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**A Theory of a Company –
A Status and Impact of Company Law on Company Organisation and Shareholders'
Rights (Summary)**

The 1st Chapter is about development of a company law in Great Britain, Germany, Poland and European Union on economic and political relations background. The term „company law” was defined as law regarding incorporated companies (including *Societas Europea*). The main problems of a company law, which were raised by representatives of historical, positivist, sociological, economic and comparative paradigms of commercial law science, are also discussed in this Chapter.

In the 2nd Chapter the Author searches for a definition of a company, which is the starting point for building a theory of a company. Finally he comes to the conclusion that a company is an organisational unit mentioned in sec. 33 of the Polish Civil Code, which purpose is to produce or distribute commodities and services (a firm). Referring to R. Longchamps de Berier he states that a company is cemented by general and abstract rules of articles of associations.

In the 3rd Chapter the Author develops so-called normative theory of articles of association. Using output of Polish School of Theory of Law he defines voting right as a competence to establish, change and cancel of organisational rules. Therefore he recognizes articles of association and resolutions of general meetings as sources of law (co-called internal company law) and an expression of legal autonomy of company members. Analysis of regulation of appeal against a resolution of a general meeting is a demonstration of usefulness of presented theory.

The 4th Chapter starts with reflection about authority (*Herrschaft*) understood as a factual consequence of normative competence. Relying on M. Weber's sociology the Author proposes a typology of company organisation (four “ideal types”: shareholders democracy, corporate plutocracy, corporate bureaucracy and industrial democracy). The typology takes into account historical development of corporate practises. This typology is used in process of interpretation of Polish and foreign company law afterwards.

In 5th Chapter the Author introduces a short list of shareholders' rights including: a right to a dividend, a pre-emptive right and a right to share in company's assets. The most important is the last mentioned right, whereas the first and the second are just profits from this right. The reflection about membership comprehended as shareholders subordination to authority of company officers closes the last Chapter.