

Een uniforme norm voor de taakvervulling door bestuurders en commissarissen

In het Burgerlijk Wetboek is op dit moment alleen bij de BW – en deels de codificatie – een norm- en taakstelling voor bestuur en toezicht gegeven. Met

Tabel 1: Norm- en taakstelling BWB en BvC.

BWB	BvC
Taak	Taak
Bestuurders bepalen/ingevolgens de statuten is het bestuur bevoegd met het bestuur van de rechtspersoon.	De raad van commissarissen heeft het taak toezicht te houden op het beleid van het bestuur en op de algemene gang van zaken in de rechtspersoon en de daaraan verbonden onderneming of organisatie.
	De raad van commissarissen doet het bestuur met taak toezicht.
Norm	Norm
De bestuurders richten zich bij de vervulling van hun taak naar het belang van de rechtspersoon en de daaraan verbonden onderneming of organisatie.	De commissarissen richten zich bij de vervulling van hun taak naar het belang van de rechtspersoon en de daaraan verbonden onderneming of organisatie.

De wettelijke taak en normstelling van het bestuur zijn niet anders dan het vigerende juridische kader: het richten naar het belang van de rechtspersoon (en daaraan verbonden instelling). Hierdoor resulteert de WvB vooral in een verdere codificatie van de norm- en taakstelling van bestuurders bij de diverse rechtspersonen.

Wat betreft de taak van de commissarissen staan de twee belangrijkste onderdelen in het overzicht. De concrete uitleg van taak en norm van zowel bestuur als toezicht blijven in de praktijk een relevant corporate governance onderwerp tenzij wordt in Bijlagen 2 en 3 iets verder uitgewerkt.

de inwerkingtreding van de WvB wordt deze norm- en taakstelling voor alle rechtspersonen geïmplementeerd, waaronder door middel van het 'verhouden' van de WvB-regeling. Het onderstaande overzicht geeft de taak en norm van de BvB en BvC weer (Tabel 1).

Elke commissaris is jegens de rechtspersoon gehouden tot een behoorlijke vervulling van zijn taak. Deze bestaat verder nog uit eventuele aanvullende bepalingen in de statuten en de overige taken in de wet.¹⁰ Tot de taak van een commissaris behoren alle taken van de BvC die niet bij of krachtens de statuten aan een of meer andere commissarissen zijn toebedeeld.¹¹ Elke commissaris draagt verantwoordelijkheid voor het algemene toezicht op het beleid van het bestuur en op de algemene gang van zaken in de rechtspersoon en de daaraan verbonden organisatie.

10. Het beleid verantwoord is het onderhouden van de gemeenschap.

11. Het toezicht van een commissaris wordt door de wet ingevuld.

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Hussin A.Rothana



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