Country report:

Slovenia

Slovenian Law on Employee Co-decision-making and the European Company Statute

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1. Background information – national system

The Slovenian system of employee participation in enterprise decision-making has evolved since the beginning of the transition to a market economy, during which time old values have been turned upside down, the former social functions of enterprises have been eschewed and capital owners have prevailed (Bakovnik, 'Slovenski model delavske participacije', *Industrijska demokracija* 3/2003). This situation has been extremely burdensome for Slovenian workers, whose rights have been distorted and even put to one side.

The Slovenian law on employee involvement is based on Article 75 of the Slovenian Constitution of 1991, which guarantees workers the right of board-level participation. On this basis, the Act on workers' management participation (AWMP) was passed in 1993. This was drafted primarily on the basis of German legislation, but also took note of other European legislation. It is a general law and guarantees a variety of participation rights, individual and collective, in the form of information and consultation rights, including board-level representation. The Act introduced elected employee representatives, who exist in addition to trade union representation (regulated by the Law on trade union representation of 1993). These two forms of representation are institutionally and functionally separate: while trade unions have a so-called 'conflict function' (collective bargaining, infringement of rights), workers' representatives perform a 'cooperative function' and are not entitled to resort to, for example, strike action (Gostisa, 'Primerjalno o slovenskem modelu delavske participacije', *Industrijska demokracija* 4/1997).

According to the APWM (Art. 2) workers have a right to:

- initiate proposals and receive a response to these proposals;
- obtain relevant information;
- give their opinion and receive a response;
- consultations with the employer;
- board-level representation;
- veto employer's decisions;
- other forms of participation, if agreed between workers' representatives and the employer.

Individual participation is regulated in Article 88 of the Act on workers' management participation (AWMP) which states that the employer must grant employees as individuals the right to participate in management. Accordingly, an employer must grant each worker the right to:

- initiate proposals and receive a response in regard to their workplace or work unit;
- be informed in good time regarding all changes in relation to their workplace;
- express their opinion regarding the organisation of their workplace and work processes;
- request an answer to questions on wages and other labour relations matters.

Collective participation of employees can be realised by a works council or works representative, a workers' assembly or workers' representatives on the company management and supervisory board.

The works council is a central employees' representative body at a company, directly elected by the employees. It is formed at companies with more than 20 workers and the number of members depends on workforce size, ranging from three members in companies with fewer than 50 workers to 13 members in companies with up to 1,000 workers. Above that, two additional members may be elected for every additional 1,000 workers. Management employees do not have the right to vote for works council representatives. This prohibition also refers to the family members of management personnel. All workers continuously employed by the company for at least one year have the right to vote. In companies with fewer than 20 workers the works representative carries out the function of the works council.

According to Article 87 of the AWMP, works councils:

- ensure laws and other legal provisions, collective agreements and agreements between employer and works council are respected;
- propose measures that benefit the workers;
- receive proposals and initiatives from the workers and, in appropriate cases, put them forward when negotiating with the employer;
- promote the employment of disabled, older and other special-category workers.

Workers' participation in decision-making is, of course, most effective if workers' representatives participate in the company supervisory or management board.

The works council has the right to convene a **workers' assembly** – which consists of all company employees, except for management employees – to discuss issues within the council's competence. Experts, management personnel and employers' and trade union representatives may be invited to the assembly meeting. The assembly is normally convened outside working time, but once a year may also be convened during working time. The company's managing director must be informed of the assembly and a company representative may participate in the meeting (Art. 70).

The works council is also entitled to propose a **workers' director**, who is a full-member of the **management board**. On the proposal of the works council the supervisory board (or in the absence of a supervisory board the shareholders themselves) appoints the workers' director. A workers' director is appointed at companies with more than 500 employees. In companies with fewer than 500 workers a workers' director may be appointed by mutual agreement of employer and employees. The workers' director represents employees' interests in human resource management and in social matters.

The Law provides that workers have a right to **participate in the supervisory board**, when there is one, providing that the workers are organised so as to exercise collective participation.

