

Takeover Law In Eu And Usa A Comparative Analysis European Monographs Series Set

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Cross-Border Mergers Thomas Papadopoulos 2019-09-28 This edited volume focuses on specific, crucially important structural measures that foster corporate change, namely cross-border mergers. Such cross-border transactions play a key role in business reality, economic theory and corporate, financial and capital markets law. Since the adoption of the Cross-border Mergers Directive, these mergers have been regulated by specific legal provisions in EU member states. This book analyzes various aspects of the directive, closely examining this harmonized area of EU company law and critically evaluating cross-border mergers as a method of corporate restructuring in order to gain insights into their fundamental mechanisms. It comprehensively discusses the practicalities of EU harmonization of cross-border mergers, linking it to corporate restructuring in general, while also taking the transposition of the directive into account. Exploring specific angles of the Cross-border Mergers Directive in the light of European and national company law, the book is divided into three sections: the first section focuses on EU and comparative aspects of the Cross-border Mergers Directive, while the second examines the interaction of the directive with other areas of law (capital markets law, competition law, employment law, tax law, civil procedure). Lastly, the third section describes the various member states' experiences of implementing the Cross-border Mergers Directive.

Takeover Law in the UK, the EU and China Joseph Lee 2021-05-20 This book investigates stakeholders' interests, market players, and governance models for the takeover market in the changing global economic orders. Authors from the UK, Germany, the Netherlands, Australia, and China discuss takeovers in the context of China as a rising power in the global M&A market and re-examine takeover as an efficient method for corporate competition, consolidation, and restructuring. China has come to embrace takeovers as a market practice and is seeking directions for further reforms of its law, regulatory model, and banking system in order to compete with other economic powers. Yet, China is at a very different economic development stage and has different legal and political structures. State-owned enterprises dominate the Shanghai and Shenzhen stock markets – a very different landscape from UK and European exchanges. Researchers and policy makers are currently developing options in response to needs for reform. Recently, China has also announced the opening of its financial markets to foreign ownership. This book reflects on the UK and European models and focuses on the policy choices for China to transform its capital market. The book is of interest to postgraduate students and researchers (LLM, PhD, postdocs), law and management/finance academics, and policy makers.

Towards a Sustainable European Company Law Beate Sjøfjell 2009-03-26 No one doubts any longer that sustainable development is a normative imperative. Yet there is unmistakably a great reluctance to acknowledge any legal basis upon which companies are obliged to forgo 'shareholder value' when such a policy clearly dilutes responsibility for company action in the face of continuing environmental degradation. Here is a book that boldly says: 'Shareholder primacy' is wrong. Such a narrow, short-term focus, the author shows, works against the achievement of the overarching societal goals of European law itself. The core role of EU company and securities law is to promote economic development, notably through the facilitation of market integration, while its contributory role is to further sustainable development through facilitation of the integration of economic and social development and environmental protection. There is a clear legal basis in European law to overturn the poorly substantiated theory of a 'market for corporate control' as a theoretical and ideological basis when enacting company law. With rigorous and persuasive research and analysis, this book demonstrates that: European companies should have legal obligations beyond the maximization of profit for shareholders; human and environmental interests may and should be engaged with in the realm of company law; and company law has a crucial role in furthering sustainable development. As a test case, the author offers an in-depth analysis of the Takeover Directive, showing that it neither promotes economic development nor furthers the integration of the economic, social and environmental interests that the principle of sustainable development requires. This book goes to the very core of the ongoing debate on the function and future of European company law. Surprisingly, it does not make an argument in favour of changing EU law, but shows that we can take a great leap forward from where we are. For this powerful insight – and the innumerable recognitions that support it – this book is a timely and exciting new resource for lawyers and academics in 'both camps': those on the activist side of the issue, and those with company or official policymaking responsibilities.

An International Antitrust Primer Mark R. Joelson 2016-04-24 Despite the continuing inter-government cooperation over the regulation of international commerce, significant cross-country differences persist in areas such as merger control, notification to authorities, and remedies deemed appropriate for antitrust enforcement. Accordingly, companies must be aware of the rules that apply in the countries in which they do business. This fourth edition of the Kintner-Joelson classic International Antitrust Primer provides a thorough update of the status of competition regulation in a number of key jurisdictions, including up-to-date case law involving the technology giants Google, Microsoft, Amazon, Apple, and Facebook. Coverage focuses on the European Union and the United States — which continue to be foremost in the enforcement and refinement of comprehensive competition laws — but also takes into account the vast strides that are being made elsewhere, with chapters on South Korea, Japan, and India, as well as a chapter on the United Kingdom with a section on the post-Brexit implications. The book provides essential guidance on such issues of concern to business persons and their counsel as the following: • intellectual property rights; • extent and kind of criminal sanctions; • extraterritorial reach; • mergers and acquisitions; • level and type of enforcement activity; • effects of national foreign or domestic policy; • permissible cooperation among competitors; and • public procurement. Business persons, government officials, students, lawyers, and others who have been relying on this preeminent resource for years will greatly appreciate this thoroughly updated edition. There is nothing else that so lucidly and helpfully explains competition law for those who require a working knowledge of the subject to proceed confidently in their day-to-day work.

