

	UČNI NAČRT PREDMETA/COURSE SYLLABUS
Predmet:	Gospodarsko pravo
Course title	Commercial Law

Študijski program in stopnja Study programme and level	Študijska smer Study field	Letnik Academic year	Semester Semester
Upravljanje poslovnih in informacijskih sistemov / 2. stopnja	Upravljanje poslovnih sistemov	1.	2.
Business and Information Systems Management / 2 nd Cycle	Business Systems Management	1 st	2 nd

Vrsta predmeta/Course type modularni/module

Univerzitetna koda predmeta/University course code 2_UPS_1_M4_UN2

Predavanja Lectures	Seminar Seminar	Sem. vaje Tutorial	Lab. vaje Laboratory work	Teren. vaje Field work	Samost. delo Individ. work	ECTS
15		10			155	6

Nosilec predmeta/Lecturer: izr. prof. dr. Franci Avsec

Jezik/ Languages:	Predavanja/Lectures:	slovenski/Slovenian
	Vaje/Tutorial:	slovenski/Slovenian

Pogoji za vključitev v delo oz. za opravljanje študijskih obveznosti:

Prerequisites:

<ul style="list-style-type: none"> • pogoj za vključitev v delo je vpis v prvi letnik študijskega programa, • študent mora pred izpitom pripraviti in predstaviti projektno nalogo. 	<ul style="list-style-type: none"> • the condition for inclusion is entry in the first year of study, • student has to prepare, present and defend a project paper before the exam.
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Vsebina:

Content (Syllabus outline):

<ul style="list-style-type: none"> • Pojem in viri gospodarskega prava. Gospodarsko pravo kot pravni temelj gospodarskega poslovanja (poslovnega prometa) in gospodarske politike. Internacionalizacija gospodarskega prava kot odraz globalizacije. Mednarodni viri gospodarskega prava. Mednarodne vladne in nevladne organizacije, pomembne za oblikovanje pravnih pravil v gospodarskem pravu. Heteronomni 	<ul style="list-style-type: none"> • The concept and sources of commercial law. Commercial law as the legal basis for economic business (business turnover) and economic policy. Internationalization of commercial law as a reflection of globalization. International sources of commercial law. International governmental and non-governmental organizations important for the development of legal rules in
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<p>in avtonomni pravni viri. Običaji. Splošne in posebne uzance.</p> <ul style="list-style-type: none"> • Gospodarsko pravo in pravni red Evropske skupnosti. Sistematika primarnega in sekundarnega prava. Mesto mednarodnih pogodb v pravnem redu Evropske skupnosti. Značilnosti in vrste pravnih aktov sekundarnega prava. Prost pretok blaga, storitev, oseb in kapitala kot »negativna« harmonizacija. Pravne podlage in ukrepi za »pozitivno harmonizacijo«. Vloga Sodišča Evropske skupnosti pri razlagi in uporabi prava Evropske skupnosti. • Statusno gospodarsko pravo - splošni del. Podjetje in nosilec podjetja. Firma. Sedež. Dejavnost. Zastopanje. Osnove bilančnega prava. Prepoved konkurence. Varstvo poslovnih skrivnosti. Register. • Statusno gospodarsko pravo – posebni del. Pravna razvrstitev in značilnosti gospodarskih subjektov. Samostojni podjetniki in druge fizične osebe. Gospodarske družbe: osebne in kapitalske. Povezane družbe. Gospodarsko interesno združenje. Zadruga. Družba za vzajemno zavarovanje. Gospodarski subjekti, ustanovljeni na podlagi prava Evropske skupnosti (evropsko gospodarsko interesno združenje, evropska delniška družba, evropska zadruga). Statusno preoblikovanje gospodarskih subjektov: združitve, delitve in sprememba pravno organizacijske oblike. Finančno poslovanje podjetij. Prenehanje gospodarskih subjektov: likvidacija, stečaj in drugi postopki. • Posebna poglavja iz prava gospodarskih poslov. Gospodarske pogodbe in drugi gospodarski posli. Zastopanje. Razlaga pogodb. Splošni poslovni pogoji. Učinki pogodbe. Pogodbena odškodninska odgovornost. Denarne obveznosti. Prodajna pogodba po Obligacijskem 	<p>commercial law. Heteronomous and autonomous legal sources. Customs. General and special uses.</p> <ul style="list-style-type: none"> • Commercial law and the <i>acquis communautaire</i> of the European Community. Systematics of primary and secondary law. The place of international treaties in the legal order of the European Community. Characteristics and types of legal acts of secondary law. Free movement of goods, services, persons and capital as the "negative" harmonization. Legal bases and measures for "positive harmonization". The role of the EU Court of Justice in interpretation and application of the European Community law. • Status commercial law - general part. Company and business owner. Firm. Head office. Activity. Representation. Basics of balance law. Prohibition of competition. Protection of business secrets. Register. • Status economic law – the special part. Legal classification and characteristics of economic operators. Independent entrepreneurs and other natural persons. Commercial companies: personal and capital. Related companies. Economic interest association. Cooperative. Mutual insurance company. Economic operators established on the basis of European Community law (European Economic Interest Grouping, European Limited Liability Company, European Cooperative Society). Status transformation of economic operators: mergers, divisions and changes in the legal organizational form. Financial business of companies. Termination of economic operators: liquidation, bankruptcy and other procedures. • Special chapters from the law of commercial transactions. Economic contracts and other economic
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<p>zakoniku in Dunajski konvenciji. Mednarodne trgovinske klavzule (Incoterms). Pogodba o delu. Gradbena pogodba. Prevozne pogodbe. Zavarovalne pogodbe. Bančni posli. Inominatne pogodbe (leasing, franchising, factoring).</p> <ul style="list-style-type: none"> • Pravo konkurence. Pojem, pomen oziroma funkcije konkurence. Nelojalna konkurenca. Prepovedano omejevanje konkurence. Konkurenčno omejevalni sporazumi, sklepi podjetniških združenj in usklajeno ravnanje. Zloraba prevladujočega položaja. Nadzor nad koncentracijami podjetij. Prepovedane in dovoljene državne pomoči. • Pravo intelektualne in posebej industrijske lastnine. Avtorske in sorodne pravice, varstvo topografije polprevodniških vezij in industrijska lastnina. Izumi in razlikovalni znaki kot predmet pravic industrijske lastnine. Patenti. Modeli. Znamke. Geografske označbe. Posebno varstvo novih rastlinskih sort. Druge posebnosti na področju biotehnoloških iznajdb in varstva razlikovalnih znakov za kmetijske proizvode in živila. 	<p>transactions. Representation. Interpretation of contracts. General business conditions. Effects of the contract. Contractual liability for damages. Monetary liabilities. Sales contract according to the Obligatory Code and the Vienna Convention. International trade clauses (Incoterms). Work contract. Construction contract. Transport contracts. Insurance contracts. Banking. Innominate contracts (leasing, franchising, factoring).</p> <ul style="list-style-type: none"> • Competition law. Concept, meaning or function of competition. Unfair competition. Prohibited restriction of competition. Competitive restrictive agreements, decisions by associations of undertakings and concerted practices. Abuse of a dominant position. Control of corporate concentration. Prohibited and authorized state aid. • Intellectual and especially industrial property rights. Copyright and related rights, the protection of topography of semiconductor circuits and industrial property. Inventions and distinctive signs as objects of industrial property rights. Patents. Models. Brands. Geographical indications. Particular protection of new plant varieties. Other specificities in the field of biotechnological inventions and the protection of distinctive signs for agricultural products and foodstuffs.
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Temeljna literatura in viri/Readings:

Temeljna literatura / Basic literature

Korže, B. (2022). Pravo družb in poslovno pravo. 4., spremenjena in dopolnjena izd., 1. ponatis. Ljubljana : Uradni list Republike Slovenije.

Priporočljiva literatura/Recommended literature

Kranjc, V. (2022). Gospodarske pogodbe : tradicionalni in novejši posli gospodarskih subjektov. 2. natis. Ljubljana : Lexpera, GV založba.

Cilji in kompetence:

Učna enota prispeva predvsem k razvoju naslednjih splošnih in specifičnih kompetenc:

- celovito kritično mišljenje, sposobnost analize, sinteze in predvidevanje rešitev ter posledic problemov s področij ekonomskih, poslovnih, upravnih, organizacijskih, naravoslovno-matematičnih ved in drugih družbenih ved (interdisciplinarnost),
- avtonomnost pri odločanju in odgovornost za sprejete odločitve,
- usposobljenost za sodelovanje, delo v skupini, timsko delo,
- etična refleksija in zavezanost profesionalni etiki,
- razumevanje splošne strukture poslovnih in upravnih ved ter povezanost z menedžmentom, pravom, informatiko, kadri, logistiko, komunikologijo in drugimi vedami,
- uporaba informacijske in komunikacijske tehnologije ter sistemov kot vira informacij, komunikacijskega sredstva, kot orodja pri raziskovalnem delu in kot delovnega sredstva,
- poglobljeno znanje s področja gospodarskega prava kot pravne panoge, ki pomeni pravni temelj za gospodarsko poslovanje (poslovni promet) in gospodarsko politiko.