The works council can elect – and recall – supervisory board members who represent employees' interests. The number of workers' representatives is determined by the company statute, but may not be lower than one third or higher than one half of all the members of the supervisory board (Art. 79). This provision was established in 2001 after a judgement of the Slovenian Constitutional Court, which ruled in 2000 that the previous provision – stating that the number of workers' representatives on the supervisory board

must not be lower than one third in companies with fewer than 1,000 employees and not lower than one half in companies with more than 1,000 employees – was in breach of the Constitution. The methods of election and recall are determined by the works council's rules of procedure. It must be stressed, however, that the president of the supervisory board is always a representative of the shareholders and has the casting vote.

Workers' representatives on the supervisory board have the same rights as representatives of the owners/shareholders and participate fully in decision-making. At the same time, they are accountable to the works council and, indirectly, to all the workers. By its very nature, the supervisory board is necessarily a forum for differing interests and views, on the basis of which it must reach the optimal solution.

It is interesting to note, however, that the new Slovenian Companies Act, adopted in April 2006, has (according to the European company model) introduced the **right to choose between dualistic and monistic management systems** for *national* joint-stock companies. This means that the new Companies Act regulates the monistic management system in addition to the existing dualistic one. Consequently, the founders of a joint-stock company are entitled to a choice of management system when drafting the founding statute. It is anticipated that this system will enhance the competitiveness of Slovenian businesses and establish a friendly legal environment for foreign and domestic investors.[1] In this connection the Slovenian business community looks to the Baltic States for an example, which, without regulations on employee involvement, provide a welcoming environment for foreign capital.[2] In autumn 2004, when the first draft of the Companies Act amendment was being prepared, the Slovenian Managers' Association undertook a consultation among Slovenian directors on the proposed one-tier system. According to their responses, more than half were very satisfied with their supervisory boards, stressing that their role was not just supervisory but also consultative. As many as two-thirds of directors thought that the introduction of a one-tier option would be a positive development, but only one-fifth of them would actually propose this option to the shareholders.[3]

Proposed restrictive regulation of employee involvement in the one-tier system

When introducing the monistic governance model the most difficult issue was how and to what extent the law should regulate employees' right to board-level representation. The Companies' Act draft of 2005 foresaw almost **complete exclusion of workers' representatives** from company decision-making bodies. The draft Act provided the following:

> According to the provisions of the Act on workers' participation in company *management boards*, workers nominate a representative on the administrative board, providing that this does not conflict with the law.

This meant that workers' representatives would be entitled to participate only in the same way as the present workers' directors – on condition the company employed over 500 employees – and their role on the supervisory board, which at the moment represents the

[1] Bratina, B., Gospodarski subjekti na trgu, 2005.

[2] Gregorič, A., Finance, 32/2005.

[3] Summary in Večer, 1 October 2004.

core of the Slovenian participation system, would be abolished. Employees would consequently have no representatives among the non-executive (supervisory) members of the administrative board. The role of workers' director, however, is not comparable to the current supervisory board representatives since they are responsible only for human resource management and social issues. In addition, at the moment only about 70 companies in Slovenia employ more than 500 employees, of which only about 28 have nominated workers' directors. In one-tier companies with fewer than 500 employees – in other words, the vast majority of Slovenian companies – the role of workers' director as a member of the management board was not foreseen.

Only in a few companies, therefore, would employees have a representative on the administrative board, who would automatically be nominated as an executive director:

> (5) If an employee representative has been nominated to the administrative board in accordance with paragraph 2, Art. 288, the administrative board shall nominate him as an executive director, whose … duties concern the representation of workers' interests in relation to human resources and social matters.

This meant that workers' directors would not be fully involved in company decision-making, but only in workers' affairs, which is not in keeping with the basic principles of employee participation. In addition, the role of executive director is supposed to be voluntary: under the proposal employees' representatives are to be executive directors *'unless otherwise agreed'*. According to the proposed law, the *voluntary* regulation of employee participation was foreseen as a primary principle, while the Act on workers' management participation was to serve as an ancillary legal source. This overturned the existing regulation (at least one-third of supervisory board members must be employee representatives).

