SOCIAL ENTERPRISES IN THE PORTUGUESE FRAMEWORK LAW FOR THE SOCIAL ECONOMY

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1.
THE ISSUE

The Framework Law for the Social Economy, Law no. 30/2013 of 8 May (lbes), which in this year of 2023 celebrates ten years in force, does not provide, expressly and immediately, the concept of social enterprise.

The LBES was strongly inspired in the Spanish Framework Law (*Ley 5/2011, de 29 de marzo, de Economía Social* (Law 5/2011, of 29 March, on the Social Economy). However, in the Spanish legal system, the *Anteprojeto de Ley Integral de Impulso de la Economía Social* (Preliminary Draft of the Integral Law for the Promotion of the Social Economy) was recently published, which foresees an amendment to the Framework Law for the Social Economy, which, besides clarifying the typologies and the catalogue of enterprises that integrate the sector, foresees the incorporation, in an express manner, of social enterprises in the said catalogue.

The European Commission's 2021 Communication "*Building an economy that works for people: an action plan for the social economy*"[1] and, more recently, the *OECD Policy Guide on Legal Frameworks for the Social and Solidarity Economy*[2] state that social enterprises are part of the social economy.

It is a priority that, also in Portugal, the concept of social enterprise be designed in dialogue with the concept of Social Economy and that the catalogue of entities that make up the social economy sector in the current Framework Law be revisited, expressly recognising social enterprises[3] .

In this context, this text aims to demonstrate that, in Portugal, social enterprises, including those that have the legal form of a commercial company, can, in the light of the Framework Law for the Social Economy, be considered social economy entities.

2.
THE CONCEPT OF SOCIAL ENTERPRISE: A BRIEF REFLECTION

In the early nineties of the twentieth century Europe witnessed the emergence of non-conventional entrepreneurial dynamics, called social enterprises, to face the new challenges that emerged with the crisis of the Welfare State, namely the progressive difficulty in obtaining sufficient resources to meet the growing social needs, the inability of traditional macroeconomic and employment policies, of private agents of a capitalist nature and of the public sector to face up to the new social needs, namely employment, participation and social protection[4] .

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1 EUROPEAN COMMISSION (2021), Communication from the Commission to the European Parliament, the Council, the European Economic and Social Committee and the Committee of the Regions. *"Building an economy that works for people: an action plan for the social economy"* [Brussels, 9.12.2021 COM(2021) 778 final].

2 OECD (2023), "Forms of Social and solidarity economy entities", in *Policy Guide on Legal Frameworks for the Social and Solidarity Economy, Local Economic and Employment Development (*LEED), OECD Publishing, Paris, https://doi.org/10.1787/9c228f62-en.

3 Highlighting the advantages of legal recognition of social enterprise status, see Antonio FICI, "Models and Trends of Social Enterprise Regulation in the European Union", in H.Peter et al.(eds.),The *International Handbook of Social Enterprise Law*, Springer, 2022, pp. 153,172, https://doi.org/10.1007/978-3-031-14216-1_8

4 See MIGUEL ÁNGEL GARCÍA CALAVIA, MERCEDES HERRERO MONTAGUD & IGNACIO MARTÍNEZ MORALES, "Empresas sociales, empresas de inserción y centros especiales de empleo", in *Manual de Economía Social* (Dir. Rafael Chaves Ávila/Isabel Gemma Fajardo García/José Luis Monzón Campos), Valencia: Tirant Lo Blanch, 2020, pp. 369 et seq.

The implementation of these entrepreneurial dynamics has varied according to legal systems, ranging from the creation of specific legal forms by adapting the cooperative, mutual, association or foundation model, to the use of already existing legal forms, including legal forms used by conventional companies such as the limited liability company or the public limited company.

One of the main reasons invoked by the doctrine for the emergence of these entrepreneurial dynamics is the inadequacy of the legislative framework in force to provide an adequate legal framework to entrepreneurial and innovative phenomena characterised by the pursuit, as a main purpose, of a goal of collective interest and by the absence of a for-profit scope or in which the profits are mainly reinvested in the pursued purpose, to which must be added a mode of organisation based on the democratic and participatory principles[5] .

In this movement, it is worth highlighting the role of the European Union institutions, which, through various documents, design the concept of social enterprise in dialogue with the already consolidated concept of Social Economy.

