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The Dutch East India Company's Influence on Modern Corporate Governance and Financial Systems

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ABSTRACT
The Dutch East India Company (VOC) pioneered corporate governance and financial structures, laying the groundwork for modern multinational corporations. This paper explores the VOC's corporate structure, legal innovations, and financial mechanisms, highlighting its contributions to limited liability, shareholder governance, and stock market development. Additionally, it examines how VOC practices influenced contemporary corporate governance, including initial public offerings, board structures, and shareholder rights. The VOC's successes and governance failures provide valuable insights into the evolution of corporate finance and regulatory frameworks.

KEYWORDS
Dutch East India Company; Corporate governance; Limited liability; Stock exchange; Shareholder rights; Multinational corporations; Financial innovations

1 Introduction

The Dutch East India Company (VOC), founded in 1602, was one of the earliest multinational corporations and played a pivotal role in shaping corporate governance and financial markets. As the first company to issue publicly traded shares and implement limited liability, the VOC introduced key corporate innovations that influenced modern business structures. This paper examines its corporate governance framework, financial mechanisms, and legal developments, drawing connections between the VOC's historical model and contemporary corporate practices.

2 The dutch east india company: corporate structure and legal innovations

2.1 Corporate governance of the VOC

The Dutch East India Company (Vereenigde Oost-Indische Compagnie, VOC) was founded by Dutch in 1602 from a fusion of six small companies, which is generally considered key institutional innovations due to its corporate form. It was renowned for its trade in spices and various Asian commodities, operating extensively in a region that now corresponds to Jakarta, Indonesia, and transporting these goods to Europe. The VOC pioneered features which later became textbook characteristics of modern corporations: a permanent capital, legal personhood, separation of ownership and management, limited liability for shareholders and for directors, and tradable shares. The company initially featured transferable shares and limited liability for shareholders. However, it was only in 1612 that it secured a permanent capital base, and in 1623, it extended limited liability protections to its directors.

The VOC was the first company to establish a permanent joint-stock structure, enabling private investors to acquire shares and earn dividends based on the company's financial performance. The innovation of the VOC's permanent joint-stock model lay in its ability to facilitate long-term investment and large-scale capital accumulation, distinguishing it from previous trading ventures that relied on temporary partnerships or pre-voyage financing. By allowing private investors to purchase shares and receive dividends based on company profits, the VOC created a scalable financial structure that enabled sustained operations across vast geographic region. This model not only reduced individual investor risk through diversification but also introduced the concept of tradable shares, laying the foundation for modern stock markets and corporate finance.

The shareholders of the VOC, referred to as participants, had minimal influence over the day-to-day operations, but were entitled to receive regular dividends. This created a new dynamic in corporate finance, allowing investors to have a financial stake in the company without being directly involved in its management. The dividends were distributed from the company's profits, which mainly came from the spice trade, textiles, and other commodities.

The VOC was governed by the Heeren XVII (Seventeen Gentlemen), abroad composed of representatives from six Dutch chambers of commerce - Amsterdam, Delft, Rotterdam, Enkhuizen, Middelburg, and Hoorn.[1] Each chamber had

1 Saylor Academy, "The Dutch East India Company Organization," *Saylor Academy*, accessed March 12, 2025, https://learn.saylor.org/mod/book/tool/print/index.php?id=67212&chapterid=60853.

different levels of influence based on their financial contributions – namely the capital (Guilders). The Amsterdam chamber, for example, held the largest share of control, as it provided the most capital to the company's operations. This governance structure ensured strategic coordination between regional trading outposts and the central administration.

To ensure effective operations, the VOC established a tiered governance system, with local governors, merchants, and ship captains overseeing trading posts and colonies throughout Asia. The central administration in the Netherlands maintained communication with these overseas offices, providing instructions and ensuring adherence to the company's broader strategic goals. This system set the stage for contemporary multinational corporate structures, highlighting the significance of hierarchical management and regional independence with a global enterprise.

The Dutch government played an active role in VOC governance, granting it a trade monopoly in Asia and bestowing quasi-sovereign powers, including the authority to negotiate treaties, wage war, and establish colonies. In return for these privileges, the company was expected to advance Dutch economic and strategic interests. The VOC was subject to regulatory oversight by the States-General of the Netherlands, which ensured that the company's actions aligned with national policy. The government's involvement in the VOC set a precedent for public-private partnerships in global commerce, where state support and corporate interests were closely intertwined.