The general conclusion was that workers in joint-stock companies with the one-tier system should in future be legally excluded from supervisory functions – one of the most important administrative tasks – while in terms of management employees would be optionally included only in a small number of companies through the role of executive director. Formally, different options were available concerning the right of employee participation, but it was unrealistic to anticipate that anything beyond what was laid down in the law would be adopted. It was feared that many employers would choose the one-tier management system, if for no other reason than to rid themselves of troublesome workers' representatives.

The **Association of Works Councils** of Slovenian Companies was most affected by this proposal.[4] Their members took the view that this system was by far the most widespread management system both in Europe and worldwide and so were not surprised that its introduction was foreseen also for Slovenia. However, the Association considered it crucial that administrative organs under the one-tier system should consist of executive and non-executive members, where the latter also carry out a supervisory role similar to the role of the supervisory board in the two-tier system, while at the same time the non-executive members are more intensively involved in company business. According to the Association this division of roles inside the administrative board means that the one-tier system does not require the abolition of workers' representatives on management boards.

The position of the Association of Works Councils was that the exclusion of workers' representatives from boards – administrative organs – would represent a major step

[4] Published in *Industrijska demokracija*, 4/2005. See also Gostiša, *Industrijska demokracija*, 3/2005.

backwards in the development of workers' involvement in Slovenia. In this regard the Association stressed that the highly developed system of workers' involvement was a *conditio sine qua non* of participatory corporate governance, which is based on the idea of corporate social responsibility. Referring to the Lisbon strategy and the Commission's Recommendations on workers' participation of 2001 and 2002 the Association stated that management trends in Europe expressly accept this idea and in Slovenia it should have been no different.

In addition, the Association did not agree with the employers' assertion that nowhere in the world were there workers' representatives at board level under the one-tier system: they cited Denmark, Finland, Norway and other states where workers' representation at board-level was legally regulated.

The Association emphasised that it made no sense to refer to German problems with parity-based supervisory boards as an argument against workers' board-level representation because since the amendment to Article 79 of the Act on workers' management participation, which abolished obligatory parity on supervisory boards, only a few supervisory boards with a parity-structure remained.

The Association of Works Councils also objected to the voluntary principle, introducing negotiations on workers' representatives in companies with a one-tier board structure. The Association stressed that the principle of negotiations had been introduced into the SE directive as a compromise between various national systems. Consequently, the Association considered that the SE directive foresaw standard rules which would guarantee workers at least some participation.

Another Association argument against the exclusion of workers from board-level representation under the one-tier system as a consequence of introducing the voluntary principle was that this would lead to unacceptable discrimination between workers in one-tier companies and those in two-tier companies. According to the Association, the only acceptable solution would be to regulate workers' board-level representation in one-tier management systems as closely as possible to the existing regulation of workers' representation on supervisory boards under the present two-tier system. The closest solution would be to give workers the right to nominate one-third of members to the administrative board.

The **trade unions**, on the other hand, have been opposed prima facie to any changes in the corporate governance system. They believe that even if there were workers' representatives on the administrative board their role would be less meaningful for workers than having a representative on the supervisory board. This is also a question of workers' perceptions. The general reluctance of Slovenian trade unions concerning workers' representatives on the administrative board is based on workers' perceptions that the (few) existing workers' directors on management boards are 'collaborators' and do not in the first instance seek to represent workers' interests.

