

## UČNI NAČRT PREDMETA / COURSE SYLLABUS

<b>Predmet:</b>	Gospodarsko pravo
<b>Course title:</b>	Business Law

**ECTS 6**

### Namen predmeta:

Namen predmeta je, da študentje spoznajo in razumejo pravne okvire, temeljne pojme in institute korporacijskega prava (prava družb) in prava gospodarskih poslov. Študentje se zavedajo celovitosti pravnega položaja, pravic in obveznosti gospodarskih subjektov na trgu ter pridobijo temeljna znanja za ustanavljanje gospodarskih subjektov ter za sklepanje/ oblikovanje pravnih poslov.

### Course purpose:

The course purpose is that students know and understand basic principles and doctrines in the area of business law. Students will be aware of the integrity/complexity of the legal position, the rights and obligations of economic operators on the market and acquire basic knowledge for the establishment of companies and the conclusion / creation of legal transactions.

### Vsebina:

1. Gospodarsko pravo: temeljni pojmi gospodarskega prava (gospodarski subjekti, gospodarske pogodbe); pravo intelektualne lastnine; konkurenčno pravo; pravni viri gospodarskega prava; institucije gospodarskega prava (nacionalne, evropske, mednarodne).
2. Pravo družb: opredelitev in razvrstitev gospodarskih družb; statusne značilnosti gospodarskih družb; ustanovitev gospodarskih družb; sodni register; poslovni register; portal e-vem; portal AJPES. Temeljne značilnosti pravnih oblik za opravljanje gospodarske dejavnosti (s.p., d.o.o., d.d.). Poslovanje in zastopanje gospodarskih družb. Prenehanje gospodarskih družb.
3. Gospodarski posli: temeljne značilnosti gospodarskih poslov (pogodb) in njihova ureditev; sklepanje gospodarskih poslov (ponudba in akcept); posebnosti pri sklepanju gospodarskih pogodb (pogajanja, tender, licitacija, due diligence, skrbni pregled); posebnosti mednarodnih gospodarskih poslov (viri prava, merodajno pravo, sui generis narava gospodarskih poslov in kompleksnost poslov).
4. Načini ugotovitve obveznosti in zavarovanje plačil pri gospodarskih pogodbah (avans, ara, pogodbena kazen, zastavna pravica, poroštvo, dokumentarni akreditiv, bančna garancija).
5. Cesija, pobotanje in asignacija pri gospodarskih poslih.
6. Posamezni gospodarski posli: prodajna pogodba, zakupna pogodba, komisijska pogodba, posredniška pogodba, agencijska pogodba, pogodba o delu, špedicijska pogodba, skladiščna pogodba, gradbena pogodba, licenčna pogodba, moderni tipi pogodb.

### Content (Syllabus outline):

1. Business law: fundamental concepts of business law (companies and traders, commercial contracts), intellectual property law, competition law; legal sources of business law, institutions of business law (national, European, international).
2. Company law: definition and classification of companies; statutory characteristics of companies; Establishment of companies, court register, business registry, e-vem, AJPES. Fundamental characteristics of legal forms for the pursuit of an economic activity (sole trader, limited liability company, joint stock company), management and representation of companies, dissolution of companies.
3. Business contracts: basic characteristic of business transactions (contracts, agreements) and its regulation; conclusion of business transaction (offer and acceptance particularities of business contracts such as: negotiations, tender, auction, due diligence, legal audit, etc. Specifics of the business commercial contracts on international level (sources of Law, stipulation of the applicable law; sui generis).
4. The ways of payment and insurance of payments with general institutions for strengthening the obligations (deposit, prepayment, contract penalty, pledge, security, letter of credit, bank guarantee).
5. Assignment of a claim, Set off, Assignation in business contracts.
6. Business (commercial) contracts: Sales contract, Lease contract, Agency contract, Contract for work, Shipping contract, Contract of storage, Building contract, Licence contract, Modern types of contracts.

7. Reševanje gospodarskih sporov z arbitražo ali mediacijo. Reševanje mednarodnih gospodarskih sporov.

7. Resolving of business disputes with arbitration or mediation. Resolving of the disputes between contracting parties on an international level.

**Predvideni študijski rezultati:**  
**Znanje in razumevanje, spretnosti:**

Študent bo zmožen:

- pojasniti pravice in obveznosti družbenikov in organov v posamezni obliki gospodarske družbe,
- razlikovati med pravicami in obveznostmi strank pri posameznih vrstah pogodb in njihovih kršitvah.

Študent bo zmožen:

- poiskati pravne informacije pri različnih virih, uporabiti baze podatkov, uporabiti informacijske sisteme in baze podatkov,
- poiskati in prepoznati relevantno sodno prakso glede na vrsto pogodbe ter napovedati pravno posledico za nek konkretni primer.

Študent bo zmožen:

- argumentirano zagovarjati lastna stališča in upoštevati stališča drugih,
- izbrati najbolj primerno pravno obliko za opravljanje pridobitne dejavnosti, načrtovati postopke ustanovitve posamezne pravne oblike.

Študent bo zmožen načrtovati ureditev dejanskih razmerij komercialne narave pri pravnem prometu blaga in oseb.

**Intended learning outcomes:**  
**Knowledge and understanding, skills:**

Student will be able to:

- explain rights and obligations of stakeholders in a particular form of a company,
- distinguish between the rights and obligations of parties in individual types of contracts and their violations.

Student will be able to:

- search for legal information in different sources, using the existing databases and information systems,
- find and recognise appropriate case law according to the nature of the contract and predicting (foreseeing) the legal consequence in an actual legal case.

Student will be able:

- to argue and justify student's own viewpoints and pay regard to viewpoints and standings of others,
- choose the most appropriate form of business, planning the registration of each form of company.

Student will be able to plan the regulation of actual relationships of a commercial nature in the legal traffic of goods and persons.