2.2 Legal framework for the VOC

The VOC also enacted its own charter and was charted in 1602, by the States-General, the Federal Assembly of the Dutch Republic. The company's charter established it as an independent entity, distinct both from the state and from individual stakeholders. The VOC had the legal capacity to own assets, conduct transactions, and exercise exclusive rights granted by the government, such as monopolies or trading privileges. The VOC charter was not a private agreement among traders but rather a legislative act, and the legal innovations it introduced were not extended to other companies. Throughout the 18th century, the Dutch Supreme Court maintained the principle that partnerships required the unanimous consent of all partners to continue. Consequently, attempts to establish binding agreements on capital lock in, share transferability, or limited liability for partners remained difficult to enforce. Given the lack of viable contractual solutions, the VOC had to depart from long-standing legal principles through legislative intervention.

The VOC laid the early foundation for the limited liability company model. Its evolution from personal liability to limited liability was a gradual process, and its legal personality was established in the process. In the early stages, the directors (bewindhebbers) of the VOC were personally liable for the company's debts. They signed loan contracts in their personal names and pledged to guarantee the company's debts with their "persons and goods". In 1617, facing the needs of large-scale overseas expansion, the company's borrowing increased significantly, but the VOC's chambers remained skeptical of each other's financial situation. Therefore, the directors signed an agreement to convert the chamber's debts into joint liabilities in proportion to the directors' capital contributions, which reduced the financial risk to individual directors. By the 1620s, the VOC's debts had grown sharply to 8 million Dutch guilders, which put the directors at risk of bankruptcy. In 1621-1622, dissatisfied shareholders launched a public propaganda campaign, demanding that the Dutch Parliament (Estates General) disclose the financial situation before renewing the VOC's charter ang give shareholders greater management rights. However, the VOC eventually succeeded in renewing its contract for 21 years (1623-1644) and in obstructing financial disclosure through administrative means. In October 1623, the Amsterdam Division passes a resolution explicitly denying that the signatories of the bonds were personally liable for the debts and requiring that all future bonds clearly exclude the creditors' right of recourse against the signatories in the text. This resolution marked that "limited liability" officially became part of the VOC's corporate governance structure.

The VOC also played a role in shaping the legal structures of its colonies, implementing commercial codes, taxation systems, and legal mechanisms for dispute resolution. These frameworks influenced later European colonial administrators, demonstrating the long-term impact of corporate governance on global legal systems.

2.3 Financial mechanisms

The VOC pioneered several financial innovations that transformed global trade and investment, including bond issuance, stock trading, and the establishment of the world's first stock exchange.

The novel corporate structures are generally regarded as strategic modifications of pre-existing legal models, designed to address the specific demands of Europe's trade with Asia. These adaptations were particularly aimed at managing the substantial capital requirements, extended voyage durations, and heightened risks associated with overseas commerce.

The VOC was the first corporation to issue bonds and publicly trade shares, allowing investors to buy and sell ownership stakes in a liquid market. This development enhanced capital mobility and facilities long-term investment in commercial ventures, setting the foundation for modern securities markets. The issuance of tradable shares created a secondary market where investors could sell their ownership stakes, providing liquidity and enabling the rapid expansion of financial markets. This innovation led to the emergence of investor speculation and financial risk management, concepts that remain central to modern financial institutions.

Whereas the Amsterdam Stock Exchange is often considered as the world's oldest and most modern securities market, earlier stock exchanges were previously established in, e.g., Lyon and Bruges. Antwerp built a new exchange ("Beurs") in 1531. Elizabeth I opened the Royal Exchange in London in 1571; it was founded by Thomas Gresham. For a city like Amsterdam, it was crucial to foster a business-friendly environment by ensuring ample storage and logistics infrastructure, facilitating access to information and networking opportunities, and providing a designated venue where merchants could convene while maintaining transparency regarding the legal requirements for valid contracts. Initially, such gatherings in Amsterdam were rather informal, taking place in the Warmoesstraat, later shifting to a bridge or even a church. The stock exchange is widely recognized as having been established in 1602 by the Dutch East India Company (VOC), when it began issuing tradable shares and bonds. Additionally, the Amsterdam securities market experienced swift expansion within a short period, surpassing the Antwerp exchange in terms of overall transaction volume.

By 1661, the Amsterdam financial market was home to 300 brokers and 600 of their assistants. Until 1671, trading was limited to shares of the Dutch East India Company and the Dutch West India Company. However, in 1672, the Dutch government introduced sovereign bonds for the first time on Amsterdam Exchange to raise capital for its conflict against Catholic France. By the mid-18th century, the exchange had evolved into a truly global marketplace, listing six joint-stock enterprises – three headquartered in the Netherlands and three in England. Additionally, the exchange facilitated transactions involving 25 Dutch government bonds alongside debt instruments from 13 foreign states, including securities issued by the governments of France and England.

3 Implications for modern multinational corporate governance

3.1 Initial public offerings

The VOC was one of the first multinational corporations and played a pioneering role in corporate governance. Its model of governance, characterized by a structured board, shareholder participation, and government involvement, has significantly influenced contemporary multinational corporations (MNCs).

