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History of Private Law Codification in Bulgaria

ABSTRACT: *This study traces the historical development of civil and commercial private law codification in Bulgaria from the nineteenth century to the present, situating it within the broader context of legal transplantation, nation-building, and modernization. It examines the pluralistic legal order under Ottoman rule, the influence of the Tanzimat reforms, and the early reception of Western European legal models – particularly Italian, French, and German – in the decades following Bulgaria's Liberation in 1878. Through detailed analysis of legislative efforts across distinct historical periods, including the socialist era and the post-1989 democratic transition, the study highlights the eclectic nature of legal reception in Bulgaria and argues that the resulting civil and commercial legislation is not a mere transplant but rather a creative adaptation incorporating native and innovative elements. Particular emphasis is placed on the role of codification as a vehicle for legal and institutional transformation, the debates surrounding the adoption of a national civil code, and the ongoing challenges of legal modernization in the context of EU integration and technological change.*

KEYWORDS: *codification, civil code, Bulgaria, Southeast Europe*

1. Introduction

The codification of private law in Bulgaria represents one of the most complex and revealing dimensions of the country's legal and political history. Situated at the crossroads of empires and legal cultures, Bulgaria's legal development has been shaped by a series of profound historical ruptures and foreign influences. From the layered legal pluralism of the late Ottoman Empire to the post-Liberation adoption of Western European legal models, and to modern-day legal modernization

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in the context of EU integration and technological change, the process of building a national legal system has involved both selective borrowing and active adaptation.

This study aims to explore the evolution of Bulgarian civil and commercial private law codification from the early nineteenth century to the present, situating it within the broader context of legal transplantation, nation-building, and modernization. Through detailed analysis of legislative efforts, the study argues that the resulting Bulgarian civil and commercial legislation is heterogeneous in nature and not a mere transplant, but rather a creative adaptation of its Western models, containing original, nation-specific, and innovative elements.

Taking into account that, for various reasons discussed in the study, Bulgaria has never adopted a unified civil code, the study also examines whether a complete and coherent codification is necessary and feasible at present, or whether gradual, sector-specific reforms carried out systematically would be a more prudent option. Therefore, in what follows, the term 'codification' is used in a broader sense, also reflecting the creation of comprehensive area-specific laws (partial codifications), for instance in property law, the law of obligations, family law, and inheritance law.

2. The state of Civil and Commercial Private Law in the 19th Century

At the beginning of the nineteenth century, the territory of modern-day Bulgaria was still under Ottoman rule, and various sets of laws, both secular and religious, coexisted and regulated private law matters: Islamic religious law (*Sharia*); laws established by the Ottoman sultans (*kanuns*); capitulatory law governing the entry, exit, presence, and activities of non-Muslim foreigners living and/or engaging in commercial transactions in the Ottoman empire;[1] canon law of various non-Muslim religious communities, most notably that of the Eastern Orthodox Church;[2] and local customary law. Each of these normative systems operated in parallel, creating a pluralistic legal landscape that shaped private law matters across different social and religious groups.

During the 'long nineteenth century,' however, various factors, beyond the scope of this study, caused the Ottoman Empire to undergo significant administrative and legal reforms, the impact of which left a mark on the future development of private law in Bulgaria. In 1839 the Imperial Edict of Gülhane (*Gülhane Hatt-I Sherifi*) was issued, proclaiming the *Tanzimat* and the intent to reorganize the Empire. While formally grounded in *Sharia* principles, the reforms introduced the concepts of the inviolability of life, property, and honour as universal legal

1 Mughal, 2017, p. 139; Ibid, p. 146.
2 Токушев [Tokushev], 2009, p. 225.

rights applicable to Muslims and non-Muslims alike, signalling a gradual shift towards secularised legal norms.[3]

A key moment in the secularisation of Ottoman private law was the promulgation of the Ottoman Code of Commerce in 1850, modelled primarily on the French *Code de commerce* of 1807.[4] This was later followed by the adoption of the Ottoman Code of Commercial Procedure in 1861 and the Ottoman Code of Maritime Commerce in 1863, both inspired by their respective French models.[5] The establishment of commercial courts in the 1860s, outside the jurisdiction of the *Sheikh al-Islam*, marked the emergence of a secular judiciary within the Empire. This process culminated in the creation of the *Nizamiye* courts in 1864, which exercised jurisdiction over civil and criminal matters across the Empire, including, as Rubin argues, in the Bulgarian provinces.[6] Between 1869 and 1876, the gradual enactment of the Ottoman Civil Code (*Mecelle*) further systematised civil law; however, it notably excluded family, marriage, and inheritance law, which remained under *Sharia* and the authority of the religious courts.[7]

In parallel, Bulgarian customary law continued to play an important role in regulating social and economic relations, particularly through the guild organizations (*esnafs*) and municipal authorities. As noted by Andreev and other scholars, this customary framework remained resilient throughout the Ottoman period and was later documented extensively in the collections compiled by Dimitar Marinov and Stefan Bobchev at the turn of the twentieth century.[8] Ganev, among others, has emphasized that until the mid-nineteenth century, emerging commercial relations within Bulgarian society were governed primarily by customary law, the application of which was permitted and, in the case of the *esnafs*, explicitly regulated by Ottoman authorities.[9]

Thus, by the eve of Bulgaria's Liberation, the private law regime in the region was a unique amalgamation of Ottoman feudal and religious law, Christian canon law, and local customary law. Despite the partial and uneven implementation of the *Tanzimat* reforms in practice,[10] the introduction of modern, largely French-inspired codifications and the establishment of secular judicial institutions nonetheless provided a solid foundation for the subsequent reception of

3 Berkes, 1964, p. 165.
4 Toprak, 2020, pp. 34–35.
5 Ibid.
6 Rubin, 2009, p. 66.
7 Nadolski, 1977, pp. 523–524; cf. Rubin, 2016, pp. 844–850. On the Sharia courts in Bulgaria, refer to Kojucharoff, 1939, pp. 671–680.
8 See generally, Андреев [Andreev], 1979, pp. 187–297; Милкова [Milkova], 1984, pp. 15–23; Радева [Radeva], 2023, pp. 413–424 on customary inheritance law; Ганев [Ganev], 1921, pp. 181–254, on production and guild organizations (esnafs) and customary law. On its influence on the later private law legislation, refer to Andreev, 1975, pp. 171–179.
9 Ганев [Ganev], 1921, pp. 264–265; Цекова [Tsekova], 2016, p. 891.
10 Kirov, 2009, p. 710; cf. Rubin, 2009, pp. 63–68.

Western, Romanist legal traditions into the emerging Bulgarian national legal system after 1878.

3. Civil and Commercial Private Law codification in the second half of the 19th century

■ *3.1. Overview and historical context*

The emergence of the modern Bulgarian state in the late nineteenth century was the culmination of complex geopolitical dynamics in the Balkans, driven by the rise of national liberation movements and the shifting balance of powers in the region. The Russo-Ottoman War of 1877–1878 resulted in the Ottoman Empire's defeat and the subsequent recognition of Bulgarian autonomy. Bulgaria's independence and statehood were achieved gradually. The Treaty of Berlin (1878) established the autonomous Principality of Bulgaria under nominal Ottoman suzerainty, alongside the administratively autonomous Ottoman province of Eastern Roumelia.[11] In 1885, the Unification of Bulgaria was achieved through a largely peaceful revolution, bringing the two regions together under a personal union. The Tophane Agreement of 1886 formalised this arrangement, with the Ottoman Empire recognising the Prince of Bulgaria as the Governor-General of Eastern Rumelia, thereby providing *de jure* acknowledgment of the Unification. Bulgaria's complete *de jure* independence from Ottoman sovereignty was ultimately achieved in 1908, marking the full establishment of Bulgarian statehood.

