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Summary of the Habilitation Thesis

"The Civil Liability of Company Director: From Classical Concepts to Modern Approaches"

The paper is structured into three parts. *The first part* presents scientific, professional, and academic achievements spanning two research fields: civil law and commercial law. *The second part* highlights the main results of the scientific research, including a critical assessment of key scientific contributions and personal views on specific research topics. *The third part* is dedicated to plans for professional career progression and development.

In the first part of the thesis, I have presented my *achievements in both teaching and research activities*, tracing my journey from the early stages of my academic career - serving as a junior teaching assistant and then as an assistant at the Titu Maiorescu University Faculty of Law - up to the present day.

My teaching activity in the field of civil law encompassed a wide range of forms: lecturing, conducting seminars, assessment, supervising bachelor's and master's theses, developing university course materials, and organizing and moderating academic sessions. Subsequently, I was appointed to committees responsible for drafting bachelor's exam questions, faculty recruitment, and doctoral thesis supervision. I also engaged in professional practice as a lawyer with the Bucharest Bar (admitted in 2002, fully qualified since 2007), as an arbitrator and Vice-President of the Bucharest Court of Arbitration (attached to the Bucharest Chamber of Commerce and Industry, 2021), and as a trainer in civil and civil procedural law at the National Institute for the Training and Continuous Education of Lawyers. Serving as an arbitrator at the Commercial Arbitration Court enabled me to broaden my theoretical expertise in resolving commercial contract disputes (specifically those involving termination, legal effects, sanctions, nullity, rescission, or the doctrine of hardship/imprevision). Recognition of my professional achievements as a lawyer with the Bucharest Bar was marked by the Diploma of Merit awarded in 2007 by the National Union of Bars of Romania.

My experience as a legal practitioner has benefited both my academic research and my teaching activities. In the studies I have produced within my research areas, I have interpreted legal provisions through the lens of jurisprudential perspective, I have identified potential

legislative inconsistencies, and formulated proposals *de lege ferenda*. Furthermore, I have leveraged my practical experience in my teaching, ensuring that students, particularly master's students and trainee lawyers, gain insight into and a grasp of the practical perspective during courses for the *Advanced Civil and Civil Procedural Law* master's program and during training modules for trainee lawyers at the I.P.P.A.

A significant *scientific milestone* was securing a postdoctoral fellowship (2014), an opportunity that enabled me to pursue in-depth scientific research, thereby building upon my doctoral work and profoundly shaping my development as both a researcher and a legal practitioner. During my doctoral studies, I undertook an international training placement at the University of A Coruña (Spain), where I analyzed comparative legal aspects concerning Romanian and Spanish legislation. Participating in international conferences abroad enhanced my visibility and recognition as an author. Furthermore, the recognition of my scholarly work is evidenced by the Honorary Diploma Best Paper Presenter in technical presentation and research contributions, awarded for the study "*The Right to One's Own Image, as a Right of the Human Personality, in the regulation of the Romanian Constitution, the Civil Code and the legislation on the protection of personal data. Solutions of Romanian Jurisprudence",* (International Conference on Business, Economics & Law, 27-28 September 2023, Óbuda University, Budapest, Hungary). Alongside my academic development, I have engaged in scientific research projects, demonstrating my knowledge and skills as both a theorist and a practitioner in the fields of civil and commercial law, as well as my ability to work effectively within a team. By way of example, I would cite *Program Erasmus+ „Open Mind" (2017-2018) Gamified platform and open online course in social entrepreneurship for famel learners and students from diverse fields of study",* contract No. +2016- 1BG01-KA203-023754 carried out in partnership with VUZF University of Finance, Business and Entrepreneurship, Business Foundation for Education, "D.A.Tsenov" Academy of Economics and the technological company 11235 Ltd from Bulgaria; Institute of Entrepreneurship Development in Greece, University of Lodz - Poland, University of Sheffield, U.K.

As a researcher, I conducted a study on business entities (pecifically corporate forms and their governance structure), the manner in which EU legislation has been transposed into national law. The study examined corporate forms and relevant legislation in Romania, Bulgaria, Greece, Poland, and the UK; the research findings were subsequently developed into a "Legal Framework" course module for an e-learning platform aimed at building entrepreneurial skills among 600 students from these five countries.

The second part of the thesis, dedicated to the main *results of the scientific research*, begins with a distinct section outlining my publishing activities within the field of legal sciences. In the area of civil law, my achievements include the production of scholarly works published in international database-indexed journals; the presentation of papers at conferences, debates, roundtables, and workshops; and the development of university course materials (both as sole author and co-author) and collections of multiple-choice tests. The scientific findings of the doctoral thesis were further disseminated through the 2012 publication of the monograph *Civil Legal Liability of Company Administrators: A Study of Doctrine and Case Law* (Universitară Publishing House, 2012). Against the backdrop of aligning domestic legislation with the acquis communautaire, implementing corporate governance principles in national law, and introducing a new management system for joint-stock companies into the Romanian legal landscape (the dualist system), featuring new ”protagonists”: the directorate and the supervisory board and distinct rules regarding appointment, composition, and powers, it became necessary to re-evaluate the legal status of the administrator and the position they hold within the commercial company. In this context, I published the monograph *The Legal Status and Powers of the Administrator in a Commercial Company* with Universul Juridic Publishing House in 2011. Beyond my scientific research activities during doctoral and post-doctoral studies, I have maintained a consistent commitment to an academic career; this led me to publish the university textbook *Civil Law: General Theory of the Civil Legal Act* (Hamangiu Publishing House, co-authored) and *Civil Law: Theory of Persons* (Hamangiu Publishing House, 2016), followed later, as sole author, by *Civil Law: General Part* and *Civil Law: Persons* (Hamangiu Publishing House, 2026).

Since the beginning of my academic career, I have consistently focused on the theory and practice of civil and commercial law, with a particular interest in the civil liability of the administrative bodies of legal entities. Essentially, my research contributions have followed two paths: (1) *research into the theory and practice of corporate administration*; and (2) *research into the civil liability of the administrator—examining both theoretical perspectives and judicial precedents*, with the published works highlighted in the second part of the thesis.

In a distinct section of the second part, I have grouped the works published to date according to thematic research areas: the legal relationship between the administrator and the company; the administrator’s status as both an agent and an organ of the company; the limits of the right of representation; liability actions against the administrator; specific sanctions regarding the administrator's civil liability; fraud committed to the detriment of the company; and liability towards the company and third parties, with particular attention paid to the non-

application of the theory of apparent authority and the business judgment rule as a ground for exoneration from liability. In this undertaking, I sought to answer the fundamental question regarding the capacity in which the administrator acts in dealings with the company and third parties: is the administrator an agent or an organ of the company? Drawing on EU practice, domestic case law, and the provisions of the Civil Code, and contrary to the prevailing legal doctrine, I concluded that the administrator is not merely an agent but is, in fact, an organ of the company.

The rules governing the mandate apply solely to the relationship between the company and its administrator; they do not encompass the administrator's authority to represent the company in dealings with third parties. This reflects a modern conception of the administrator's legal position - one involving a threefold capacity: as a proxy agent, a corporate organ, and a representative of the company. Based on this threefold perspective—agent, organ, and legal representative - I have redefined the administrator's civil legal liability toward both the company and third parties; the work includes personal insights and *de lege ferenda* proposals regarding the subject matter.

In the third part of the thesis, I outlined my objectives for professional, scientific, and academic career development: 1. Continuing publication activities focused on researching administrator liability and exploring civil and interdisciplinary law; 2. Teaching and scientific objectives; 3. Professional career objectives.

Candidate,

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