In 1602, the VOC became the pioneering enterprise to distribute ownership stakes in a manner aligning with contemporary corporate standards, effectively conducting the earliest known instance of an initial public offering (IPO). Soon after its founding, the VOC successfully amassed a total capital of 6,424,588 guilders, enabling investors to purchase equity shares and engage in secondary market transactions. This concept laid the foundation for modern publicly traded companies. Today, when a business decides to go public, it must first introduce and market itself to potential investors through an underwriting firm before offering its shares for sale. The proceeds generated from these stock sales are incorporated into the company's capital base. Enhancing equity capital helps mitigate the firm's financial exposure. Unlike funds acquired through debt instruments such as bonds or external financing, equity capital is a long-term asse with no fixed repayment obligation, meaning it remains a permanent entry on the company's financial statements. Meanwhile, investors who hold these shares can freely trade them on the secondary market, commonly referred to as the stock exchange, by selling them to other market participants.

Over time, corporate law evolved to strengthen shareholder protections, transparency, and accountability, with landmark frameworks such as the British Joint Stock Companies Act of 1844 and the U.S. Securities Act of 1933 playing crucial roles in shaping modern corporate governance.

3.2 Board of directors

The board of directors remains the central pillar of a corporation, serving as a fundamental component of its governance structure and playing a pivotal role in overseeing corporate affairs. It is worth noting that the VOC charter devoted considerable and meticulous attention to the company's directors, with as many as 22 out of the 29 corporate governance provisions addressing the responsibilities and roles of the *bewindhebbers* in some capacity. Several provisions in the VOC charter outlined the duties and obligations of the board, specifying the individual responsibilities of directors, their official oath, and their legal protection from personal liability for the company's debts (Nos. 2, 3, 6, 12, 27, 32, 33, 54). Additionally, five articles addressed matters related to directors' compensation and reimbursement policies (Nos. 5, 28, 29, 30, 31). Furthermore, certain clauses reflected the complex negotiations that led to the formation of six regional chambers, each representing a city of province that has previously operated a voorcompagnie before the merger (Nos. 1, 2). The directors of these earlier entities assumed leadership roles within the VOC, and the charter formally listed all 76 of them (Nos. 18-26). Once natural attrition reduced their number to 60, vacant positions were to be filled by provincial Estates and city councils, selecting candidates from a roster proposed by the company. At the same time, in a notable departure from conventional practices in the Republic, directors retained their positions for life – an unexpected arrangement considering the prevalent use of rotational appointments and fixed – term limits in comparable roles. Each regional chamber appointed a specified number of its members to participate in the routine gatherings of the 17 – member governing council.

In contrast to the detailed provisions of the VOC charter, which placed significant emphasis on the roles and responsibilities of its directors, modern corporate governance framework has evolved to prioritize flexibility, accountability, and shareholder value, while emphasizing the centrality of the board of directors in decision – making. Apart from these, today, the board of directors is typically assessed based on key structural factors, such as the independence of the directors and the chairperson, diversity and composition, length of tenure, age, and the level of involvement of busyness of the directors. A key function of the board is overseeing management and preventing inappropriate behavior. As a result, investors have begun to place greater importance on having independent directors on boards. Independent directors are thought to be less influenced by management, so boosting their numbers on boards is believed to enhance the board's ability to oversee management effectively. Although this growing dependence on independent directors has faced some criticism, institutional investors have strongly advocated for increasing board independence, considering it a more effective method to safeguard their interests.

Beyond board independence, investors, academics, and policymakers have been actively promoting enhanced gender diversity in corporate boards. In recent years, the push for greater gender representation in boardrooms has emerged as a major priority for public companies. Bloomberg Intelligence's analysis reveals that women's presence in boardrooms has tripled to 26% in 2023 from under 9% in 2010. With leading institutional investors like "The Big Three" – BlackRock, State Street Global Advisors, and Vanguard publicly advocating for this cause, it is no surprise that the volume of proposals aimed at increasing female representation on boards has hit a record high.

Unlike VOCs, where directors are appointed for life, modern corporations have two noteworthy structural features: the term of office and age of directors. Additionally, our data indicate two key insights regarding the differences in board tenure and age based on company size. First, as illustrated in Figure 1, larger and mid – cap firms tend to have boards with longer tenure compared to smaller firms. In 2010, the average maximum board tenure for the bottom companies was approximately ten years shorter than that of the S&P 500. Second, directors at Bottom 200 companies tend to be younger. For instance, in 2020, the average age of directors at these firms was one to two years lower than that of directors at S&P 1500 companies.