Following its reinstatement, the nascent Bulgarian state faced the complex task of developing a modern legal system and constructing national legal institutions. Initially, under the terms of the Treaty of Berlin, the country remained under a Provisional Russian Administration, which laid the groundwork for the new judiciary, state administration, and the adoption of an Organic Statute. However, as noted by Jani Kirov, the Russian authorities undertook no radical legislative changes, given that much of Ottoman law had already incorporated Western influences – primarily French models – and because *'the Russians themselves had no other or no better law to offer.'*[12] The same applied to the reorganisation of the judiciary. Although the Provisional Rules for the Organisation of the Judicial Branch in Bulgaria, adopted in 1878, introduced certain changes, they largely retained the structural and procedural foundations of the Ottoman judicial system introduced during the *Tanzimat* reforms, reflecting continuity rather than a complete rupture in legal institutional development.

11 Art. 1 and Art. 13 of the Treaty.
12 Kirov, 2009, pp. 705–706.

The Constituent Assembly convened in Tarnovo, and on April 16, 1879, it enacted Bulgaria's first Constitution, establishing a constitutional monarchy.[13] The Tarnovo Constitution '*laid the foundations of the democratic society in Bulgaria [...], conveying the spirit of liberalism through the Belgian Constitution of 1831 and the influence of the Serbian and Romanian constitutions.*'[14] After the adoption of the Constitution and the election of Alexander Battenberg as the first Prince of Bulgaria, the Provisional Russian Administration, as provisioned by the Treaty, was brought to an end.[15]

At that time, as noted by scholars, '*the Bulgarian legal order formed [...] a conglomerate of Ottoman land law and Western judicial organization as well as rural legal customs in contract, family, and inheritance law.*'[16] On that foundation, in the years that followed, Bulgaria embarked on a gradual process of adopting national legislation aimed at establishing a legal order grounded in the principles of European legal culture and free from the Islamic foundations of earlier Ottoman law.[17] During the transition, significant elements of the Ottoman legal framework introduced during the *Tanzimat* era – including the *Mecelle*, the Land Code of 1858, the Code of Commerce of 1850, and the Code of Commercial Procedure of 1861 – remained in force, insofar as they were compatible with the new institutional structure and the evolving socio-economic conditions, and had not yet been formally repealed.

■ *3.2. Civil Law codification*

The codification of private law in Bulgaria began, unsurprisingly, with civil law, given that the *Mecelle* – unlike Ottoman commercial legislation, which was largely modeled on French law – was deeply rooted in *Sharia* principles and, furthermore, provided no regulation of family law and virtually none on inheritance law.

Rather than adopting a comprehensive and systematic civil code, however, the Bulgarian legislature pursued a piecemeal approach, enacting partial codifications of individual branches of civil law, often lacking coherent long-term vision and a clear, well-thought-out strategy.

Following an unsuccessful attempt to codify inheritance law in 1885, a renewed effort was undertaken in 1889 under the direction of Minister of Justice Dimitar Tonchev, a prominent jurist and expert in Roman law.[18] The resulting draft was primarily based on the Italian *Codice Civile* of 1865, with selected provisions

13 For an overview in English of the drafting and enacting of the Tarnovo Constitution, see Black, 1943, pp. 52–100.

14 Nikolova, 2023, p. 5. On the establishment of modern constitutionalism in Bulgaria see Belov, 2015, pp. 859–896.

15 Art. 6 and Art. 7 of the Treaty.

16 Stolleis, 2012, p. 80.

17 On the topic of establishing the new legal order in that period, see generally Karagjozova-Finkova and Takoff, 2006, pp. 129–143; Hristov, 2015, pp. 897–930.

18 Токушев [Tokushev], 2008, pp. 182–183.

drawn from the French *Code civil* of 1804,[19] thereby reflecting the most modern and progressive legal principles at the time. The draft was adopted by Parliament, and in 1890 the Inheritance Act of 1890[20] came into force, codifying the entirety of Bulgarian inheritance law.

Two additional pieces of legislation were passed in the same year: the Guardianship Act of 1890[21] and the Law on the Acknowledgement of Illegitimate Children, on their Legitimation and on Adoption of 1890[22] – both of which were based on the French *Code civil* of 1804, with certain provisions borrowed from the Italian *Codice Civile* of 1865[23]. Despite these advancements in codifying aspects of family law, the regulation of marriage and related matters remained within the domain of Eastern Orthodox canon law. The Statutes of the Bulgarian Exarchate of 1871, 1883, and 1895, respectively, served as the primary source of regulation of matrimonial affairs until 1945.[24]

Following the codification of inheritance law in 1890, the Ministry of Justice appointed a commission to draft a new law on obligations and contracts. Drawing on the opinions of leading legal scholars at the time, the commission selected the Italian *Codice Civile* of 1865 as the primary model, arguing that it was a '*remarkable piece of legislation*' that offered '*the most reasonable, fair, and novel regulations on private and property rights of citizens*'[25] and better suited the socio-economic conditions in Bulgaria compared to other potential models.[26] After consultations with the judiciary, state prosecutors, attorneys, and other legal experts, a revised draft was submitted to the National Assembly. Following deliberations across three parliamentary sittings[27] – including several amendments introduced by the commission – the Law on Obligations and Contracts was enacted in 1892[28]. Pursuant to art. 668, the law entered into force on 1 March 1893 and repealed most prior regulations on the subject, including Ottoman law, Bulgarian customary law, and certain provisions from earlier statutes such as the Law on Mortgages, thereby functioning, in effect, as a comprehensive codification of the Bulgarian law of obligations.[29]

In its major part, the law was derived from Book III, Titles IV to XXI of the Italian *Codice Civile* of 1865, omitting only certain titles such as Title V 'On the

19 Фаденхехт [Fadenheht], 1929, p. 15.
20 State Gazette No. 20, dated 25.01.1890.
21 State Gazette No. 67, dated 24.03.1890.
22 State Gazette No. 9, dated 12.01.1890.
23 Токушев [Tokushev], 2008, pp. 195, 198.
24 For a more detailed overview see Токушев [Tokushev], 2008, pp. 189–194.
25 As stated in a late 1893 report of the commission charged with the amendment of Ottoman property law, cited in Kirov, 2009, pp. 714–715. The original text is in Bulgarian; the citation provided here is a translation by Jani Kirov as provided in Kirov, 2009, pp. 714–715.
26 Токушев [Tokushev], 2008, p. 177; Стоянкова [Stoyankova], 2022, pp. 55–56.
27 An overview of the discussions is provided by Стоянкова [Stoyankova], 2022, pp. 56–59.
28 State Gazette No. 268, dated 05.12.1892.
29 Апостолов [Apostolov], 1947, p. 14.

marriage contract' and Title VIII 'On the emphyteusis'.[30] However, other European models were used selectively: for instance, art. 33 on contracts for the benefit of third parties was intentionally modelled on art. 1257 of the Spanish *Código Civil* of 1889 rather than on the Italian or French equivalents.[31] Similarly, art. 12 on the conclusion of contracts between absent parties, arts. 299–307 on rights of redemption among co-owners, neighbors, and cohabitants in real property, and the entirety of Title IX on insurance contracts (effective until the adoption of the Commerce Act of 1897) were also borrowed from the Spanish *Código Civil* of 1889.[32]

While largely a faithful adaptation of the Italian model, the Law on Obligations and Contracts also incorporated original elements, deliberately deviating from the source model.[33] Notably, art. 192 omitted the requirement of liquidity as a substantive condition for the set-off of mutual debts – an intentional deviation from the Italian model.[34] As a result, some scholars have argued that the Law on Obligations and Contracts of 1892 was not merely a legal transplant but rather a domesticated codification, consciously adapted to the customs, needs, and traditions of Bulgarian society.[35]

A few years later, the National Assembly enacted the Limitations Act of 1898[36], which too was primarily based on the Italian *Codice Civile* of 1865. The Act regulated both the prescription of claims and the limitation periods for acquiring ownership through possession.

