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AMENDMENTS

25 - 274

Draft report

Tadeusz Zwiefka

(PE625.405v01-00)

Use of digital tools and processes in company law

Proposal for a directive

(COM(2018)0239 – C8-0166/2018 – 2018/0113(COD))

Amendment 25

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 2

Text proposed by the Commission

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness of companies.

Amendment

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State ***and to provide comprehensive and costless information on companies*** is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness ***and trustworthiness*** of companies.

Or. en

Amendment 26

Heidi Hautala

Proposal for a directive

Recital 2

Text proposed by the Commission

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness of companies.

Amendment

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State ***and to provide comprehensive and costless information on companies*** is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness ***and trustworthiness*** of companies.

Or. en

Amendment 27
Enrico Gasbarra

Proposal for a directive
Recital 2

Text proposed by the Commission

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness of companies.

Amendment

(2) The use of digital tools and processes to more easily, rapidly and ***time- and*** cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State is one of the prerequisites for the effective functioning, ***modernisation and administrative streamlining*** of a competitive Single Market and for ensuring the competitiveness of companies.

Or. it

Amendment 28
Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyn Regner

Proposal for a directive
Recital 2

Text proposed by the Commission

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness of companies.

Amendment

(2) The use of digital tools and processes to more easily, rapidly and cost-effectively initiate economic activity by setting up a company or by opening a branch of that company in another Member State is one of the prerequisites for the effective functioning of a competitive Single Market and for ensuring the competitiveness ***and trustworthiness*** of companies.

Or. en

Amendment 29
Daniel Buda

Proposal for a directive
Recital 2 a (new)

Text proposed by the Commission

Amendment

(2a) *Ensuring a legal and administrative environment equal to the new social and economic challenges of globalisation and digitisation is essential, on the one hand, to provide the necessary safeguards against abuse and fraud and, on the other hand, to pursue objectives such as promotion of economic growth, job creation and attracting investment to the European Union, all of which help to increase the economic and social benefits to society as a whole.*

Or. ro

Amendment 30
Daniel Buda

Proposal for a directive
Recital 2 b (new)

Text proposed by the Commission

Amendment

(2b) *There are currently significant differences between EU Member States when it comes to the availability of online tools for entrepreneurs and companies to communicate with the authorities on matters of company law. eGovernment services vary between Member States, some of them providing comprehensive and user-friendly services entirely available online, while others are unable to provide online solutions at certain major stages of a business lifecycle. For the purposes of registering companies or filing changes, for example, some Member States only allow this to be done in person and some allow it to be done either in person or online, while in other Member States it can only be done online.*

Amendment 31

Daniel Buda

Proposal for a directive

Recital 2 c (new)

Text proposed by the Commission

Amendment

(2c) Furthermore, regarding access to company information, EU law stipulates a minimum set of data that must always be provided free of charge. However, the scope of such information remains limited. Access to such information varies, with more information made available free of charge in some Member States than in others, causing an imbalance in the Union.

Or. ro

Amendment 32

Daniel Buda

Proposal for a directive

Recital 3

Text proposed by the Commission

Amendment

(3) **The** Commission in its Communication A Digital Single Market Strategy for Europe³⁰ and in its Communication EU e-Government Action Plan 2016-2020: Accelerating the digital transformation of government³¹ stressed the role of public administrations in helping **businesses** to easily set up business, operate online and expand across borders. The EU e-Government Action Plan specifically recognised the importance of improving the use of digital tools when complying with company law related requirements. Furthermore, in the 2017 Tallinn declaration on eGovernment,

(3) **In order to ensure that EU company law is fair, inclusive and up to date, the** Commission in its Communication A Digital Single Market Strategy for Europe³⁰ and in its Communication EU e-Government Action Plan 2016-2020: Accelerating the digital transformation of government,³¹ stressed the role of public administrations in helping **entrepreneurs** to easily set up business, operate online and expand across borders. The EU e-Government Action Plan specifically recognised the importance of improving the use of digital tools when complying with company law related

Member States made a strong call to step up efforts for the provision of efficient, user-centric electronic procedures in the Union.

³⁰ COM(2015) 192 final of 6 May 2015.

³¹ COM(2015) 192 final of 6 May 2015.

requirements. Furthermore, in the 2017 Tallinn declaration on eGovernment, Member States made a strong call to step up efforts for the provision of efficient, user-centric electronic procedures in the Union.