Temporary solution for employees' involvement in the one-tier management system

Following strong opposition from employees' organisations a compromise solution was adopted in 2006. It provides *transitional* regulation of employees' involvement in the administrative board which will remain in force until the relevant amendments to the Act on workers' management participation are adopted. The **temporary regulation** provides that employees have a right to appoint one third of administrative board members. They may also appoint representatives to all administrative board committees. In

companies employing more than 500 employees the employees' representative on the administrative board may, on the proposal of the works council, be nominated executive director. The Companies Act also provides that an employee representative cannot hold the position of president of the administrative board. Under current regulations employee representation under the one-tier management system is dependent upon company size and the company statute. The administrative board in small companies has the simplest composition:[5] it has three members representing the shareholders but no employee representatives, and no executive directors need be appointed. In other companies the transitional regulation requires the appointment of employee representatives (providing that the works council has nominated them) in accordance with the following rules:

- one employee representative on a three–five member administrative board;
- two employee representatives on a six–eight member administrative board;
- three employee representatives on a nine–eleven member administrative board.

Executive directors are obligatory only in public limited companies. The executive directors may be nominated from among the administrative board members and are then entitled to participate in running the business and representing the company.[6]

Workers' representatives are not satisfied with the adopted solutions since the participatory model of the one-tier system is significantly weaker than that of the two-tier system. It is expect that in the course of drafting the amendments to the Act on workers' management participation the pressures for the abolition of workers' participation in companies with the one-tier system will re-emerge and constitute a new danger to the Slovenian system of workers' participation.

2. The Law on European Works Councils

In the course of accession to the European Union, Slovenia was obliged to implement Directive 94/45/EC on the establishment of European Works Councils. This was realised by a special law of 2002 (O.G. RS No. 59/2002) that came into force on 1 May 2004. The special law was needed because of the differing concept of the general Act on workers' management participation.

The special law is applicable to:

- companies with their seat in Slovenia and which conduct their business in the European Union;
- groups of companies which conduct their business in the European Union and whose 'controlling undertaking' has its seat in Slovenia (Art. 2/1).

[5] 'Small companies' are companies meeting two of the following three conditions: average number of employees below 50; sales turnover below EUR 7.3 million, and asset value below EUR 3,650,000.

[6] Paragraph 2, Article 286 of the Companies Act (ZGD-1).

However, its provisions are applicable also to subsidiaries and establishments in non-EU member states if an agreement between the central management and the special negotiating body so provides (Art. 12).

A company or group of companies is deemed to conduct its business in the EU when it employs at least 1,000 workers, providing that at least 150 of them work in (two different) EU member states. A group of companies must include at least two companies with their seat in different member states. The number of employees in companies in Slovenia is calculated according to the average number of employees over the past two business years.

A special negotiating body is established to conduct negotiations with management to establish a European works council or to regulate a different process of employee information and consultation. Representatives of all the companies concerned are elected by secret ballot from among the candidates proposed by the works councils, representative trade unions and at least 50 workers. Expenses relating to the work of the special negotiating body must be defrayed by the controlling undertaking and include expenses for one expert, premises, interpreters, administrative personnel, and travel and living expenses.

The rights of workers' representatives in the EWC who are employed in Slovenia are protected by the general Act on workers' management participation (Art. 67) and by the Law on labour relations (Art. 113), and labour courts are competent to rule on disputes.

There are representatives of Slovenian companies in the European works councils of some multinational companies with their main seat in other member states (for example, Revoz, Johnson Controls, Lek), but as far as is known there is no European works council in Slovenia yet.

3. Implementation of European Company Statute in Slovenian law

The process of implementing the SE statute in Slovenia began in November 2004, when the Slovenian government confirmed amendments to the Companies Act (amendment ZGD-H). However, in December 2004 the amending law was passed without provisions on the European Company.[7] The reasons for this delay were the change of government and the strong influence of the SE regulation and the SE directive on Slovenian company and industrial relations law. Hence, Slovenia was one of the Member States furthest behind regarding implementation of the SE statute and was warned by the European Commission to speed up the implementation process, receiving an official letter in December 2005.

Despite Slovenia's delay in implementing the SE statute, commentators agreed that the SE regulation and the SE directive should be implemented separately. Consequently the SE regulation was implemented by amendments to the Slovenian Companies Act in April 2006

[7] The proposal for implementation of the SE regulation foresaw an additional chapter to the Companies Act (Chapter 4A) after Article 398. The chapter would consist of 63 articles (398a–398bl), divided into five main sections: General Provisions, Transfer of an SE's Registered Office, Formation, Management and Winding Up.

