

Course name **Commercial Law** *Code* IV.9. *Credit points* **2 ECTS**

Language of instruction **English**

Programme Computer Modelling and Simulation, Intelligent Energy, Biotechnology for Environmental Protection

Type of studies BSc studies

Unit running the programme Faculty of management

Course coordinator and academic teachers **Julian Maliszewski, Full Prof.**

Form of classes and number of hours

Semester	Lec.	Tut.	Lab.	Proj.	Sem.	Credit points
4	30		-	-	-	2

Learning outcomes The objectives of this course are to instruct engineering students in the principles of polish and international commerce law. Students will learn different types of business activity and forms of business organisation. They will be able to describe basic features of commercial contracts.

Prerequisites Basic knowledge of polish and english legal system.

Course description LECTURE

Commercial law – definition and sources. **An Entrepreneur.** Business Activity. Legal Forms. "Registered Entrepreneur" Status. Relationships between Commercial Entrepreneurs and Registered Enterepreneurs. Defintion of an Enterprise. Auxiliary Persons of the Entrepreneur. Dependant Auxiliary Persons"Prokurent". Independent Auxiliary Persons.m"Agent". Authorised Dealers. Franchisee
Business Name.Creation and Continued Usage of a Business Name
Principle of Business Name Honesty.Steadiness of the Business Name Business Name Unity. Exclusivity of the Business Name. Publicity Principle of the Business Name. Inalienability of the Business Name.Protection of the Business Name. **Rules of registration.** The Polish Court Register. Central Information Office. Structure. Registration procedure Consequences of Registration. The Business Activity Register
Forms of Business Organisations
The General Partnership. Characterisitics. Formation. Operation. Dissolution and Liquidation. The Limited Partnership. Characteristics. Formation. Operation. Dissolution and Liquidation. Professional Partnership. Characteristics. Formation. Operation. Dissolution and Liquidation. Limited Joint-Stock Partnership. Characteristics. Formation. Operation. Dissolution and Liquidation. **Company Law.** The Joint-Stock Company. Formation. Shares and Bonds. Dealings and the Transformation of the **Polish Capital Market.** Operation. The Management Board. The Supervisory Board. The General

Assembly. Dissolution and Liquidation.

The Limited Liability Company. Characteristics. Formation. Operation. The Management Board. The Supervisory Board. The General Meeting. Dissolution and Liquidation. **Supranational Forms of Business Organizations.** Formation. Operation. Management by Members. Management by Managers. Dissolution. Winding up

Foreign Entities in Poland: Legal Aspects. Legal Framework and Definition of a Foreign Entrepreneur. Means of Conducting Business. Representative Office. Branch. Subsidiary. Registration Requirements

Characteristic features of Commercial Contracts

Acceptance of a Revocable Offer. Permissibility of Acceptance of a Modified Offer. The "Letter of Confirmation". Exclusion of the *Ad Probationem* Form. The Criterion of Required Care for Entrepreneurs

Exclusion of the Revaluation Principal. Concluding of Contracts by Usage of Different Standard Forms of Contracts. Silence as Assent

Purchase and Sale of Goods. General Contractual Terms. Choice of Language Payment Clause. Government Approval Clause. Arbitration Clause. Force Majeure. Choice of Law and Jurisdiction. Penalty Clause. National Terms of Delivery and Payment. Main Characteristics of the Purchase and Sale Agreement. Terms of Delivery. General Provisions. Specific Provisions. Terms of Payment. International Terms of Delivery (Incoterms). EXW (Ex Works). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. FCA (Free Carrier). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. FAS (Free Alongside Ship). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. FOB (Free on Board). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. CFR (Cost and Freight). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. CIF (Cost, Insurance and Freight). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. CPT (Carriage Paid To) General Characteristics. Examples of Sellers Obligations Examples of Buyers Obligations. CIP (Carriage and Insurance Paid To). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. DAF (Delivered at Frontier). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. DES (Delivered Ex Ship). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligation. DEQ (Delivered Ex Quay). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. DDU (Delivered Duty Unpaid). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. DDP (Delivered Duty Paid). General Characteristics. Examples of Sellers Obligations. Examples of Buyers Obligations. International Terms of Payment. "Net Cash" Clause. "Cash Against Invoice". "Cash on Delivery"/"Pay on Delivery". "Cash Against Documents". International Private Law

TUTORIALS:

Not applicable

LABORATORY

Not applicable

PROJECT

Not applicable

SEMINAR

Not applicable

Form of assessment

Exam

Basic reference materials R. C. Hoerber, *Contemporary Business Law* (1982)
D. Whitman and C. D. Stoltenberg, *Commercial Law* (1985)
R. N. Corley, *Principles of Business Law* (1986).

Other reference materials

For Polish-speaking students:

Prawo gospodarcze prywatne, pod red. T.Mróż i M.Steca, Warszawa 2005
Prawo gospodarcze w zarysie, Gospodarek J., Bydgoszcz-Warszawa 2003
Prawo cywilne i handlowe w zarysie, pod red. W.J.Katnera, Kraków 2004
Polskie prawo kontraktowe. Mojak J., Widło J., Warszawa 2005

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Average student workload (teaching hours + individ.)	4 hours of teaching hours + 2 hours of individual work per week
Remarks:	
<i>Updated on:</i>	