Efforts to codify property law encountered more obstacles. Although a draft Law on Ownership and Its Limitations was prepared in 1893 and subsequently introduced to Parliament on several occasions between 1893 and 1899, it failed to gain approval until a new, substantially revised version was introduced.[37] The new draft was based primarily on the Italian *Codice civile* of 1865. However, various other sources were used in the drafting process. The provisions on possession and possession recovery claims were borrowed from the Spanish *Código Civil* of 1889, while selected articles were taken from the French *Code civil* of 1804 and, in some instances, even the German *Bürgerliches Gesetzbuch* (BGB). Bulgarian customary law and existing judicial practice were also taken into account. With the adoption of the Property, Ownership and Easements Act of 1904[38] – passed by Parliament in

30 Апостолов [Apostolov], 1947, p. 15; Тончев [Tonchev], 1929, p. 5.
31 Конов [Konov], 2021, p. 40, footnote 81.
32 Фаденхехт [Fadenheht], 1929, p. 15, footnote 1; Апостолов [Apostolov], 1947, p. 15.
33 Апостолов [Apostolov], 1947, p. 15.
34 Тончев [Tonchev], 1930, p. 116, footnote 1; Конов [Konov], 2021, pp. 40–41.
35 Стоянкова [Stoyankova], 2022, p. 56.
36 State Gazette No. 23, dated 30.01.1898.
37 Токушев [Tokushev], 2008, p. 217.
38 State Gazette No. 29, dated 07.02.1904, CIF 01.09.1904.

1903 and entering into force on 1 September 1904 – the final remnants of Ottoman civil law in this area were officially repealed.[39]

■ *3.3. Commercial Law codification*

In contrast to the relatively early efforts to codify civil law, the codification of commercial law was not an immediate priority for the newly reestablished Bulgarian state. This is understandable, given the relatively recent codification of Ottoman commercial law, itself largely based on the French legal model.[40]

Nevertheless, Bulgaria's rapid economic transformation after Liberation soon exposed the inadequacies of the inherited Ottoman commercial laws. The country's expanding trade relations, particularly with Austria-Hungary via the Danube, introduced new commercial practices and highlighted the need for modern, nationally tailored commercial legislation. Influences from Western, especially Austro-German, commercial models became increasingly pronounced, setting the stage for reform.

In response to formal complaints from merchants about the inefficiencies of the existing bankruptcy regulations,[41] the Ministry of Justice appointed a commission in 1895 to prepare a draft of a new Commerce Act.[42] The drafting process was compartmentalized: the law was divided into separate sections, each assigned to a different working group. These groups were tasked with translating into Bulgarian – and, where deemed necessary, adapting – the relevant provisions of selected foreign legislative acts. Specifically, the Hungarian Commercial Code of 1875 served as the principal source for provisions on merchant status, the commercial register, procuration, commercial agents and brokers, commercial partnerships and companies, as well as commercial transactions, including sales, commission contracts, freight forwarding, contracts of carriage, public warehouses, publishing agreements, and insurance.[43] The Hungarian Bill of Exchange Act of 1876 was used in drafting the section on bills of exchange and promissory notes.[44] Other sources were also consulted: for instance, provisions governing trade books and bookkeeping, public warehouses, and bonds were based on Italian, French, and Romanian legislation, while the regulation of cheques followed Romanian and Swiss models.[45] For bankruptcy law, the Italian *Codice di Commercio* of 1882 and the

39 Фаденхехт [Fadenheht], 1929, p. 14; Токушев [Tokushev], 2008, p. 217.

40 Interestingly, the first Bulgarian Law on Trademarks and Industrial Marks was enacted as early as 1892. For an overview of its adoption and comparison with the Ottoman regulations, see Koleva, 2016, pp. 130–138.

41 Ганев [Ganev], 1921, pp. 268–269.

42 Ibid., p. 269.

43 Ibid., p. 270.

44 Ibid., p. 270.

45 Кацаров [Katsarov], 1939, pp. 17–18.

Romanian Commercial Code of 1887 were used as primary sources, though with various original adaptations and modifications.[46]

The commission, regrettably, did not provide detailed reasoning in writing as to why certain foreign legislation was chosen over alternatives,[47] and the final draft – compiled from disparate sections produced by different groups – suffered from a lack of editorial harmonisation. After minor revisions by a second commission, the draft was presented to Parliament,[48] where Stefan Bobchev, on behalf of the commission, acknowledged the diverse foreign sources used and emphasised the importance of this notation for interpreting the new law.[49] Debated over just three parliamentary sittings, the Commerce Act was passed and promulgated in May 1897.[50] Pursuant to Article 883, it entered into force on 1 January 1898, thereby replacing the Ottoman commercial codes.

While the Act achieved the goal of providing Bulgaria with a national commercial law, it was not without shortcomings. Scholars have observed that the principal defects of the Act lay not in the reliance on diverse foreign models as such, but rather in the failure to achieve proper synchronisation of the adopted provisions – both with the broader Roman-law-based civil law system and the Russian-influenced civil procedure framework, as well as internally within the Commerce Act itself.[51]

Despite the amalgamation of various source models used in drafting the law, it may reasonably be asserted that the newly adopted Bulgarian commercial law was predominantly Germanic in character. Through the intermediary of the aforementioned Hungarian legislation, the Commerce Act indirectly drew upon the *Allgemeines Deutsches Handelsgesetzbuch* (ADHGB) of 1861. Its adoption marked a fundamental transition in Bulgarian commercial law – from the earlier French-inspired Ottoman commercial law to one grounded in German legal tradition. Notably, the Commerce Act represented the first major piece of national legislation primarily based on German sources, setting a precedent that would influence the course of commercial law codification in Bulgaria for decades thereafter.

As this brief overview has shown, the codification of Bulgarian civil law in the late nineteenth century was rooted firmly in the Romanist tradition. Most legislation was based on, or closely modelled after, the Italian *Codice civile* of 1865, with selective adaptations and indigenous modifications,[52] most notably in the Law on Obligations and Contracts. In contrast, commercial law drew heavily from

46 For a detailed overview refer to Ганев [Ganev], 1915, pp. 170–189; Кацаров [Katsarov], 1939, pp. 727–729.

47 Ганев [Ganev], 1921, p. 270.

48 The proposed draft was supplemented with provisions concerning underage and female merchants (see Ганев [Ganev], 1921, p. 270).

49 Цекова [Tsekova], 2016, p. 895.

50 For an overview of the discussions, see Цекова [Tsekova], 2016, pp. 896–900.

51 Ганев [Ganev], 1929, pp. 273–275; Кацаров [Katsarov], 1939, pp. 17–18.

52 Фаденхехт [Fadenheht], 1929, p. 15.