³⁰ COM(2015) 192 final of 6 May 2015.

³¹ COM(2015) 192 final of 6 May 2015.

Or. ro

Amendment 33 **Răzvan Popa**

Proposal for a directive **Recital 3**

Text proposed by the Commission

(3) The Commission in its Communication A Digital Single Market Strategy for Europe³⁰ and in its Communication EU e-Government Action Plan 2016-2020: Accelerating the digital transformation of government³¹ stressed the role of public administrations in helping **businesses** to easily set up business, operate online and expand across borders. The EU e-Government Action Plan specifically recognised the importance of improving the use of digital tools when complying with company law related requirements. Furthermore, in the 2017 Tallinn declaration on eGovernment, Member States made a strong call to step up efforts for the provision of efficient, user-centric electronic procedures in the Union.

³⁰ COM(2015) 192 final of 6 May 2015.

³¹ COM(2016) 179 final of 19 April 2016.

Amendment

(3) The Commission in its Communication A Digital Single Market Strategy for Europe³⁰ and in its Communication EU e-Government Action Plan 2016-2020: Accelerating the digital transformation of government³¹ stressed the role of public administrations in helping **entrepreneurs** to easily set up business, operate online and expand across borders. The EU e-Government Action Plan specifically recognised the importance of improving the use of digital tools when complying with company law related requirements. Furthermore, in the 2017 Tallinn declaration on eGovernment, Member States made a strong call to step up efforts for the provision of efficient, user-centric electronic procedures in the Union.

³⁰ COM(2015) 192 final of 6 May 2015.

³¹ COM(2016) 179 final of 19 April 2016.

Or. en

Amendment 34
Enrico Gasbarra

Proposal for a directive
Recital 4

Text proposed by the Commission

(4) In June 2017, the interconnection of Member States' central, commercial and companies registers became operational which greatly *faciliates* cross-border access to company information in the Union and allows registers in Member States to communicate *with each other* electronically in relation to certain cross-border operations which affect companies.

Amendment

(4) In June 2017, the interconnection of Member States' central, commercial and companies registers became operational which greatly *facilitates* cross-border access to company information in the Union and allows registers in Member States to *cooperate more easily, encourage the transparency, exchange and traceability of information and documents and* communicate electronically in relation to certain cross-border operations which affect companies *in, and the economy and tax and commercial policies of, the Member States.*

Or. it

Amendment 35
Daniel Buda

Proposal for a directive
Recital 5

Text proposed by the Commission

(5) In order to facilitate the registration of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable registration to be completed fully online. Such costs and burdens derive not only from administrative fees charged for setting up a

Amendment

(5) In order to facilitate the registration of companies and their branches and to reduce the costs, *length of time* and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³² procedures should be put in place to enable registration to be completed fully online. Such costs and burdens derive not only from administrative fees charged for

company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required. In addition, information on these procedures should be made available online and free of charge.

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

setting up a company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required, ***which might cause them to miss a business opportunity***. In addition, information on these procedures should be made available online and free of charge.

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

Or. ro

Amendment 36

Răzvan Popa

Proposal for a directive

Recital 5

Text proposed by the Commission

(5) In order to facilitate the registration of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable registration to be completed fully online. Such costs and burdens derive not only from administrative fees charged for setting up a company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required. In addition, information on these procedures should be made available online and free of charge.

Amendment

(5) In order to facilitate the registration of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable registration to be completed fully ***by means of*** online ***procedures***. Such costs and burdens derive not only from administrative fees charged for setting up a company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required. In addition, information on these procedures should be made available online and free of charge.

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

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Or. en

Amendment 37

Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyn Regner

Proposal for a directive

Recital 5

Text proposed by the Commission

(5) In order to facilitate the registration of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable registration to be completed **fully** online. Such costs and burdens derive not only from administrative fees charged for setting up a company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required. In addition, information on these procedures should be made available online and free of charge.

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

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³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

Or. en

Amendment 38
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Recital 5

Text proposed by the Commission

(5) In order to facilitate the registration of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable registration ***to be completed fully online. Such costs and burdens derive not only from administrative fees charged for setting up a company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required.*** In addition, information on these procedures should be made available online and free of charge.

