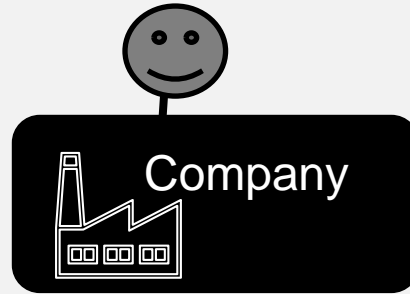
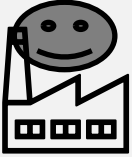


Steward-ownership from a legal perspective

Prof. Dr. Anne Sanders, M. Jur (Oxford)

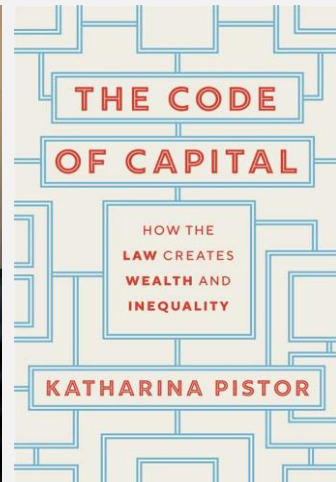
1. Legal Forms of Business Ownership
2. The Concept and its Origins
3. Why do they do it ? – Interview Study
4. Legal Structures for Implementing the Concept
5. Legal Reform

1. Legal forms of Business Ownership



Core principles of the Corporation (Kraakman et al, The Anatomy of Corporate Law)

- 1) Legal Personality
- 2) Limited Liability
- 3) Transferable shares
- 4) Delegated management
- **5) Investor ownership** -> exercise control e.g. by appointing directors
-> right to the net earnings of the firm



Alternative forms of business ownership

- Centering: Purpose, Governance, Members/no members, Profit distribution

- Enterprise foundations: Novo Nordisk



- Cooperatives: e.g. banks, apartments

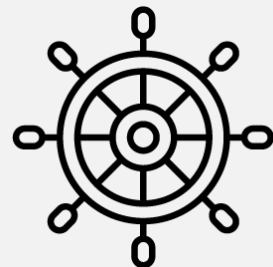
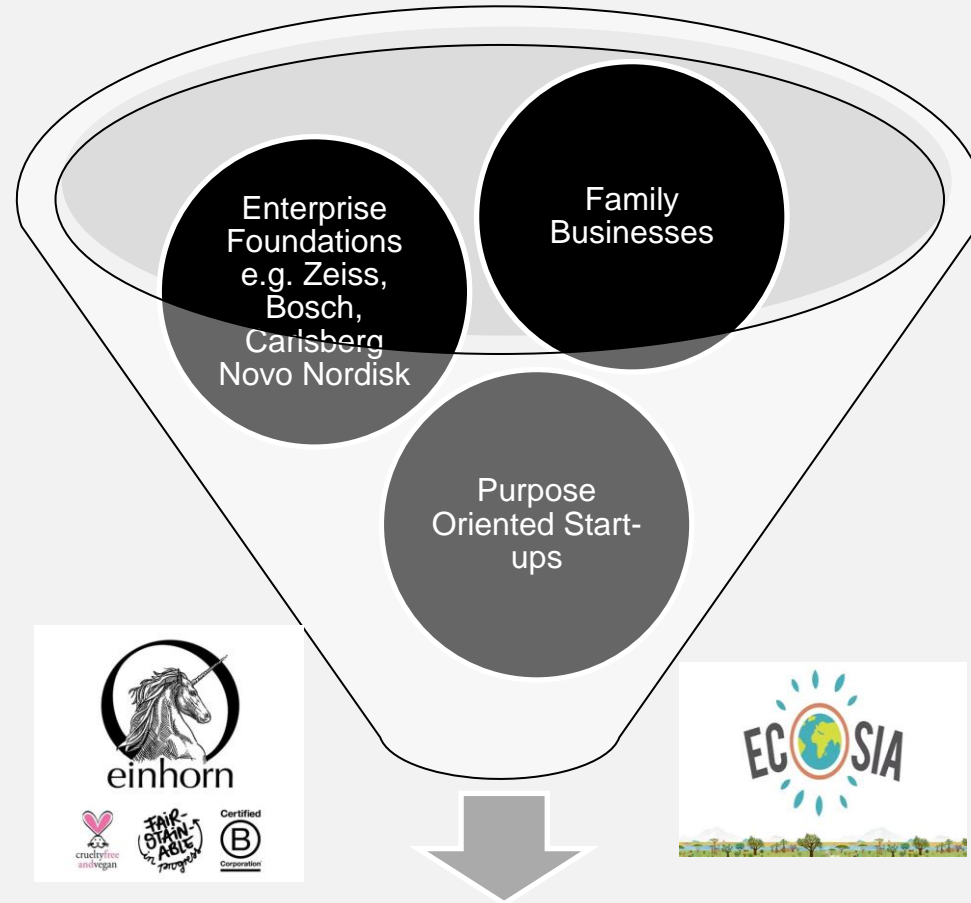