Table 1 2020 Board age and board tenure by index

Board agr				
	S&P 500	S&P 400	S&P 600	BOTTOM 200
AVERAGE	63	63	63	61
MAX	74	74	74	73
MEDIAN	63	63	63	62
BOARD TENURE				
	S&P 500	S&P 400	S&P 600	BOTTOM 200
AVERAGE	10	10	9	7
MAX	25	24	22	16
MEDIAN	8.0	8.7	8.1	6.5

Source: Kastiel, K., & Nili, Y. (2021). The corporate governance gap. Yale LJ, 131, 782.

3.3 VOC shareholders vs. modern corporate shareholders

The evolution of corporate governance has significantly transformed the role of shareholders from the era of the VOC to modern corporate structures. The VOC, established in 1602, is often regarded as the world's first publicly traded company. However, despite its pioneering role in global trade and finance, VOC governance was marred by fundamental issues that led to persistent shareholder grievances. The most notable problems included the lack of interest among directors, and the absence of meaningful shareholder control. The VOC's directors, known as the Heeren XVII, operated with significant autonomy, often making decisions that favored their own interests over those of the investors. Shareholders had limited rights, received irregular dividends (often in kind rather than cash), and had no direct influence over corporate strategy. These governance deficiencies ultimately led to shareholder activism and demands for reforms, culminating in charter amendments in 1622 and 1623. By analyzing these historical challenges, the following several paragraphs explore the evolution of shareholder rights and corporate governance, drawing comparisons between VOC and modern corporations.

Agency cost issues and conflicts of interest have always existed in corporate governance, and this is also true in VOC governance. The VOC created an environment that was highly conducive to excessive agency costs and conflicts of interest. One key reason was that its directors prioritized the interests of the States General over those of the shareholders. Unlike the VOC's shareholders, the States General had the necessary means to ensure that the company's directors considered the public interest in their decisions. As highlighted by De Jong, Gelderblom, and Jonker in Chapter 2, numerous personal connections existed between the directors and various levels of government, including local, provincial, and national authorities. Additionally, the remuneration structure outlined in the 1602 Charter created further conflicts of interest. Moreover, the Charted failed to introduce new disciplinary measures to replace the pre-existing accountability mechanism, which required the liquidation of pre-companies after each voyage. Finaly, the new mechanisms intended to uphold accountability – such as the requirement to present financial accounts and the right to withdraw funds after ten years – proved ineffective, as public authorities supported the directors during Le Maire ' s activism. Apart from these negatives, due to the absence of sufficient oversight, the board of directors of the VOC was largely beyond the control of the shareholders. Shareholders had no involvement in the selection of directors (who were appointed for life) and could not exercise any other management authority. Furthermore, directors not only avoided personal accountability, but also controlled the flow of information with the company, leaving shareholders unable to effectively monitor the company ' s activities. Additionally, although shareholders had the option to sell their shares, the market at that time lacked adequate liquidity and the "market discipline" mechanisms present in modern corporate governance (such as hostile takeovers or shareholder voting rights), making it challenging for shareholders to influence corporate decisions. Additionally, the stock market was virtually unregulated, and self-dealing was not explicitly prohibited, which enabled directors to exploit their positions for personal benefit. Lastly, financially, the VOC ceased dividend payments after 1620, and its share price plummeted significantly, dropping from 250% in 1620 to 165% in 1622. These factors combined to result in the prolonged "lock-up" of shareholder capital, preventing them from effectively liquidating their investments and further diminishing their rights and interests.

These shareholders dissatisfied with the governance of the board of directors – known as the complaining participants – did not seek to dissolve the VOC but rather aimed to rectify internal abuse of power and reshape the company ' s power structure. Their strategies included: Influencing public opinion through open protests – These shareholders launched a public opinion campaign by publishing anonymous polemic pamphlets, seeking to mobilize the public against the VOC and exert pressure on corporate governance negotiations. Intervening in the negotiations on the extension of the VOC Charter – They attempted to influence the discussions between the VOC board and the States General to achieve a more balanced governance structure. Obstructing investments in the Dutch West India Company (WIC) – They used public discourse to discourage investors from directing funds to the WIC, which was established in 1621 and had just received a charter to trade with the Americas. The complaining participants likely aimed to weaken WIC ' s appeal in order to push the States General to take their criticisms of the VOC more seriously.

In contemporary corporate governance, the filing of investor resolutions has emerged as a crucial mechanism for shareholders to exert influence on company leadership, compelling them to implement specific corporate oversight practices. The widespread submission and subsequent execution of shareholder resolutions highlight both the ease and affordability of introducing such proposals and the growing focus they attract from stakeholders. Some investors, like CalPERS, have traditionally played a more influential role in driving corporate governance reforms. A third method of shareholder influence involves withholding votes from directors seeking (re-)election, which can potentially impact their reputation and career prospects in the job market. In summary, these shareholder influence mechanisms have significantly shaped contemporary corporate governance by enhancing accountability, transparency, and managerial discipline. Together, these strategies strengthen shareholder rights, promote long – term corporate value, and enhance managerial accountability.