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

Amendment

(5) In order to facilitate the registration of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable ***digitally-supported*** registration ***with which the need for the physical presence of the applicant or their representative at the registration authority can be reduced given the availability of procedures that can verify with the highest level of assurance the identify of key persons in the company and documents.*** In addition, information on these procedures should be made available online and free of charge

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

Or. en

Amendment 39
Heidi Hautala

Proposal for a directive
Recital 5

Text proposed by the Commission

(5) In order to facilitate the registration

Amendment

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of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC³², procedures should be put in place to enable registration *to be completed fully online. Such costs and burdens derive not only from administrative fees charged for setting up a company, but also from other requirements which make the overall process longer to complete, in particular when the physical presence of the applicant or their representative is required.* In addition, information on these procedures should be made available online and free of charge.

³² Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36).

of companies and their branches and to reduce the costs and administrative burdens associated with the registration process, in particular by micro, small and medium-sized enterprises ('SMEs') as defined in Commission Recommendation 2003/361/EC, procedures should be put in place to enable *digitally-supported* registration *with which the need for the physical presence of the applicant or their representative at the registration authority can be reduced given the availability of procedures that can verify with the highest level of assurance the identify of key persons in the company and documents.* In addition, information on these procedures should be made available online and free of charge.

Or. en

Amendment 40 **Stefano Maullu**

Proposal for a directive **Recital 6 a (new)**

Text proposed by the Commission

Amendment

(6a) It is for each Member State to appoint, in accordance with Article 10 and in line with its legal traditions, the authorities and/or other persons or bodies which will have competence for registering companies and filing documents and information with the register, be these courts, administrative authorities or notaries.

Amendment 41**Jiří Maštálka, Kateřina Konečná****Proposal for a directive****Recital 7***Text proposed by the Commission*

(7) ***Enabling the fully online*** registration of companies and branches and the ***fully online*** filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. ***However, Member States may also recognise other identification means such as a scanned copy of a passport.*** In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

Amendment

(7) ***Digitally supporting the*** registration of companies and branches and the filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with ***the highest assurance level defined in*** Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means ***in conjunction with means necessary to verify the identity of key persons in the company and validity of documents, such as videoconferencing and validation procedures for original documents. A procedure should also be defined by the Commission for certifying the achievement of these schemes of the highest assurance level.*** Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 ***and which achieve the highest assurance level as defined by Article 8*** should be recognised. In any event, this Directive

should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means *if certified schemes are available which achieve the highest assurance level for the identity of key persons in the company and validity of documents*.

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

Or. en

Amendment 42 **Heidi Hautala**

Proposal for a directive **Recital 7**

Text proposed by the Commission

(7) ***Enabling the fully online*** registration of companies and branches and the ***fully online*** filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means.

Amendment

(7) ***Supporting the digital*** registration of companies and branches and the filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with ***the highest assurance level defined in*** Regulation (EU) No 910/2014 of the European Parliament and of the Council. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means

Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised.

However, Member States may also recognise other identification means such as a scanned copy of a passport. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

in conjunction with means necessary to verify the identity of key persons in the company and validity of documents, such as video conferencing and validation procedures for original documents. A procedure should also be defined by the Commission for certifying the achievement of these schemes of the highest assurance level. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 ***and which achieve the highest assurance level as defined by Article 8*** should be recognised. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means ***if certified schemes are available which achieve the highest assurance level for the identity of key persons in the company and validity of documents.***

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

Or. en

Amendment 43
Daniel Buda

Proposal for a directive
Recital 7

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴.

Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised.

However, Member States may also recognise other identification means such as a scanned copy of a passport. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

³⁴Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴.

Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

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Or. ro

Amendment 44

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Mady Delvaux

Proposal for a directive

Recital 7

Text proposed by the Commission

(7) Enabling the **fully** online registration of companies and branches and the **fully** online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. However, Member States may also recognise other identification means such as **a scanned copy of a passport**. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

Amendment

(7) Enabling the online registration of companies and branches and the online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with **highest assurance level defined in** Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. However, Member States may also recognise other identification means such as **identification via videoconference or other online means that provide a real-time audio-visual connection**. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

Or. en

Justification

The scanned copy of a passport is not a reliable means of identification and should therefore not be explicitly mentioned in the text of the directive as an alternative means of identification.