- Associations: Swiss CSS



- New corporate forms: Benefit Corporation in the US, Société à mission in France

2. The Concept and its Origins



Control by stewards

Concept
Steward Ownership



Profits as a means to an end

3. Why do they do it ?

Interview study with the founders/board members of 26 German and Swiss steward-owned businesses of different sizes and ages



Berenbrinker/Hoon/Sanders work in progress

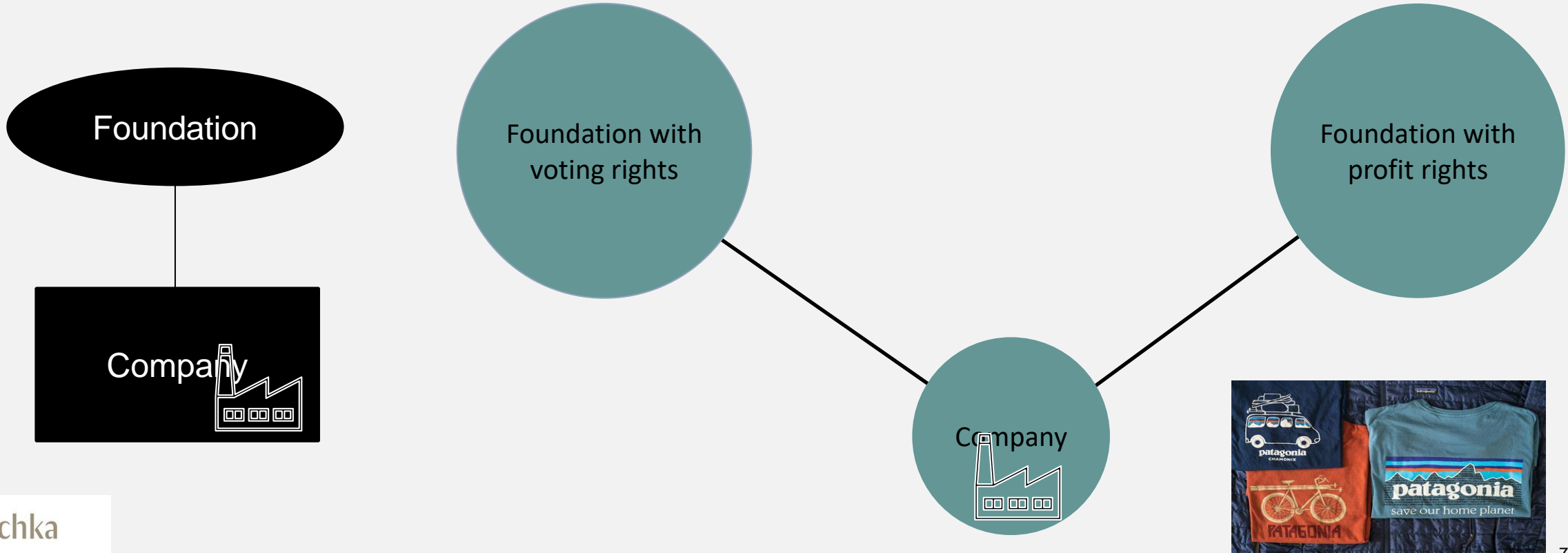
4. Legal Structures for Implementing the Concept

- Irreversible division of control rights/voting rights and profits (asset lock)
- (Sale of assets possible, but not for benefit of stewards)
- Open purpose

Open questions:

- E.g. Non-voting shares or other financing tools?
- Governance?