Creating Value from Mergers and Acquisitions Sudi Sudarsanam 2003 This text studies mergers and acquisitions in Europe within a common framework and provides a comparative analysis of the M & A scene in Europe and in the US. It develops a coherent, international and multidisciplinary perspective of the M & A scene.

Towards a Sustainable European Company Law Beate Sjøfjell 2009-01-01 No one doubts any longer that sustainable development is a normative imperative. Yet there is unmistakably a great reluctance to acknowledge any legal basis upon which companies are obliged to forgo 'shareholder value' when such a policy clearly dilutes responsibility for company action in the face of continuing environmental degradation. Here is a book that boldly says: 'Shareholder primacy' is wrong. Such a narrow, short-term focus, the author shows, works against the achievement of the overarching societal goals of European law itself. The core role of EU company and securities law is to promote economic development, notably through the facilitation of market integration, while its contributory role is to further sustainable development through facilitation of the integration of economic and social development and environmental protection. There is a clear legal basis in European law to overturn the poorly substantiated theory of a 'market for corporate control' as a theoretical and ideological basis when enacting company law. With rigorous and persuasive research and analysis, this book demonstrates that: European companies should have legal obligations beyond the maximization of profit for shareholders; human and environmental interests may and should be engaged with in the realm of company law; and company law has a crucial role in furthering sustainable development. As a test case, the author offers an in-depth analysis of the Takeover Directive, showing that it neither promotes economic development nor furthers the integration of the economic, social and environmental interests that the principle of sustainable development requires. This book goes to the very core of the ongoing debate on the function and future of European company law. Surprisingly, it does not make an argument in favour of changing EU law, but shows that we can take a great leap forward from where we are. For this powerful insight - and the innumerable recognitions that support it - this book is a timely and exciting new resource for lawyers and academics in 'both camps' those on the activist side of the issue, and those with company or official policymaking responsibilities.

Takeover Defenses in Europe Klaus J. Hopt 2015 The European Directive on Takeover Bids of 2004 must be revised on the basis of experience gained in the five years of its application. On the basis of a legal and economic examination carried out by Marccus Partners and the Centre for European Policy Studies, the European Commission published an Application Report on 26 June 2012 on which the European Parliament in its Resolution of 21 May 2013 responded favorably. This has provoked very controversial economic and policy discussions in various Member States and beyond. This article carries out a comparative, theoretical and policy analysis of European takeover law, incorporating not only the Thirteenth Directive but also path dependent commonalities and differences between takeover law in the Member States as regards the European market for corporate control. The main point of dispute is the prohibition of frustrating action. The idea that the Board only takes account of the interests of the shareholders as regards defensive measures or an improved price (this with reference to the USA) is countered by the fear that the Board will have a serious self-interest in retaining their jobs and that this could affect their decisions and lead to their entrenchment (the position of the United Kingdom takeover regulation). It is argued that for path dependent reasons in Europe the market for corporate control has a role as a factor of external corporate governance. Takeovers do not only play a role in the allocation of resources with the consequence that capital is directed towards the place where it can be used most efficiently, but may also motivate Board members to perform better on behalf of shareholders (disciplinary mechanism). Even though there have been the improvements in (internal) corporate governance in recent decades, through the slowly growing role of institutional investors in the markets and in general meetings of shareholders, the progress has been rather limited. A functioning takeover market may still remain the most effective control mechanism.

Hostile Takeovers and Directors Ari Savela 1999-01-01

The Brussels Effect Anu Bradford 2020 The Brussels Effect offers a novel account of the EU by challenging the view that it is a declining world power. Anu Bradford explains how the EU exerts global influence through its ability to unilaterally regulate the global marketplace without the need to engage in neither international cooperation nor coercion.