The proposal provided for regulation of those matters that are mandatory for the harmonisation of Slovenian law with the SE regulation and optional matters related to corporate affairs, capital structure of minority shareholders and SE management. The proposal did not anticipate that the Companies Act would regulate employee involvement, but merely referred to the need to reach agreement on employee involvement before an SE could be registered and the future act implementing the SE directive.

and the SE directive was implemented in February 2006 in a separate act, not incorporated in the general Act on workers' management participation.

Transposition of the SE regulation

With the aim of maintaining the integrity of Slovenian company law and regulating a number of open issues of the Regulation on the European Company, implementation of SE legislation has been achieved by means of an amendment to the Companies' Act (it is in fact a renovated version of the Act now in force, Zakon o gospodarskih druzbah, ZGD-1), the Slovenian company law code.

The SE regulation has been transposed in the new Slovenian Companies Act in Chapter 5, Articles 430–463, divided into five main sections: **General Provisions, Transfer of an SE's Registered Office, Formation, Management** and **Winding Up**.

The Companies Act regulates those matters that are mandatory for the harmonisation of Slovenian law with the SE regulation and optional matters related to corporate affairs, capital structure of minority shareholders and SE management. The Act does not regulate employee involvement, but merely refers to the need to reach agreement on employee involvement before an SE can be registered and to the future act implementing the SE directive.

The SE regulation only regulates some of the company law aspects of the future SE. In some areas, however, member states have a choice and can refer to national company law. The Companies Act refers, where possible, to existing provisions on corporations.

Slovenian jurisprudence regards the choice between a one-tier and a two-tier structure as one of the most important novelties of the SE regulation. The Slovenian Companies Act has hitherto not regulated one-tier management: this is now dealt with in the new chapter on SEs. As already mentioned, the Act also provides the management system option for national companies, reflecting the wishes of the business sector in Slovenia.

One of the most important aspects of the SE regulation is the possibility of transferring the SE's registered office. In this regard rules governing conflicts between laws and rules on the home state of the company in question are important. Approaches to this issue include the theory of incorporation and the 'real seat' theory. The Slovenian Companies Act applies the 'real seat' theory in relation to companies, while for other legal entities the general rules are slightly different.

As far as other rules are concerned, special emphasis must be put on minority shareholders' rights in SE companies which were harmonised with Slovenian law to the extent permitted by the SE regulation. Shareholders' and creditors' protection must not differ in similar legal situations.

Transposition of the SE directive

The Slovenian Companies Act *prima facie* does not address employee involvement in the European Company. However, Article 431 of the Companies Act provides that registration of a European Company shall be carried out in line with the rules on the registration of national companies, whereas an application for SE registration must be accompanied by:

- an agreement on employee involvement in SE management, concluded under the terms of the act regulating employee involvement in SE management; or
- a decision on the termination of negotiations, concluded under the terms of the act regulating employee involvement in SE management; or
- a statement from all management-board members confirming that

an agreement on employee involvement was not reached in the specified period of time.

Full transposition of the SE directive has been achieved by a specific law: the **Act on workers' management participation in the European Company (SE)**, adopted in February 2006 and published in the Slovenian Official Gazette on 17 March 2006. The Act on workers' management participation of 1993 therefore remains the fundamental law in the field of workers' involvement, with primarily nationwide provisions, while particular fields with supranational application are regulated in specific laws: the EWC Act and the SE Act. Each of the three acts is a 'stand-alone' measure with its own principles, objectives and legal logic.

The new Slovenian Act on workers' management participation in the European Company (SE) consists of 40 Articles, divided into the following eight chapters:

I. **General provisions** (Arts 1–3: aims of the Act, validity and definitions).

II. **Negotiation procedure (Arts 4–15).**

III. **Workers' involvement in SE management on the basis of an agreement** (Arts 16–17).

IV. **Workers' involvement in SE management on the basis of the Act** (Arts 18–34).

V. **Principles of cooperation and safeguard clause** (Arts 35–37: duty of mutual trust, confidentiality clause and protection of workers' representatives).