4. Legal Structures for Implementing the Concept: Foundations



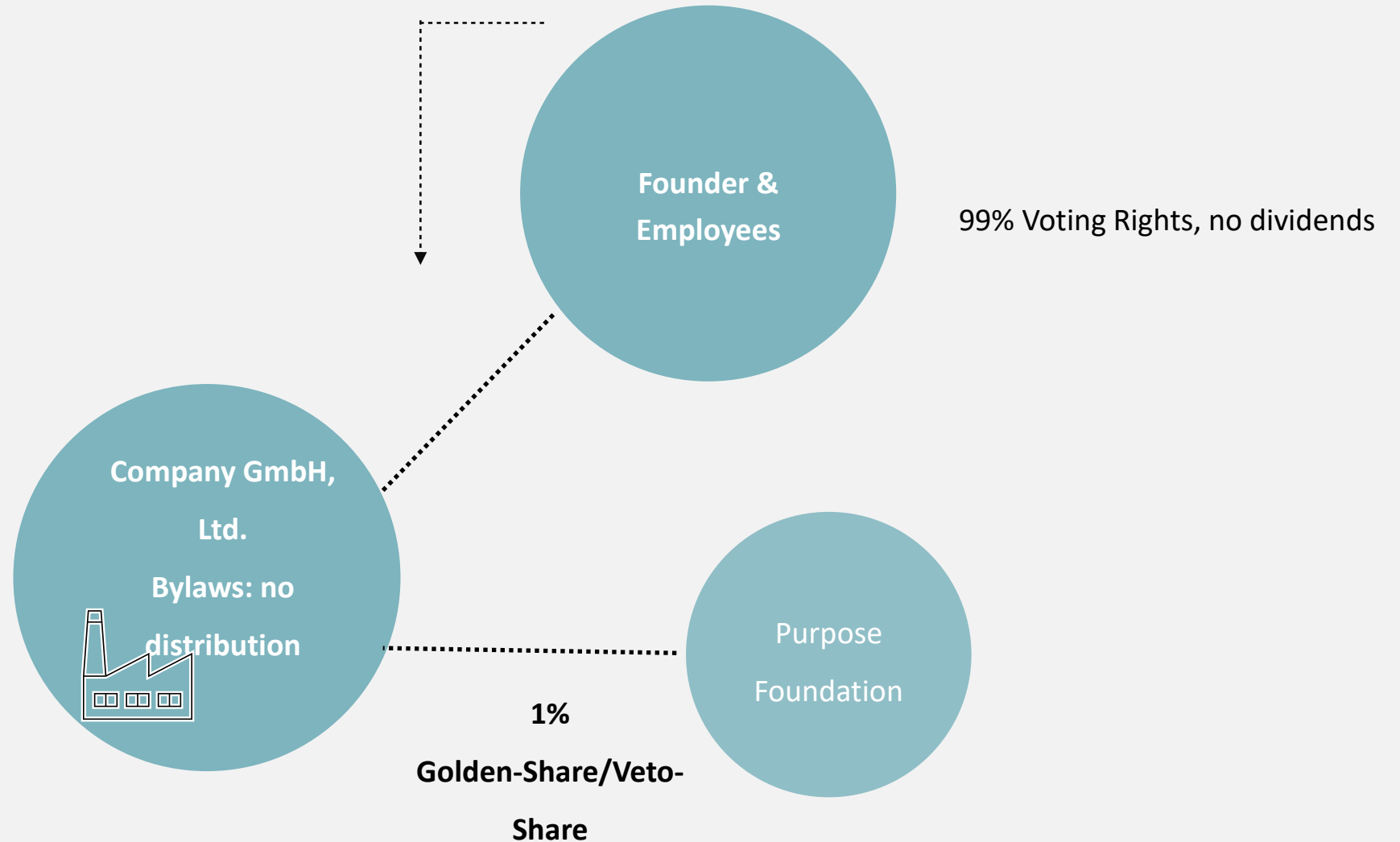
Dr. Hauschka



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4. Legal Structures for Implementing the Concept: Foundations: Veto-Share Model



5. Legal reform

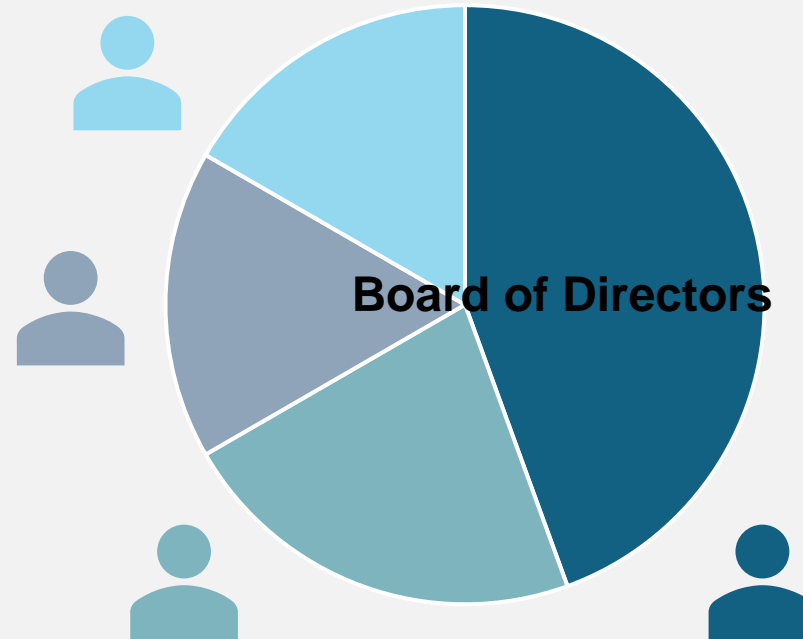
- Initiatives in Germany (Stiftung Verantwortungseigentum) and the Netherlands
- (We Are Stewards, Nonprofit Ventures)
- Building on existing forms
 - Companies, enterprise foundations, cooperatives