German legal tradition, while also incorporating elements from various Romanist sources, such as the Italian *Codice di Commercio* of 1882 and the Romanian Commercial Code of 1887. Indeed, as aptly observed by Giaro, '*[c]olorful are the sources of reception of Bulgaria*.'[53]

This diversity of sources raised several core issues, particularly in terms of legal reception and normative transfer, as highlighted by Stolleis.[54] One significant challenge was legal translation – not merely linguistic, but also conceptual – as legal terminology had to be modernised and adapted to fit Bulgarian legal culture.[55] Additionally, the influence of religious denominations within secular law, the adaptation of diverse foreign legal models, and the persistence of ethnic and local customary law all contributed to the complexity of forming a unified national legal system.[56] Moreover, the enforcement of the new legal order took place within an emerging nation-state that in its early years lacked a well-trained legal elite and still relied heavily on Ottoman-influenced judges and respected laypersons.[57] Thus, law indeed played a key role in the process of nation-building.[58] According to Stolleis, this all resulted in a coexistence of multiple layers of law (internal legal pluralism), as well as a broader coexistence of formal legal systems, customs, and social norms – a condition of multi-normativity.[59]

This heterogeneous nature of Bulgarian law, however, as observed by Apostolov, often provides an opportunity for legal science to foster a productive synthesis.[60] It should be noted that despite their foreign origins and the initial difficulties surrounding their application – indicative for initial resistance at the time of their adoption –[61] the newly codified civil laws gradually took hold. As Fadenheht later observed, '*through judicial practice and actual application in economic life [they] gradually integrated into the legal consciousness of the Bulgarian people.*'[62]

53 Giaro, 2003, p. 129. The original is in German; the translation is provided by the author.
54 Stolleis, 2012, pp. 80–81.
55 Ibid. On the developments of legal culture and terminology in Bulgaria after the Liberation, see generally Данова [Danova], 2012, pp. 201–265.
56 Stolleis, 2012, pp. 80–81.
57 Ibid.
58 Ibid.
59 Ibid.
60 Апостолов [Apostolov], 1938, p. 35. The original is in Bulgarian; the translation is provided by the author.
61 For an elaborate overview on this topic see Kirov, 2009, pp. 699–722.
62 Фаденхехт [Fadenheht], 1929, p. 16.

4. Civil and Commercial Private Law codification in the first half of the 20th Century

■ *4.1. Historical context*

At the beginning of the twentieth century, Bulgaria experienced significant political, social, and economic upheavals. After gaining full independence from the Ottoman Empire in 1908, the country pursued national unification, which led it into the Balkan Wars (1912–1913) and World War I (1915–1918). Defeat in these conflicts, however, resulted in territorial losses, economic hardship, and political instability. Despite maintaining neutrality during the first years of World War II, by 1941 Bulgaria aligned with the Axis Powers, leading to its defeat in the war, occupation, resistance movements, and ultimately a Soviet-backed coup in 1944, which marked the beginning of a communist regime.

■ *4.2. Civil Law codification*

Despite broader political turbulence, the codification of national private law continued during the first half of the twentieth century. Building on the work of the preceding decades, several important legislative acts were adopted that further systematized civil law.

The turn of the century saw the enactment of the Property, Ownership and Easements Act of 1904[63], the Law on Persons of 1907[64], and the Privileges and Mortgages Act of 1908[65], the latter replacing the earlier Mortgages Act of 1885[66]. These acts continued the tradition of grounding Bulgarian civil law in the Romanist framework, drawing heavily on the Italian *Codice civile* of 1865.[67]

The absence of a unified civil code did not prevent the gradual and coherent development of civil law through such partial codifications. By the mid-twentieth century, inheritance law, obligations, property rights, personal status, and aspects of family law were increasingly organised along modern, codified lines, although matrimonial law remained largely under the influence of Eastern Orthodox canon law.

■ *4.3. Commercial Law codification*

Commercial law also evolved substantially during this period. In 1907, the regulation of cooperatives was separated from the general commercial framework through the enactment of a Cooperatives Act, modelled closely on the Hungarian

63 State Gazette No. 29, dated 07.02.1904, CIF 01.09.1904.
64 State Gazette No. 273, dated 17.12.1907, CIF 01.01.1908.
65 State Gazette No. 21, dated 26.01.1908.
66 State Gazette No. 14, dated 12.02.1885.
67 Фаденхехт [Fadenheht], 1929, p. 15.

Act of 1898 on Economic and Industrial Credit Cooperatives.[68] The Bulgarian act was later amended in 1911, introducing some original provisions – particularly concerning privileges afforded to cooperatives – into the otherwise faithful adaptation of the source.[69] In 1908, the Law on Maritime Commerce was adopted, based extensively on Book II of the Italian *Codice di commercio* of 1882, further extending the scope of national commercial legislation.[70] During that time and in the years to follow, the Commerce Act of 1898 underwent several major revisions to address both the evolving demands of commercial practice and the shortcomings of its initial reception.

The aftermath of World War I brought new commercial realities, prompting additional legislative reforms. Notable among them was the introduction of the Limited Liability Companies Act of 1924, modelled after the Austrian Limited Liability Companies Act of 1906 (itself heavily influenced by the German GmbH model). As noted by Konstantin Katsarov, a leading expert and professor of commercial law at the Universities of Sofia and Geneva, the act contained '*certain improvements, to a large extent quite effective, and as a result, our [Bulgarian] Limited Liability Companies Act rightfully enjoy[ed] the reputation of being one of the most novel and successful laws in this field.*'[71]

Further commercial codifications included the Merchant Shipping Act of 1931 (based primarily on Italian law), the Protective Concordat Act of 1932[72] (based on German law)[73], and the Law on Legal Entities of 1933[74] (based on Swiss law)[75]. Each of these acts reflected Bulgaria's growing openness to diverse European legal traditions, while simultaneously striving to craft legislation suited to national needs.

■ *4.4. Emergence of the idea to adopt a national Civil Code*

While the question of the necessity of codification consistently remained within the purview of the Ministry of Justice, the first notable institutional step towards comprehensive legal systematisation was undertaken in March 1916 with the adoption of the Law on Codification.[76] The Law established a Codification Commission within the Ministry of Justice, tasked with modernising and systematising Bulgarian legislation by harmonising and consolidating existing laws and

68 Marinova, 2021, p. 88. For a general overview of the historical development of credit cooperatives in Bulgaria during this period, see Marinova, 2021, pp. 79–94.
69 Ганев [Ganev], 1921, p. 272.
70 Ганев [Ganev], 1921, p. 273. Кацаров [Katsarov], 1939, pp. 607–608.
71 Кацаров [Katsarov], 1939, p. 267. The original text is in Bulgarian; the translation is provided by the author.
72 State Gazette No. 295, dated 29.03.1932.
73 Кацаров [Katsarov], 1939, p. 938.
74 State Gazette No. 13, dated 13.04.1933.
75 Стойчев [Stoychev], 2021.
76 State Gazette No. 48, dated 04.03.1916.

provisions governing specific legal areas into unified legislative acts (partial codes).[77] However, the Commission's early efforts were significantly hindered by World War I and its immediate aftermath.