Principles of Takeover Regulation Professor of Law David Kershaw, (Pr 2016-05-17 Providing a clear and comprehensive exposition of takeover law in the UK, this book analyses the principles behind the Takeover Code, explaining the origin, effect, and operation of the rules and regulation with reference to practice and theory. Set in an economic context, the book includes coverage of the jurisprudence of the Takeover Panel, and offers an in-depth understanding of takeover regulation while also providing a degree of context and background to make sense of the regulation. A thoughtful explanation of takeover law, this is a valuable resource for the field of takeover law

The Impact of Merger and Acquisition Activities on Corporate Performance Measured on an Accounting and Market Base Malwina Woznik 2013-08-07 Master's Thesis from the year 2013 in the subject Business economics - Controlling, grade: 1.3, University of Cologne (Seminar für allgemeine BWL und Controlling), language: English, abstract: "Warren Buffett swallows Heinz: Sauce for the sage" – a typical takeover announcement was published lately on 14th February 2013. Warren Buffett, a well known investor, acquired along with the financial investor 3G Capital the H. J. Heinz Company for \$ 28 billion. This is likely to become the largest transaction in the food industry. The company's stock price rose more than 20.0 percent after the publication which is a very characteristic reaction to deal announcements. Hence, the important question is, if transactions, such as the takeover of the H. J. Heinz Company, affect the corporate performance consistently. In general, the core idea about mergers and acquisitions (M&A) is to generate additional future growth if for example organic growth is limited. If two companies merge or a target is bought by another company (the acquirer), shareholders believe in synergy effects. These are revenue enhancements, cost reductions, tax gains and reduced capital requirements leading to business growth and thus to a higher value of the new company. However, it is questionable if this theory can also be experienced in the real world. Ever since the effects of M&A have been analysed, the market of the United States (US) was used as data source. This is plausible due to the fact that the very first information was well recorded for US companies. It is remarkable that literature contributes very little research on Europe, although the number of announced European transactions is comparable to those of the US. For example, in 2007 the European deals volume overtook the one from the United States of America (USA) for the first time. Moreover, research on single European countries almost never exists or only rarely. One exception is the United Kingdom (UK) with an early takeover history beginning in the 1960s. However, European countries should be analysed separately because of its high diversity regarding the accounting framework, the corporate governance or the legal and regulation structure. For instance, Germany is characterised by conservative accounting principles and a high regulation by the banking sector. These issues may also influence the M&A decision making process.

Journal of World Trade Law 2002-08

Mergers, Acquisitions, and Corporate Restructurings Patrick A. Gaughan 2007-12-10

Adoption of Squeeze-out and Sell-out Rights of Shareholders in Ukraine on the Basis of a Comparison of EU, Germany and USA Anton Babak 2012 Currently there are debates in Ukraine regarding implementation of squeeze-out and sell-out rights of shareholders. This paper thesis stands for granting these rights to shareholders in Ukraine. Firstly, the research compares EU, Germany and USA regulations of squeeze-out and sell-out rights focusing on regulatory framework, legal thresholds and fair price definition of squeeze-out or sell-out procedures. Based on the comparative research, this thesis elaborates a squeeze-out and sell-out model for its implementation in Ukraine. This model should adopt the takeover squeeze-out and sell-out rules from the EU Takeover Directive. At the same time, corporate squeeze-out and sell-out should be as well enabled mainly by borrowing provisions from the German legislation. The liberal provisions regarding the legal threshold should be adopted from the U.S.

Common Legal Framework for Takeover Bids in Europe: 2008-11-27 The Council Directive of 21 April 2004 on takeover bids sets forth the general principles applicable to takeover bids and clarifies certain minimum rules with respect to the procedure for a takeover bid, the obligation to make a mandatory bid in the event a minimum threshold is crossed and the majority shareholder's squeeze-out right as well as the minority shareholders' sell-out right.

Furthermore, the Directive defines the authority which is competent to approve offer documents and supervise takeover bids, and provides for optional restrictions on the actions of the target company's management and on defence mechanisms. This book discusses the Takeover Directive and its implementing rules in each Member State of the European Union and the European Economic Area, providing companies and their advisors with useful insight into the legal framework and principles applicable to takeover bids in the region.

Takeovers and the European Legal Framework Jonathan Mukwiri 2009-05-07 Since the implementation of the European Directive on Takeover Bids, a European common legal framework governs regulation of takeovers in EU Members States. The European Directive on Takeover Bids was adopted in April 2004, and implemented in the UK and in other Member States on 20th May 2006. The Directive seeks to regulate takeovers by way of protecting investors, and harmonising takeover laws in Europe. In facilitating the restructuring of companies through takeovers, the Directive aims at reinforcing the free movement of capital. Takeovers and the European Legal Framework studies the European Community Directive on Takeover Bids, in order to provide greater understanding of both the impact and effect of the European legal framework of takeover regulation. It firstly looks at the Directive from a British perspective, focusing on the impact of the transposition of the Takeover Directive into the UK. The book examines the provisions of the City Code on Takeovers and Mergers, and discusses the takeover provisions in the Companies Act 2006 that implement the Takeover Directive in the UK, arguing that the Directive will provide a new basis for UK takeover regulation, and that the system will work well. Jonathan Mukwiri goes on to consider the Directive in relation to the EU, arguing that despite its deficiencies, in that Member States are free to opt to restrict takeovers, the Directive provides a useful legal framework by which takeovers are regulated in different jurisdictions. Mukwiri highlights how the freedoms of the EC Treaty and EU Directives interact, and the effects of the Takeover Directive on political considerations in the law-making process in European Community. Moreover, he argues that the future of EU takeover regulation is likely to follow the lead of the UK, making this book relevant to a wide range of policy makers and academics across Europe.