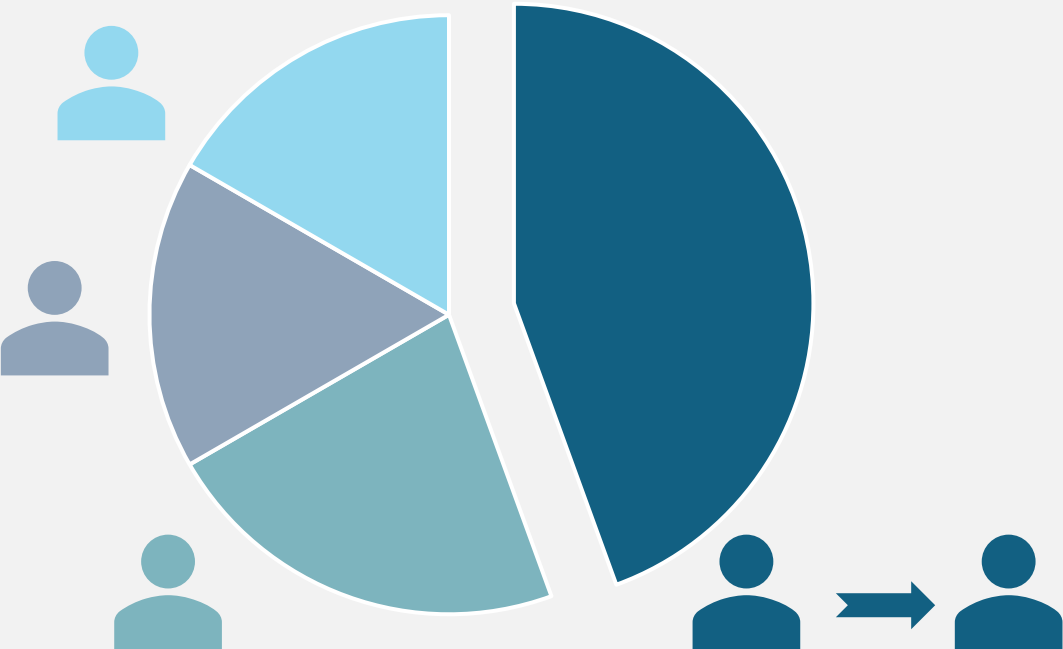


Elections 2021, 2025

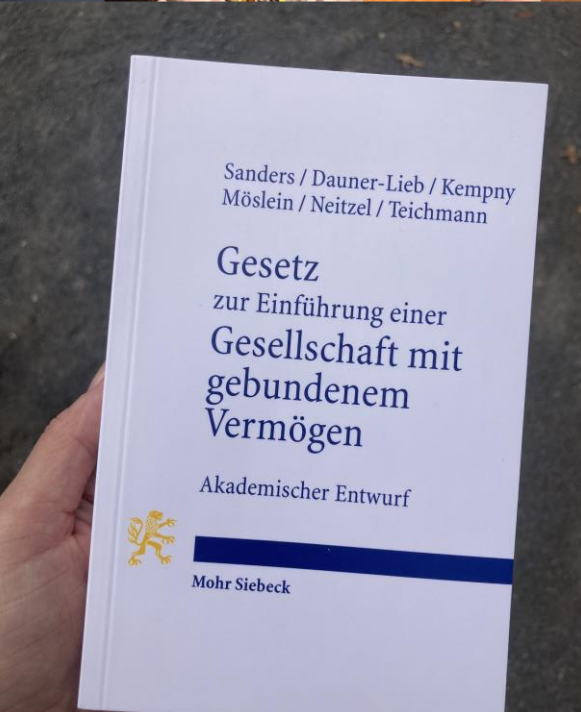


A first draft suggested a special form of GmbH /limited company





A new legal form: Gesellschaft mit gebundenen Vermögen



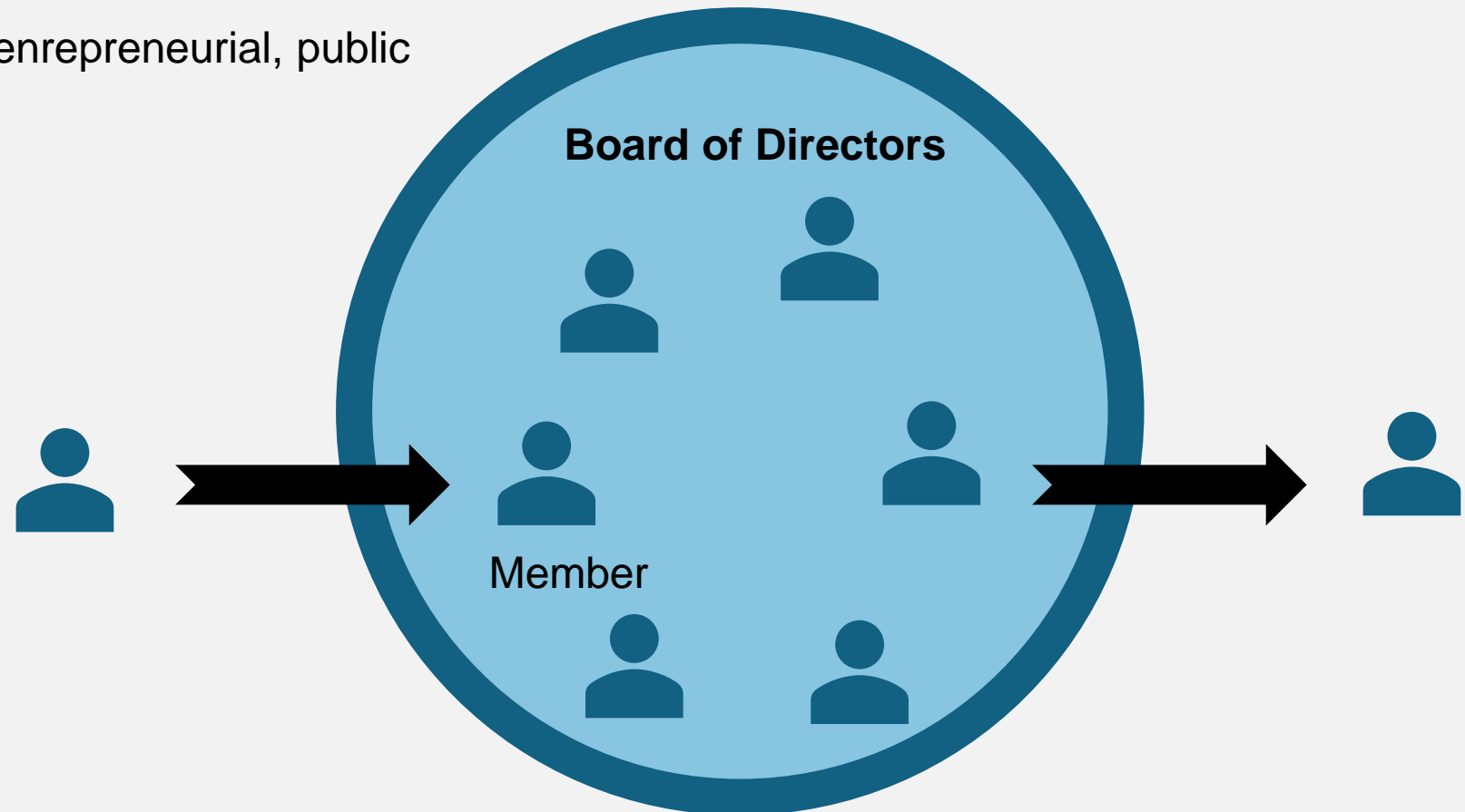
The new German draft: Legal character, Purpose and Members

Legal entity “Gesellschaft mit gebundenem Vermögen” GmgV

Object/purpose: must be chosen, can be entrepreneurial, public benefit oriented or charitable

Members not shareholders

Governance to secure asset lock



The Netherlands

- Movement by NGOs WeAreStewards and NonProfitVentures
- On April 16, 2024, decision of the Dutch Parliament to introduce a new legal form Rentmeesterverennootschap (RV)
- January 21st 2025 Drafting group of practitioners and academics submitted draft principles to the Ministry of Justice