As we noticed in VOC ' s governance problems, the agency problems still exist in modern business firms. And there are mainly three generic theory problems. The first issue revolves around the tension between a company ' s shareholders and its appointed executives. In this scenario, the shareholders are the principals, while they executives serve as the agents. The challenge lies in ensuing that the executives prioritize the shareholders ' interests over their own personal agendas. The second agency issue concerns the conflict between, on one side, the majority or controlling shareholders, and on the other side, the minority or non-controlling shareholders. In this case, the non – controlling shareholders act as the principals, while the controlling shareholders are the agents. The challenge is to ensure that the non – controlling shareholders are not exploited or disadvantaged by the controlling shareholders. This issue is most evident in the conflicts between majority and minority shareholders. Therefore, if minority shareholders hold veto power over certain decisions, it may create a form of the second agency issue. Comparable challenges can occur between common and preferred shareholders, as well as between senior and junior creditors during bankruptcy proceedings (when creditors effectively control the company). The third agency issue pertains to the conflict between the company itself – especially its owners – and other parties it engages with, such as creditors, employees, and consumers. The challenge here is to ensure that the company, acting as an agent, does not act opportunistically toward these various other principals – such as by exploiting creditors, taking advantage of workers, or deceiving customers. In additional to these agency problems, which are primarily sees as voluntary in nature, there are also instances where a company imposes costs on individuals or entities that have no direct contractual relationship with it – commonly referred to as "externalities."

In each of the previously mentioned issues, ensuring that agents act in accordance with the principals' interests becomes more challenging when there are multiple principals—especially when their interests differ, or as economists term it, when they have "heterogeneous preferences." When there are multiple principals, they face increased costs related to information and coordination, which hinder their capacity for collective action. These factors, in turn, influence agency problems in two keyways. First, the challenges in coordinating among principals will prompt them to delegate more decision-making authority to agents. Second, the more difficult it is for principals to align on a unified set of objectives for the agent, the harder it becomes to ensure that the agent acts in the "correct" manner. Thus, the coordination costs among principals amplify the agency issues.

Principal – agent problems arise when agents prioritize their own interests over those of the principals they serve. Various legal mechanisms have been developed to mitigate these conflicts and enhance accountability. The following content explores four key legal strategies: fiduciary duties, incentive alignment mechanisms, regulatory oversight, and shareholder activism.

Fiduciary duties are a fundamental legal tool for ensuring that agents act in the best interests of principals. These duties typically include the duty of loyalty and the duty of care. The duty of loyalty requires agents, such as corporate executives and directors, to avoid conflicts of interest and prioritize the company's and shareholders'' interests over their own and obligates fiduciaries to act without self – dealing or conflicts of interest. The duty of care mandates that agents make informed and prudent decisions, exercising due diligence in their responsibilities. Legal frameworks in different jurisdictions reinforce fiduciary obligations. In common law systems, breaches of fiduciary duty can lead to legal action, resulting in monetary damages or removal from office. In civil law systems, codified statutes outline directors' responsibilities and liabilities. Courts play a significant role in enforcing these duties by evaluating whether agents have acted with due diligence and integrity. Despite these legal protections, enforcing fiduciary duties can be challenging due to information asymmetry, where principals lack sufficient knowledge about agents' actions. To address this, legal systems often require disclosure mechanisms such as periodic financial reporting, board oversight, and independent audits.

Another legal strategy to address principal-agent problems is the alignment of financial and non-financial incentives between agents and principals. Compensation structures, such as stock options, performance-based bonuses, and profit-sharing plans, encourage agents to align their interests with those of shareholders. Legal regulations, such as executive compensation disclosure requirements, ensure transparency in how agents are rewarded. For example, the U.S. Securities and Exchange Commission (SEC) mandates public companies to disclose executive pay structures, allowing shareholders to assess whether compensation aligns with corporate performance. However, poorly structured incentives can lead to adverse outcomes, such as excessive risk-taking or short-term decision-making at the expense of long-term value. To counteract this, some legal frameworks incorporate claw back provisions, which enable companies to reclaim bonuses if executives are found guilty of misconduct or financial misstatements.

Governmental and regulatory oversight serves as another critical legal strategy to address principal-agent conflicts. Regulatory bodies such as the SEC, the European Securities and Markets Authority (ESMA), and national financial authorities establish rules that agents must comply with to ensure transparency, fairness, and accountability. Key regulatory measures include corporate governance codes, which establish best practices for board composition, audit committees, and internal controls. Compliance with financial reporting standards such as the International Financial Reporting Standards (IFRS) and Generally Accepted Accounting Principles (GAAP) helps reduce information asymmetry and enhance transparency. Additionally, insider trading laws prohibit executives from exploiting confidential information for personal gain, thereby protecting shareholder interests. Despite the existence of these laws, enforcement remains a challenge. Regulatory bodies must possess adequate resources and independence to investigate violations effectively. Strengthening whistleblower protections and increasing penalties for non – compliance can enhance the effectiveness of regulatory oversight.

