

Index

- achievements of EU 57, 68, 80
ACP countries 117
acquis communautaire 9, 12, 87, 94, 96,
106–12
 evolution as membership criterion
 64–5, 80, 83, 85, 106–8
acquisition of own shares 238–40, 276,
292
Adenauer, Konrad 62
administration in applicant countries,
 reform of 5, 113
administrative offences 334–7
Agenda 2000 101–6, 109–12, 113, 114
Ahern, Bertie 45
Amato, Giuliano 19
‘Amsterdam left-overs’ 76, 87
‘Anglo-Saxon’ economic model 23, 37
annual accounts 151
Armenia 82
Association Agreements 95, 111
asymmetry 98–9, 106
‘Atlanticists’ 26, 59
audit, abuse of 334
Austria 35, 40, 63, 70, 73, 74
authorised capital 268
 see also share capital
authority *see* represent, capacity to
- balance sheets, false 333
Balkans, countries in Western 6, 17, 82,
89
Balkans, wars in 11, 12, 16, 17, 86, 88
Balkenende, Jan-Peter 23–4
Baltic States 9, 15, 21
 see also individual countries
Barath, Etele 45
Barnier, Michel 46
Barroso, José Manuel 49, 93
basic capital *see* share capital
Batt, Judy 19
Belka, Marek 45
Berlin Wall, collapse of 11, 17, 71, 85
- Berlusconi, Silvio 42
Black, J. 132
Blair, Tony 38, 41–2, 43–4, 45, 84
Bolkenstein Directive 11, 36–7
border controls 55, 60, 76
border disputes 114
Bos, Wouter 24
Bosnia 12, 86
branches 163–5
Brandt, Willy 59
budget, EU 21, 27, 40–50
Bulgaria 32, 74, 78, 82, 89
Burchill, R. 117
business documents, information
 required on 172, 173
business enterprises 151–2
business secrets 181, 334
- capital *see* share capital
capitalism 29, 67, 104, 116–17, 123
 and human rights 124–7, 142
Central and Eastern European Countries
 (CEEC) 5–7, 118
 asymmetries 98–9, 106
 budget debate 44–8
 CAP 10
 decision to admit to EU 12, 94–6
 economic reasons for EU inclusion
 7–11, 15–16
 foreign policy 26–7
 free market model 23, 57, 59
 ‘good neighbourliness’ 88, 95, 114
 identity as Europeans 18–19
 implications of membership criteria
 96–8, 106, 108–9
 investment flows to 10, 28, 30–34
 national sovereignty 18, 22
 political and security reasons for EU
 inclusion 8, 11–19, 86
 Structural and Cohesion Funds 10,
 21, 40, 50–54, 108
 transitional restrictions on free
 movement of labour 35

- vision of Europe 58–9
- welfare state 97, 106
- see also* ‘Copenhagen Criteria’;
 - economic challenges of enlargement; political challenges of enlargement; *under individual countries*
- Charter of Fundamental Rights 101
- China 28, 30
- Chirac, Jacques 23, 37, 39, 42, 46, 49
 - EU budget debate 41, 45
- citizenship, EU 72
- co-decision procedure 76
- Cohesion and Structural Funds 10, 21, 40, 50–54, 68, 108
- Cold War 6, 11, 71, 85, 95
 - Greece, Portugal and Spain 67, 84
 - isolation of East 5, 19
 - ‘moral duty’ to East 17
- Colombo, Emilio 68
- commercial law
 - and human rights 124–7, 142
 - and property rights 120–24, 142
 - role of 119–20
- Commission *see* European Commission
- Common Agriculture Policy (CAP) 10, 16, 27, 58, 108
 - budget debate 41–2, 43–4, 45, 47, 48
 - established 63
 - Greece, Portugal and Spain 68
 - initial rejection by UK 64, 82, 106
 - review of 48
- common currency 55, 60, 72, 86, 109–10
- Common Foreign and Security Policy 16, 72, 73, 80
- communism 5, 8, 67, 71, 97, 104
 - provided hope 116–17
- companies, common provisions for
 - administrative offences 334–7
 - branches 163–5
 - business documents 172, 173
 - business enterprise 151–2
 - conflict of interests 178–9
 - defined 155
 - formation document 157–9
 - legal personality 155, 156, 224
 - liability of founders 168–70
 - registered name 170–73
 - registered office 161–3
 - registration 151–56
 - restrictions on enterprise formation 166–8
 - unlawful activities 159–60
 - see also* creditors, protection of; joint-stock companies, specific provisions for; limited liability companies, specific provisions for; minority shareholders, protection of; share capital; shares
- companies for transition economies, designing 136–42
- competition law 128
- competitive pressures 28, 30, 56
 - from CEEC 10, 28, 30–34, 56
- conditionality *see* membership criteria, evolution of
- conflict of interests 178–9, 237, 247, 249–50, 302
- conflict of laws 162
- Conservative Party (UK) 55
- Constitution 21, 60, 73, 77
 - Charter of Fundamental Rights 101
 - Dutch rejection 7, 11, 21, 23–5, 27, 40–41, 55, 77, 89
 - French rejection 7, 11, 21, 23, 27, 33–4, 36–9, 40–41, 55–6, 58–9, 77, 89
 - ‘period of reflection’ 39–40, 43
 - Spanish approval 43
- contract law 119, 136
- convertible bonds 271
- ‘Copenhagen Criteria’ 12–13, 86, 87
 - acquis communautaire* 9, 12, 87, 94, 96, 106–12
 - economic 12, 87, 94, 103–6
 - EU capacity to absorb 87, 92, 94, 113
 - one size fits all 96
 - political 12, 87, 88, 94, 99–103
 - see also* membership criteria, evolution of
- corporate veil, piercing 180, 182, 311, 314
- Council of Europe 100, 102
- Council (of Ministers)
 - set aside Commission view 67, 84–5
 - Turkey 90
 - voting system 70, 71, 76–8
- country of origin principle 136

