Total for all types of control:		6	120

IV. LITERATURE

REQUIRED (BASIC) LITERATURE:

1. Бъчварова, М., Вladoва-Иванова, В., Цветковска, М. Търговско право. Варна: Унив. Изд. Наука и икономика, 2022
2. Герджиков, О. Учебник по търговско право. Част втора. Търговски сделки. София: ИК „Труд и право“, 2022

RECOMMENDED (ADDITIONAL) LITERATURE:

1. Бъчварова, М. Търговска несъстоятелност - правни и икономически теоретико-приложни аспекти. Варна,; Универс. Изд. Наука и икономика, 2018
2. Бъчварова, М. Особенности в правния режим на търговската продажба. Правото и бизнесът в съвременното общество. Варна, Наука и икономика. 2010, с. 102-11
3. Вladoва-Иванова, В. По някои въпроси за дружеството с променлив капитал. Правото и бизнесът в съвременното общество. Сборник с доклади от 6-та национална научна конференция 19 октомври 2023. Издателство „Наука и икономика“ ИУ – Варна, 2024, с.91-99
4. Вladoва-Иванова, В. Клаузата форсмажор в търговските договори. Известия. Икономически университет-Варна, 2019 , бр. 1, с. 40-52
5. Герджиков, О. Учебник по търговско право. Част първа. Търговци. София : ИК „Труд и право“, 2021
6. Цветковска, М. Управление на дружеството с променлив капитал и на дружеството с ограничена отговорност – сравнителноправни аспекти. Правото и бизнесът в съвременното общество. Сборник с доклади от 6-та национална научна конференция 19 октомври 2023. Издателство „Наука и икономика“ ИУ – Варна, 2024, с. 108-119
7. Цветковска, М. За характера на отговорността на управителя на дружеството с ограничена отговорност. Известия. ИУ-Варна, 2019, бр. 2, с.141-155