In academic circles, the discussion on the adoption of a national civil code can be traced to several works published by the prominent jurist and civil law professor Joseph Fadenheht in the first quarter of the nineteenth century.[78] Fadenheht suggested that the next major undertaking – and a logical step in the evolution of Bulgaria's legal system – should be the unification of the various codified civil laws into a single, coherent Bulgarian Civil Code.[79] The effort should also address the inconsistencies and enforcement challenges that had emerged in practice, while aligning civil legislation more closely with the demands of modern economic life. Given the Romanist foundations of Bulgaria's existing civil laws, Fadenheht considered the adoption of a civil code modelled on the German Pandectist system to be unfeasible. Instead, he maintained that Bulgaria should continue to develop its civil law within the framework of the Roman legal tradition.[80]

By the early 1930s, the idea of drafting a Bulgarian civil code was already gaining ground within the legal community.[81] A key figure in the movement towards a unified Bulgarian Civil Code was Lyuben Dikov, a leading civil law scholar and professor at Sofia University. Appointed Minister of Justice in January 1935, Dikov strongly supported the initiative to create a Bulgarian Civil Code and appointed fellow jurist and professor Petko Venedikov as Secretary of the Codification Commission.[82] Deeply influenced by German legal thought and traditions, Dikov advocated for the adoption of a pandectist civil code modelled after the German *Bürgerliches Gesetzbuch* (BGB).[83] Around this time, the Bulgarian translation of the BGB by Alexandar Kozhuharov was published. However, Dikov's dismissal from office in April 1935 stalled the project, despite the continued efforts by Venedikov, who remained Commission Secretary until 1941.[84] In 1941, in the midst of World War II, a new Law on the Legislation Council[85] was enacted, significantly reducing council members. Despite the constraints of wartime and the administrative changes, council members continued to defend the initiative to codify private law and adopt a national civil code.[86]

77 For a brief overview on some of the members of the commission, refer to Метев [Metev], 2012, pp. 239–243; Русчев [Ruschev], 2024a, pp. 64–67.
78 Фаденхехт [Fadenheht], 1919 cited in Русчев [Ruschev], 2024a, p. 63.
79 Фаденхехт [Fadenheht], 1929, p. 16.
80 Ibid.
81 See generally, Брайков [Braykov], 2021, p. 5; Русчев [Ruschev], 2024a, pp. 66–67.
82 Русчев [Ruschev], 2024a, p. 66.
83 Dikov, 1929 cited in Русчев [Ruschev], 2024a, p. 66; cf. Hamza, 2016, p. 63.
84 Русчев [Ruschev], 2024a, p. 67.
85 State Gazette No. 28, dated 07.02.1941.
86 See generally Jerusalimov, 1941 cited in Русчев [Ruschev], 2024a, p. 67.

5. Civil and Commercial Private Law codification in the second half of the 20th Century

■ *5.1. Historical context*

Following the end of World War II, Bulgaria came under the sphere of influence of the Soviet Union, and the country's political and legal systems were transformed into a Soviet-type authoritarian regime, while the economy transitioned from a market-based model to a centrally planned system. In 1946, Bulgaria was proclaimed a Republic, and on 12 December 1947, a new Constitution was enacted.

During the transition phase, much of the pre-existing bourgeois legislation was abrogated and supplanted by newly enacted statutes. Rather than undertaking a complete recodification of civil law, the legislature pursued a strategy of partial codification, justifying this approach by asserting that the adoption of a comprehensive civil code was premature in light of ongoing socio-economic restructuring.[87]

■ *5.2. Civil Law recodification and transition to a monistic system*

Between 1949 and 1951, the foundational elements of Bulgaria's civil law underwent systematic recodification, beginning in 1949 with the enactment of a new Inheritance Act and a new Law on Persons and Family. The process continued in 1951 with the introduction of the Law on Obligations and Contracts and the Law on Ownership.

The new Inheritance Act was drafted and expediently made into law in 1949, thereby repealing the Inheritance Act of 1890. Although the bill was discussed, voted on, and adopted by the National Assembly over the course of merely two sittings within a single week, scholarly consensus suggests that the legislative text had been thoroughly conceived and precisely drafted prior to its formal introduction.[88] Most commentators acknowledge the precise and pedantic editorial work carried out by the Legislation Committee in the brief interval between the sittings – a contributing factor to the bill's passing with overwhelming majority.[89] The Inheritance Act of 1949 remains in force today and has seen relatively few amendments over the past seventy-five years. The act has been characterised as a '*remarkably compact, classical law that has withstood the vicissitudes of its time and has given rise to relatively few conflicting interpretations.*'[90]

87 For an extensive overview of the adoption of the new legislation see Русчев [Ruschev], 2024b, pp. 107–139.

88 Русчев [Ruschev], 2024b, p. 108. The motives accompanying the bill, together with an authorial notation, are published in Петров [Petrov], 2022.

89 Русчев [Ruschev], 2024b, p. 108.

90 Русчев [Ruschev], 2024b, p. 109.

In the same year, the Law on Persons and Family of 1949 was enacted with the aim of 'comprehensively regulat[ing] the matter of personal and family law' and repealed, among others,[91] the Law on Persons of 1907, the Law on Legal Entities of 1933, the Law on Marriage, and the Law on Guardianship. Upon its adoption, the statute governed the legal status of natural persons, marriage and family relations – including issues of origin, kinship, parental rights and obligations, custody, and guardianship – as well as the general regulation of legal entities. Notably, it also introduced a systematic framework for non-profit associations and foundations. The law was conceived, at least in part, as a partial codification of Bulgarian personal law.

Although the Law on Persons and the Family formally remains in force, much of its content has been superseded by subsequent legislative acts. In 1968, the regulation of family law was transferred to a newly adopted Family Code, which was subsequently recodified in 1985 and again in 2009. In 1999, the legal framework concerning natural persons and civil status acts – such as birth, marriage, and death registrations – was transferred to the newly enacted Civil Registration Act. Similarly, the regulation of non-profit legal entities was codified in the Law on Non-Profit Legal Entities of 2001. As a result, only a limited number of provisions from the original 1949 law remain in force today, some of which are widely regarded as 'embarrassingly outdated.'[92]

In 1951, two of the major pieces of Bulgarian civil legislation were adopted: the Law on Ownership and the Law on Obligations and Contracts (LOC). The Law on Obligations and Contracts, adopted in 1951,[93] was conceived as a codifying act that would include not only the subject matter of Bulgarian law of obligations but also some institutes of the general part of a future civil code.

Unfortunately, there is neither comprehensive official data on all the members of the commission responsible for the draft, nor records of their meetings and discussions. There are, however, records of discussions in the Legislation Committee after the draft had been submitted to Parliament.[94] According to these records, legal scholars such as Alexandar Kozhuharov, Luyben Vasilev, and Zhivko Stalev contributed to the drafting process.[95] Some scholars speculate that leading experts in the field, such as Petko Venedikov and Ivan Apostolov, must have also

91 Also repealed were the Ordinance-Law on Maintenance Obligations, the Law on Missing Military and Civilian Persons during Recent Wars and Disturbances, the Law on Illegitimate Children and Adoption, the Decree of the Council of Ministers on Missing Persons.