- Cox, Pat 18
- creditors, risk allocation to 133–7
- creditors, protection of 224
- branches 164–5
 - fiduciary duty 184
 - groups of companies 312–13
 - increase of capital 277
 - insolvency law 277
 - joint and several liability of partners 203, 204
 - liability of founders 168–70
 - limited partners 210–11
 - liquidation 280, 281, 282, 283
 - minimum capital requirements 227
 - preservation of company's capital 274–8
 - 'real seat' doctrine 163
 - reduction of capital 272, 276
 - request special investigation 247–8
 - request for supervision 260
 - on restructuring 321–2, 324, 326, 329–30, 331–2
- criminal offences 333–4, 337
- Croatia 82, 92–3
- cross border services 11, 36–7
- Cyprus 5, 35, 71, 90
- Czech Republic 8, 11, 14, 32, 74
- Czechoslovakia 11
- Davignon Report 139, 188
- de Gaulle, Charles 63–4, 82, 107
- del Ponte, Carla 93
- Delors, Jacques 69, 72
- democracy 100
- consolidation of 14, 68, 83, 84
 - meaning of 117–18
 - Western type of 8, 16–17, 97
 - see also* political under 'Copenhagen Criteria'
- democratic deficit in EU 55
- democratic legitimacy of EU 70
- demographic trends 28, 29
- Denmark 22
- admission of 63, 66, 82
 - EFTA 63
 - opt-out 60, 72, 86, 110
 - outside Schengen 60
 - referendum on SEA 70
- designing companies for transition economies 136–42
- Devedjian, Patrick 30
- development discourse in EU 117
- directors, board of 261–3
- administrative offences 265, 335, 336
 - by-laws 258
 - conflict of interests 178–9
 - criminal offences 265, 333, 334
 - decision-making 258
 - deputies and interim directors 255
 - dismissal 255–6
 - election and composition 254
 - employee representation 186–9
 - fiduciary duties 178–85, 259–60, 278
 - and general meeting 250–53
 - joint and several liability 260, 264
 - minutes 258
 - non-eligibility 178
 - number of members 254
 - remuneration 257–8, 264
 - restricted eligibility 255
 - rights and duties 253–4
- directors of joint-stock companies, managing 250–51
- administrative offences 265, 335, 336
 - appointment and duties 256–7
 - business secrets 181
 - capacity to represent 173–6, 257
 - conflict of interests 178–9
 - criminal offences 265, 333–4
 - groups of companies 256
 - joint and several liability 260, 264
 - nomination 256
 - remuneration 257–8, 264
 - two-tier system 260–63
- directors of limited liability companies, managing
- administrative offences 265, 335, 336
 - appointment and duties 298–9
 - business secrets 181
 - capacity to represent 173–6, 299
 - conflict of interests 178–9
 - criminal offences 265, 333–4
 - fiduciary duties 178–85, 278, 299–300
 - groups of companies 298
 - remuneration 299
- dissolution 159–61, 278–9, 283–4, 303
- dividends 234, 237, 274–5, 276, 291, 305
- dividends, hidden 275