Among these documents, the "Statute for social and solidarity-based enterprises - European Parliament resolution of 5 July 2018 with recommendations to the Commission on a statute for social and solidarity-based enterprises (2016/2237(INL))" is worth highlighting. It states that there is an urgent need for "a basic legal definition that makes a solid contribution to the efforts made by the European Union and the Member States to develop social and solidarity-based enterprises so that they can also enjoy the advantages of the internal market". It underlines the substantial differences between Member States in the way they regulate social and solidarity-based enterprises.

In this resolution, the European Parliament advocates that the social and solidarity-based enterprise is a private entity:

> a) established in a legal form available in the Member States and in accordance with EU law, and independent of the State and public authorities;
> b) which object must essentially be of general interest and/or public utility;
> c) that must essentially pursue an activity of social and charitable benefit, i.e. have the aim of supporting, through its activities, people in vulnerable situations, fighting

[5] See ANTONIO FICI, "Funzione e modelli de disciplina dell'impresa sociale in prospetiva comparata", in *Verso un Diritto Dell' Economia Sociale. Teoria. Tendenze e Prospettive Italiane ed Europee*, Napoli: Editoriale Scienttifica, 2016, pp. 289-340.

exclusion, inequality and violations of fundamental rights, including at international level, or promoting the protection of the environment, biodiversity, the climate and natural resources;

d) that it must be subject to at least partial restrictions on the distribution of profit and specific rules on the allocation of profit and assets during its entire life cycle, including on winding-up, with the majority of profits in any case being reinvested or used to achieve its societal objective;

e) that should be managed in accordance with democratic governance models, involving its employees, customers and other stakeholders in its activities, and the importance and powers of members in the decision-making process should not be based on the capital they may hold.

In December 2021, the already mentioned "Communication from the Commission to the European Parliament, the Council, the European Economic and Social Committee and the Committee of the Regions - Building an economy that works for people: an action plan for the social economy" {SWD(2021) 373 final} underlines that: "Social enterprises are now generally understood as part of the social economy. Social enterprises operate by providing goods and services for the market in an entrepreneurial and often innovative fashion, having social and/or environmental objectives as the reason for their commercial activity." The Commission highlights that in these entities "profits are mainly reinvested with a view to achieving their societal objective". Moreover, their mode of organisation and ownership is based on "democratic or participatory principles or focus on social progress". As regards the legal forms adopted by social enterprises, it should be noted that they vary according to the national context.

In the light of these documents, there is a clear trend towards not valuing the legal form. We are dealing with a legal status that may be acquired by different legal forms, from non-profit organisations to for-profit organisations, as is the case of commercial companies.

In general terms, a social enterprise has been understood as an entity of a private nature, autonomous and independent in relation to the State and other private for-profit entities, which pursues an activity of general interest, which is managed in a business-like manner, not for profit, or in which profits are mainly reinvested in the scope pursued, and which is based on an entrepreneurial, inclusive, participative, responsible and transparent mode of organisation and operation.

3.
SOCIAL ENTERPRISES IN PORTUGAL. THE STATE OF THE ART

The first legal regime nominally designated as social enterprise in Portugal corresponds to the regime of the social insertion enterprises, which are part of a European tradition of social enterprises aimed at ensuring the integration of the long-term unemployed and other types of unemployed with specific characteristics.

Under the terms of the Resolution of the Council of Ministers no. 49/2008, of 6 March, the insertion companies, regulated by the Ministerial Order no. 348-A/1998, of 18 June [now revoked by article 25(m) of Decree-Law no. 13/2015], are considered social enterprises. In article 3(1), the referred Ministerial Order defines insertion enterprises as non-profit legal persons which purpose is the socio-professional reinsertion of long term unemployed people or in a situation of disadvantage in relation to the labour market. They can take the following forms: cooperative, association, foundation and social solidarity private institution. They must also operate according to "business management models" (article 5(1) of the Ministerial Order). It follows that the legislator restricts insertion enterprises to non-for-profit entities.

There is also an express reference to social enterprises in the Draft Framework Law for the Social Economy no. 68/xii, of 16 September 2011[6]/[7]. Thus, in article 13(2)(c) of the aforementioned draft, it is stated that the legislative reform of the Social Economy sector will also involve "the creation of the legal regime of social enterprises, as entities that develop a commercial activity with primarily social purposes, and which surpluses are essentially mobilised for the development of those purposes or reinvested in the Community". However, after general discussion, this rule would be eliminated from the final text of the draft.