From Negotiation to Antitrust Clearance: National and International Mergers in the Third Millennium Sonia Cortes 2002-07-19 This convenient country-by-country guide to merger control law gives business people and their counsel all the essential information they need to proceed confidently toward a successful transnational merger. For each of twenty major jurisdictions -- including the USA, EU, China, India, Argentina, Brazil, Mexico, the Czech Republic, Vietnam and most EU countries -- this book describes: procedure for antitrust clearance, if necessary rules and criteria for approval restrictions on merger dimensions relevant market definition criteria ancillary restrictions Whenever possible, actual national notification forms are reproduced so they may be prepared in advance. The authors, each an expert in the business law of his or her own country, offer practical advice on managing the transaction and avoiding pitfalls. A detailed general introduction highlights shared patterns, as well as distinctions, among the merger control regimes of the various jurisdictions.

The Autonomy of Community Law R. Barents 2004-01-01 "This book is the English version of my 'De communautaire rechtsorde' ... which was published by Kluwer, Deventer (the Netherlands) in 2000 ... Where necessary I have updated the text by taking account of developments until the beginning of 2003."--Foreword.

Company Law and Economic Protectionism Wolf-Georg W. Ringe 2010-12-23 A collection of essays examining the conflict between EU law and company law, covering a broad range of topics including takeovers, mergers and restructuring, sovereign wealth funds, and proportionality of ownership and control.

Shaping EU Public Procurement Law Albert Sanchez-Graells 2018-09-14 The first part of the book offers a unique reflection on enduring themes in public procurement law such as the shaping of the scope of this regulatory regime, the development of tighter criteria for the exclusion of candidates and tenderers, the conduct of qualitative selection, the consolidation of the court's previous approach to technical specifications, new developments in tender evaluation, the inclusion of contract performance clauses with a social orientation, and, last but not least, the development of interpretive guidance concerning several aspects of the procurement remedies regime. The book shows that the period 2015–2017 has been an interesting and rather intense period for the development of EU public procurement law, where the CJEU has not only consolidated some parts of its long-standing procurement case law but also introduced significant innovations that can create future challenges for the consistency of this regulatory regime. The first part of the book concludes with some thoughts on some of the salient aspects of this recent episode of silent reform of EU public procurement law through CJEU case law. The second part of the book contains the essential excerpts of forty-one chronologically ordered judgments issued by the CJEU in the period 2015–2017, which

have been selected because they either raise new issues or important matters of public procurement law. Each of the selected judgments is followed by an exhaustive and critical in-depth analysis, highlighting and providing insight into its legal and practical issues and consequences. An exhaustive subject-index offers the reader quick and easy access to the case law treated in this book. This unique book, a 'must-have' reference work for judges and courts of all EU Member States and candidate countries and academics and legal professionals who are active in the field of procurement law, will also be valuable for law libraries and law schools across the world and for law students who focus their research and studies on EU law.

Comparative Takeover Regulation Umakanth Varotil 2017-10-26 Comparative Takeover Regulation compares the laws relating to takeovers in leading Asian economies and relates them to broader global developments. It is ideal for educational institutions that teach corporate law, corporate governance, and mergers and acquisitions, as well as for law firms, corporate counsel and other practitioners.

The Anatomy of Corporate Law Reinier H. Kraakman 2017 Businesses using the corporate form give rise to three basic types of agency problems: those between managers and shareholders as a class; controlling shareholders and minority shareholders; and shareholders as a class and other corporate constituencies, such as corporate creditors and employees. After identifying the common set of legal strategies used to address these agency problems and discussing their interaction with enforcement institutions, *The Anatomy of Corporate Law* illustrates how a number of core jurisdictions around the world deploy such strategies. In so doing, the book highlights the many commonalities across jurisdictions and reflects on the reasons why they may differ on specific issues. The analysis covers the basic governance structure of the corporation, including the powers of the board of directors and the shareholder meeting, both when management and when a dominant shareholder is in control.