- dominance, concept of 312, 313, 314
see also groups of companies
- economic challenges of enlargement
 budget 40–50
 social policies 27–30
 Structural and Cohesion Funds 10,
 21, 40, 50–54, 108
 tax, wages and unemployment 28, 29,
 30–40
- economic conditionality *see* membership
 criteria, evolution of
- Economic and Monetary Union (EMU)
 60, 66, 86, 109–10
- economic reasons for enlargement 7–11,
 15–16
- economy
 American model 29, 31
 ‘Anglo-Saxon’ model 23, 37
 centrally planned 6, 8, 97
 competitive market 6, 7–9, 15, 86,
 87, 97, 104–5
 differing views on way forward 23,
 31, 37–8, 49, 57, 59
 social market 17, 23, 28–30, 49, 57
- Edwards, V. 134
- elites, political
 in CEEC 18, 108, 109
 criticism of 27–8, 35, 56
 European integration 55
 rift between electorate and 28, 34, 36,
 56, 73
- employee participation 186–9
- employees, risk allocation to 133–9
- employees, protection of
 fiduciary duty 184
 ‘real seat’ doctrine 163
 on restructuring 324, 332
- enlargement
 first 63–6
 second and third 66–73
 fourth 73–6
 fifth 76–9
see also Central and Eastern
 European Countries (CEEC);
 economic challenges of
 enlargement; membership
 criteria, evolution of; political
 challenges of enlargement;
 reasons for enlargement; *under*
individual countries
- ‘enlargement fatigue’ 25, 92
- enterprise formation, restrictions on
 166–8
- Enterprise Registry *see* Registry
- entrepreneur, personal 152–5
 administrative offences 336–7
 business documents 172, 173
 business enterprise 151–2
 employee councils 187–9
 parent or subsidiary 312
 registered name 170–73
 registered office 161–3
 registration 151, 153, 156
 restrictions on enterprise formation
 167–8
 wrongful statements 333
- environmental protection 10, 73–4, 130
- enterprise ‘interest’ covering 183
 statute of companies and partnerships
 158–9
- equality, concept of 123, 126, 127, 131,
 136
- Estaing, Giscard d’ 67
- Estonia 15, 74
- euro zone 55, 60, 72, 86, 109–10
 stagnation in 28, 31
- Europe Agreements 95, 111
- Europe, limits of 6, 18–19, 25, 81–2,
 86
- European Commission 56, 65–6, 72,
 75
 and membership criteria of EU 86,
 101–6, 109–12, 113, 114
 Nice Treaty 77
 opinion set aside 67, 84–5
 ‘Regular Reports’ 111–12
 ‘screening’ applicants 111
 ‘Volkswagen Law’ 317
 White Paper on Internal Market
 (1985) 69–70
 White Paper on Single Market (1995)
 105, 111
- European Community of Coal and Steel
 62
- European Company (Societas Europa or
 SE) 139
- European Convention for the Protection
 of Human Rights and
 Fundamental Freedoms 85–6,
 102

- European Council
 Brussels (2002) 42
 Brussels (2004) 88, 91
 Brussels (2005) 47
 Cologne (1999) 101
 Copenhagen (1978) 83, 99
 Copenhagen (1993) 12, 94, 99
 Corfu (1994) 73, 75
 Dublin (1990) 13
 Essen (1994) 13, 87
 Fontainebleau (1984) 69
 Hague (1969) 65
 Helsinki (1999) 88, 114
 Luxembourg (1997) 95, 114
 Luxembourg (2005) 42, 43
 Maastricht (1991) 13
 Madrid (1995) 87, 94, 113
 Milan (1985) 69
 Nice (2000) 76, 101
 Paris (1972) 66
 Rome (1990) 13
 Thessaloniki (2003) 89
- European Court of Justice (ECJ)
 capacity to represent 175–6
 ‘golden shares’ 317
 registered office 163
 unlawful activities 160
- European Economic Area 74
- European Economic Interest Groupings (EEIG) 307
- European Free Trade Association 63, 74
- European integration
 Amsterdam Treaty 75–6, 87, 88, 100
 common currency 55, 60, 72, 86, 109–10
 ‘core Europe’ 59
 debate in 2008 on goals 49–50
 ‘Europe à la carte’ 59
 ‘Europe of concentric circles’ 60
 ‘ever closer union’ principle 22, 61–3
 federal Europe 58, 62
 liberalisation of services 11, 36–7
 Maastricht Treaty 55, 72, 75, 85
 and membership criteria 86–7, 107
 ‘pioneer groups’ 39, 50
 political parties supporting 55
 Schengen 55, 60, 76
 Single European Act 68–70, 85
 ‘variable geometry Europe’ 59
- vision for future needed 55–60
 wider *as opposed to* deeper 46, 58–9
 wider and deeper 61–2, 66, 68, 75, 80–81
- European Parliament 75, 103
 budget agreement 49
 ‘constitutional crisis’ 39–40
 draft EU Treaty (1984) 69
 elections to 66
 German reunification 71
 number of MEPs 77–9
 role enhanced 70, 76
 Turkey 90, 92
- European Political Cooperation 70
- European Presidency
 Austria (2006) 39
 Denmark (1993) 95
 Luxembourg (1985) 69
 Luxembourg (2005) 40, 43, 45, 46
 Netherlands (1986) 69
 UK (2005) 92
- European summits *see* European Council
- ‘europeanisation’ 108–9
 ‘Europeanness’ 6, 18–19, 25, 81–2, 86
- federal Europe 58, 62
- Fernández, María Teresa 43
- fiduciary duties
 abuse of legal form and position 180, 278
 additional for directors of joint-stock companies 259–60, 278
 additional for managing directors of limited liability companies 278, 299–300
 business secrets 181
 conflict of interests 178–9, 237, 247, 249–50, 302
 duty to provide information 179–80
 and enterprise form 186
 enterprise ‘interest’ 176, 183–5
 on exercise of membership rights 179, 182
 and good governance 176, 183–5
 prohibition of competition 180–81
- financial regulator, lack of 225
- Finland 43, 71, 73, 74
- Fischer, Joschka 31–2, 46