92 See Русчев [Ruschev], 2024b, pp. 109–114.

93 For a comprehensive overview on the historical context, refer to Шопов [Shopov], 2022, pp. 75–97.

94 See Иванов [Ivanov], 2021.

95 Ibid.

taken part in the process before they were dismissed from the University for political reasons.[96]

After the initial draft was approved, it was submitted to Parliament with various changes proposed by the Legislation Committee.[97] The bill was discussed, voted on, and adopted by the National Assembly in a single sitting.[98] Official documents disclose that the Soviet Civil Code of 1922, the draft of a Civil Code of the Republic of Poland, and Soviet doctrine were used as main sources in the drafting of the law.[99] However, as argued by various scholars, when one compares the 1922 Soviet code with the LOC, there is little resemblance.[100] Meanwhile, the parallel between the texts of the LOC and the Italian *Codice civile* of 1942 '*is so evident that it is difficult to deny.*'[101] It is worthy of mention that the choice of the Italian *Codice civile* of 1942 as a main model in drafting the LOC reflected a sense of continuity with the earlier work on the LOC of 1892, which itself was based not on the French *Code civil* of 1804, but rather on the Italian *Codice civile* of 1865.[102] Despite official reports claiming the contrary, various provisions were also based on the LOC of 1892 and other Western bourgeois legislation, including the German BGB of 1900, the Swiss *Obligationenrecht* of 1911, and even the Geneva Convention Providing a Uniform Law for Cheques and the Geneva Convention Providing a Uniform Law for Bills of Exchange and Promissory Notes of 1934, even though Bulgaria was not a party to those conventions.[103]

The law, however, was not a mere transplant, but rather a creative and critical adaptation. Art. 45, paragraph 2, for instance, introduced a presumption of fault on the part of the tortfeasor in all cases of delictual liability, thereby establishing a regulation that was, in many respects, ahead of its time.[104] Another example is art. 87, which decisively broke with the traditional view, prevalent at the time, that contract termination for non-performance must be effected through judicial intervention.[105]

96 See Конов [Konov], 2021, p. 40, footnote 79; Иванов [Ivanov], 2021; contra: Брайков [Braykov], 2021, pp. 10–16.

97 For an overview of the changes, see Иванов [Ivanov], 2021, pp. 43–69.

98 See Stenographical Diary of the Plenary Sitting of the Seventeenth/First National Assembly, Second Session, dated 3 November 1950, pp. 104–109, available in Bulgarian at https://www.parliament.bg/bg/plenaryst (Accessed: 22 April 2025).

99 Stenographical Diary of the Plenary Sitting of the Seventeenth/First National Assembly, Second Session, dated 3 November 1950, p. 81, available in Bulgarian at https://www.parliament.bg/bg/plenaryst (Accessed: 22 April 2025).

100 Vassileva, 2020, p. 311.

101 Конов [Konov], 2021, pp. 39–40; Vassileva, 2020, pp. 314–315.

102 Конов [Konov], 2021, pp. 40–41. As noted even by foreign authors, of all the civil legislations in force in the socialist countries, the Hungarian and the Bulgarian are more markedly faithful to Romanist models, see Sacco, 1988, p. 79.

103 Иванов [Ivanov], 2021.

104 Конов [Konov], 2021, p. 42.

105 For further examples refer to Конов [Konov], 2021, pp. 41–43; Иванов [Ivanov], 2021.

The Law on Obligations and Contracts remains in force today and is widely regarded as:

> the most successful and most modern Bulgarian law, one that our [Bulgarian] legal community justifiably takes pride in, to the point where it is humorously suggested that the modernisation of the law of obligations in the BGB (2002) and the Code civil (2016) took inspiration from the LOC. Of course, this is due not so much to the LOC itself, but rather to the source that the drafters of the LOC creatively, critically, and selectively followed – Book Four of the Italian Codice civile of 1942.[106]

As Christian Takoff once noted:

> While translating the Principles [of European Contract Law] into Bulgarian, throughout the nine subsequent revisions of the translation, and now as I work on a comparative analysis between the PECL and Bulgarian law, I find myself increasingly convinced that Bulgaria has a civil law which, in the brilliance of its language, rivals the Code civil; in the modernity of its solutions, in many respects surpasses the monumental Bürgerliches Gesetzbuch; through its openness, offers judges sufficient freedom; and with its laconic style and abstract formulation, ensures its own longevity.[107]

As to the state of commercial legislation, both the Commerce Act of 1898 and the Limited Liability Company Act of 1924 were repealed in 1951, along with the entirety of the legislation governing commercial law, marking a transition to the monistic system. In the ensuing decades, the only commercial entities permitted by law were the '*state socialist organizations,*' in which the state held sole ownership.[108] It was not until early 1989 that Decree No. 56 on Economic Activity was issued, allowing, for the first time, private entities to perform business operations.[109]

106 Конов [Konov], 2021, pp. 39–40. The original text is in Bulgarian; the translation is provided by the author.
107 Таков [Takoff], 2005, p. 11. The original text is in Bulgarian; the translation is provided by the author.
108 Bouzeva, 2010, p. 353.
109 Ibid.

■ *5.3. Resurface of the idea to adopt a national Civil Code*

Soon after the adoption of the partial codifications, the idea of creating a unified Civil Code resurfaced. Extensive research on the topic, published recently by Ivan Ruschev, sheds light on this process.[110]

The first phase began in 1956 with the establishment of a Legal Institute at the Bulgarian Academy of Sciences, where, under the patronage of Luyben Vassilev, early discussions focused on the prospective adoption of a national civil code, its scope, and its structure. There was a general consensus that the code should include a general part addressing legal subjects, general rules on legal transactions, representation, prescription, terms, and related matters. It was proposed that the recently adopted partial codifications serve as the basis for this broader codification effort.[111]

However, substantial disagreements emerged during the discussions. Scholars disagreed on fundamental issues such as whether the prospective code should be a mere compilation of existing laws or an innovative and rational codification; whether family law should be incorporated (Kozhuharov, Mevorah) or remain in a separate code (Vasilev, Stalev); and whether provisions on transportation contracts, intellectual property (given its predominantly public law character), and insurance should be included in the same codified text.[112] By the early 1960s, however, the project had effectively stalled. The failure of the codification initiative at the time is generally attributed to the lack of consensus on key conceptual issues, the ongoing transition of the country to the socialist legal model, and the anticipation of the Soviet Union's new civil codification.[113] According to Ruschev, the main reason was rather the failure to grasp the importance of the task and the subsequent lack of political will to elevate the Civil Code to a matter of state priority.[114]

A second phase commenced in 1962, when the Ministry of Justice formed a Council on Legislation and several commissions charged with drafting key legal codes: a Civil Code, a Family Code, and a Penal Code.[115] While the Family Code and Penal Code were enacted in 1968, progress on the Civil Code was much slower.

The years leading up to the publication of the first official draft of the Civil Code (1978) by the Ministry of Justice were characterised by intensive scholarly engagement: numerous in-depth works were published by leading scholars (Vasilev, Nenova, Tadzher, Petrov, and others) on the scope and structure of the future civil code, accompanied by substantial preparatory efforts and editorial work on its individual components. A more developed scholarly consensus was

110 See Русчев [Ruschev], 2024a, pp. 63–153; cf. Петров [Petrov], 2008, pp. 130–156.
111 Русчев [Ruschev], 2024a, pp. 69–70.
112 Ibid., pp. 72–73.
113 For an overview of the reasons for the failure, refer to Русчев [Ruschev], 2024a, pp. 73–83.
114 Ibid., p. 83.
115 Ibid., p. 84.

achieved during this period. It was generally agreed that the code should not be a simple aggregation of norms but a comprehensive and internally coherent legal act, reflecting both sound legal doctrine and the transformed socio-economic context.[116] The code's scope became more clearly defined. Family law was excluded, in part because of the recent adoption of the Family Code of 1968. Debates persisted over the inclusion of guardianship and custodianship (with contrasting views from Tadzher and Nenova).[117] It was generally agreed that intellectual property, transportation contracts, and private international law would not be part of the Civil Code.[118] Leading Bulgarian jurists – including Vasilev (chair of the Legislation Committee at the National Assembly), Stalev, Tadzher, Nenova, and even experts such as Apostolov, Venedikov, and Tsonchev, who had been dismissed from the University for political reasons – played a central role in drafting the text.[119]