Amendment 45 **Enrico Gasbarra**

Proposal for a directive **Recital 7**

Text proposed by the Commission

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations,

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Or. it

Amendment 46

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Recital 7

Text proposed by the Commission

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member

Amendment

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴. Furthermore, in order to enable cross-border electronic identification, Member

States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. However, Member States may also recognise other identification means *such as a scanned copy of a passport*. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. However, Member States may also recognise other identification means. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

Or. en

Amendment 47

Evelyne Gebhardt

Proposal for a directive

Recital 7

Text proposed by the Commission

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States

Amendment

(7) Enabling the fully online registration of companies and branches and the fully online filing of documents and information would allow companies to use digital tools in their contacts with competent authorities of Member States. In order to enhance trust, Member States

should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴ . Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. However, Member States may also recognise other identification means *such as a scanned copy of a passport*. In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

should ensure that secure electronic identification and the use of trust services is possible for national as well as cross-border users in accordance with Regulation (EU) No 910/2014 of the European Parliament and of the Council³⁴ . Furthermore, in order to enable cross-border electronic identification, Member States should set up electronic identification schemes which provide for authorised electronic identification means. Such national schemes would be used as a basis for the recognition of electronic identification means issued in another Member State. In order to ensure the high level of trust in cross-border situations, only electronic identification means which comply with Article 6 of Regulation (EU) No 910/2014 should be recognised. However, Member States may also recognise other identification means . In any event, this Directive should only oblige Member States to enable online registration of companies and their branches and online filing by Union citizens through the recognition of their electronic identification means.

³⁴ Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).

Or. en

Amendment 48

Jiří Maštálka, Kateřina Konečná

Proposal for a directive Recital 8

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches. ***Concerning private limited liability companies, more detailed information should be made available to applicants and directors because Member States should also ensure the possibility of fully online registration for such companies.***

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches.

Or. en

Amendment 49

Heidi Hautala

Proposal for a directive

Recital 8

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches. ***Concerning private limited***

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches.

liability companies, more detailed information should be made available to applicants and directors because Member States should also ensure the possibility of fully online registration for such companies.

Or. en

Amendment 50

Daniel Buda

Proposal for a directive

Recital 8

Text proposed by the Commission

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches. Concerning private limited liability companies, more detailed information should be made available to applicants and directors because Member States should also ensure the possibility of fully online registration for such companies.

Amendment

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing, ***without any unjustified delay***, up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches. Concerning private limited liability companies, more detailed information should be made available to applicants and directors because Member States should also ensure the possibility of fully online registration for such companies.

Or. ro

Amendment 51

Evelyn Regner

Proposal for a directive

Recital 8

Text proposed by the Commission

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches. Concerning private limited liability companies, more detailed information should be made available to applicants and directors because Member States should ***also ensure*** the possibility of ***fully*** online registration for such companies.

Amendment

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate limited liability companies and their branches. Concerning private limited liability companies, more detailed information should be made available to applicants and directors because Member States should ***be able to also provide for*** the possibility of online registration for such companies.

Or. en

Amendment 52

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive Recital 8

Text proposed by the Commission

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate

Amendment

(8) In order to facilitate online procedures for companies, Member States' registers should not charge for online registration or online submission of information over and above the actual administrative costs of providing the service. Furthermore, Member States should assist those seeking to establish a company or a branch by providing up-to-date, clear, concise and user-friendly information concerning the procedures and requirements to establish and operate

limited liability companies and their branches. Concerning *private* limited liability companies, more detailed information should be made available to applicants and directors because Member States should also ensure the possibility of fully online registration for such companies.

limited liability companies and their branches. Concerning limited liability companies, more detailed information should be made available to applicants and directors because Member States should also ensure the possibility of fully online registration for such companies.

Or. en

Amendment 53 **Heidi Hautala**

Proposal for a directive **Recital 9**

Text proposed by the Commission

(9) As a first step in a company's lifecycle, it should be possible to ***establish and register*** companies ***fully online***. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out ***online*** registration with the submission of documents in electronic form.