The goals and scope of European merger regulation. Acquisition of minority shareholdings Ziya Baghirzade 2014-08-06 Academic Paper from the year 2014 in the subject Business economics - Law, grade: 2.0, Free University of Berlin, course: Master degree, language: English, abstract: The Merger Regulation as it stands only applies to transactions resulting in a lasting change of control. Economic theory and the Commission's experience suggest that non-controlling minority shareholdings may also in certain instances cause anticompetitive harm. The financial incentives and the influence on the target resulting from such minority stakes can raise competition concerns based on the same theories of harm as pursued under merger rules, namely unilateral or coordinated effects or input foreclosure. Unlike other competition authorities both inside and outside the EU (such as Germany, the United Kingdom, or the United States) the Commission currently has no opportunity to address such concerns where they are caused only by the acquisition of minority participations. The European Commission is looking forward to review and potentially revise its rules for reviewing minority share acquisitions under EU competition law. The European Commission is considering amending the EUMR to allow it to review certain acquisitions of non-controlling minority shareholdings. Under the current EUMR regime, the Commission can only review the acquisition of a minority shareholding and possibly prohibit it ex ante where it confers control. Control means the possibility of exercising decisive influence on an undertaking on the basis of rights, contracts or any other means (Article 3(2) EUMR). Hence, the acquisition of a minority shareholding does not fall under the scope of the EUMR and under the Commission's jurisdiction unless it enables the minority shareholder to determine the strategic commercial behavior of the target. While in some instances competition problems caused by non-controlling minority participations might be tackled by the antitrust rules of Article 101 or 102 TFEU, these provisions would not seem to deal with all cases in which non-controlling minority shareholdings may cause competitive harm. In particular Article 101 only applies where there is an agreement between the parties which could be qualified as having the effect of restricting competition.

Takeovers Geoffrey P. Miller 2008 Viewed against the backdrop of European company law generally, the U.K. and U.S. systems of corporate governance are remarkably similar. However, there are several salient differences between the system, including the fact that the U.K. has a more robust and less regulated takeover market than the U.S. This paper explains the differences as a function of politics. In the United States, where corporate law is dominated by state governments, the political forces aligned against hostile takeovers are quite potent, generating legislation and judicial decisions that have suppressed takeover activity. In the United Kingdom, with a more unitary system, the political forces play out differently, and the system accordingly generates rules more accommodating to unfriendly takeovers.

The Eclipse of the Legality Principle in the European Union Leonard F. M. Besselink 2011-01-01 Legality is a traditional normative concept to regulate the relationship between those in power and those subjected to that power. The principle of legality protects the citizen against the arbitrary use of power, or, more precisely, it demands a legal basis (which itself must be of a certain standard) to legitimize State action. Is legality under siege in Europe? The authors contributing to this provocative and important book answer this question in the affirmative. Twenty-one outstanding European legal scholars expose a spectrum of ways in which the traditional legality principle is under pressure because of the creation of new legal orders, including that of the EU, and the interaction between these new orders and that of the State, combined with such factors as expertise driven governance, difficulties of international organizations to meet their objectives due to a lack of adequate powers, and lack of parliamentary control. The question of whether the main functions of legality - legitimating, attributing and regulating the exercise of public authority - are still fulfilled in the context of the overlapping, interacting, and mutually dependent legal orders of the EU, the ECHR, and the Member States is at the background of all the essays in this volume. Recognizing that legality, if it is to survive, demands rigorous reconsideration of its scope and application, the authors interrogate not only such fundamental democratic issues as who has legitimate power to perform legislative acts and through these to exercise of public power over citizens, but also such urgent European problems as the following: ; the use of the precautionary principle in EU decision-making; the scope of the principle that the exercise of public authority must rest on an act of Parliament; the extent to which the EU can provide a legal basis for action of Member State authorities in the absence of such a basis within Member State legal orders; the constitutional position of independent 'regulators'; the requirements that ECJ and ECHR case law impose on the exercise of public authority; whether legislative results are coherent in the sensitive area of equal treatment; transparency, legal certainty, enforceability, and implementation of EC Directives in the field of workers' involvement; new instruments as the Open Method of Coordination and the involvement of social partners in decision-making; the de facto harmonization of national criminal justice systems; and the prominent role of the EU in the field of data protection. There can be little doubt that the issue of legality and to whom it applies - in a world in which the role of the modern State is changing profoundly - is a crucial one. It is highly important in the context of the ongoing discussion on the meaning of democracy and citizenship. This volume, with its clear message that reconsidering legality demands taking serious issue with the uncertainty engendered by the processes of globalization, will resonate profoundly among practitioners and policymakers in this time of momentous change.

