

Company Law

Did you know?

Notaries contribute to the development of civil law systems as law professors and academics. Indeed, many of the most influential commentaries on statutes in private law, leading law books, and decisive articles are published by notaries.¹¹⁷ Courts regularly cite these academic contributions.¹¹⁸ It is also common for notaries to teach at universities and to be involved in the training of legal professionals.

In many civil law countries, notaries play a key role in company law.¹¹⁹ They are reliable advisors throughout the entire lifecycle of a business. At the founding stage, they draft the articles of incorporation. At the end, they prepare the documents needed for liquidation. In between, they accompany all relevant structural changes: transfer of share agreements for limited liability companies, mergers & acquisition contracts, shareholder meetings, changes to the articles of incorporation or the directors, and far-reaching commercial powers of attorney.¹²⁰

The reasons for notarial intervention in company law are similar to those in real estate law. First, company registers provide for legal certainty and notaries are the gatekeepers of these registers (*gatekeeper dimension*).¹²¹ Second, just like land, shares in companies are the most valuable goods of our economy, requiring special protection of those who deal with them (*value dimension*). Third, the articles of incorporation govern commercial affairs for decades, triggering an increased need for legal certainty (*time dimension*). Fourth, corporations involve public interest, from antitrust to anti-money-laundering issues,¹²² which are best channeled through the notary (*sovereignty dimension*). Fifth, communication between registers and other stake-holders needs a central manager – a role best served by the notary (*management dimension*).¹²³

Key takeaways: Notaries are involved in all central acts of company law throughout the entire lifecycle of a business.