Amendment

(9) As a first step in a company's lifecycle, it should be possible to ***use digital tools to support the establishment and registration of*** companies. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. ***Furthermore, the Commission and Member States should be able to exempt specific sectors in which a risk higher than average exists pertaining to the establishment of companies for fraudulent purposes. Finally, only natural persons and not legal persons should be allowed to use these procedures, given the difficulties in tracing the real locus of ownership and control in group structures.*** In any event, Member States should lay down detailed rules of registration. It should be possible to carry out ***digitally-enhanced*** registration with the submission of documents in electronic form ***given the availability of procedures guaranteeing the highest assurance level of the identity of key***

persons in the company and validity of documents.

Or. en

Amendment 54

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 9

Text proposed by the Commission

(9) As a first step in a company's lifecycle, it should be possible to **establish and register** companies **fully online**. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out **online** registration with the submission of documents in electronic form.

Amendment

(9) As a first step in a company's lifecycle, it should be possible to **use digital tools to support the establishment and registration of** companies. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. **Furthermore, the Commission and Member States should be able to exempt specific sectors in which a higher than average risk of establishment of companies for fraudulent purposes. Finally, only natural persons and not legal persons should be allowed to use these procedures, given the difficulties in tracing the real locus of ownership and control in groups structures.** In any event, Member States should lay down detailed rules of **digitally enhanced** registration. It should be possible to carry out **digitally enhanced** registration with the submission of documents in electronic form **given the availability of procedures guaranteeing the highest assurance level of the identity of key persons in the company and validity of documents.**

Or. en

Amendment 55

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Recital 9

Text proposed by the Commission

(9) As a first step in a company's lifecycle, it should be possible to establish and register **companies fully online**. **However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event,** Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Amendment

(9) As a first step in a company's lifecycle, it should be possible to establish and register limited liability companies **fully online**. Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Or. en

Amendment 56

Evelyne Gebhardt

Proposal for a directive

Recital 9

Text proposed by the Commission

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies fully online. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online

Amendment

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies fully online. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online

registration with the submission of documents in electronic form.

registration with the submission of documents in electronic form.

Furthermore, Member States should have the right to exempt sectors in which fraudulent activity is particularly prevalent or sectors that are deemed to have a high risk of fraud.

Or. en

Amendment 57
Răzvan Popa

Proposal for a directive
Recital 9

Text proposed by the Commission

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies fully online. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Amendment

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies fully ***by means of*** online ***procedures***. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Or. en

Amendment 58
Gilles Lebreton, Marie-Christine Boutonnet

Proposal for a directive
Recital 9

Text proposed by the Commission

Amendment

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies fully online. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies fully online. However, Member States should have the possibility to derogate ***automatically*** from this requirement in ***the*** case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Or. fr

Amendment 59
Evelyn Regner

Proposal for a directive
Recital 9

Text proposed by the Commission

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies ***fully*** online. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Amendment

(9) As a first step in a company's lifecycle, it should be possible to establish and register companies online. However, Member States should have the possibility to derogate from this requirement in case of public limited liability companies due to the complexity of establishment and registration of such companies and in order to respect Member States' existing traditions of company law. In any event, Member States should lay down detailed rules of registration. It should be possible to carry out online registration with the submission of documents in electronic form.

Or. en

Amendment 60
Heidi Hautala

Proposal for a directive
Recital 10

Text proposed by the Commission

(10) In order to ensure the timely registration of a company, Member States should not make the online registration of a company or a branch conditional on obtaining any licence or authorisation before the registration of company or branch may be completed unless where it is indispensable for the proper control of certain activities. After registration, national law should govern the situations where companies may not carry out certain activities without obtaining a licence or authorisation.

Amendment

(10) In order to ensure the timely registration of a company, Member States should not make the online registration of a company or a branch conditional on obtaining any licence or authorisation before the registration of company or branch may be completed unless where it is indispensable for the proper control of certain activities. ***However, Member States should be able to impose requirements on the qualifications and suitability of key persons in the company.*** After registration, national law should govern the situations where companies may not carry out certain activities without obtaining a licence or authorisation.

Or. en

Amendment 61
Heidi Hautala

Proposal for a directive
Recital 10

Text proposed by the Commission

(10) In order to ensure the timely registration of a company, Member States should not make the online registration of a company or a branch conditional on obtaining any licence or authorisation before the registration of company or branch may be completed unless where it is indispensable for the proper control of certain activities. After registration, national law should govern the situations where companies may not carry out certain activities without obtaining a licence or authorisation.

