



Henry Peter
Carlos Vargas Vasserot
Jaime Alcalde Silva
Editors

The International Handbook of Social Enterprises Law

Benefit Corporations and
Other Purpose-Driven Companies

OPEN ACCESS

 Springer

Table of contents

THE INTERNATIONAL HANDBOOK OF SOCIAL ENTERPRISES LAW

BENEFIT CORPORATIONS AND OTHER PURPOSE-DRIVEN COMPANIES

Editors

Henry Peter (University of Geneva, Switzerland)

Carlos Vargas Vasserot (University of Almería, Spain)

Jaime Alcalde Silva (Pontificia Universidad Católica de Chile, Chile)

FOREWORD

Colin Mayer, Saïd Business School, University of Oxford, U.K.

EDITORS' INTRODUCTION TO THE VOLUME

Henry Peter, Carlos Vargas Vasserot, Jaime Alcalde Silva

PART I: THE SOCIAL ENTERPRISE MOVEMENT

1. The social enterprise movement and the birth of hybrid organizational forms as policy response to the growing demand for firm altruism
Livia Ventura, University of Cambridge, U.K.
2. Social enterprises in the European Union: gradual recognition of their importance and models of legal regulation
Carlos Vargas Vasserot, University of Almeria, Spain
3. The Governance Patterns of Social Enterprises
Two Proposals to Reconcile the US and European Approaches
Giulia Neri-Castracane, University of Geneva, Switzerland
4. Social Enterprises and Tax: Living Apart Together?
Sigrid Hemels, Erasmus University Rotterdam, Netherlands; Lund University, Sweden
5. Corporate Purpose : How the Board of Directors can Achieve an Inclusive Corporate Governance Regime
Mathieu Blanc, Attorney at law, Kasser Schlosser avocats, Lausanne, Switzerland
Jean-Luc Chenux, Attorney at law, Kellerhals Carrard, Lausanne, Switzerland
Edgar Philippin, Attorney at law, Kellerhals Carrard, Lausanne, Switzerland

6. Social Enterprise: Conceptual Debates and Approaches
Millán Díaz-Foncea, GESES Research Group, University of Zaragoza, Spain
Carmen Marcuello, GESES Research Group, University of Zaragoza, Spain
7. Models and Trends of Social Enterprise Regulation in the European Union
Antonio Fici, University of Rome "Tor Vergata", Italy
8. Social enterprises in the social cooperative form
Daniel Hernández Cáceres, University of Almería, Spain
9. How social entrepreneurs create systemic change
A comparative analysis of for-profit and non-profit models
Federica Massa Saluzzo, EADA business school Barcelona, Spain
Davide Luzzini, EADA business school Barcelona, Spain
Rosa Ricucci, Ashoka Spain

PART II: BENEFIT CORPORATIONS AND B CORP CERTIFICATION

10. Benefit Corporations: Trends and Perspectives
Mario Stella Richter, Università di Roma "Tor Vergata", Italy
María Lucía Passador, Università Bocconi, Milan, Italy
Cecilia Sertoli, Università Europea di Roma, Italy
11. Behavioral Perspectives on B Corps
Maria Cristiana Tudor, University of Geneva Switzerland
Ursa Bernardic, University of Geneva, Switzerland
Nina M. Sooter, University of Geneva, Switzerland
Giuseppe Ugazio, University of Geneva, Switzerland
12. B Lab and the process of certifying B Corps
Ana Montiel Vargas, University of Almería, Spain
13. An introduction to the law of Benefit Corporations and other public purpose driven companies
Luis Hernando Cebriá, University of Valencia, Spain
14. Benefit Corporations and the Common Law Tradition
Brian M. McCall, University of Oklahoma, U.S.A.
15. Viability of non-recognized benefit corporations
José Miguel Embid Irujo, University of Valencia, Spain
16. Real-World Lessons On Stakeholder Capitalism: How B Lab & BCorp movement catalyze change in society
Jonathan Normand, B Lab Switzerland
Veronica Devenin, Esade Business School, Barcelona, Spain

PART III: PURPOSE DRIVEN COMPANIES: AN INTERNATIONAL OVERVIEW

17. **Argentina**
Social Enterprises and Benefit Corporations in Argentina
Dante Cracogna, University of Buenos Aires, Argentina
18. **Australia**
The Failed Attempt to Enact Benefit Company Legislation in Australia and the Rise of B Corps
Ian Ramsay, University of Melbourne, Australia
Mihika Upadhyaya, University of Melbourne, Australia
19. **Brazil**
Social Enterprises and Benefit Corporations in Brazil: Projects for Corporate Qualification and Capital Market Regulation
Rachel Avellar Sotomaior Karam, Attorney at law, TESK – Sociedade de Advogados, Brazil
Calixto Salomão Filho, University of São Paulo, Brazil
20. **Belgium**
The suitability of Belgian Law to B-Corp
David Hiez, University of Luxembourg, Luxembourg
21. **Canada**
B Corps, Benefit Corporations and socially oriented enterprises in Canada
Cynthia Giagnocavo, University of Almería, Spain
22. **Chile**
Purpose-driven companies and the projected legal system for benefit and collective interest companies in Chile
Jaime Alcalde Silva, Pontificia Universidad Católica de Chile, Chile
23. **China**
Social Enterprises and Benefit Corporations in China
Jian Li, Minzu University of China (MUC), China
Meng Zhao, Nanyang Technological University (NTU), Singapore
Caiyun Xu, Minzu University of China (MUC), China
24. **Colombia**
Social Enterprises and Benefit Corporations in Colombia
Francisco Reyes Villamizar, University of Fribourg, Switzerland
25. **Ecuador**
Social Enterprises and B-Corps in Ecuador
Esteban Ortiz Mena, Attorney at law, Pérez Bustmante & Ponce (PBP), Ecuador
José Ignacio Morejón, Sistema B, Ecuador
26. **France**
The suitability of French Law to B-Corp
David Hiez, University of Luxembourg, Luxembourg

27. **Germany**
Social Purposes in German Corporate Law and Benefit Corporations in Germany
Gerald Spindler, University of Goettingen, Germany
28. **Hong Kong**
Social Enterprises and Certified B Corporations in Hong Kong: Development, Key Lessons Learnt and Ways Forward
Ka Kui Tse, Hong Kong Social Entrepreneurship Forum; B Lab HK & Macau; Impact Partners HK, Hong Kong
Rebecca Choy Yung, B Lab (HK & Macau); Golden Age Foundation; Social Enterprise Summit, Hong Kong
Yanto Chandra, The Hong Kong Polytechnic University, Hong Kong
Gilbert Lee, Education for Good Ltd; B Lab HK & Macau, Hong Kong
29. **India**
B-Corps in India: A Sustainable Business Model
Puneeta Goel, Amity University, India
Rupali Misra, Amity University, India
Suman Lodh, Middlesex University, London, U.K.
Monomita Nandy, Brunel University London, U.K.
Nandita Mishra, Linköping University, Sweden
30. **Italy**
Social Enterprises and Benefit Corporations in Italy
Livia Ventura, University of Cambridge, U.K.
31. **Japan**
Corporations with Social Aims in the Japanese Legal System
Nobuko Matsumoto, Keio University, Japan
32. **Luxembourg**
The suitability of Luxembourgish Law to B-Corp
David Hiez, University of Luxembourg, Luxembourg
33. **Mexico**
Certified B Corps in Mexico
Luis Manuel C. Méjan, Instituto Tecnológico Autónomo de México (ITAM), Mexico
34. **Peru**
Benefit Corporations in the Peruvian legal ecosystem
Claudia Ochoa Pérez, Yale School of the Environment, New Haven, U.S.A.
Juan Diego Mujica Filippi, University of Lima, Peru
35. **Portugal**
Social Enterprises and Benefit Corporations in Portugal
Deolinda Meira, Polytechnic of Porto/ Porto Accounting and Business School (ISCAP), Portugal
Maria Elisabete Ramos, University of Coimbra (FEUC), Portugal

36. **South Africa**
 Finding space for the B-Corporation within the South African legal landscape
Richard S. Bradstreet, University of Cape Town, South Africa
Helena Stoop, University of Cape Town, South Africa
37. **South-Korea**
 Social Enterprises and Benefit Corporations in South-Korea
Hyeon Jong Kil, Korea Labor Institute, Korea
38. **Spain**
 Social Enterprises and Benefit Corporations in Spain
Paula del Val Talens, University of Valencia, Spain
39. **Switzerland**
 Social Enterprises and Benefit Corporations in Switzerland
Henry Peter, University of Geneva, Switzerland
Vincent Pfammatter, Attorney at law, sigma legal, Geneva, Switzerland
40. **The Netherlands**
 Social Enterprises in the Netherlands: Towards more institutional diversity?
Coline Serres, Rotterdam School of Management, Erasmus University, Netherlands
Tine De Moor, Rotterdam School of Management, Erasmus University, Netherlands
41. **The United Kingdom**
 Social Enterprises, Benefit Corporations and Community Interest Companies: The UK Landscape
Stelios Andreadakis, Brunel University London, U.K.
42. **The United States**
 Social Enterprises and Benefit Corporations in the United States
Alicia E. Plerhoples, Georgetown Law, Washington D.C., U.S.A.
43. **Uruguay**
 Innovation in Uruguayan Business Law: The “Benefit and Collective Interest Companies and Trusts”
Carlos de Cores Helguera, Claeh University, Uruguay
Patricia Di Bello, YOUHUB first trust B ; RLAI Red Latinoamericana de Abogados de Impacto ; Legal B group ; BIC law, Uruguay
Natalia Hughes, YOUHUB first trust B ; Sistema B International ; Sistema B Uruguay ; RLAI Red Latinoamericana de Abogados de Impacto ; Legal B group ; BIC law, Uruguay
44. **Other European countries (Finland, Slovenia, Denmark, Romania, Greece, Latvia, Slovakia, Bulgaria, Lithuania)**
 Legal regulation of social enterprises in other European countries
Carlos Vargas Vasserot, University of Almería, Spain