

Editorial

Právny obzor is the oldest continuously published legal journal in Slovakia. The first issue of the journal was published as early as 1917. Since the 100th anniversary of the journal, the Editor has started to build a new tradition of publishing one monothematic special issue of the journal annually, featuring original papers in English only. The main idea behind that was to popularize the journal, get a wider spread and have a potential higher impact on international audience. As the Editor we are proud to present the 6th special issue of our journal. The 2022 special issue is dedicated to corporate law and includes five papers that pay closer attention to several aspects of corporate law in the Slovak and Polish legal environment. Corporate law was chosen as the topic of this special issue also in the light of the current process of recodification of legal persons in Slovak Civil law.

The author of the first paper is associate professor Kristián Csach, a member of the special recodification Committee. His paper is focused on the current trend of digitalisation of the decision-making processes in corporations. The legal risks associated with the use of digital technologies in facilitating the decision-making by corporate bodies and the means to mitigate such risks are brought into attention. The author supports the view that the current Slovak legislation is insufficient for full-fledged virtual shareholders' meetings but is sufficient for the use of digital means as support or substitute for the decision-making of corporate board members.

The second paper was written by prof. Tomáš Gábris and Viliam Janáč as co-authors. It is dedicated to a brief history of the development of corporate law and corporations here in Slovakia, starting from the medieval period in the Kingdom of Hungary, throughout the Austro-Hungarian Monarchy, Czechoslovakia up to the independent Slovak Republic.

Žofia Mrázová dedicates her paper to share transfer restrictions in closely held corporations and family businesses with the subtitle of the protection of shareholder interests and possible exit strategies. When opting for a specific share transfer restriction, shareholders should not only focus on the primary interest of maintaining a stable personal structure of the company with a view to protecting the business from the entry of unwanted third parties, but also take into account potential exit scenarios which – in closely held corporations – often are the only possibility to resolve an ongoing conflict of interests between the shareholders. Therefore, when forming a company, the author assumes it is important to carefully and precisely draft the selected type of share transfer restriction in the corporate contract or shareholders' agreement to properly resolve potential conflicts among shareholders and allow a smooth exit of the affected party.

As we have mentioned, the last two papers are written by Polish authors. Prof. Piotr Piniór presents the new supervisory instruments in Polish joint-stock companies and their assessment. The latest amendment to the Commercial Companies Code allows, among others, for the nomination of a supervisory board advisor, broader access to information, the appointment of committees, and the approval of transactions with related entities. Additionally, the paper aims to describe the impact of the new provisions on the liability of the supervisory board members.

Finally, Matheusż Źaba presents the new Polish regulation of the group of companies and the issue of internal liability between companies participating in such a group. The main purpose of the paper is to analyse the regulation concerning both the legal nature of a binding order issued in the group of companies and the liability in the case of damage caused by the execution or non-fulfilment of such an instruction.

Viliam Janáč
Editor-in-Chief of the Special Issue