Amendment

(10) In order to ensure the timely registration of a company, Member States should not make the online registration of a company or a branch conditional on obtaining any licence or authorisation before the registration of company or branch may be completed unless where it is indispensable for the proper control of certain activities. ***However, Member States should be able to impose requirements on the qualifications and suitability of key persons in the company.*** After registration, national law should govern the situations where companies may not carry out certain

activities without obtaining a licence or authorisation.

Or. en

Amendment 62

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 10

Text proposed by the Commission

(10) In order to ensure the timely registration of a company, Member States should not make the online registration of a company or a branch conditional on obtaining any licence or authorisation before the registration of company or branch may be completed unless where it is indispensable for the proper control of certain activities. After registration, national law should govern the situations where companies may not carry out certain activities without obtaining a licence or authorisation.

Amendment

(10) In order to ensure the timely registration of a company, Member States should not make the online registration of a company or a branch conditional on obtaining any licence or authorisation before the registration of company or branch may be completed unless where it is indispensable for the proper control of certain activities. ***However, Member States should be able to impose requirements on the qualifications and suitability of key persons in the company.*** After registration, national law should govern the situations where companies may not carry out certain activities without obtaining a licence or authorisation.

Or. en

Amendment 63

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Recital 11

Text proposed by the Commission

(11) In order to assist businesses, in particular start-ups, in setting-up their business, it should be possible to register a ***private*** limited liability company with the use of templates which ***are*** model

Amendment

(11) In order to assist businesses, in particular start-ups, in setting-up their business, it should be possible to register a limited liability company with the use of ***harmonised European*** templates which

instruments of constitution ***which should be*** available online. Such models may contain a pre-defined set of options in accordance with national ***law***. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should have the option to provide templates also for other types of companies.

should be model instruments of constitution ***and made*** available online. ***The Commission should be tasked with the establishment of such templates by way of implementing act***. Such models may contain a pre-defined set of options in accordance with ***different*** national ***laws***. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should have the option to provide templates also for other types of companies.

Or. en

Amendment 64 **Enrico Gasbarra**

Proposal for a directive **Recital 11**

Text proposed by the Commission

(11) In order to assist businesses, in particular start-ups, in setting-up their business, it should be possible to register a private limited liability company with the use of templates which are model instruments of constitution which should be available online. Such models may contain a pre-defined set of options in accordance with national law. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should have the option to provide templates also for other types of companies.

Amendment

(11) In order to assist businesses, in particular start-ups, in setting-up their business, it should be possible to register a private limited liability company with the use of templates which are model instruments of constitution which should be available online ***in at least one EU language apart from that of the Member State concerned***. Such models may contain a pre-defined set of options in accordance with national law. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should have the option to provide templates also for other types of companies.

Or. it

Amendment 65

Proposal for a directive

Recital 11

Text proposed by the Commission

(11) In order to assist businesses, in particular start-ups, in setting-up their **business**, it should be possible to register a private limited liability company with the use of templates which are model instruments of constitution which should be available online. Such models may contain a pre-defined set of options in accordance with national law. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should have the option to provide templates also for other types of companies.

Amendment

(11) In order to assist businesses, in particular **micro, small, medium-sized companies and** start-ups in setting-up their **enterprise**, it should be possible to register a private limited liability company with the use of **pre-defined** templates which are model instruments of constitution which should be available online. Such models may contain a pre-defined set of options in accordance with national law. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should have the option to provide templates also for other types of companies.

Or. en

Amendment 66

Daniel Buda

Proposal for a directive

Recital 11

Text proposed by the Commission

(11) In order to assist businesses, in particular **start-ups**, in setting-up their business, it should be possible to register a private limited liability company with the use of templates which are model instruments of constitution which should be available online. Such models may contain a pre-defined set of options in accordance with national law. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member States should

Amendment

(11) In order to assist businesses, in particular **small, medium-sized and micro-enterprises**, in setting-up their business, it should be possible to register a private limited liability company with the use of templates which are model instruments of constitution which should be available online. Such models may contain a pre-defined set of options in accordance with national law. The applicants should be able to choose between using this model or registering a company with bespoke instruments of constitution and Member

have the option to provide templates also for other types of companies.

States should have the option to provide templates also for other types of companies.