VI. **Dispute settlement** (Art 38 – the Slovenian labour courts have jurisdiction over any disputes under the Act).

VII. **Penalty provision** (Art 39 – penalty of approximately EUR 21,000 for any misdemeanour in relation to information of workers in the process of establishing an SE – this penalty may be imposed upon any of the participating companies; in addition, a penalty of EUR 2,100 may be imposed upon responsible natural persons).

VIII. **Final provision** (Art 40 – the Act's coming into force).

It is a rather technical Act, reflecting the character of the SE directive which does not leave much room to manoeuvre for national parliaments as regards workers' involvement in the SE. As regards the few options left to the Member States to decide, the Slovenian Parliament adopted the following solutions:

Article 8 of the Act provides for elections of SNB Members from Slovenia. It states that **workers' representatives from Slovenia are to be elected by the general meeting of employees on a secret ballot**. The right to propose candidates for the SNB belongs to works councils, representative trade unions of the participating companies and workforces of 50 or more in participating companies. The same applies to the subsequent formation of a European works council in the SE (Article 21 of the Act).

As regards experts, Article 10 provides that the SNB may call on **expert assistance** of its choice, including trade union representatives at the EU level. These experts may at the request of the SNB be present at negotiations as advisers. The SNB may also decide to inform representatives of relevant external organisations on the commencement of negotiations. Article 11 provides that all **expenses** regarding the negotiations and activities of the SNB are to be covered by the participating companies. However, expenses for expert assistance are limited to **one expert only**. The same limitation applies to

expert assistance to SE works councils (Article 29).

Slovenian members of an SE works council are **protected** by the general Slovenian provisions on the protection of workers' representatives (Article 37). Accordingly, the Act on workers' management participation (Art. 67) states:

> A works council member who in the discharge of his duties behaves in accordance with the effective laws, collective agreements and the agreement provided by this Law may not without the consent of the workers' council:
>
> – be assigned to another work post or another employer;
>
> – be included among any redundancies.
>
> If a workers' council member behaves as cited in the preceding paragraph it shall not be permitted to reduce his salary, institute disciplinary or indemnification proceedings against him or place him in any other way in a less favourable or subordinate position.

Another important protective provision is stated in Article 113 of the Employment Relations Act:

> The employer may not terminate the employment contract of: a member of a works council, a workers' representative, a member of a supervisory board representing workers, a workers' representative on the council of an institution …
>
> (2) The protection against termination for the persons referred to in the previous paragraph shall apply throughout their term of office and for a further year after its expiry.

Conclusions

Slovenia is one of few EU Member States regulating employee participation at board level. The process of EU accession, the formation of the European Company and general globalisation trends put the Slovenian workers' participation model on trial. Following implementation of the SE regulation and the SE directive the Slovenian Parliament adopted the one-tier management system in addition to the two-tier system, not only for European Companies but also for Slovenian joint-stock companies. Comparative law and practice say that both systems can work effectively, providing that they are implemented properly.[8] From the point of view of workers' representatives, the two-tier system has proved successful. On the other hand, the business sector is demanding faster and more efficient decision-making, and in light of corporate governance trends seeks a more flexible system. However, it is very important to deal adequately with employee involvement which is a constitutional issue in Slovenia.

Research activities

The Law Faculty of the University of Maribor has researched SE legislation within the framework of the research project 'Corporation management structure', chaired by Professor Marijan Kocbek. Janja Hojnik has researched the SE directive and published the results in legal journal *Podjetje in delo* (Nos 3–4/2004, pp. 646–72).

[8] See note 1 above.

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Important links

Association of Slovenian Works Councils: http://www.delavska-participacija.com/
Employee Ownership Association (DEZAP): http://www.dezap.si/
Ministry of Labour: http://www.gov.si/mddsz
Zveza svobodnih sindikatov Slovenije, ZSSS – Trade Union Federation: http://www.zsss.si/