

Bolagsorganens reglering och dess ändamålsenlighet

– En aktiebolagsrättslig studie om ägarledda bolag



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av

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Abstract

This dissertation discusses the regulation of organisation in limited companies from a closely held company perspective. The overall aim of the study is to evaluate whether the goals of the Swedish Companies Act are fulfilled by the current regulation on company organisation and decision taking organs when applied to closely held owner managed companies. The study is carried out in the field of Company Law, but the analysis also includes contributions from Regulation Theory and Law and Economics.

To fulfil the overall aim, the study sets up two main research tasks. The first research task is to identify the goals of the Swedish Companies Act and what regulative tools that are available to achieve these goals. The second research task is to investigate the current regulation of organisation and decision taking organs of a company. Focus is placed on how owner managed companies can be flexible in their decision taking activity, both within the company organs and in other arenas outside the firm such as an owners meeting or family council. When these two main research tasks have been performed, the overall aim of this study can be fulfilled. The evaluation of the Companies Act reveals that the legislator's prioritisation of legislative goal can be challenged. It may be argued that the goal to lower the transaction costs of the parties can be enhanced without diminishing any other goals. In accordance with this conclusion, the final research task of this study is to give recommendations *de lege ferenda* on how the regulation can be developed in order to achieve a higher degree of reaching the goals of the Companies Act.

The conclusions argued for in this study are related to future regulation of the organisation of companies limited by shares. Therefore, the conclusions are aimed towards policy makers. However, the analysis within the second research task is of relevance for owner managers and their advisors on the subject of how they can be flexible in their decision taking activity, both within the company organs and in other arenas such as an owner's meeting or a family council.

Keywords: Swedish company law, closely held companies, owner managed companies, company organisation, decision taking organs, principle of unanimous assent, family governance, family council, owner's meeting, Regulation theory, regulation techniques, Law and Economics, legislative goals.

Keywords: ägarledda aktiebolag, aktiebolagets organisation, bolagsorgan, principen om samtliga aktieägares samtycke, flexibla beslutsförfaranden, ägarråd, familjeråd, regleringsteori, regleringstekniker, rättsekonomi, lagstiftningsändamål

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