Or. ro

Amendment 67

Daniel Buda

Proposal for a directive

Recital 12

Text proposed by the Commission

(12) In order to respect Member States' existing traditions of company law, it **is** important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Amendment

(12) ***Measures to achieve the objective of giving all EU companies the same opportunities must*** respect Member States' existing traditions of company law, it ***being*** important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches, ***as well as the online filing of documents and information,*** including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Or. ro

Amendment 68

Angelika Niebler

Proposal for a directive

Recital 12

Text proposed by the Commission

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches, including in relation to the role

Amendment

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches ***and online filing of documents***

of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

and information, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches **and online filing of documents and information** which are not regulated in this Directive should be governed by national law.

Or. de

Amendment 69
Evelyne Gebhardt

Proposal for a directive
Recital 12

Text proposed by the Commission

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Amendment

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches **and filing of documents and information**, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches **and filing of documents and information**, which are not regulated in this Directive should be governed by national law.

Or. en

Amendment 70
Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyn Regner, Enrico Gasbarra, Evelyne Gebhardt

Proposal for a directive
Recital 12

Text proposed by the Commission

(12) In order to respect Member States'

Amendment

(12) In order to respect Member States'

existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure a fully online system of registration of companies and branches **and filing of documents and information**, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches **and filing of documents and information** which are not regulated in this Directive should be governed by national law.

Or. en

Justification

In order to fully ensure the reliability of business registers and to prevent abuses such as money-laundering or company hijacking, the Member States must have the possibility to provide preventive controls throughout the entire lifecycle of companies, i.e. not only for the online registration of companies, but also in relation to the subsequent filing of documents and information. The traditions of Member States with a well-established system of preventive administration of justice must be respected.

Amendment 71

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 12

Text proposed by the Commission

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they **ensure a fully online** system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Amendment

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they **allow a digitally-supported** system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Or. en

Amendment 72
Heidi Hautala

Proposal for a directive
Recital 12

Text proposed by the Commission

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they **ensure a fully online** system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Amendment

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they **allow a digitally-supported** system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Or. en

Amendment 73
Evelyn Regner

Proposal for a directive
Recital 12

Text proposed by the Commission

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which they ensure **a fully** online system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Amendment

(12) In order to respect Member States' existing traditions of company law, it is important to allow flexibility as regards the manner in which **extend** they ensure **an** online system of registration of companies and branches, including in relation to the role of notaries or lawyers in such a process. Matters concerning online registration of companies and branches which are not regulated in this Directive should be governed by national law.

Or. en

Amendment 74

Angelika Niebler

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio the central employment services of Member States-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the registration procedure in its entirety online.

Amendment

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches ***and the online filing of documents and information*** should also include ***controls on legality and*** controls on the identity and legal capacity of persons seeking to establish a company or branch ***or file documents and information***. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio the central employment services of Member States-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration ***and filing*** process, however, such involvement should not prevent the completion of the registration ***and filing*** procedure in its entirety online.

Or. de

Amendment 75

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and

Amendment

(13) Furthermore, in order to tackle fraud, ***money laundering***, and company hijacking and to provide safeguards for the reliability and trustworthiness of

information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the registration procedure in its entirety online.

documents and information contained within national registers, provisions concerning the online registration of companies and their branches **and subsequent online filing** should also include **legality controls and** controls on the identity and legal capacity of persons seeking to establish a company or branch **or to file documents and information**. However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration **and filing** process, however, such involvement should not prevent the completion of the registration **and filing** procedure in its entirety online.

Or. en

Amendment 76

Jytte Guteland, Enrico Gasbarra, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. However, the means and methods to achieve these controls should be left to

Amendment

(13) Furthermore, in order to tackle fraud, **money-laundering** and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches **and subsequent online filing** should also include **legality controls and** controls on the identity and legal capacity of persons seeking to establish a company or branch

Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the registration procedure in its entirety online.

or to file documents and information. However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration ***and filing*** process, however, such involvement should not prevent the completion of the registration ***and filing*** procedure in its entirety online.

Or. en

Justification

The Member States must have the possibility to provide preventive controls throughout the entire lifecycle of companies, i.e. not only for the online registration of companies, but also in relation to the subsequent filing of documents and information. This is important in order to fully ensure the reliability of business registers and to prevent abuses such as money-laundering or company hijacking.

Amendment 77 **Evelyne Gebhardt**

Proposal for a directive **Recital 13**

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. However, the means and methods to achieve these controls should be left to Member States to develop and adopt.