EU Agricultural Law Jens Hartig Danielsen 2013-05-01 The European Union's common agricultural policy is without question the most economically significant policy area in EU law, as well as the area in which Union regulation has been implemented most consistently and intensely. This book contends that today, considering this comprehensive regulation of issues that are of prime economic importance - and the rich case law that this EU policy has generated - EU agricultural law cannot be treated as an isolated discipline, but must be seen in the context of general Union law. The author first deeply explores in an unprecedented way what is meant by the expressions 'agriculture', 'agricultural activity', and 'agricultural producer' found in current EU legislation, and goes on to provide a detailed legal analysis in contexts from Member States to the World Trade Organization. In the course of the presentation he examines the following, among much else: the principle of unified markets or common prices; structural funds for promoting regional agricultural development; encouragement of local strategies based on partnership and experience-sharing networks; environmentally friendly agricultural measures; the European Agricultural Guarantee Fund (EAGF) and the European Agricultural Fund for Rural Development (EAFRD); whether a person or undertaking produces agricultural products or processes them; food safety measures; animal welfare; agricultural training and research; ensuring a fair standard of living for the agricultural community; interventions concerning storage or production limitation; State aid schemes; marketing standards; geographical indications; trade with third countries; support for improving the environment and the countryside; payment of aid pursuant to the single payment scheme; and WTO rules on domestic support measures, import duties and restrictions, and exports. As a full-length, in-depth analysis of EU agricultural law, this book has no peers. It is sure to be welcomed not only by legal academics, but by all who are professionally engaged in dealing with issues of Union agricultural law, whether lawyers, professional interest groups, or administrative authorities.

Handbook on European data protection law Council of Europe 2018-04-15 The rapid development of information technology has exacerbated the need for robust personal data protection, the right to which is safeguarded by both European Union (EU) and Council of Europe (CoE) instruments. Safeguarding this important right entails new and significant challenges as technological advances expand the frontiers of areas such as surveillance, communication interception and data storage. This handbook is designed to familiarise legal practitioners not specialised in data protection with this emerging area of the law. It provides an overview of the EU's and the CoE's applicable legal frameworks. It also explains key case law, summarising major rulings of both the Court of Justice of the European Union and the European Court of Human Rights. In addition, it presents hypothetical scenarios that serve as practical illustrations of the diverse issues encountered in this ever-evolving field.

Directory of EU Case Law on the Preliminary Ruling Procedure René Barents 2009-01-01 Article 234 EC ensures that a divergent application of the EC Treaty or of the statutes and acts of its institutions is not allowed in any Member State. Unsurprisingly, its pivotal importance has given rise to a huge number of ECJ judgments and orders - about 700 by the beginning of 2009. Very often, a practitioner needs to establish whether the preliminary ruling procedure called for by Article 234 EC is required in a particular case being pursued in a national court, and any relevant ECJ ruling or order must be located. Herein lies the great value of this book. Dr Barents' very useful volume sorts paragraphs of the 700 judgments and orders by subject, making it easy to establish the relevance of a particular Community court ruling to a particular national court proceeding. In this book paragraphs of the judgments and orders are presented in the form of extracts sorted by subject. The subject headings are arranged according to a hierarchical system, descending from such overarching concepts as scope and participation to such precise categories as the following: situations outside the scope of community law; bodies not considered to be courts or tribunals; arbitration; third persons; rights of participants; formulation of preliminary questions; presumption of relevance of a preliminary reference; violation of the obligation to refer; requirement of a pending dispute; interim measures; modification of preliminary questions; questions rejected by the submitting court; new elements presented during the preliminary procedure; questions lacking precision; retroactive effects of judgments. Paragraphs of judgments relating to more than one subject are included under each relevant heading, where necessary accompanied by cross references to other headings. Under each extract or summary, the judgments and orders are referred to by case number in ascending order. The articles of the EC Treaty are cited according to the new method of citation pursuant to the renumbering of the articles of that treaty brought about by the Treaty of Amsterdam. There is no doubt that the book's technique of presenting case law in the form of separate extracts and summaries arranged by topic and sub-topic improves the accessibility of the material. This very practical, time-saving feature will be greatly appreciated by practitioners throughout Europe. This is a reference every European lawyer will want to have on hand.

EU Law in Populist Times Francesca Bignami 2019-12-31 A state-of-the-art analysis of the contentious areas of EU law that have been put in the spotlight by populism.

