

Summary of doctoral dissertation

***„Autonomous interpretation of company law concepts in the jurisprudence
of the Court of Justice of the European Union”***

The primary purpose of this dissertation is to present the legal reasoning of the Court of Justice in Luxembourg in the search for uniform transnational wording of company law concepts and discuss them according to the proposed systematics.

The Court's interpretation is autonomous, but it is based on classical methods known to international law and the laws of the Member States. The specificity of interpretation of the EU law consists in reducing the importance of linguistic interpretation and attaching greater importance to systematic and purposeful arguments. Moreover, in EU law, particularly in the field of company law, autonomous interpretation is linked to the search for solutions that support mechanisms behind smooth operation of the internal market. To achieve the objective pursued, the Court uses a new method called hybridization, involving the use of a broad spectrum of legal instruments. They come from both private and public law. There is also a mix of substantive and procedural elements in the Court's interpretation.

The indirect purpose of the dissertation is to perform an analysis of the mechanism of autonomous interpretation of company law concepts in the spirit of internal integration of legal sciences. To meet this purpose, conceptual instruments from company law and the EU law were combined with elements of the theory of law.

The dissertation consists of six chapters; although each chapter is self-contained, they form a logical whole. Autonomy becomes both a common denominator and an element bonding deliberations in subsequent chapters, preceded by an introduction and closed with conclusions.

The first chapter, based entirely on the analysis of EU law issues, covers the significance of the jurisprudence of the Court of Justice to the EU law interpretation. The basic procedure exercised before the Court of Justice is the preliminary ruling procedure, which forms the basis for cooperation between national courts and the Court interpreting European law in a specific situation. The preliminary rulings are a form of EU precedents contributing to uniform application of EU law. Court decisions following procedure initiated by the European Commission, known as the procedure for failure to fulfil an obligation, are important to autonomous interpretation of company law concepts.

The second chapter is devoted to mechanisms behind autonomous interpretation. When discussing the autonomous interpretation definition, the achievements of EU law were confronted with classic legislation developed based on the theory of law. In addition, a category of autonomous concepts, understood as “interpretative tools”, was distinguished. Further, the disquisition focuses on the rules of autonomous interpretation and in-depth analysis of directives on linguistic, systemic and functional-purpose interpretation. The deliberations lead to conclusions on the Court's preference as to which interpretation to choose during the adjudication process. Finally, the problem of autonomous interpretation limits was discussed.

The third chapter introduces the topic of autonomous nature of company law concepts. It covers the areas that form the European company law and creates a separate category of autonomous concepts of company law. This way, the objective scope of autonomous interpretation of company law concepts was defined and the adopted systematics of concepts were justified. According to the proposed research scheme, further analysis of concepts considers two key elements: (1) the division into primary and secondary legislation and (2) the diversity of matters being researched. A separate paragraph is dedicated to the importance of autonomous concepts of company law to the evolution of EU company law and their impact on national institutions. Different semantic significance that can be attributed to autonomous concepts was emphasized there as well.

Chapter four is the first of three chapters in which an in-depth analysis of autonomous concepts of company law was performed. It is entirely dedicated to the mechanism behind autonomous interpretation of company law concepts relating to EU Treaty Freedoms. The concepts of key importance to the operation of the internal market, implicitly linked to freedom of establishment and free movement of capital, could therefore be identified. Autonomous concepts regarding company mobility and capital mobility are at the heart of discussion presented in this chapter.

The fifth chapter contains an analysis of autonomous interpretation of EU company law concepts relating to company formation and operations. Autonomous concepts were grouped according to the subject matter covered by directives and regulations. The adopted classification of concepts is largely based on the numbering and chronology of directives. Company law directives constitute basic instruments of secondary law, with which the process of Europeanization of company law takes place and from which most of autonomous concepts relating to company formation and operations originate. As for autonomous concepts of company law deriving from regulations – legal acts of the European Union that become

immediately enforceable as law in all member states simultaneously – the jurisprudence of the Court of Justice is slightly different. Issues covered by regulations are primarily transnational companies. Thus far, the Court of Justice has had little opportunity to comment on these matters.

In the last, sixth, chapter of the dissertation, autonomous concepts relevant to cross-border insolvency proceedings were examined. The specificity of this issue and rich jurisprudence that the Court of Justice has developed justify why this category of concepts derived from EU regulations was separated. In EU law, issues relating to cross-border insolvency proceedings involve jurisdictional matters, recognition of court decisions and the applicable law. This special problem requires, first and foremost, that terminological issues relating to the area of judicial cooperation in civil matters be put in order. The analysis of cross-border insolvency proceedings, performed further in the dissertation, justifies the adopted research scheme. First, one autonomous concept, fundamental to the whole regulation, was carefully analysed. Then, the concepts of great significance to insolvency were identified. Finally, the concepts with limited impact range were indicated. The applied research approach allowed for a comprehensive analysis of complex issues of cross-border insolvency.

Each chapter has a brief introduction to the issues covered therein and conclusions. Final conclusions form the last part of the dissertation.

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