

Call for papers

**First international conference on:
“Law and Corporate Governance”**

Under The Topic:

**“CORPORATE GOVERNANCE:
A NEW MODELING OF COMPANY LAW”**

Agadir 18 - 19 avril 2014



Organisateurs :

Faculty of Law, Economics and Social Sciences, Ibnou Zohr University, Morocco



Master 122 “Company Depth Law”, Dauphine Paris-University, France



Partenaires :

Ernst & Young, International company of lawyers, Paris-France



French Center of Comparative Law, Paris-France



Association of Chartered Accountants of Morocco



▪ **THE CONFERENCE CONTEXT:**

Born in the United States in a context of scattered ownership, corporate governance was first thought of as a cure for excessive concentration of power in the hands of company management. Its main purpose was to recover the lost golden age of conservative management (re) setting the shareholders at the center of the game. Over time, the emphasis cast upon the shareholders' interest eventually caused some assimilation of the concepts of corporate governance and shareholders value. The pursuit of strengthening shareholders' prerogatives was gradually replaced by the quest for increasing share value on the market in the shortest time possible. Corporate governance raises the traditional question of the goals that a company is aiming at. The quarrel between proponents of shareholders value and advocates stakeholders value obviously recalls the ancient doctrinal controversies surrounding the social interest and the contractual or corporate nature of society.

The implementation of corporate governance in Europe has given way to an acculturation. In France, the reconquest of the influence of ownership is found offset by the allocation of competing rights in favor of employees and a significant strengthening of the independence of social leaders vis-à-vis shareholders. "French corporate governance" comes from a non-purely financial vision responsive to social considerations. At the European level, comparatists also agree to observe hybridization of the shareholders value and stakeholders value models.

Initially oriented towards satisfying the interests of the shareholders, corporate governance is gradually inclining towards stakeholders. For illustrative purposes, without forgetting the principles of corporate governance set out by the OECD, we include the international best practice guide on corporate governance published in 2009 by the prestigious International Federation of Accountants (IFAC), which states that governance should aim to create and optimize stakeholder value. Thus corporate governance gradually integrates social responsibility (CSR), defined by the European Commission in a 2011 Communication as corporate responsibility vis-à-vis their impacts on civil society.

The evolution of corporate governance is not without consequences for the law and the assessment of social interest. The latter may be considered as the ultimate test of the legitimacy of a company's acts and decisions. Management fault will be assessed differently depending on whether one considers the social interest as the common interest of shareholders or, more broadly, that of all stakeholders. As a legal standard, social interest is an instrument of reference of state law to other normative systems. This standard directs the judge to refer to the standards of the community that it intends to regulate. As long as corporate governance is merged with the pursuit of shareholder value, the company's interests will be inclined to their exclusive benefit. However, from the moment corporate governance includes the interests of stakeholders, the judge will be more inclined to appreciate the broader social interest.

The integration of sustainable development in corporate governance may be contractually promoted by shareholders. Several hypothesis may be advanced. The first, but perhaps the most unusual, is that of a statutory registration of CSR. Shareholders could perfectly well create ab initio a simplified corporation whose articles are directly inspired by Flexible Purpose Corporations and Benefit of U.S. Corporations models. Even though statutory registration of CSR is arguably the most favorable solution, few companies today are making the shift. The commitment to sustainable development is the preserve of an active but minority handful of shareholders. To encourage leaders to adopt a socially responsible policy, shareholders then rely on all the instruments at their disposal in company law. Through a shareholders' agreement, the contracting parties may agree to submit to the General Assembly resolutions in favor of CSR. The effect of these agreements should not be underestimated since the breach of any of its provisions can be invoked by a third party to obtain compensation for the damage he experienced on the basis of tort. Shareholders may also, in their investment policy, select securities issued by companies meeting certain values. This practice gave rise to socially responsible investments consisting of optimizing investment choices in asset allocation based on financial criteria enriched by social, ethical and environmental criteria.

Consideration of sustainable development in corporate governance involves a substantial change to the information provided by companies. Non-financial information addressed to recipients that remain undetermined may now be found next to purely financial information addressed primarily to current and potential shareholders. Obviously, this

trend manifests itself in spurts, with more or less force depending on the nature of communication (accounting, non-accounting or ethics).

The adoption by the European Union of the International Financial Reporting Standards and, correspondingly, the concept of “fair value” had the effect, if not the object, to reduce accounting to a mere information exercise to financial markets. However, in counterpoint, the positive notions of implicit obligation and contingent liabilities are part of a “legalization” movement of CSR. An implicit obligation may arise from the policy displayed by the company or its public commitments, sufficiently explicit to create legitimate expectations of third parties on the fact that the company will assume responsibility. The company that makes social or environmental promises should concomitantly set adequate provisions.