Finally, shareholder activism has emerged as a powerful mechanism to mitigate agency problems by holding agents accountable through direct engagement. Institutional investors, hedge funds, and activist shareholders exert influence through proxy voting, shareholder resolutions, and direct negotiations with management. Legal frameworks facilitate shareholder activism by providing mechanisms that enhance investor influence and corporate accountability. Proxy access laws enable shareholders to nominate board members, ensuring a more balanced representation of interests. Say-on-pay regulations grant shareholders the right to vote on executive compensation packages, reinforcing accountability and aligning management incentives with shareholder interests. Additionally, litigation rights allow shareholders to initiate derivative lawsuits against directors for breaches of fiduciary duty or mismanagement, serving as a crucial tool for enforcing corporate governance standards. While shareholder activism strengthens corporate governance, excessive intervention can sometimes lead to conflicts between short-term and long-term value creation. Legal system must balance shareholder rights with the need for managerial discretion to ensure sustainable corporate growth.

Overall, addressing principal-agent problems requires a multi-faceted legal approach. Fiduciary duties establish ethical and legal obligations for agents, while incentive alignment mechanisms ensure that financial rewards promote principled decision-making. Regulatory oversight enhances transparency and enforcement, and shareholder activism empowers investors to hold agents accountable. By integrating these legal strategies, corporate governance structures can mitigate agency costs and enhance overall organizational effectiveness.

4 Conclusion

The VOC established foundational principles of corporate governance, including limited liability, a structured board, and shareholder participation. However, its governance challenges, such as agency conflicts and limited shareholder influence, highlight issues still relevant in modern corporate structures. The VOC ' s innovations in stock trading and public investment laid the groundwork for modern financial markets. By analyzing its successes and failures, this paper underscores the long-lasting impact of early corporate governance models on today ' s multinational enterprises.

About the Author

Jiajia Zhang, master's degrees, research interest : explore the complex interactions between global financial systems, corporate governance, and legal frameworks that shape international commerce.

References

[1] Gaastra F.S. (2007). "The Organiza8on Of The VOC". In The Archives of the Dutch East India Company (VOC) and the Local Ins8tu8ons in Batavia (Jakarta). Leiden, The Netherlands: Brill.

[2] Gelderblom O., De Jong A., & Jonker J. (2013). The forma8ve years of the modern corpora8on: The Dutch East India Company VOC, 1602 – 1623. The journal of economic history, 73(4), 1050-1076.

[3] Lodewijk Petram, The World's First Stock Exchange (New York: Columbia University Press, 2014), accessed September 1, 2020, heps://www.worldsfirststockexchange.com/2020/09/01/about-this-blog/.

[4] Hansmann H., & Kraakman R. (2004). What is corporate law?. Yale Law & Economics Research Paper, (300).

[5] Petram L. O. (2011). The world's first stock exchange: How the Amsterdam market for Dutch East India Company shares became a modern securi8es market, 1602-1700 (Doctoral disserta8on, Universiteit van Amsterdam [Host]).

[6] Saylor Academy, "The Dutch East India Company Organiza8on," Saylor Academy, accessed March 12, 2025, heps://learn.saylor.org/mod/book/tool/print/index.php?id=67212&chapterid=60853.

[7] Tracy J. D. (Ed.). (1990). The Rise of merchant empires: long distance trade in the Early Modern World 1350-1750 (Vol. 1). Cambridge University Press.

[8] Harris R. (2020). A new understanding of the history of limited liability: an invita8on for theore8cal reframing. Journal of Ins8tu8onal Economics, 16(5), 643-664.

[9] de Jongh J. M. (2011). Shareholder ac8vists avant la leere: The "complaining par8cipants" in the Dutch East India Company, 1622 – 1625. In Origins of shareholder advocacy (pp. 61-87). New York: Palgrave Macmillan US.

[10] Dari-Maoacci G., Gelderblom O., Jonker J., & Peroo E. C. (2017). The emergence of the corporate form. The Journal of Law, Economics, and Organiza8on, 33(2), 193-236.

[11] Gelderblom O. C., & Jonker J. P. B. (2010). Financing the Dutch Golden Age: The credit market of Enkhuizen, 1580-1700 (Master's thesis).

[12] Gelderblom O., De Jong A., & Jonker J. (2013). The forma8ve years of the modern corpora8on: The Dutch East India Company VOC, 1602 – 1623. The journal of economic history, 73(4), 1050-1076.