- foreign policy 21, 26–7
 - Common Foreign and Security Policy 16, 72, 73, 80
 - High Representative 76
 - Iraq war 7, 20, 21, 26
 - lack of ‘common European interest’ 21, 26–7
 - Single European Act 70
- formation document of partnerships and companies 157–9, 213, 251, 286
- founders, liability of 168–70
- France 33, 34
 - budget debate 40, 41, 43, 44
 - CAP 41, 42, 47, 64
 - economic growth rate 31
 - emphasis on social protection 37–8
 - foreign policy 21
 - and future enlargements 89
 - identity threatened 23
 - on low tax regimes 32
 - referendum (2005) 7, 11, 21, 23, 27, 33–4, 36–9, 40–41, 55–6, 58–9, 77, 89
 - social market economy 23, 30, 57
 - Turkey 89, 91
 - unemployment 30, 31, 36, 38
 - vetoed UK entry twice 63–4, 106
 - wage level 32
- franchising 314
- free movement of capital 317
- free movement of persons 35, 76, 91
- freedom of establishment 162–3, 164
- Freeman, Michael 124–5
- fundamental values of EU 15
- funding, EU 21, 27, 40–50

- Gasperi, Alcide de 62
- Gaulle, Charles de 63–4, 82, 107
- GDP per capita 32, 50–53
- general meetings of joint-stock companies 250–53
 - agenda 243–4
 - annulment of illegal decisions 248–9
 - by-laws 244–5
 - convening of 242–3
 - list of participants 245
 - minutes 245
 - preferential shares 247
 - rights and duties 241–2, 278
 - special investigation 247–8
- special notifications 244
- voting 237, 245–7, 252–3
- general meetings of limited liability companies 251–2, 293–8
- general partnerships, specific provisions for
 - deceased partner 197, 205
 - definition 190
 - dissolution 195–6, 201, 205
 - exit of a partner 195–6, 197, 201–2
 - financial structure 203–4
 - governance structure 192–4, 202–3
 - liquidation 198–201, 205
 - membership 204–5
 - registration 190
 - see also* limited partnerships, specific provisions for; partnerships, common provisions for
- general partnerships, specific provisions for partners in
 - freedom of contract 191, 202
 - joint and several liability 195, 203, 204, 205
 - legal relations between partners 191–4
 - right to represent 194, 203
 - share of profits and losses 194, 204
 - see also* partners, common provisions for
- Genscher, Hans Dietrich 68
- Georgia 82
- geostrategic viewpoint 68
- Germany 33, 34
 - budget debate 40, 41, 43, 44, 47–8
 - collapse of Berlin Wall 11, 17, 71, 85
 - Common Agriculture Policy 41, 42
 - economic growth rate 31
 - foreign policy 21
 - ‘honest broker’ 47–8
 - immigration fears 35
 - on low tax regimes 31–2
 - and power distribution in EU institutions 21
 - reunification 71
 - social market economy 23, 57
 - Turkey 89, 91
 - Volkswagen 30
 - wage level 32
- Gingrich, Newt 130