Finally, we find a definition of social enterprise in article 250-D(7) of the Public Procurement Code[8] . This article deals with "contracts reserved for certain services" (health, social, educational and cultural services), which may include social enterprises. These are defined in paragraph 7 of the

[6] DAR II series A No. 31/XII/1 2011.09.19 (pp. 24-29).

[7] The text of the draft can be found at https://www.parlamento.pt/ActividadeParlamentar/Paginas/DetalheIniciativa.aspx?BID=36468.

[8] Decree-Law no. 18/2008, of 29 January, amended and republished by Decree-Law mo. 111-B/2017, of 31 August (rectified by rectification statements no. 36-A/2017, of 30 October and no. 42/2017, of 30 November).

provision, in the following terms: "(...) for the purposes of the provisions of this article, social enterprises are considered those engaged in the production of goods and services with a strong component of social entrepreneurship or social innovation, and promoting integration into the labour market, through the development of research, innovation and social development programmes, in the areas of the services set out in paragraph 1".

This is, to date, the only legal notion of social enterprise in Portugal, even though it is a sectorial definition. It should be highlighted that it does not prevent the pursuit of profit, thus revealing an understanding of the social enterprise that covers both non-profit and for-profit entities, as is the case of commercial companies.[9]

4.
SOCIAL ENTERPRISES
IN THE PORTUGUESE FRAMEWORK LAW FOR THE SOCIAL ECONOMY

As referred to above, in Portugal, the Framework Law for the Social Economy does not foresee, expressly and immediately, the concept of social enterprise.

In the lbes, the legislator delimits the concept of Social Economy using a combined technique, which complements the definition of Social Economy contained in article 2 by an open enumeration of Social Economy entities (article 4) and by an enumeration of its guiding principles (article 5).

Thus, under the terms of article 2 of the lbes, "social economy is understood to be the set of economic and social activities, freely undertaken by entities referred to in article 4 [...]", activities that "aim to pursue the general interest of society, either directly or by pursuing the interests of its members, users and beneficiaries, when socially relevant".

This definition highlights two criteria that delimit the concept of Social Economy: the activity developed and the purpose pursued. In fact, the legislator associates the notion of Social Economy to a specific social object, translated into the exercise of an economic and social activity, which has the objective of pursuing a general interest.

[9] See DEOLINDA MEIRA & MARIA ELISABETE RAMOS, "Empresas sociais e sociedades comerciais: realidades convergentes ou divergentes? (Social Enterprises and Commercial Companies: Converging or Diverging Realities?)", *Cooperativismo & Desarrollo*, n.º 27(1), pp. 1-33. DOI: https://doi.org/10.16925/2382-4220.2019.01.04

The term economic activity means that social economy entities are guided by an efficient allocation of resources needed to produce goods or provide services. Having an economic activity is a necessary condition to consider that an entity is part of the Social Economy sector. However, this activity is not only an economic activity, but also a social activity. It is estimated that by establishing this connection between the terms "economic" and "social", through a hyphen, the legislator intended to highlight that the activity developed by Social Economy entities does not have a for-profit purpose, but rather the purpose of satisfying the needs of the members, through their participation in said activity (mutuality) and/or the satisfaction of community needs.

As regards the criterion of the purpose pursued - the general interest - this is considered to be related not only with the fact that these entities pursue social purposes, appearing as partners of the Welfare State, cooperating with it in guaranteeing a vital minimum of economic, social and cultural rights of citizens, but also with their peculiar mode of organisation and operation, distinct from the public sector and the private for-profit sector, and reflected in their guiding principles, of which the "conciliation between the interest of the members, users or beneficiaries and the general interest"[10] , as will be presented, stands out in this regard. As regards the pursuit of this general interest, the legislator admits that it may be direct or indirect through the interests of members, users and beneficiaries.

The definition of Social Economy is complemented by an open enumeration of its entities contained in article 4, according to which: "(...) the following entities, provided they are established in national territory, are part of the Social Economy: a) cooperatives; b) mutual associations; c) *misericórdias*; d) foundations; e) private social solidarity institutions not covered by the previous subparagraphs; f) associations with altruistic purposes that operate in the cultural, recreational, sports and local development fields; g) entities covered by the community and self-managed subsectors, integrated under the terms of the CRP in the cooperative and social sector[11]; h) other entities endowed with legal personality that respect the guiding principles of the Social Economy, provided in article 5 of the lbes and that are included in the Social Economy database".