In addition to the accounting records, companies communicate through management reports. Long confined to purely financial considerations, it opened in the last ten years to social and environmental issues, taking the turn of a real social reporting. Without going into detail, simply note that Article L. 225-102-1 of the French Commercial Code requires that the annual report contains information on how the company takes into account the social and environmental consequences of its activities as well as its social commitments to sustainable development, the fight against discrimination and the promotion of diversity.

Finally, companies communicate through various codes of conduct, labels and ethical charters, in which they commit to pursuing a socially responsible business. These soft law instruments leave lawyer with questions. In recent years, the various branches of law are in turn asked to specify the outline of the legal regime of these corporate standards.

▪ **SCIENTIFIC OBJECTIVES:**

The first symposium on law and corporate governance will be an opportunity to study the numerous and innovative standards and technicalities and the sometimes unusual mechanisms conveyed in the past few years by corporate governance.

As such scientific contributions, of all branches of law, which engage in a reflection on the identification, evaluation and determination of the legal standards related to the concept of corporate governance are particularly stressed.

Contributions from other disciplines such as economics, management and sociology will also be of interest to clarify, interpret and anticipate the transformation of the concept of social interest and its consequences on the legal identity of a company.

Designed as a place of exchange, the conference will be open to faculty members (lawyers, managers, economists, and sociologists), legal professionals (corporate lawyers, lawyers, judges, accountants), business and public organizations representatives and, more broadly, to all stakeholders interested in the corporate life.

Conferences, roundtables and workshops will express not only academic but also operational views. The central theme of this first scientific meeting is that of the influence of corporate governance on the contemporary evolution of company law.

▪ **CONFERENCE TOPICS:**

I. Conceptual Approach

**The metamorphosis of the social interests of the company
or from the defense of shareholder value to the protection of stakeholders:**

1. The concepts of Company and Governance
2. Arbitration of interests
3. Internal and external stakeholders

II. Institutional approach

Societal Company bodies:

1. The Directors and the independent administrators
2. Ethical Committees
 - a. Audit Committee
 - b. Remuneration Committee
 - c. Managers selection committee...

III. Fundamental approach

Qualification and legal value of corporate governance instruments:

1. Accounting communication
 - a. International accounting standards
 - b. The role of accountants in the prevention of business difficulties
2. Non-accounting communication
 - a. Towards a sustainable management report
 - b. The green marketing
3. Ethical communication
 - a. Codes of conduct, codes of corporate governance and labels
 - b. For a sustainable development report

IV. Operational approach

The legal implications of the rules of corporate governance towards internal and external stakeholders:

1. Rights of minority shareholders
 - a. Information
 - b. Participation in social policy
 - c. Whistleblowing
 - d. Shareholder activism: Extra-Statutory Covenants, new shareholders, socially responsible investors
2. Right of employees
 - a. Fundamental rights of employees and employers power
 - b. New instruments of collective bargaining: the transnational company agreements
 - c. Role of organizations and institutions representative employees
3. Rights of third parties
 - a. Business groups, business networking groups and chain outsourcing
 - b. Role of civil institutions: Environmental protection association, consumer protection association, NGO

V. Final Approach

Corporate Accountability:

1. The contractual or tort responsibility
2. Criminal responsibility

▪ **APPLICATION PROCEDURE AND EVALUATION OF PAPERS:**

- ✓ Are solicited scientific papers having a relationship with one of the topics of the conference as described above.
- ✓ The procedure for submitting communications must comply with the following instructions:

▪ **Proposal of communication:**

- ✓ Proposals of communication must make clear the ideas of the final version of the paper. They must show the objectives of the article, the theoretical bases, the approach and methods in place, the results and contributions. In addition, they must clearly show the relevance to the conference topics.
- ✓ In the form of an executive summary on one page maximum of 500 words, 12pt Times New Roman, indicating the title of the paper, name of the author(s), affiliation(s), contact, 5 keywords, biographical note of the author(s) and the corresponding conference topic which it relates to.
- ✓ Send in electronic format (Word or PDF) to cidge2014@gmail.com **before 15 October 2013.**
- ✓ A receipt will be emailed upon receipt those who have submitted a paper proposal.
- ✓ The Scientific Committee will evaluate the review of proposals. The decision of acceptance or rejection will be sent **by 15 November 2013.**

▪ **Full communication:**

- ✓ After acceptance, **full papers** must be submitted according to the following instructions: Max 15 pages, A4 format, 12pt Times New Roman, single-spaced, title of the paper, the full name of the author(s), full details of the author(s), abstract (200 words), 5 keywords, and the corresponding conference topic which it relates to.
- ✓ Send in electronic format (Word or PDF) to cidge2014@gmail.com **before 15 January 2014.**
- ✓ A receipt will be emailed to those who have submitted the complete communication.