[13] Hansmann H., Kraakman R. H., & Squire R. C. (2006). Law and the rise of the firm (Yale Law & Economics Research Paper No. 326). Social Science Research Network.

[14] Neal L. (1993). The rise of financial capitalism: Interna8onal capital markets in the age of reason. Cambridge University Press.

[15] Karan M.B., Westerman W., Wijngaard J. (2024). Corpora8ons, Stock Exchanges, and the Amsterdam Bank of Exchange (Late Sixteenth and Seventeenth Centuries). In: A History of Banks. Contribu8ons to Economics. Springer, Cham.

[16] Euronext. (2020). Amsterdam. Retrieved from heps://www.euronext.com/nl/markets/amsterdam.

[17] Allen L. (2001). The global financial system, 1750 – 2000. Reak8on Books.

[18] Chorafas D. N. (2004). The Management of Equity Investments. Bueerworth-Heinemann.

[19] Cheffins B. (2018). The public company transformed. Oxford University Press.

[20] Eisenberg M. A. (2017). Legal models of management structure in the modern corpora8on: Officers, directors, and accountants. In Corporate Governance (pp. 103-167). Gower.

[21] Van der Chys 1857, 118 – 135, ar8clescoun8ng 2, 3, 5, 6, 12, 18 – 23, 24 – 25, 26, 27, 28, 29, 30, 31, 32, 33, and 42.

[22] Gelderblom O., De Jong A., & Jonker J. (2011). An admiralty for Asia: Business organiza8on and the evolu8on of corporate governance in the Dutch Republic, 1590 – 1640. In Origins of shareholder advocacy (pp. 29-60). New York: Palgrave Macmillan US.

[23] Cf. Usselinx' comments comparing the bewindhebbers to the boards of orphanages, church wards, and hospitals in van Rees 1868, 417.

[24] Nili Y. (2020). The fallacy of director independence. WIs. L. REv., 491.

[25] Nili Y. (2022). Board Gatekeepers. Emory LJ, 72, 91.

[26] Gilson R. J., & Gordon J. N. (2019). Board 3.0. The Business Lawyer, 74(2), 351-366.

[27] Fairfax L. M. (2010). The uneasy case for the inside director. Iowa L. Rev., 96, 127.

[28] Nili Y. (2019). Beyond the numbers: Substan8ve gender diversity in boardrooms. Ind. LJ, 94, 145.