[10] See DEOLINDA MEIRA, "A Lei de Bases da Economia Social Portuguesa: do projeto ao texto final", *CIRIEC- España, revista jurídica de economía social y cooperativa,* no. 24, p. 30.

[11] The community subsector covers "community means of production, owned and managed by local communities" [article 82(4)(b) CRP]. The self-managed subsector comprises "means of production collectively operated by workers" [article 82(4)(c) CRP].

Therefore, the lbes does not adopt the legal form of the entities as the exclusive criterion for subjective delimitation. In effect, the legislator, in addition to the legal forms corresponding to the traditional delimitation of Social Economy families (cooperatives, mutual associations, associations and foundations), also speaks of a legal statute (the Statute of Social Solidarity Private Institutions - ipss).

Besides these entities, which we may call Social Economy entities *ex lege*, the legislator foresees, in subparagraph h) of this rule, the possibility of other entities integrating the Social Economy sector provided that they comply with three requisites, namely: having legal personality, respecting the guiding principles of the Social Economy and being included in the Social Economy database (this inclusion in the database is a *sine qua non* requisite).

First and foremost, it should be underlined that we consider that the legislator acted well in starting from the assumption that the Social Economy should not only be defined by its traditional families (cooperatives, mutual associations, associations and foundations), given that the sector can integrate other organisations as long as they meet the aforementioned requirements. These entities will then be Social Economy entities "by concession" and may take the legal form of commercial companies as long as they respect the guiding principles set out in the lbes, which will be addressed below.

The guiding principles that complement the delimitation of the concept of Social Economy appear in article 5 of the lbes, under the terms of which: "(...) Social Economy entities are autonomous and act within the scope of their activities in accordance with the following guiding principles: a) the primacy of the person and social objectives; b) free and voluntary membership and participation; c) democratic control of the respective bodies by their members; d) conciliation between the interest of members, users or beneficiaries and the general interest; e) respect for the values of solidarity, equality and non-discrimination, social cohesion, justice and equity, transparency, shared individual and social responsibility and subsidiarity; f) the autonomous and independent management of public authorities and any other entities outside the Social Economy; g) The allocation of surpluses to the pursuit of the objectives of Social Economy entities in accordance with the general interest, without prejudice to respect for the specificity of the distribution of surpluses, inherent to the nature and substratum of each Social Economy entity, as enshrined in the Constitution.

The guiding principle of the primacy of the person and the societal object over the capital refers to the general interest purpose that these entities pursue directly or indirectly, linking to the principle of conciliation between the interest of the members, users or beneficiaries and the general interest.

It follows from the principle of free and voluntary membership that any interested person - and who meets the admission requirements required by the statutes - should be able to join as a member of the entity and benefit from the services it offers. In other words, in order to become a member it is not necessary to acquire the share participation of another member or wait for the entity to increase its capital. This guiding principle of the social economy is clearly inspired by the cooperative principle of *voluntary and free membership*.

The principle of democratic control of the respective bodies by their members, designed for association-based entities, imposes a governance model and a decision-making process that ensure the balanced participation of members, employees, customers and other stakeholders.

The principle of autonomous and independent management of these entities in relation to the public authorities and other external entities has a double meaning. On the one hand, it will mean the guarantee that the relations of Social Economy entities with the State do not lead to their instrumentalisation. The State shall determine the legislative framework that will regulate the operation of these entities and the law, specifically, should define the fiscal and financial benefits, as well as the establishment of privileged conditions regarding access to credit, technical assistance, among others. In this sense, further on, in article 9 of the lbes, it is consecrated that the State, in its relationship with these entities, shall: "stimulate and support the creation and activity" of these entities [article 9(a) of the lbes]; "ensure the principle of cooperation, considering, namely in the planning and development of the public social systems, the installed material, human and economic capacity of the Social Economy entities, as well as their levels of technical competence, and insertion in the economic and social fabric of the country" [article 9(b) of the lbes]; and "guarantee the necessary stability of the relationships established with Social Economy entities" [article 9(d) of the lbes]. In short, the State will have to stimulate the Social Economy sector but will not be able to be responsible for it. On the other hand, this autonomy will aim to ensure that the entry of capital from external sources does not jeopardise the independence or the democratic control of these entities by their members, which is extremely relevant given that many Social Economy entities need external funds, public or private, to develop their respective activities.

