

Out now: RabelsZ 88 (2024), Issue 1

The latest issue of RabelsZ has just been released. In addition to the following articles it contains fantastic news (mentioned in an earlier post today): Starting with this issue RabelsZ will be available open access! Enjoy reading:



Symeon C. Symeonides, **The Torts Chapter of the Third Conflicts Restatement: An Introduction**, pp. 7-59, DOI: <https://doi.org/10.1628/rabelsz-2024-0001>

*This article presents the torts chapter of the Restatement (Third) of Conflict of Laws, as approved by the American Law Institute in May 2023. That chapter steers a middle ground between the broad, inflexible rules of the First Restatement of 1934 and the exceedingly equivocal directives of the Second Restatement of 1971. It accurately captures the judicial decisional patterns emerging in the more than forty US jurisdictions that have abandoned the old *lex loci delicti* rule and joined the choice-of-law revolution of the 1960s. It recasts them into new, narrow, and “smart” rules that incorporate the revolution’s methodological advances but without reproducing its excesses. The most noteworthy features of these rules are: (1) the distinction between conduct-regulating and loss-allocating tort rules; (2) the application of the law of the parties’ common domicile in loss-allocation conflicts; (3) a rule giving victims of cross-border torts the option of requesting the application of the law of the state of injury, if the occurrence of the injury there was objectively*

foreseeable; and (4) the general notion that the choice of the applicable law should depend not only on a state's territorial contacts, but also on the content of its law.

Yves-Junior Manzanza Lumingu, Jules Masuku Ayikaba, *Accessibilité des sociétés commerciales de droit étranger à l'espace OHADA - Sur la reconnaissance de leur personnalité juridique selon la jurisprudence de la CCJA*, pp. 60-86, DOI: <https://doi.org/10.1628/rabelsz-2024-0008>

The Access of Foreign Commercial Companies to the OHADA Area - Recognition of Legal Personality under CCJA Case Law. - The Organization for the Harmonization of Business Law in Africa (OHADA) is striving to make its geographical area more attractive, particularly to foreign investors and foreign commercial companies. This should be achieved by adopting, at a supranational level, uniform and modern legal standards which can be readily embraced by the business community and by ensuring legal certainty through the establishment of the Common Court of Justice and Arbitration (CCJA). To date, however, OHADA has not yet adopted any provision recognizing the legal personality of companies operating throughout its region. However, the recognition of such entities is essential with regard to their participation - particularly as shareholders or partners - in a commercial company incorporated under OHADA law or in relation to the establishment of branches or subsidiaries within OHADA member states. The CCJA has, however, issued a number of rulings on this issue. This study examines these decisions and recommends the adoption of an OHADA-wide procedure for recognizing the legal personality of foreign commercial companies.

Eckart Bueren, Jennifer Crowder. *Mehrstimmrechte im Spiegel von Rechtsvergleichung und Ökonomie*, pp. 87-150, DOI: <https://doi.org/10.1628/rabelsz-2024-0015>

Multiple Voting Rights Through the Lenses of Comparative Law and Economics. - Multiple voting rights have been gaining ground internationally with several

jurisdictions authorizing them in little more than a decade, including for listed companies. Germany recently followed suit with its “Zukunftsfinanzierungsgesetz”, and the EU Commission intends to do the same as part of the Listing Act. This article explains these developments with a view to contemporary conditions and law and economics conceptions. It then contrasts them with developments in the United States, Asia, and Europe and sheds light on their relationship to other trends in corporate law. Particular attention is paid to findings that may help to properly calibrate mechanisms against abuse, e. g. a possible segment specificity, limitations on resolution items, variations in terms of sunsets or time-phased voting (loyalty shares). The article concludes with considerations on how multiple voting rights and other key legislative objectives of recent years, namely stewardship, sustainability, and corporate purpose, can be coherently developed.