- 'golden shares' 317
- 'good neighbourliness' 88, 95, 114
- Gotovina, Ante 92
- Gower's Principles of Modern Company Law* 134
- Greece 6, 10, 14, 35, 40
 - admission of 66–8, 83–5
 - Structural and Cohesion Funds 51, 53–4
- Gros, D. 116, 117
- groups of companies 309–15
 - balance of interests 314
 - definition 307–8
 - mergers 323, 327
 - parent instructing subsidiary 308–9, 312
 - protection of minority shareholders and creditors 312–13
 - registration of acquisition 308
 - restrictions on directorships 255, 256, 263–4, 298
 - sell-out right 309, 313
 - single entrepreneurs 312
 - single-member companies 225–6
 - subsidiaries distinguished from branches 164
 - subsidiaries indemnified 309
- Hallstein, Walter 17
- harmonisation of tax 31
- Harris, J.W. 121–2, 138
- High Representative for EU foreign policy 76
- Hobbes, Thomas 123–4
- holding company *see* groups of companies
- Hulten, Michiel van 24
- human rights
 - and capitalism 124–7, 142
 - Charter of Fundamental Rights 101
 - differences over 100
 - European Convention 85–6, 102
 - see also* political *under* 'Copenhagen Criteria'
- Hungary 8, 14, 45, 74, 77
- Hutton, W. 128, 130
- hybrid enterprise forms 166–8
- identity, issues of 18–19, 20–27, 58
- immigration 35, 72, 76
- India 28, 30
- insolvency and loans from shareholders 235, 275, 292
- institutions, distribution of power in EU 21, 58, 76
- intergovernmental conferences (IGC) 69, 74–5, 77, 87
- internal market in EU 9–10, 16, 87
 - low tax/wage countries 33
 - main pillars of 162–3
 - obstacle to 316
 - Single European Act 70
 - White Paper (1985) 69–70
 - White Paper on Single Market (1995) 105, 111
- International Court of Justice 88, 114
- investment flows east 30–34
- Iraq war 7, 20, 21, 26
- Ireland, P. 137
- Ireland 6, 10, 31, 40, 54, 60
 - admission of 63, 65, 66, 82
- Italy 31, 32, 33, 42, 53
- Joerges, C. 117–18
- joint-stock companies, specific
 - provisions for 224
 - annual report 241, 264
 - board of directors *see* directors, board of
 - 'compromise' for economies in transition 225
 - definition 212
 - dissolution 278–9, 283–4
 - dividends 234, 237
 - formation costs 214–15, 229
 - formation document 213, 251
 - formation meeting 221–3, 229
 - founders' report 215, 229
 - general meetings *see* general meetings of joint-stock companies
 - liquidation 279–84
 - managing directors *see* directors of joint-stock companies, managing
 - mandatory reserves 234
 - minority protection 301–2
 - open or closely held (simultaneous formation) 217–18, 224–5, 236

- publicly held (successive formation)
217, 218–19, 224–5
- purchase of own shares 238–40
- refunding prohibited payments 234
- registration 212–13, 215, 223, 254
- share capital 213–17, 220–21, 227–9,
230–33, 235–8, 249, 265–78
- supervisory board *see* supervisory
board
- transactions with shareholders 234–5,
275
- see also* companies, common
provisions for; creditors,
protection of; limited liability
companies, specific provisions
for; minority shareholders,
protection of; share capital;
shares
- judiciary in applicant countries, reform
of 113
- Juncker, Jean-Claude 45
- Justice and Home Affairs 72, 75, 76, 80
- Kohl, Helmut 72
- Kosovo 88
- Kundera, Milan 18
- labour market, flexible 10, 31, 34
- land enclosures 123
- Latvia 9, 15, 74
- legal know-how, Western 108
- legal personality 155, 156, 224
branches v subsidiaries 163–4
- legal risk allocation 131–8
designing companies 138–42
- legislation
co-decision procedure for EU 76
implementation of 113
to meet membership criteria 109
- liberal market discourse, origins of
122–4
- liberal social model 23, 25
- liberalisation of services 11, 36–7
- limited liability
meaning of 212, 224, 285
part of risk allocation 136
- limited liability companies, specific
provisions for 285–6, 305–6
additional payments 290–91
book of company members 288, 305
- definition 285
- dissolution 303
- dividends 291, 305
- expulsion of a member 304, 306
- formation costs 287
- formation document 251, 286
- founders' report 287
- general meetings 251–2, 293–8
- limit on members 225
- liquidation 304
- managing directors *see* directors of
limited liability companies,
managing
- minority protection 301–2
- organs of 186, 293, 294
- purchase of own shares 292
- refunding prohibited payments 275,
292
- registration 285–6
- share capital 286–90, 291, 293, 303,
305
- transactions with shareholders 275,
292
- withdrawal of a member 303–4, 306
- see also* companies, common
provisions for; creditors,
protection of; joint-stock
companies, specific provisions
for; minority shareholders,
protection of; share capital;
shares
- limited partnerships, specific provisions
for 206–11
- liquidation 279–84, 304
- Lithuania 15, 74
- Locke, John 123, 125–7, 128
- Lomé Agreement, First 117
- Luxembourg, budget debate 32, 44
- Macedonia 47
- Macmillan, Harold 63
- Malta 5, 35, 71
- managing directors *see* directors of
limited liability companies,
managing *and* directors of joint-
stock companies, managing
- Marconi 140
- market economy 6, 7–9, 15, 86, 87, 97,
104–5
- origins of 122–4