[29] Bloomberg Intelligence. (n. d.). Companies with gender-diverse boards deliver 2 – 5% higher annual returns than companies with fewer women, finds Bloomberg Intelligence. Retrieved from heps://www. bloomberg. com/company/press/companies-with-gender-diverseboards-deliver-2-5-higher-annual-returns-than-companies-with-fewer-women-finds-bloomberg-intelligence/.
[30] Gormley T. A., Gupta V. K., Matsa D. A., Mortal S. C., & Yang L. (2023). The big three and board gender diversity: The effec8veness of shareholder voice. Journal of Financial Economics, 149(2), 323-348.
[31] Nili Y. (2016). The new insiders: Rethinking independent directors' tenure. Has8ngs LJ, 68, 97.
[32] Kas8el K., & Nili Y. (2021). The corporate governance gap. Yale LJ, 131, 782.
[33] Gelderblom O., & Jonker J. (2004). Comple8ng a financial revolu8on: the finance of the Dutch East India trade and the rise of the Amsterdam capital market, 1595 – 1612. The journal of economic history, 64(3), 641-672.
[34] de Jongh, Maehijs, Shareholder Ac8vists Avant La Leere: The Complaining Shareholders in the Dutch East India Company (September 29, 2008). WELBERADEN (FESTSCHRIFT OF THE RESEARCH DEPARTMENT OF THE SUPREME COURT OF THE NETHERLANDS), M. Duker, R. Pieterse and A.J.P. Schild, eds., 2009, Available at SSRN: heps://ssrn.com/abstract=1275305.
[35] Europe, Finance and Markets. (2025, January 29). Shareholders and the Dutch East India Company. Etonomics. heps://etonomics.com/2025/01/29/shareholders-and-the-dutch-east-india-company/.
[36] van Rees O. Geschiedenis der Staathuishoudkunde in Nederland tot het einde der achoende eeuw, Volume 2, Utrecht: Kemink en Zoon 1868.
[37] Frentrop P. (2002). Ondernemingen en hun aandeelhouders sinds de VOC. Corporate governance, 1602-2002.
[38] Tetelbaum E. (2025, March 14). Shareholder ac8vism – 2024 review and 2025 outlook. Harvard Law School Forum on Corporate Governance. heps://corpgov. law. harvard. edu/2025/03/14/shareholder-ac8vism-2024-review-and-2025-outlook/. [39] Kas8el K., & Nili Y. (2020). The Giant Shadow of Corporate Gadflies. S. Cal. L. Rev., 94, 569.
[40] Barber B. M. (2006). Monitoring the monitor: Evalua8ng Calpers' ac8vism. Available at SSRN 890321.
[41] Del Guercio D., Seery L., & Woidtke T. (2008). Do boards pay aeen8on when ins8tu8onal investor ac8vists "just vote no"?. Journal of financial economics, 90(1), 84-103.
[42] Armour J., Hansmann H., & Kraakman R. (2017). Agency problems and legal strategies. The anatomy of corporate law, 2, 35-53.
[43] Enriques L., & Volpin P. (2007). Corporate governance reforms in con8nental Europe. Journal of economic perspec8ves, 21(1), 117-140.
[44] Thrasher J., & Gaus G. (2015). James Buchanan and Gordon Tullock, The Calculus of Consent.
[45] Easterbrook F. H., & Fischel D. R. (1996). The economic structure of corporate law. Harvard university press.
[46] Hansmann H. (2000). The ownership of enterprise. Harvard University Press.
[47] Legal Informa8on Ins8tute. (2022). Duty of loyalty. Cornell Law School. Retrieved from heps://www.law.cornell.edu/wex/duty_of_loyalty#:~:text=The%20duty%20of%20loyalty%20requires,violate%20their%20duty%20of%20loyalty.
[48] Eisenberg M. A. (1997). The Duty of Care and the Business Judgement Rule in American Corporate Law. COMPANY FINANCIAL AND INSOLVENCY LAW REVIEW, 1, 185-200.
[49] Getzler, Joshua, 'Fiduciary Principles in English Common Law', in Evan J. Criddle, Paul B. Miller, and Robert H. Sitkoff (eds), The Oxford Handbook of Fiduciary Law, Oxford Handbooks(2019; online edn, Oxford Academic, 9 May 2019), heps://doi. org/10.1093/oxfordhb/9780190634100.013.26, accessed 15 Mar. 2025.
[50] Hansmann H., & Kraakman R. (2004). What is corporate law?. Yale Law & Economics Research Paper, (300).
[51] Ollino A. (2022). The Proceduralisa8on of Due Diligence Obliga8ons. In Due Diligence Obliga8ons in Interna8onal Law (pp. 232 – 265). chapter, Cambridge: Cambridge University Press.
[52] Laby, Arthur. (2006). Resolving Conflicts of Duty in Fiduciary Rela8onships.
[53] Nwajei U. O. K., Bølviken T., & Hellström M. M. (2022). Overcoming the principal-agent problem: The need for alignment of tools and methods in collabora8ve project delivery. Interna8onal Journal of Project Management, 40(7), 750-762.
[54] Bebchuk L., & Fried J. M. (2006). Pay without performance: The unfulfilled promise of execu8ve compensa8on. Harvard University Press.
[55] Guay W. R., Core J. E., & Larcker D. F. (2002). Execu8ve equity compensa8on and incen8ves: A survey. Available at SSRN 276425.
[56] Fama E. F., & Jensen M. C. (1983). Separa8on of ownership and control. The journal of law and Economics, 26(2), 301-325.
[57] Djankov S., La Porta R., Lopez-de-Silanes F., & Shleifer A. (2008). The law and economics of self-dealing. Journal of financial economics, 88(3), 430-465.
[58] Organisa8on for Economic Co-opera8on and Development (OECD). (2023). Recommenda8on of the council on OECD legal instruments: Principles of corporate governance. Retrieved from heps://legalinstruments.oecd.org/public/doc/322/322.en.pdf.
[59] Ball R. (2006). Interna8onal Financial Repor8ng Standards (IFRS): pros and cons for investors. Accoun&ng and business research, 36(sup1), 5-27.
[60] Bhaeacharya U., & Daouk H. (2002). The world price of insider trading. The journal of Finance, 57(1), 75-108.
[61] Mechtenberg L., Muehlheusser G., & Roider A. (2020). Whistleblower protec8on: Theory and experimental evidence. European Economic Review, 126, 103447.
[62] Brav A., Jiang W., & Li R. (2022). Governance by persuasion: Hedge fund ac8vism and market-based shareholder influence.
[63] Gow I. D., Shin S. P. S., & Srinivasan S. (2014). Consequences to directors of shareholder ac8vism. Harvard Business School working paper series# 14-071.
[64] Gomtsian S. (2024). Execu8ve compensa8on: investor preferences during say-on-pay votes and the role of proxy vo8ng advisers. Legal Studies, 44(1), 140 – 167.
[65] Black B., Cheffins B., & Klausner M. (2005). Outside director liability. Stan. L. Rev., 58, 1055.
[66] Brav A., Jiang W., Partnoy F., & Thomas R. (2008). Hedge fund ac8vism, corporate governance, and firm performance. The Journal of Finance, 63(4), 1729-1775.