The drafting process of the Civil Code encountered a temporary delay following the unexpected and untimely death of Vasilev, the principal figure in the initiative, in 1971. Despite ongoing scholarly debates, particularly concerning the legislative language of the future code,[120] a complete draft was finalised and published in 1978. The structure of the code drew primarily from the German *Bürgerliches Gesetzbuch*, preferred over the Italian *Codice civile* of 1942 and the Swiss Civil Code of 1907.[121] The draft received predominantly positive assessments from legal scholars at the time, including Tadzher and Pavlova.[122] In a recent publication, despite the author's general scepticism towards codification, the draft has been characterised as '*a significant achievement of Bulgarian legislative drafting theory and practice in terms of its structure, systematics, and scope*.'[123] However, the draft was never submitted to the National Assembly, allegedly due to the anticipation of an impending Economic Code, which ultimately was never enacted.[124]

116 Ibid., pp. 86–88.
117 Ibid., pp. 92–93.
118 Ibid., pp. 97–99.
119 Ibid., p. 102.
120 As noted in Ruschev's research Stalev advocated for accessible legislative language, while Tadzher insisted on strict legal-technical precision. Ibid., pp. 102 and following.
121 Ibid., p. 91.
122 Ibid., p. 106.
123 Петров [Petrov], 2008, p. 147. The original text is in Bulgarian; the translation is provided by the author.
124 Русчев [Ruschev], 2024a, p. 107.

6. Civil and Commercial Private Law codification after the collapse of the Soviet-type dictatorship and in the present

■ *6.1. Historical context*

The collapse of the socialist regime in late 1989 marked the beginning of a new era in Bulgarian legal and political history. Bulgaria transitioned from a Soviet-style authoritarian state to a democratic republic with a market-based economy. A new Constitution was enacted in 1991, followed by a lengthy process of institutional reforms, restitution of nationalised property, privatisation of state assets, and recodification of both civil and re-emerging commercial law. The 1990s also marked Bulgaria's reorientation towards Europe. In 1995, Bulgaria signed its Agreement of Association with the European Communities, beginning the process of EU integration. In the late 1990s and early 2000s, a large-scale reform was launched in an attempt to ensure compliance of all Bulgarian legislation with the *acquis communautaire*, including consumer protection and company law directives.[125] On 1 January 2007, Bulgaria became a full member state of the European Union, further committing to European legal standards and traditions.

■ *6.2. Civil Law recodification*

Because the core civil law regulation – and particularly the Law on Obligations and Contracts – was not overly ideologised and, thanks to its Italian-Romanist roots, it could be relatively easily cleansed of Soviet influence, requiring only minor amendments in 1993.[126] Property law underwent more significant reform. In 1991, the Law on Ownership was amended to eliminate the concept of socialist common property, and in 1996 new regulations on state and municipal property were introduced with the adoption of the State Property Act and the Municipal Property Act, respectively.

Efforts to adopt a comprehensive civil code, however, encountered difficulties. In 1999, a hastily compiled draft code was submitted to Parliament. The proposed code was based on the outdated draft from the 1970s, poorly patched with unsynchronised excerpts from old bourgeois legislation of the nineteenth century.[127] While the draft contained detailed regulation on acquiring ownership of detached bee swarms – a matter that might have been of importance in the nineteenth century – and other such archaic topics, it notably failed to address modern issues such as digital documents, electronic signatures, online contract formation, non-cash payments, and service contracts.[128] Unsurprisingly, the draft faced

125 See generally, Takoff, 2010, pp. 161–165; Bouzeva, 2010, pp. 353–356.
126 Takoff, 2010, pp. 151–152.
127 Попов [Popov] and Таков [Takoff], 2000, pp. 3–8; Русчев [Ruschev], 2024a, pp. 110–116.
128 Ibid.

widespread criticism and ridicule for its anachronisms, lack of coherence, and failure to address contemporary legal realities, and was ultimately rejected.[129]

Subsequent attempts at recodification were equally unsuccessful. In 2006, an expert group was convened to assess the feasibility of adopting a civil code, but – as Christian Takoff predicted – the group did not survive the legislature's electoral cycle.[130]

Meanwhile, the harmonisation of civil and commercial legislation with EU law continued, particularly in consumer protection. While the harmonisation of commercial law was relatively successful, the same could not be said for the implementation of consumer protection rights. As Takoff critically observed, the Bulgarian consumer protection framework suffered from poor translations of EU directives, incoherence with the remaining legislation, and lack of systematic integration, resulting in a fragmented and cumbersome regulatory environment.[131] He rightly characterised the adopted legislation in the area as '*regulation of enormous volume and poor quality, which has lost its systematic structure*'.[132] Regrettably, with some exceptions and despite some improvements, this characterisation still holds true today.

In 2005, the Code of Private International Law was adopted. In 2009, a new Family Code was enacted, introducing three alternative proprietary regimes, yet largely following the previous code of 1885.

■ *6.3. Commercial Law recodification*

The formation of modern commercial law began in the early 1990s with the adoption of the Commerce Act of 1991. The act was envisioned as a codification of commercial law, and its implementation unfolded in three phases: regulation of commercial companies (1991), insolvency proceedings (1994), and commercial transactions (1996). As noted by Bouzeva, various options from the world's leading models were considered and debated in 1991. Ultimately, the German model was chosen,[133] reflecting continuity with the earlier bourgeois commercial law, which was also predominantly rooted in German tradition. A separate Cooperatives Act was adopted in 1991, later replaced by a new one in 1998.

The 1990s and early 2000s were characterised by large-scale reforms to ensure compliance of national legislation with EU law, especially in company law. As Bouzeva observed, '*the harmonization of Bulgarian company law was a rare success in terms of quality and consistency,*' primarily attributable to a thoughtful

129 Ibid.
130 Takoff, 2010, p. 166.
131 Ibid., pp. 161–162.
132 Ibid.
133 Ibid., pp. 353–354. The German legislation is also cited as a main source – among many others – in the motives to the bill, see the excerpt in Герджиков [Gerdzhikov] et al., 2007, pp. 56–63.

interpretation of EU directives, careful study of the German approach, efforts to adapt the directives to Bulgaria's legal context and national specifics, and the use of foreign expertise, most notably from the Max Planck Institute.[134]

In more recent times, several major revisions of the Commerce Act were made, implementing various EU directives and introducing reforms in registry proceedings, insolvency law, mergers and acquisitions, and even the creation of a new company type – the variable capital company.

■ *6.4. Current stand of the codification idea*

In recent years, particularly after the 70th anniversary of the Law on Obligations and Contracts in 2021, the debate surrounding the future codification of Bulgarian civil law has resurfaced. A series of academic events have been organised, featuring contributions from prominent figures such as Ivan Ruschev,[135] Daniel Valtchev,[136] Trayan Konov,[137] and other respected members of the Bulgarian legal community.[138] As of 2025, within the framework of the *Legal Barometer* project, Daniel Valtchev has been actively facilitating ongoing public discussions on the subject, engaging a broad spectrum of legal scholars, practitioners, and public figures, including the current Minister of Justice, Georgi Georgiev. This renewed focus on the issue has brought forth a variety of perspectives regarding the necessity and feasibility of adopting a unified national civil code.