- role of commercial law 119–20
- transnational corporations 310–11
- membership application, procedure for 65, 85
- membership criteria, evolution of 79–81
 - acquis communautaire* 64–5, 80, 83, 85, 106–8
 - democratic status 83, 86, 99
 - ‘Europeanness’ 6, 18–19, 25, 81–2, 86
 - ‘good neighbourliness’ 88, 95, 114
 - implementation of *acquis* 113
 - market economy 86
 - political considerations 83–5
 - procedures for Turkey 88–92
 - respect for human rights 86
 - see also* ‘Copenhagen Criteria’
- Merkel, Angela 25–6, 39, 41, 47–8, 82
- minority populations, protection of 12, 88, 102–3, 114
- minority shareholders, protection of 249–50, 301–2
 - annulment of illegal decisions and compensation 248–9, 297, 302
 - appoint board director 254, 302
 - dividends 237
 - enforcement of rights 249, 302
 - fiduciary duty of other shareholders 179, 182
 - general information right 179–80, 302
 - groups of companies 312–13
 - liability of founders 168–70
 - pre-emption rights *see* pre-emption rights
 - ‘real seat’ doctrine 163
 - request or convene a general meeting 243, 297, 302
 - request special investigation 247–8, 297, 302
 - request supervision 260, 302
 - summary liquidation 283
 - in UK 140–42
- Mitterrand, François 72
- Mock, Alois 70
- Monnet, Jean 62
- Moratinos, Miguel Ángel 25
- Morocco 81
- multi-level governance 5
- multi-polar world 58
- national and local elections 41, 55, 57, 92
- national sovereignty 18, 21–2
- nationalism 11
- NATO 14, 102
- Netherlands
 - budget debate 40, 43, 44, 47
 - free market model 57
 - liberal social model 23, 25
 - referendum (2005) 7, 11, 21, 23–5, 27, 40–41, 55, 77, 89
 - reform of CAP 44
 - Turkey 89
- ‘new and old Europe’ 7, 11, 26–7, 28, 30
- Norway 63, 65, 66, 71, 73
- Nozick, R. 129
- nullity of company or partnership 160–61
- ‘Objective 1’ areas 50–51
- ‘Objective 2 and 3’ areas 51
- offences, criminal and administrative 333–7
- ‘old and new Europe’ 7, 11, 26–7, 28, 30
- one-tier system 240, 261–3
 - see also* directors, board of
- opt-outs 60, 72, 86, 110
- Pamuk, Orhan 89
- parent company *see* groups of companies
- Parliament *see* European Parliament
- partners, common provisions for
 - capacity to represent 173–6, 178
 - conflict of interests 178
 - fiduciary duties 178, 179, 180–81, 182–3, 186
 - managing 179–80, 181
 - non-managing 179–80, 182
 - see also* general partnerships, specific provisions for partners in
- partners, limited 206–11
- partnerships, common provisions for
 - administrative offences 334–6
 - branches 163–5
 - business documents 172, 173
 - business enterprise 151–2
 - defined 155–6, 168
 - employee councils 187–9
 - formation document 157–9
 - legal personality 155, 156

- liability of founders 168–70
- registered name 170–73
- registered office 161–3
- registration 151, 156
- restrictions on enterprise formation 166–8
- unlawful activities 159, 160–61
- see also* general partnerships, specific provisions for; limited partnerships, specific provisions for
- paternalism 117
- penal provisions 265, 333–7
- Persson, Goran 37
- Phare Programme 95
- Pietras, Jaroslaw 45–6
- Plesu, Andrei 18
- Poland 14, 21, 26
 - admission of 74, 83–4
 - budget debate 45–6
- ‘Polish plumber’, image of 34, 36, 38
- political challenges of enlargement 20–27
- political conditionality *see* membership criteria, evolution of
- political and security reasons for enlargement 8, 11–19, 83–5, 86
- Portugal 6, 10, 14, 35, 40, 53
 - admission of 66, 67
 - Cohesion Fund 54
 - EFTA 63
- post-colonialism 116–18
- post-national* situation 5, 118
- pre-emption rights 231, 235, 236, 237, 289, 305
 - convertible and profit sharing bonds 271
 - increase of capital 266, 267, 277, 303
- Presidency *see* European Presidency
- private international law 162
- ‘private’ law v ‘public’ regulation 136
- privatisation 316–17
- procurator 177–8
- Prodi, Romano 16
- productivity 32
- profit sharing bonds 271
- property rights 120–24, 136–8, 142
 - European perspective 128, 130
 - US perspective 128–30
- prospectus 217, 218–19, 224
- public debate on enlargement, lack of 35–6, 55
- public enterprises 316–17
- ‘public’ law v ‘private’ regulation 136
- purchase of own shares 238–40, 276, 292
- Putin, Vladimir 26
- ‘race to the bottom’ 27, 31, 37
- ‘real seat’ doctrine 162–3
- reasons for enlargement 6–7
 - economic 7–11, 15–16
 - political and security 8, 11–19, 83–5, 86
- redistributive justice 129, 131
- reduction of capital 237–8, 272–4, 276–7, 303
- referendums on Constitution *see* Constitution
- regional policy 66, 68
 - see also* Structural and Cohesion Funds
- Regions, Committee of the 72
- register of shareholders 231, 236
- registered name 170–73
- registered office 161–3
- registration of
 - branch 164–5
 - entrepreneur 151, 153, 156
 - general partnership 151, 156, 190
 - joint-stock company 151, 156, 212–13, 215, 223, 254
 - limited liability company 151, 156, 285–6
 - limited partnership 151, 156, 206
 - managing director 256, 298
 - single-member company 216
- Registry
 - books of liquidated company 282
 - dissolution by 159, 161, 278, 303
 - non-disclosure of information 172
 - registered names 171
- Registry, submissions to
 - acquisition of subsidiary 308
 - capital increase from reserves 269
 - company liquidation 282, 283, 304
 - conditional capital increase 267–8
 - dissolution of company 279, 303
 - general partnership 197–8, 198–9, 200–2