The principle of respect for the values of solidarity, equality and non-discrimination, social cohesion, justice and equity, transparency, shared individual and social responsibility and subsidiarity refers primarily to the internal and external solidarity that characterises these entities, as well as the fact that their governance should be aligned with the fundamental principles of *Corporate Social Responsibility* (*CSR*). We believe that, as far as social economy entities are concerned, CSR is not voluntary and their governance should be based on the adoption of best practices with regard to organisation, equal opportunities, social inclusion and sustainable development .[12]

The principle of "allocating surpluses to the pursuit of the purposes of social economy entities in accordance with the general interest, without prejudice to respect for the specificity of the distribution of surpluses, inherent to the nature and substratum of each social economy entity, enshrined in the Constitution" results in a method of distribution of surpluses that prioritises people and the labour factor over capital. By determining that such surpluses should be allocated to the pursuit of the objectives of Social Economy entities in accordance with the general interest, the legislator imposes that, should there be surpluses, their appropriation must be collective, destined to provide continuity to the objectives of the entity, that is to say the satisfaction of the needs of its members and/or of the community.

Finally, in line with what is stated by Montesinos Oltra in relation to the Spanish Framework Law[13], it is also understood that the entities mentioned in article 4(a) to (g) of the lbes must be considered Social Economy entities *ex lege*, the underlying nature and legal regime of these entities being the observance of the guiding principles. Apart from these Social Economy entities *ex lege*, the lbes also includes Social Economy entities "by concession" (the possibility of other entities endowed with legal personality and included in the Social Economy database becoming part of this sector), as has already been highlighted. In relation to these entities, the legislator expressly refers, in article 4(h), to the need to comply with the guiding principles of the Social Economy.

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12 See DEOLINDA MEIRA, "A responsabilidade social da empresa cooperativa. Uma análise jurídica e intercultural», in Diálogos interculturais: os novos rumos da viagem, coord. de Clara Sarmento, Porto: Vida Económica, pp. 293-305.

13 MONTESINOS OLTRA, "Ley de Economía Social, interés general y regímenes tributarios especiales", *CIRIEC -España, Revista Jurídica de Economía Social y Cooperativa,* no. 23, 2012, pp. 13-19.

In this context, and although the lbes does not refer nominally to the social enterprise or to the commercial company, some doctrine considers that social enterprises are not excluded from the outset from the Social Economy sector under the aforementioned article 4(h)[14] .

5.
POSSIBLE CONTRADICTIONS BETWEEN SOCIAL ENTERPRISES WITH A CORPORATE LEGAL FORM AND THE GUIDING PRINCIPLES OF THE SOCIAL ECONOMY IN PORTUGAL. PROPOSED SOLUTIONS

In the Portuguese legal system, the observance of the guiding principles of the social economy by commercial companies faces difficulties.

The Portuguese Commercial Companies Code (CSC) neither defines nor characterises a company. Chapter III of the CSC is entitled "The articles of association" but does not offer at any moment the characterisation of the articles of association. In face of this silence, one of the paths which has been followed by Portuguese legal scholars is to resort to article 980 of the Civil Code. The following elements may be extracted from this rule which characterise the articles of association: a) the intervention of two or more persons as parties to the business; b) who undertake to contribute with goods or services; c) with the purpose of jointly exercising a certain activity which is not of mere fruition; d) and of obtaining a profit intended to be distributed among the shareholders; e) being all shareholders subject to losses[15].

With regard to this lucrative purpose, a distinction is made between *subjective profit* and *objective profit*. Profit is "a gain translatable into an increase in the company's assets"[16] . The company aims to achieve this increase in the company's assets (objective profit), but this result is not sufficient. It is necessary that such increment be shared among the shareholders (subjective profit). It may occur that profits are only distributed during the life of the company (periodic profits) or at the time of its liquidation (final profits).

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[14] See DOMINGOS SOARES FARINHO, "A sociedade comercial como empresa social - breve ensaio prospetivo a partir do direito societário português", *Revista de Direito das Sociedades*, no. 7 (2), 2015, pp. 263 et seq.