Trayan Konov, a leading opponent to codification, has argued against the initiative, emphasising that at present there is no compelling reason to mechanically consolidate the existing body of private law into a single codified act with continuous numbering. He further maintains that neither historical, political, nor national circumstances currently justify such an undertaking. According to Konov, Bulgarian legislative history had demonstrated prudence in '*not "rushing " to create a civil code at times when, from a political perspective, it might have seemed justified*' – most notably at the end of the nineteenth century, during the establishment of the modern Bulgarian state following the Liberation, and again in the mid-twentieth century, when the fundamental civil laws that remain in force today were enacted.[139]

134 Ibid., pp. 354–355. Technical assistance in preparation of statutory text in many areas such as banking legislation and foreign investments protection was also provided by the Legal Departments of the International Monetary Fund and the World Bank, see Ajani, 1995, p. 112.

135 Русчев [Ruschev], 2024a, pp. 117–153.

136 Under the Legal Barometer project in 2025 Valtchev is hosting and partaking in discussions on the topic.

137 Конов [Konov], 2021, p. 47.

138 Стоименов [Stoimenov], 2022, pp. 13–33.

139 Конов [Konov], 2021, p. 47, footnote 109. The original text is in Bulgarian; the translation is provided by the author. Similar views have been expressed by Попов [Popov] and Таков [Takoff], 2000, p. 6; Takoff, 2010, pp. 165–168.

Others, however, advocate for modernization, pointing to the fragmentation, inconsistencies, and obvious obsolescence of current civil legislation.[140] They emphasize the need to address inconsistent judicial interpretations of the law and call for reforms that reflect reformist trends across Europe, while also highlighting potential benefits such reforms would bring to both legal science and legal education. While some scholars, such as Ruschev, insist that the need for systematic codification is undeniable, others remain sceptical about the feasibility of a complete codification in the near future and instead advocate for gradual, sector-specific reforms carried out by expert groups, with emphasis on systematic and coherent development over time.[141]

At present, despite ongoing reformist trends across Europe and growing support within Bulgarian academic circles, it seems unlikely that such a large-scale reform will be achieved or even initiated in the near future. Nevertheless, constructive academic and institutional dialogue – while insufficient on its own – provides an excellent starting point towards modernisation and systematisation of Bulgarian private law and, eventually, towards the prospective adoption of a national civil code. To realise this ambitious goal, however, any such reform must be prioritised at the national level, with adequate funding and the inclusion of leading (including foreign) experts in the discussion and drafting process. Reforms should be preceded by comprehensive analysis and extensive discussions, ensuring that they are implemented systematically and coherently.[142] Furthermore, the positive traditions of Bulgarian civil law – an original adaptation of Roman-influenced principles, enriched with numerous Germanic elements – must be preserved, while carefully and creatively adapting foreign sources.[143]

7. Future Trends in Legal Codification

Due to space limitations, the following section will outline only a selected number of emerging trends in legal codification: the growing convergence between legal systems, the rise of sector-specific codifications, and the use of technologies, particularly artificial intelligence (AI) and large language models (LLMs).

■ *7.1. Growing convergence between legal systems*

One of the most significant trends in contemporary legal development is the growing convergence between different legal traditions, particularly between

140 See generally, Стоименов [Stoimenov], 2022, pp. 16–30; Русчев [Ruschev], 2024a, pp. 117–148.

141 Стоименов [Stoimenov], 2022, pp. 30–33.

142 For a discussion on the topic, see Стоименов [Stoimenov], 2022, pp. 17–30; Русчев [Ruschev], 2024a, pp. 117–148.

143 Similar suggestion is made by Стоименов [Stoimenov], 2022, p. 30.

the civil law and common law systems. This phenomenon is driven by various economic, political, and even scientific factors, including globalisation, international commerce, technological advancements, and the increasing influence of comparative legal studies. An increasing number of modern codifications draw not only on a single model or tradition; instead they incorporate diverse elements from both civil and common law models, while also drawing inspiration from transnational 'soft law' instruments such as the Principles of European Contract Law (PECL) and the Draft Common Frame of Reference (DCFR).

This trend towards hybridisation challenges the classical idea of codification as the exclusive product of a singular legal tradition. Future codification efforts, including any prospective Bulgarian civil code, will likely need to embrace this pluralistic methodology, ensuring compatibility with both European and broader international legal standards.

■ *7.2. Rise of sector-specific codifications*

Another important development is the rise of sector-specific codifications, driven by the need for tailored legal regulations that address the complexities of specific industries or sectors. Rather than seeking to comprehensively regulate all aspects of private law in a single civil code, many jurisdictions are increasingly adopting specialised codes tailored to particular fields – such as insurance, telecommunications, or financial services. Continuing technological advancements and the growing complexity of modern industries will probably lead to the continuation of this trend. However, this also creates new challenges, particularly regarding the systematic integration of specialised statutes into the broader private law structure.

The Bulgarian experience illustrates both the potential and the challenges posed by sectoral differentiation within private law. While insurance law has been relatively successfully recodified through the adoption of a dedicated, sector-specific code,[144] sectoral legislation in other areas remains fragmented and lacks systematic integration.[145] To avoid fragmentation and maintain doctrinal coherence, any future efforts to codify private law in Bulgaria must not only address the substantive modernisation of the law but also the imperative of integrating sector-specific regulations within their respective fields, while ensuring they are harmonised with the general principles of civil law.[146]

144 The Insurance Code was initially adopted in late 2005 and came into force on 1 January 2006. It was later replaced by a new code in 2015, which became effective on 1 January 2016.

145 This has been the case, for instance, in the area of land ownership, use and restitution. For an overview of the agriculture land legislation and specific issues related to the ownership, use and restitution of agriculture land, see Georgiev, 2024, pp. 135–170. A more recent example would be the adoption of several legislative acts on various aspects of securities and financial instruments.

146 The digital transformation presents an additional significant challenge in this regard. For an overview on the topic, see Josipović, 2022, pp. 27–53.

■ *7.3. Use of artificial intelligence, large language models, and other emerging technologies*

Emerging technologies, particularly AI and LLMs, offer promising new tools for supporting legal codification efforts. These technologies could assist expert groups by facilitating comparative legal analysis, generating preliminary drafts, ensuring terminological and structural consistency, and even modelling potential judicial interpretations of codified norms. Moreover, AI-driven platforms could enhance public engagement in the reform process, facilitate consultations, and improve the dissemination and understanding of new legislation.

Recent studies commissioned by the European Commission have explored the integration of advanced technologies, including AI, into the EU's legislative process.[147] The implementation of various smart functionalities has been proposed, and it has been highlighted that '[a] well-integrated IT ecosystem with an 'Augmented LEOS [Legislation Editing Open Software]' at its core has the potential to digitally transform legislative processes and facilitate a structural change with a significant positive impact on quality, efficiency, and transparency.'[148]

According to a recent report published in the *Financial Times*, the implementation of such technologies in legislative drafting – including the use of AI to anticipate legal changes that might be needed – is already planned and underway in the United Arab Emirates, aiming to speed up lawmaking by 70 percent.[149]

However, as with any other tool, one must be mindful of their limitations and of potential issues such as factual inaccuracies, ethical biases, and the inability to replace human judgement in complex normative decisions. Therefore, despite their significant potential, in their current state such tools and technologies should not be used unsupervised.

147 See Palmirani et al., 2022, a report on the 2021-2022 study on 'Drafting legislation in the era of AI and digitisation', as well as Fitsilis, Mikros and Leventis, 2024, a report on the 2023-2024 follow-up study on 'Overview of Smart Functionalities in Drafting Legislation in LEOS' ('Augmented LEOS').

148 Palmirani et al., 2022, p. 5.

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