- generalised approval on conflict of interests 179
 - increase in capital 265, 266–7, 267–8, 269, 271, 303
 - joint stock company 213, 216, 223
 - limited liability company 285
 - limited partnership 208, 209
 - minutes of formation meeting 222
 - reduction of capital 272, 273, 303
 - restructuring 319, 321, 328, 331
 - single shareholder 216, 226
 - in transition period 338
- Rehn, Olli 82, 89
- represent, capacity to 173–6, 257, 299
 - non-eligibility 178
 - procurator 177–8
- reserve, mandatory 234, 275, 291
- restructuring of enterprises 318, 323–5
 - division 318, 327–30
 - mergers 318–23, 325–7
 - transformation 318, 330–32
- Rey, Jean 65
- right to work 122
- risk allocation, legal 131–8
 - designing companies 138–42
- Romania 30, 74, 78, 82, 89, 102
 - wage level 32
- Rowell, A. 130
- rule of law 12, 15, 100
- Rumsfeld, Donald 26
- Russia 12, 15, 21, 82, 86, 301
 - CEEC view of 26
- Sarkozy, Nicolas 30, 32, 57, 82, 91
- Schengen Treaty 55, 60, 76
- Schirmeck (France) 33
- Schroeder, Gerhard 41, 42, 59
- Schuman, Robert 62
- Schüssel, Wolfgang 46, 91
- security and political reasons for enlargement 8, 11–19
- services, liberalisation of 11, 36–7
- share capital
 - authorised capital 268
 - conditional capital increase 267–8
 - increase of capital 265–71, 277, 303
 - increase of capital from company reserves 269
- merger 320–21, 326
 - minimum amount of 213–14, 227, 273, 277, 286
 - preservation of 274–8
 - reduction of capital 237–8, 272–4, 276–7, 303
- share certificates 231, 236
 - replacement of 231–2
 - treatment of incorrect 232
- shareholders
 - additional payments from 290–91, 305
 - book of company members 288, 305
 - conflict of interests 237, 247, 302
 - enforcement of rights 249
 - expulsion of 304, 306
 - fiduciary duties of 179, 180, 182, 237
 - information rights 179–80, 182
 - minority *see* minority shareholders, protection of
 - register of 231, 236
 - risk allocation to 133–42
 - selfish voting by 141, 142
 - ‘shareholder-owner’ myth 122, 136–8
 - summary liquidation 282–3
 - transactions between company and 234–5, 275, 292
 - withdrawal of 303–4, 306
 - see also* general meetings of joint-stock companies; general meetings of limited liability companies
- shares
 - bearer 230, 236
 - bound 235
 - co-owned 231, 287–8
 - contributions in cash 214, 215–16, 228–9, 232–3, 236, 286–7
 - contributions in kind 215, 216, 228, 232–3, 236, 286–7
 - guarantee 236
 - invitation to subscribe 217, 218–19
 - issue of 216, 229
 - issue of receipts for subscription 221
 - non-voting 237, 247
 - ordinary 230
 - oversubscription 220
 - par value 214, 228
 - pre-emption rights 231, 235, 236, 237, 266
 - preferential 230, 247, 288

- purchase of own 238–40, 276, 292
- registered 230, 236
- single-member companies 216, 226, 287
- subscription for 217, 218, 219–20
- subscription for own shares
 - prohibited 238, 275–6, 292
- transfer of 231, 235, 236–7, 288–90, 301, 305
- types and classes 230, 288
- types of contribution 214, 286
- unsuccessful subscription 220–21
- voting rights 230, 237, 245–7, 252–3, 296–7
- withdrawal of 293
- Single European Act 68–70, 85
- single-member companies 155, 167, 179, 216, 225–6, 287
 - change to multi-member 271
 - general meetings 242, 294
 - no purchase of own shares 240
 - number of board members 262
- slavery 125–7, 129
- Slovakia 11, 30, 32, 74, 102
- Slovenia 74
- Social Charter 33, 72
- social dumping 27, 34–5, 36, 37
- social justice 138
- social market economy 17, 23, 28–30, 49, 57
- social model, liberal 23, 25
- sovereignty, national 18, 21–2
- Soviet Union 9, 15, 18, 104, 123
- Spain 6, 10, 14, 21, 35, 40
 - admission of 66–8, 83–4
 - approved Constitution 43
 - budget debate 42–3
 - Structural and Cohesion Funds 51, 53–4
 - wage level 32
- Spinelli, Altiero 69
- Stability and Growth Pact 40, 110
- Stability Pact (1994–1995) 114
- Stabilization and Association
 - Agreements (SAA) with countries in the Western Balkans 6, 17, 82, 89
- stagnation in euro area 28, 31
- statute of partnerships and companies 157–9, 213, 261, 286
- Steinherr, A. 116, 117
- stock exchange, lack of 225
- Structural and Cohesion Funds 10, 21, 40, 50–54, 68, 108
- Stuggart (1983), solemn declaration of 68–9
- subsidiaries *see* groups of companies
- subsidiarity, principle of 72
- supervisory board 260–61
 - administrative offences 335, 336
 - conflict of interests 178–9
 - criminal offences 333, 334
 - employee representation 186–9
 - fiduciary duties 178–9, 182–5
 - and general meeting 250–53
 - non-eligibility 178
 - statute of company 251
- Sweden 22
 - admission of 71, 73
 - budget debate 40, 43, 44
 - EFTA 63
 - opt-out 60, 110
 - reform of CAP 44
- Switzerland 63
- takeovers 307, 311
- tax 3, 28, 30, 31, 33, 34
 - groups of companies 311
 - 'real seat' doctrine 163
 - United States 129
- Thatcher, Margaret 70
- theology, dominion 130
- third parties acting in good faith, protection of 156, 173
- three pillar structure of EU 72
- transition economies, designing companies for 136–42
- transitional and final arrangements 338–9
- transnational corporations 310–11
- Treaty of Amsterdam 75–6, 87, 88, 100
- Treaty of Athens 20, 35, 77
- Treaty on the European Union (TEU) *see* Treaty of Maastricht
- Treaty of Maastricht 55, 72, 75, 85
- Treaty of Nice 21, 31, 39, 76–9, 87, 89
- Treaty of Rome 61, 62–3, 81
- Turkey 7, 21, 24, 25, 56, 81–2
- and Austria 89, 91, 92–3
- and Cyprus 90

- and Greece 66
 - membership criteria for 88–92
 - opening of negotiations 82, 92, 93
 - 'privileged status' 26, 91, 92
 - two-tier system 240, 260–63
 - see also* directors of joint-stock companies, managing;
 - supervisory board
- UK
- admission of 63–5, 66, 82–3, 106–7
 - budget debate 40, 41–8, 49
 - Conservative Party 55
 - dissatisfaction with EU 22
 - EFTA 63
 - emphasis on free market 23, 31, 37–8, 57
 - EU wider *as opposed to* deeper 46, 58–9
 - minority shareholders 140–42
 - opt-outs 60, 72, 86, 110
 - outside Schengen 60
 - rebate 41, 43–5, 47–8
 - reform of Common Agriculture Policy 41–2, 43–5, 48
 - tax harmonisation 31
 - wage level 32
- Ukraine 26, 82
- unemployment 29, 30, 31, 34, 36, 38
 - in US in 1930s 129
- United States 26
- competition from 28, 56
 - economic model 29, 31
 - EU as counterbalance to 58
 - property rights 128–30
 - UK link with 64
 - view of corporations 129, 130, 134
 - unlawful objects/activities 159–61
- veil of incorporation, piercing 180, 182, 311, 314
- Villepin, Dominique de 25
- Volkswagen 30
- voting in Council of Ministers
 - German reunification 71
 - qualified majority 70, 76–7, 91
 - unanimity 31, 48
 - weighted votes 78
- wage levels 31, 32–4
- welfare state 23, 28–30, 31, 33, 97, 106
- welfare tourism 35
- Wheatcroft, P. 140
- Wilson, Harold 63
- World Trade Organisation (WTO) 48
- wrongful statements 333
- wrongful trading 184
- Yeltsin, Boris 12

