

Index

- Accomenda, family firms as
 - promoters of, 5–7
- Ad-hoc Agreements, collection of, 184–185
- Afep-Medef Code, 221
- Affectio familiae*, 182–184, 221
- Agency theory, 106, 161
 - agency theory-based reasoning, 46
- Agricultural enterprises, special rules for, 204–205
- Aktiengesellschaft* (Public Limited Company), 217
- Alignment, 105–106, 110
- Anglo-American legal system, 167
- “Anglo-American model” of
 - governance, 144
- Applicable law, Succession law
 - arrangements already possible under, 207
- Application stage of family constitutions, 254
- Australia, 144
- Australian and New Zealand Industrial Classification (ANZIC), 149
- Australian Corporations Act, 144
- Australian family business context
 - descriptive statistics, 151
 - governance, 145–146
 - effect of governance mechanisms
 - on family-oriented performance, 151–153
 - effect of governance mechanisms
 - on financial performance, 153
 - implications for future research, 161–162
 - implications for practice, 161
 - limitations, 160–161
 - research method, 147–150
 - research questions, 147
 - results, 151
 - wealth, and performance of family businesses, 146–147
- Australian family-owned businesses, 147
- Austrian Civil Code, 201
- Austrian law, 200–201, 226
- Baring, 7–9
- Baring banking house, 8
- Basic Law of Fugger Trade, 7
- Behavior rules, 41
- Behavioral agency, 161
- Belgian Corporate Governance Code, 16
- Belgium, 16–17
- Bertelsmann, 9–10
- Bivalent attributes, 82
- Board diversity, 58
- Bonduelle Group, The, 219–220
- Brussels Court of Appeal, 22
- Business, 118
 - administration, 166
 - business-focused approach, 187–188
 - effects of family constitution in business practice, 167–168
 - fair process between family members and in, 87–89
 - management perspective, 51
 - systems, 65, 102
- Business governance
 - family constitution’s position in, 34–35

- mechanisms, 144, 147, 149, 151, 153
- Charte Familiale, 16–17
- Civil law
 - company, 231
 - partnership under, 241–242
- Code Buyse*, 16
- Codes of governance for family firms, 19
- Codex, The, 36
- Cohesion, 105, 109–111
 - factors, 123–125
- Communication, 95, 106–109
- Communities of heirs, 201–202
- Compagnia*, 5
- Company law, 17, 201, 210
 - arrangements, 207
 - interfaces between succession and, 198
 - law on corporations, 210–211
 - partnerships, 207–210
 - respective tasks of, 199
- Company-induced critical incidents,
 - examples for, 127
- Complexity in law and fact, 234
 - emotions, 234
 - juxtaposition of family and family business, 234
- Conceptual origins of family
 - constitutions, 181
 - convergence in concept of family business governance, 184
 - corporate governance, 183–184
 - House Laws and *fideicommissum*, 181–182
 - strategic planning, 182–183
- Conference, 254
- Conflicts
 - and dangerous for family businesses, 234–237
 - in family businesses, 228
 - intergenerational conflict, 237
 - juxtaposition of corporate and succession law, 237
 - obligation to consent due to shareholder's fiduciary duty, 236
 - reasons for, 235
 - unanimous votes and individual consent requirements, 235–236
- Consensus-creating devices, 189
- Consortium erecto non cito*, 5
- Constitution, 239
- Constrictive familiness, 83
- Consultancy literature, 42–43
- Consulting approach, 186
- Continuation clause, 208
- Contract
 - replication of rules by, 205–207
 - violations, 73
- Convergence in concept of family
 - business governance, 184
- Convergent validity, 150
- Corporate DNA, 243
- Corporate governance, 34, 65, 145, 183–184
 - codes, 221
 - in family businesses, 170
 - mechanisms of corporate governance in family businesses, 166–167
 - practices of Australian family businesses, 144
- Corporate law
 - juxtaposition of, 237
 - novelty in, 237–238
- Corporate levels and statutes,
 - architecture of family business providing for, 230
- Corporate property as special property, 203–204
- Corporate succession, 199, 204–205
- Corporations, law on, 210–211
- Creation process, 14, 49
- Critical incidents
 - broad segments of, 118–119
 - in context of entry into and exit from system, 122–123

- decisive role of legal advisor in identifying, 130–131
- Decision-making process, 75, 185
- Decoupling, 47
- Deliberation process, 93
- Development process, 255
- Development stage of family
 - constitutions, 254–255
- Distinctive familiness, 83
- Distribution, 200
- Distributive effect of succession
 - law, 200
- Distributive equality principle, 201
- Distributive justice principles, 87
- Diversification, 129
- Diversity of family firms, 218
 - Bonduelle, 219–220
 - Hermès, 220
 - Lactalis, 218–219
 - Roquette Frères, 219
- Downfall protection design, 128
 - fail-safe back-up system, 129–130
 - monitoring system, 128–129
 - performance system, 128
- Drafting process, 21
- Dutch family SMEs, family
 - constitution practices in, 86–87
- Early precursors of family
 - constitution, 10
- Egalitarianism from family system, 71
- Emancipation process, 240
- Emergent themes, 113
- Emotional behavior, 235
- Emotional ownership, 161
- Emotional value, 161
- Emotions, 234
- Empirical big-sample study, 46
- Enterprises, 204
- Entreprise unipersonnelle à responsabilité limitée* (EURL), 217
- Entry clause, 209
- Equality, 74, 200
- Equity theory, 65, 69
- European Academy of Management (EURAM), 31
- European Commission, 198
- European Group of Family Businesses (GEEF), 198
- European Institute for Advanced Studies in Management (EIASM), 31
- F-PEC Scale, 33–34
- Factor analysis, 48
- Fail-safe back-up system, 129–130
- Failure Mode and Event Analysis (FMEA), 118, 120, 138
- Fair process, 88, 98
 - between family members and in business, 87–89
- Fairness perceptions, 70
- Familienverfassung*, 17
- Family, 118
 - boot, 90
 - company, 231
 - council, 145
 - feelings, 235
 - juxtaposition of, 234
 - ownership contract, 188–189
 - protocols, 67, 112–113
 - shareholders, 230
 - statement, 185–186
 - as strategic resource, 82–83
 - system, 66
 - thinking, 235
 - wealth, 146
- Family agreement (*see* Family constitutions)
- Family Business Australia (FBA), 144
- Family business governance, 66
 - convergence in concept of, 184
 - model, 43
 - research, 145
- Family Business Protocol, 167

- Family business(es), 4, 10, 23, 64, 118, 168, 197–198, 228
 - characteristics and management of, 169
 - complexity in law and fact, 234
 - conflicts typical and dangerous for family businesses, 234
 - corporate governance and family governance in, 170
 - juxtaposition of, 234
 - law of family businesses, 228–233
 - managing complexity and managing conflicts, 228
 - mechanisms of corporate governance in, 166–167
 - research on family governance, 113
 - special and individual characteristics, 235
 - typical reasons for conflicts, 235–237
 - wealth, and performance of, 146–147
- Family businesses law, 228
 - architecture of family business providing for different corporate levels and statutes, 230
 - classification of family constitutions in, 240–242
 - founder's will and tradition, 229
 - great diversity of legal forms of companies, 230
 - law of individual contracts and regulations, 228
 - legal significance for interpretation and content of family business statutes, 229–230
 - levels of regulations, 233
 - not only articles of association, but different corporate levels, 230
 - shareholder agreements, 230–232
 - shareholder resolutions, 232
 - tradition of family business, values, and goals, 229
 - typical characteristics and regulation requirements, 228–229
- Family constitutions, 19, 50–51, 86, 93–94, 105–107, 145, 188, 195, 221–223, 249, 254, 256
 - through ages, 10
 - articles of association, 18
 - Belgium, 16–17
 - business-focused approach, 187–188
 - characteristics and management of family businesses, 169
 - characterization of survey and sample, 168–169
 - classification en bloc, 189
 - classification of family constitutions in law of family businesses, 240
 - codes of governance for family firms, 19
 - collection of Ad-hoc Agreements, 184–185
 - conceptual origins, 181–184
 - corporate governance and family governance in family businesses, 170
 - early precursors, 10
 - effects of family constitution in business practice, 167–168
 - as element of family governance, 170–171
 - exposing family constitution chameleon, 180
 - family constitution constitute another corporate level, 241
 - family firms and legal forms, 4–10
 - family governance instrument, 238
 - family-focused approach, 185–186
 - France, 15
 - general approach to legal effects and legal characterization, 240–241
 - Germany, 17

- within governance framework for family firms, 18
- guidelines of moneyed aristocracy, 12–13
- House Laws of High Nobility, 10–12
- impact on shareholder's fiduciary duties, 242
- institutions, 41
- Italy, 17
- juridification of, 20–21
- key findings, 23–24
- legal facts, 189–190
- legal implications, 189
- legal quality and relevance of, 239
- in light of German Company Law, 20
- mechanisms of corporate governance in family businesses, 166–167
- modern variations, 14
- name, definition, purpose, and content of, 238–239
- novelty in Corporate Law, 237–238
- obligation to implement, 190
- own empirical findings, 168
- ownership-focused approach, 188–189
- parties, language, and versions of, 239
- partnership under civil law, 241–242
- position in family and business governance, 34–35
- practical approaches, 184
- practices in Dutch family SMEs, 86–87
- recommendations for action, 171–172
- rise of family constitutions and legal research, 3–4
- roles, 41
- rules for governance of family firms, 220–223
- shareholder agreements, 19, 190
- shareholder resolutions, 242
- Spain, 16
- standardization of, 22
- statutes, 18
- theorization of, 21–22
- typical content of, 35
- United States, 14–15
- values and goals, 41
- Family firms, 4, 30, 71
 - in 19th century between partnerships and corporations, 7–9
 - codes of governance for, 19
 - designing and implementing governance mechanisms in, 73–75
 - diversity of, 218–220
 - family constitutions within governance framework for, 18
 - as first users of Roman Societas, 5
 - individual's cognitive model for assessment justice in, 71–73
 - main types of legal structures for, 216
 - in particular family constitutions, rules for governance of, 220–223
 - and plurality of legal forms in 20th and 21st centuries, 9–10
 - primer on family firm management as field of research, 30
 - as promoters of the medieval Compagnia, Accomenda and OHG, 5–7
 - receiver perspective to governance in, 67–70
 - researchers, 31
 - SA, 217
 - SARL, 217
 - SAS, 217
 - SCS and SCA, 218
 - SNC, 217–218

- Family governance, 38, 57, 85–87, 103 (*see also* Corporate governance)
 - a code of conduct, 111–112
 - a set of rules, 112–113
 - alignment, 105–106
 - bivalent characteristics, 83–84
 - central themes, 104
 - changeability of decisions, process, goals, and principles, 96–97
 - clarification, 94–95
 - cohesion, 109–111
 - commitment to fairness, 97
 - communication, 106–109
 - communication and voice, 95
 - company, 89–90
 - consistency across people, over time and with agreed values and norms, 96
 - data collection, 89
 - elements of, 58
 - fair process between family members and in business, 87–89
 - family as strategic resource, 82–83
 - family boot, 90
 - in family businesses, 170
 - family constitution, 93–94
 - family constitution as element of, 170–171
 - family constitution's position in, 34–35
 - findings, 94
 - instruments, 49, 238
 - management of strategic resources, 84
 - mechanisms, 144, 147, 149, 153
 - ownership structure, 90–93
 - in practice, 89
 - process, 222
 - systems, 102
 - theoretical perspectives, 82
- Family Influence Familiness Scale (FIFS), 34
- Family members, 138
 - fair process between family members and in business, 87–89
- Family-focused approach, 185–186
- Family-oriented performance, 48, 148, 150
 - effect of governance mechanisms on, 151–153
- Family-owned companies, 166, 169
- Ferdinandean House Rules (1554), 11
- Fideicommissum*, 181–182, 189, 207
- Financial performance, 48, 148, 150
 - effect of governance mechanisms on, 153
- Förderkreis Gründungs-Forschung (FGF), 31
- Four types of family constitutions, 184
- Framing, 108
- France, 15
 - diversity of family firms, 218–220
 - main types of legal structures for family firms, 216–218
 - rules for governance of family firms, in particular family constitutions, 220–223
- Fredo effect, 85
- French Civil Code, 222
- French courts, 223
- French family firms, 218
- French limited liability companies, 220–221
- Fugger, Jakob, 5–7
- Future research, paths of, 49–51
- G20, 34
- Gap between practice and written rules, 254
- German Civil Code, 201, 231, 235, 241
- German Company Law, 9
 - family constitutions in light of, 20–22

- German Corporate Governance
 - Codex, 36
- German corporate law, 229
- German Federal Court of Justice, 234
- German Federal High Court, 236
- German Limited Liability Company
 - Act, 18
- German succession law, 237
- Germany, 17, 166–168
- Gesellschaft mit beschränkter Haftung* (GmbH), 217
- Gesellschaft mit beschränkter Haftung*
 - Act (1892), 7
- Governance, 118, 145–146, 183
 - corporate governance codes, 221
 - family constitutions, 221–223
 - legislation, 220–221
 - policy implementation, 75
 - process, 127
 - protocols, 187–188
 - receiver perspective to governance
 - in family firms, 67–70
 - rules for governance of family
 - firms, in particular family
 - constitutions, 220
 - shareholder agreements, 221
- Governance Code for Family
 - Businesses (GKFU), 17, 19
- Governance Codex, 36
- Governance Codex for Family Firms,
 - The, 36
- Governance Kodex für Familienunternehmen* (GKFU), 238, 241
- Governance mechanisms, 76
 - designing and implementing
 - governance mechanisms in
 - family firms, 73–75
 - effect of governance mechanisms
 - on family-oriented
 - performance, 151–153
 - effect of governance mechanisms
 - on financial performance,
 - 153
- Governance system
 - basic dilemma for achieving
 - “ultra-stability”, 130
 - broad segments of critical
 - incidents, 118–119
 - decisive role of legal advisor
 - in identifying critical
 - incidents, 130–131
 - downfall protection design, 128–130
 - examples for company-induced
 - critical incidents, 127
 - examples of owner-induced critical
 - incidents, 122–127
 - extant research, 119–121
 - importance of factors, 121–122
- Heirs, communities of, 201–202
- Hermès, 220
- Hermès International, 220
- Hermès Paris, 220
- Heterogeneity, 254
 - standardization of family
 - constitutions vs., 254
- Heterogeneous development
 - processes, 255
- Homogeneous development process,
 - 255
- House Agreements (1703), 11
- House Laws, 181–182
- House Laws of High Nobility, 10–12
- House laws of late Middle Ages, 23
- Hoyer, 30
- HOYER GmbH Internationale
 - Fachspedition, 39
- Imperial Austrian Family Statute
 - (1839), 11
- Inadvertent violation, 73
- Individual consent requirements,
 - 235–236
- Individual’s cognitive model for
 - assessment justice in family
 - firms, 71–73
- Inheritance and Family Law, 233

- Institutions, 41
- Insurance policy, 85
- Interactional justice, 70
- Intergenerational conflict, 237
- Internationalization processes, 167
- INTES Institute, 168
- Intra-family conflicts, 256
- Italy, 17
- Juridification of family constitution, 20–21
- Justice perceptions
 - designing and implementing
 - governance mechanisms in family firms, 73–75
 - family business governance, 65–67
 - ideas for future research, 75–78
 - individual's cognitive model for
 - assessment justice in family firms, 71–73
 - receiver perspective to governance in family firms, 67–70
- Kernbereich der Mitgliedschaft, 236
- KGaA, 23
- Kormann's differentiation, 138
- KPMG Australia, 144
- Lactalis (family businesses in France), 218–219
- Legal advisors, 188
 - decisive role of legal advisor in identifying critical incidents, 130–131
- Legal characterization, general approach to, 240–241
- Legal classification of family constitutions, 189
- Legal consultant, 59, 136
- Legal effects, general approach to, 240–241
- Legal forms, 4–10
 - family firms and plurality of legal forms in 20th and 21st centuries, 9–10
 - great diversity of legal forms of companies, 230
- Legal practitioner, 138
- Legal qualification, 231
- Legal quality and relevance of family constitutions, 239
- Legislation, 220–221
- Legitimacy, 45
- Les Fils de Peugeot Frères, 13
- Liberal approach, 196
- Longitudinal data collection
 - method, 161
- Managing dispersed ownership within owner family
 - family governance, 103–113
- Max Planck Institute for Comparative and International Private Law, 180
- Mediation, 172
- Medici, Banco, 5–7
- Medici, The, 6
- Medieval Compagnia, family firms as promoters of, 5–7
- Membership, core of, 236
- Merck, 9–10
- Meritocracy, 74
 - from business systems, 71
 - logic, 72
- MiddleNext Code, 221
- Moneyed aristocracy, guidelines of, 12–13
- Moral obligation, 21
- Motives for introduction of family constitution, 170
- Mulliez family's constitution, 226
- National legal framework, 256
- National legal system, 201
- Netherlands, 89, 92
- NNZ (multinational company), 89–94
- Non-family CEO, 137
- Non-family firms, 31
- Non-family member, 136

- Nonfinancial performance, 48
- Noord Nederlandse Zakkenhandel (NNZ), 90
- OECD, 34
- OHG, family firms as promoters of, 5–7
- Ohio law, 9
- “One size fits all” document, 59
- Optimal leadership, 41
- Organizational justice, 65, 70
- Owner-family, 35, 114
- Owner-induced critical incidents
 - analysis of cohesion and separation factors and separation hurdles, 123
 - cohesion factors, 123–125
 - critical incidents in context of entry into and exit from system, 122–123
 - examples of, 122
 - separation factors, 125
 - separation hurdles, 125–127
- Ownership, 118
 - controlling rights and property rights, 202–203
 - system, 66
- Pacte familial, 15
- Paradoxes, 39
- Paris Court of Appeal, 15
- Patto di famiglia*, 17
- Pearson matrix, 150
- Pierre et Benoît Bonduelle SAS, 220
- Planning process, 188–189
 - for family bonding, 185
 - for family statement, 186
- Preparation process, 171
- Principal Component Analysis (PCA), 148
- Procedural justice, 70, 87
- Property rights, ownership involves
 - controlling, 202–203
- Protocolo familiar, 16
- Psychological contracts, 45, 65, 68
- Qualified successor clause, 209
- Quantitative analysis, 162, 175–176
- Quantitative-empirical survey, 168
- Receiver approach, 76
- Receiver perspective to governance in family firms, 67–70
- Recipient approach, 65
- Regression analysis, 48
- Relational governance, 85
- Research conference, 254
- Research method, 145, 147
 - control variables, 149–150
 - dependent variables, 147–149
 - governance variables, 149
 - measurement of variables, 147
 - validity, 150
- Resource mobilization theory, 109
- Resource-Based Theory (RBT), 82
- Resource-Based View (RBV), 32, 82
- Resources, 82, 109
- Rights, ownership involves
 - controlling, 202–203
- Rights of control, 202
- Rockefeller, John D., 7–9
- Roman Societas, family firms as first users of, 5
- Root causes of disappearance, 122
- Roquette Frères (family-owned company), 219
- Schlumberger business dynasty, 13
- Scientific literature, 43–49
- Sebastian Bong* (French corporate law), 182
- Separation factors, 125
- Separation hurdles, 125–127
- Settlement exclusion clause, 208
- Shareholders, 203, 235
 - agreements, 19, 190, 202, 221, 230–232
 - impact on shareholder’s fiduciary duties, 242

- obligation to consent due to
 - shareholder's fiduciary duty, 236
- resolutions, 232, 242
- Simplified stock companies, 221
- Small-and-medium enterprises (SMEs), 31
- Social group cohesion, 110
- Social movement theory, 109
- Social systems theory, 46
- Société à responsabilité limitée* (SARL), 217–218
- Société anonyme* (SA), 217–219
- Société d'Emboutissage de Bourgogne* (SEB), 215
- Société en commandite par actions* (SCA), 218, 220
- Société en commandite simple* (SCS), 218
- Société en nom collectif* (SNC), 217–218
- Société par actions simplifiée* (SAS), 217–218
- Société par actions simplifiée unipersonnelle* (SASU), 217
- Socio-Emotional Wealth (SEW), 33
- Spain, 16
- Special Rights, 235
- Special rules, 206
 - for agricultural enterprises, 204–205
- Splendor familiae*, 181–182, 184
- StAK Libau board, 92
- Stakeholder theory, 161
- Standard Oil Company, 9
- Standardization, 254
 - of family constitution, 22
- Status of literature, 41
 - consultancy literature, 42–43
 - scientific literature, 43–49
- Stewardship theory, 172
- Stichting administratiekantoor (StAK), 90–92
- Stock Corporation Act, 18
- Störfallanalyse technique, 120
- Strategic Interest Group (SIG), 31
- Strategic planning, 182–183
- Strategic resources
 - family as, 82–83
 - management of, 84
- Succession
 - communities of heirs, 201–202
 - corporate property as special property, 203–204
 - different interests affected, 203
 - distribution and equality, 200
 - family business, 197–198
 - interfaces between company and succession law, 198
 - ownership involves controlling rights and property rights, 202–203
 - possible company law arrangements, 207–211
 - replication of rules by contract, 205–207
 - reserved portion, 200
 - respective tasks of succession law and company law, 199
 - special rules for agricultural enterprises, 204–205
 - succession law arrangements already possible under applicable law, 207
- Succession law, 210
 - arrangements under applicable law, 207
 - interfaces between company and, 198
 - juxtaposition of, 237
 - principle of distribution, 202
 - respective tasks of, 199
 - succession law-based inheritance, 199
- Successor clause, 209
- Survey analyses, 175–176

- Tertiary protection, 129
- Theorization of family constitution, 21–22
- Three-circle model, 31
- Three-Lines-of-Defence model, 139
- Transgenerational entrepreneurship, 84
- Typical content of family constitutions, 35
- Ultra-stability, basic dilemma for achieving, 130
- Unanimous votes, 235–236
- United States, 14–15
- US legal literature, 15
- Validity, 150
- Variables, measurement of, 147
- Variance Inflation Factor (VIF), 150
- Voice, 95
- Wealth, and performance of family businesses, 146–147