Objectives and competences:

The learning unit mainly contributes to the development of the following general and specific competences:

- comprehensive critical thinking, the competence for analysis, synthesis and anticipating solutions in the field of economic, business, management and organizational sciences, as well as natural-mathematical and other social sciences (interdisciplinarity),
- autonomy in decision-making and responsibility for it,
- competence for cooperation, group work, team work,
- ethical reflection and commitment to professional ethics,
- understanding the general structure of business and management sciences and the connection with management, law, information technology, human resources, logistics, communication science and other disciplines,
- the use of information and communication technology and systems as a source of information, a communication tool, as a tool for research work and as a working medium,
- in-depth knowledge in the area of commercial law as a legal branch, which constitutes the legal basis for economic business (business turnover) and economic policy.

Predvideni študijski rezultati:

Študent/študentka:

- spozna vire gospodarskega prava in se usposobi za spremljanje in razumevanje teh pravnih virov,
- razume vpetost notranjega gospodarskega prava v mednarodne pogodbe (na primer WTO) in pravo EU (prost pretok proizvodov in proizvodnih dejavnikov ter harmonizacijski ukrepi),
- poglobi znanje o tipologiji pravnoorganizacijskih oblik za opravljanje različnih gospodarskih in drugih dejavnosti ter se seznanj

Intended learning outcomes:

Students:

- learn the sources of commercial law and are qualified to monitor and understand these legal sources,
- understand the integrity of internal commercial law in international treaties (for example, the WTO) and EU law (free movement of products and factors of production and harmonization measures),
- deepen their knowledge of the typology of legal organizational forms for the performance of various economic and other

<p>s pravno urejenimi možnostmi za povezovanje gospodarskih subjektov oziroma za statusno preoblikovanje in postopki za njihovo prenehanje,</p> <ul style="list-style-type: none"> • poglobi in razširi znanje o osnovah gospodarskega poslovnega prava ter ureditvi nekaterih najpomembnejših nominatnih in inominatnih pogodb, • pozna temeljna pravila za nastopanje gospodarskih subjektov na trgu (pravo konkurence), • pozna možnosti za pravno varstvo različnih ustvarjalnih dosežkov v gospodarstvu (pravice na področju intelektualne in posebej industrijske lastnine). 	<p>activities, and familiarize themselves with the legally regulated possibilities for linking economic operators or for status restructuring and procedures for their cessation,</p> <ul style="list-style-type: none"> • deepen and expand their knowledge of the basics of commercial business law and the regulation of some of the most important nominate and innominate contracts, • know the basic rules for the appearance of economic operators on the market (competition law), • know the possibilities for the legal protection of various creative achievements in the economy (rights in the field of intellectual and especially industrial property).
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Metode poučevanja in učenja:

Learning and teaching methods:

<ul style="list-style-type: none"> • <i>predavanja</i> z aktivno udeležbo študentov (razlaga, diskusija, vprašanja, primeri, reševanje problemov), • <i>vaje</i> v povezavi s prakso (refleksija izkušenj, projektno delo, timsko delo, metode kritičnega mišljenja, diskusija, sporočanje povratne informacije, socialne igre), • <i>eksperimentalne vaje</i>, ki temeljijo na izkušnji, sodelovalnem in problemskem učenju (samostojno učenje, diskusija, razlaga, opazovanje, timsko delo, študija primera, metode kritičnega branja in pisanja, igra vlog, sodelovalno učenje, portfolio, evalvacija, samoocenjevanje), • <i>individualne in skupinske konzultacije</i> (diskusija, dodatna razlaga, obravnava specifičnih vprašanj), • <i>oblikovanje portfolia in samostojen študij</i> (motiviranje, usmerjanje, samoopazovanje, samouravnavanje, refleksija, samoocenjevanje). 	<ul style="list-style-type: none"> • <i>lectures</i> with active participation of students (explanation, discussion, questions, examples, problem solving); • <i>tutorial</i> in connection with practice (reflection of experience, project work, teamwork, critical thinking methods, discussion, feedback, social games); • <i>experimental work</i> based on the empirical, and collaborative problem-learning (self-study, discussion, interpretation, observation, teamwork, case studies, methods of critical reading and writing, role play, cooperative learning, portfolio, evaluation, self-assessment); • <i>individual and group consultations</i> (discussion, further explanation, considering specific issues). • <i>designing a portfolio and independent study</i> (motivation, guidance, self-observation, self-regulation, reflection, self-assessment).
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Načini ocenjevanja:	Delež (v %) Weight (v %)	Assessment:
Načini:		Types:

