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The Companies Law No. 31/1990, republished in 2004 and further amended and completed ('the Companies Law') and the Capital Market Law No. 297/2004, as further amended and completed ('the Capital Market Law') represent the primary sources of law relating to the corporate governance of listed companies in Romania. In addition, as an independent agency the securities regulator, National Securities Commission ('CNVM'), may issue legally binding regulations. The Bucharest Stock Exchange ('BSE'), historically Romania's most important regulated market, has adopted the Corporate Governance Code, which sets forth the principles and recommendations for the corporate governance of companies listed on the BSE. The Code is inspired by the OECD Principles of Corporate Governance. The Code may be voluntarily adopted by the companies listed on the BSE. According to BSE Corporate Governance Code, however, the shares of a listed company may be maintained on the market's Tier I subject to the issuer's statement that it has observed at least 14 of the 19 principles of the Code in the last calendar year. Also, the shares of a listed company may be promoted from the market's Tier II to Tier I subject to a similar statement (i.e., among other requirements). Currently, there are 25 listed companies whose shares are ranked in Tier I out of the 75 domestic companies listed on the BSE. The BSE also established the Corporate Governance Institute in 2003, whose aim is to raise Romania's managerial culture to international standards and encourage companies to comply with the OECD Principles of Corporate Governance. It should be noted that in resolving disputes pertaining to the market operations, the BSE Arbitral Court may also apply usual trade practices. The observance of the listed company regime is primarily supervised by CNVM which has extensive prerogatives including, inter alia, the right to: verify the modality of fulfilling the attributions and obligations of directors, executive officers and of other persons linked to the activity of the regulated entities; request, in certain circumstances, the issuers' competent corporate bodies to convene their meetings or the general meeting of the shareholders; request information and documents from the issuers whose securities are subject to public offers, or which have been admitted to trading on a regulated market; conduct controls at the premises of the issuers and of the regulated entities or take all measures in order to assure that the public is correctly informed. CNVM is entrusted with administrative powers and has the authority to impose sanctions to the issuers. **To read the entire article, please download the .pdf attached.**