Communications in EU Law : Antitrust Market Power and Public Interest Antonio Bavasso 2003-01-01 Approaching the theme from an antitrust perspective and focusing on telecommunications and television broadcasting, this volume examines how traditional European competition law doctrines and principles can be applied to this converging sector. The application of antitrust rules to the communications sector is often one of the most controversial areas of law and policy. The shift towards a more competition law oriented form of regulation is one of the main principles inspiring the recent reform of European sectorial regulation enshrined in the 2002 Electronic Communication Package. The Package was adopted in 2002 and is in the process of being implemented throughout the Union. This monograph provides a detailed description of the new regulatory package and highlights the interplay between regulatory provisions and EC competition law. It then follows the pattern of a typical antitrust analysis containing chapters on the definition of relevant market in the sector and various forms of abuses of market power. The book also critically examines the Commission's practice and policy in the field of merger control and considers its relationship with wider regulatory policies. Finally it analyses the sector from the perspective of the 'European' public interest and the changed nature of communications as a public service.

Reforming Company and Takeover Law in Europe Guido Ferrarini 2004 History of mathematics.

National Security Review of Foreign Investment Cheng Bian 2020-03-19 In recent years, China, the US, and the EU and its Member States have either promulgated new national laws and regulations or drastically revised existing ones to exert more rigorous government control over inward foreign direct investment (FDI). Such government control pertains to the establishment of an ex-ante review regime of FDI in the host state in sectors that are considered as 'sensitive' or 'strategic', with an aim to mitigate the security-related implications. This book conducts a systematic and up-to-date comparative study of the national security review regimes of China, the US, and the EU, using Germany as an exemplifying Member State. It answers a central research question of how domestic law should be formulated to adequately protect national security of the host state whilst posing minimum negative impacts to the free flow of cross-border investment. In addition to analyzing the latest development of the national security review regimes in aforementioned jurisdictions and identifying their commonalities and disparities, this book establishes a normative framework regarding the design of a national security review regime in general and proposes specific legislative recommendations to further clarify the law. This book will be of interest to scholars in the field of international and comparative investment law, investors who seek better compliance programs in the host state, and policymakers who aim for high-quality regulation on foreign investment.

Infringement Proceedings in EU Law Luca Prete 2016-04-24 Infringement proceedings constitute a significant proportion of proceedings before the Court of Justice of the European Union and play a key role in the development of EU law. Their immediate purpose is to obtain a declaration that a Member State has, by its conduct, failed to fulfil an obligation under the EU Treaties. The aim is to bring that conduct and its effects to an end and, ultimately, to eliminate infringements across the Union. This book - the first comprehensive and detailed full-length work in English on infringement proceedings under Articles 258-260 TFEU - provides not only an in-depth discussion on the role and function of infringement proceedings within the EU legal order, but also a critical assessment of the procedures as they currently stand, complete with proposals for future changes. Recognizing that Member States' compliance with EU law is an integral part of the task of ensuring the rule of law throughout the Union, the author thoroughly explains the functioning of infringement proceedings, their requirements and related policies, including issues such as: - the Commission's discretion to bring a case before the Court; - the author of the infringement, including national courts or private entities; - Member States' procedural and substantive defences; - the different procedures under Articles 258, 259 and 260(2) and (3) TFEU; - rights of private parties; - interim measures; - financial sanctions; - Member States' liability; and - the roles played by the European Parliament and the Ombudsman. Particular attention is devoted to rules that have not yet been fully interpreted, or where the current interpretation or application of the rules seems problematic. The book tackles, in particular, whether infringement proceedings, as they stand, constitute an appropriate means of ensuring observance by Member States' authorities of the EU acquis, and, if not, what reforms should be implemented in order to achieve this in the future. Such a detailed and in-depth examination of this fundamental procedure of EU law will be of great and long-lasting interest to EU and Member State administrators, legal practitioners and academics. Luca Prete is currently a référendaire (Legal Secretary) for Advocate General Wahl at the Court of Justice of the European Union, on secondment from the Legal Service of the European Commission. He is also a member of the Centre for European Law of the Free University of Brussels (VUB). He has published several articles in the field of EU law and is a regular speaker at EU law seminars and conferences.

Takeover Law in EU and the USA: A Comparative Analysis Christin Forstinger 2002-09-26

Chinese Merger Control Law Tingting Weinreich-Zhao 2014-11-19 On 1 August 2008 the Chinese Anti-Monopoly Law entered into force, introducing a comprehensive framework for competition law to the Chinese market. One set of the new rules pertains to merger control. China's Ministry of Commerce (MOFCOM) was nominated as the authority responsible for enforcing merger control in China and has been actively doing so ever since. Recent years have established China as one of the most important merger filing jurisdictions for cross-border mergers alongside the EU and USA. This work evaluates the Chinese merger control law regime and MOFCOM's decision-making practice after more than five years of application. In particular, it assesses which policy goals (competition policy goals or industrial policy considerations) prevail in the written law and its application and provides suggestions for a further improvement of the law - with the aim to develop a transparent merger control regime that promotes long-term economic growth in China.