[15] See MARIA ELISABETE RAMOS, "Artigo 7.º", *Código das Sociedades Comerciais em comentário*, coord de J. M. Coutinho de Abreu, Vol. I, 2ª ed., Coimbra: Almedina, pp. 127-150.

[16] See COUTINHO DE ABREU, "Artigo 1.º", in *Código das Sociedades Comerciais em comentário*, coord de J. M. Coutinho de Abreu, Vol. I, 2ª ed., Coimbra: Almedina, pp. 38-59.

Thus, in Portugal, the profit purpose of the commercial company is considered by the majority doctrine to be an essential element of the articles of association[17] .

Based on this argument, Coutinho de Abreu seems to separate commercial companies from social enterprises. The Author defines a social enterprise as "the non-profit entity which develops in an autonomous manner (without dependency in relation to private or public entities) an activity normally based on the organisation of means with its own identity (fissile of the entity)"[18]. In a different sense, Domingos Soares Farinho considers that this apparent contradiction between the corporate form and the guiding principle of the social economy that requires the reinvestment of the surpluses and consequent impossibility to distribute profits would be solved through a moderate and residual distribution of profits, fixing a maximum value for such distribution[19]. This understanding is in line with the solutions provided for in Italian legislation, in Legislative Decree 112/2017 (D.Lgs. 3 luglio 2017, n. 112 (Gazz. Uff. 19 luglio 2017, n. 167), regulating the legal status of the social enterprise, which admits the possibility of partial distribution of dividends to shareholders, establishing an objective limit, translated into the impossibility to distribute more than fifty percent of the annual profits, after deducting the losses carried forward from previous years[20]. The solution would thus involve a moderate and residual distribution of dividends, setting a maximum value for such distribution.

In terms of the organisation and operation of commercial companies, some difficulties can also be identified regarding compliance with the guiding principle of democratic control by the members. This principle does not seem to be appropriate for commercial companies taking the form of limited liability companies or public limited companies. In such companies, it will be the capital - and not the personal conditions of the shareholders - which will determine and organise the whole complex of rights and obligations of the shareholders, with particular emphasis on the right to vote which, in principle, will be proportional to the value of the shareholder's holding in the share capital.

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17 As defenders of this position, see, among others, LOBO XAVIER, *Sociedades Comerciais. Lições aos alunos de Direito Comercial do 4º Ano Jurídico*, Ed. policopiada, Coimbra, 1987, pp. 21-23 and COUTINHO DE ABREU, *Da empresarialidade. As empresas no Direito*, Almedina, Coimbra, 1999, pp. 174 et seq..

18 COUTINHO DE ABREU, "Empresas sociais (nótulas de identificação)", *Cooperativismo e Economia Social*, n.º 37, 2015, p. 372.

19 See DOMINGOS SOARES FARINHO, "A sociedade comercial como empresa social - breve ensaio prospetivo a partir do direito societário português", cit., pp. 259 et seq..

20 See ANTONIO FICI, "La empresa social italiana después de la reforma del tercer sector", *CIRIEC-España, Revista Jurídica de Economía Social y Cooperativa*, nº 36, 2020, pp. 177-193. DOI: 10.7203/CIRIEC-JUR.36.17109.

Once again, and with reference to the legal statute of the Italian social enterprise, we believe that this difficulty can be circumvented by adopting an inclusive and participative model of organisation and operation that involves partners, employees, customers and other stakeholders in its activities, promoting the representation and participation of all in the management and decision-making processes.

Finally, it is essential that the commercial company, in order to qualify as a social enterprise, has a specific objective to benefit the community or a specific group. It is important to reflect on whether, in the light of the current legal framework in Portugal, there are impediments for a commercial company to pursue a clear social mission as a priority, not seeking to maximise profit as its main objective, but rather efficiency in the use of available resources to pursue purposes of general interest. In these cases, social responsibility is not only circumstantial. In fact, in social enterprises, social responsibility is part of their matrix, it is not an option or a *marketing* tool, it is part of their way of being, and it is not a "way of having" more customers or more reputation. The Italian solution of listing a set of activities that integrate/concretise this objective seems to us the most adequate to prevent the emergence of false social enterprises under the corporate form.[21]

All this will require appropriate oversight tools.

[21] See HAGEN HENRŸ, "Superar la crisis del estado de bienestar: el rol de las empresas democráticas, una perspectiva jurídica", *Ciriec-España. Revista Jurídica*, n.º 24, 2013, pp. 11-20.