- ✓ The final acceptance of full papers will be provided **from 15 February 2014**.
- ✓ After acceptance, validation of the communication is subject to registration before February 28, 2014, presentation of the communication by at least one of the authors during the conference and payment of registration fee on the day of the conference.

- **Evaluation of communication:**
 - ✓ The evaluation will be done anonymously by the scientific committee of the conference on the basis of the following criteria: relevance of the proposal based on the theme of the conference, originality and scientific relevance of the topic, originality, creativity and clarity of content.
 - ✓ Papers will be selected to be published in a collective book amongst the selected papers presented during the conference after another anonymous evaluation by the Scientific committee.
 - ✓ The final conference program will be communicated to registered participants.

- **Conference registering:**
 - ✓ After receipt of the acceptance of its communication, the participant must confirm their participation by sending a registering confirmation message to : cidge2014@gmail.com

- **Conference language:**
 - ✓ Les langues du colloque sont le français, l'arabe et l'anglais.

- **Conference schedule:**
 - ✓ October 15, 2013: Deadline for submission of short communications.
 - ✓ November 15, 2013: Response of the Scientific Committee.
 - ✓ January 15, 2014: Deadline for submission of full papers.
 - ✓ February 15, 2014: Response of the Scientific Committee.
 - ✓ February 28, 2014: Deadline for registration confirmation.
 - ✓ April 18, 19 2014: Date of the conference.

▪ **Conference location:**

- ✓ The conference will be held **in Agadir city (MOROCCO)**, a tourist destination whose airport is connected to many international airports.

▪ **Registration Fees:**

- ✓ The registration fee for the conference is set at **60 Euros**. They cover only the coffee breaks and lunch during the two days of the conference. Fees are paid by the participants in cash at the conference location.

▪ **CONFERENCE BODIES :**

✓ **Coordinator :**

Dr. HASSAN ASSAKTI

✓ **Scientific Committee :**

- Hassan Assakti, Associate professor, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- Stéphane Baller, Lawyer shareholder, Ernest and Young, Paris (France).
- Mohammed Behnassi, Professor, public Law, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- Driss Bouzafour, Associate professor, public Law, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- David Burbi, Chartered Accountant, member of the OEC, Luxembourg, Certified public accountant, a member of the AICPA (USA).
- Didier Lamèthe, Secretary General of the French Center of Comparative Law (France).
- Virginie Lefebvre-Dutilleul, Lawyer shareholder, Ernest and Young, Paris (France).
- Henri Olivier, Professor Emeritus at the University of Liege, former Secretary General of the Federation of European Accountants (Belgium).
- François Pasqualini, Professor of law, Paris-Dauphine University (France), Administrator of French Center of Comparative Law (France).
- Jacques Robert, Chairman of French Center of Comparative Law (France), former Member of "Conseil constitutionnel", former President of Paris 2 Panthéon-Assas University (France).

✓ **Steering Committee:**

- Hassan Assakti, Associate professor, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- Didier Lamèthe, Secretary General of the French Center of Comparative Law (France).
- Virginie Lefebvre-Dutilleul, Lawyer shareholder, Ernest and Young, Pairs (France).
- François Pasqualini, Professor of law, Paris-Dauphine University (France), Administrator of French Center of Comparative Law (France).

✓ **Organizing Committee:**

- Hassan Assakti, Associate professor, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- Stéphane Baller, Lawyer shareholder, Ernest and Young, Pairs (France).
- Mohammed Behnassi, Professor, public Law, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- Driss Bouzafour, Associate professor, public Law, Faculty of Law, Economics and Social Sciences, Ibnou Zohr University (Morocco).
- Gaëtan Marain, PhD in private law, University of Paris-Dauphine. (France).
- François Pasqualini, Professor of law, Paris-Dauphine University (France), Administrator of French Center of Comparative Law (France).

**The organizers will be pleased
to welcome you in April next year**

For more information on the conference please contact:

h.assakti@gmail.com

“Thank you for your contributions that we hope many”

The call for papers is available on the conference website:

<http://cidge2014.e-monsite.com>