'Baby, It's Cold Outside...' - A Comparative and Economic Analysis of Freeze-Outs of Minority Shareholders Tom Vos 2018 Because minority shareholders can be a nuisance for a company, a majority shareholder may want to freeze them out. In general, the approach in the United States towards freeze-outs is more flexible than in the European Union. Law and economics scholarship suggests that a flexible regime for freeze-outs may be beneficial for society, as it addresses a free rider problem and a holdout problem in the market for corporate control. However, these insights are rarely integrated into European legal scholarship. This article endeavours to determine what constitutes an efficient legal framework on freeze-outs through a comparative law and economics approach. First, the legal regime on freeze-outs in the United States is compared with the regime of the Takeover Directive in the European Union and with Dutch law. Then, these legal systems are evaluated on their efficiency. Finally, some suggestions of reform are made for the European Union.

A Legal and Economic Assessment of European Takeover Regulation Christophe Clerc 2012 "Takeovers are one-off events, altering control and strategy within an organisation. But the chances of becoming the target of a bid, even where remote, daily influence corporate decision-making. Takeover rules are therefore central to company law and the balance of power among managers, shareholders and stakeholders alike. This study analyses the corporate governance drivers underpinning takeover bid regulations and assesses the implementation of the EU Directive on takeover bids and compares it with the legal framework of nine other major jurisdictions, including the US. It finds that similar rules have different effects depending on company-level and country-level characteristics and considers the use of modular legislation and optional provisions to cater for them. This book is an abridged version, with additional policy suggestions, of the study prepared for the European Commission jointly by CEPS and the law firm Marcuss Partners. The legal analysis in this book was conducted by Christophe Clerc, partner with the law firm Pinsent Masons and general manager of the Paris office and Fabrice Demarigny, Chairman of Marcuss Partners and Head of Capital Market Activities within the Mazars group. The economic analysis was carried out by Diego Valiante, Research Fellow at CEPS and its in-house European Capital Markets Institute (ECMI) and by Mirzha de Manuel Aramendía, Researcher at ECMI and CEPS."--Publisher description.

Yearbook of European Law 2009 Piet Eeckhout 2010-02-25 Now in its 28th year, the Yearbook of European Law is one of the most highly respected periodicals in the field. Featuring extended essays from leading scholars and practitioners, the Yearbook has become essential reading for all involved in European legal research and practice. This year's issue includes a special symposium on the recent Kadi case in the European Court of Justice, with contributions by Giorgio Gaja, Christian Tomuschat, Enzo Cannizzaro, Riccardo Pavoni and Martin Scheinin.

Transatlantic Defence Procurement Luke R. A. Butler 2017-03-02 This volume constitutes the first ever attempt to establish a basis for comparative research on defence procurement regulation. For decades there has been repeated emphasis on the extent to which barriers to trade in Europe and the US prevent a more competitive defence market. Transatlantic Defence Procurement offers the first analysis of the potential impact of defence procurement regulation itself as a barrier to trade between the US and the EU. Part I examines the external dimension of a new EU Defence Procurement Directive, focusing on its implications for third countries, in particular the US. Part II examines foreign access and treatment under US law. Part III maps a future research agenda that is essential for a more systematic understanding of legal barriers to transatlantic defence trade. The book provides context for future initiatives, ranging from reformed market access arrangements to a Defence Transatlantic Trade and Investment Partnership and beyond.

Dealing with Dominance Nauta Dutilh (Firm) 2004-01-01 A prohibition of the abuse of dominance is an essential provision in any country's competition law. The purpose of such a prohibition is to protect competition where it is

potentially weakened by the presence of dominant market players. If applied immoderately, however, this prohibition is liable to seriously harm competition rather than protect it. In this useful compilation, local practitioners and academics in twelve countries provide a detailed summary and analysis of the application of their countries' law in this area, drawing on the experience of national competition authorities in dealing with market dominance as well as a wide range of legislation, administrative regulations, and case law. Nine EU member states are covered, as are Australia, New Zealand, and the United States. Although contributors were specifically asked not to compare their national provisions with Article 82 EC, the book nevertheless provides useful insight on that article, as well. National "borderline cases", of the kind described here, help to clarify the application of Article 82 EC, especially considering that the case law on this provision is often controversial. *Dealing with Dominance* is a useful reference tool for the application of the national counterparts to Article 82 EC in Europe and beyond and answers a basic practical need of both national and international competition law practitioners. This book can also be seen as an especially important contribution to the comparative analysis of an increasingly crucial area of economic law.