Amendment

(13) Furthermore, in order to tackle fraud, ***money-laundering*** and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches ***and subsequent online filing*** should also include ***legality controls and*** controls on the identity and legal capacity of persons seeking to establish a company or branch ***or to file documents and information.***

Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the registration procedure in its entirety online.

However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration **and filing** process, however, such involvement should not prevent the completion of the registration **and filing** procedure in its entirety online

Or. en

Amendment 78

Răzvan Popa

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should **also** include controls on the identity and legal capacity of persons seeking to establish a company or branch. However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the

Amendment

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should **be bound to** include controls on the identity and legal capacity of persons seeking to establish a company or branch. However, the means and methods to achieve these controls should be left to Member States to develop and adopt. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the

registration procedure in its entirety online.

completion of the registration procedure in its entirety online ***and should not increase the burden on the entire process.***

Or. en

Amendment 79

Heidi Hautala

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. ***However, the means and methods to achieve these controls should be left to Member States to develop and adopt.*** Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. ***To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the registration procedure in its entirety online.***

Amendment

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. ***Those rules should guarantee the highest level of certainty as to the identity of all persons taking part in the administration, supervision or control of the company, as well as of all beneficial owners and all persons authorised to represent the company towards third parties and in legal proceedings.***

Or. en

Amendment 80

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. ***However, the means and methods to achieve these controls should be left to Member States to develop and adopt.*** Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. ***To that effect Member States should be able to require the involvement of notaries or lawyers as a part of the online registration process, however, such involvement should not prevent the completion of the registration procedure in its entirety online.***

Amendment

(13) Furthermore, in order to tackle fraud and company hijacking and to provide safeguards for the reliability and trustworthiness of documents and information contained within national registers, provisions concerning the online registration of companies and their branches should also include controls on the identity and legal capacity of persons seeking to establish a company or branch. Those rules could include, amongst others, verification by means of video-conference or other online means that provide a real-time audio-visual connection. ***The Commission should certify that these rules guarantee the highest assurance level for the identity of all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings.***

Or. en

Amendment 81

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 14

Text proposed by the Commission

(14) Member States should be allowed to take measures, in accordance with national law, in cases of genuine suspicion of fraud, which could require, not systematically but on a case-by-case basis, a physical presence of the applicant or their representative before any authority of a Member State where the company or

Amendment

(14) Member States should be allowed to take measures, in accordance with national law, in cases of genuine suspicion of fraud, which could require, not systematically but on a case-by-case basis, a physical presence of the applicant or their representative before any authority of a Member State where the company or

branch is to be registered. Such genuine suspicion of fraud should be based on reasonable grounds, such as, on the basis of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion.

branch is to be registered. Such genuine suspicion of fraud should be based on reasonable grounds, such as, on the basis of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion. ***Furthermore, the Commission and Member States should be able to require physical presence in sectors in which there is a higher risk of company establishments for fraudulent purposes.***

Or. en

Amendment 82

Heidi Hautala

Proposal for a directive

Recital 14

Text proposed by the Commission

(14) Member States should be allowed to take measures, in accordance with national law, in cases of genuine suspicion of fraud, which could require, not systematically but on a case-by-case basis, a physical presence of the applicant or their representative before any authority of a Member State where the company or branch is to be registered. Such genuine suspicion of fraud should be based on reasonable grounds, such as, on the basis of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion.

Amendment

(14) Member States should be allowed to take measures, in accordance with national law, in cases of genuine suspicion of fraud, which could require, not systematically but on a case-by-case basis, a physical presence of the applicant or their representative before any authority of a Member State where the company or branch is to be registered. Such genuine suspicion of fraud should be based on reasonable grounds, such as, on the basis of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion. ***Furthermore, the Commission and Member States may require physical presence in sectors in which there is a higher risk of company establishments for fraudulent purposes.***

Or. en

Amendment 83

Proposal for a directive

Recital 14

Text proposed by the Commission

(14) Member States should be allowed to take measures, in accordance with national law, in cases of genuine suspicion of fraud, which could require, ***not systematically but*** on a case-by-case basis, a physical presence of the applicant or their representative before any authority of a Member State where the company or branch is to be registered. Such genuine suspicion of fraud should be based on reasonable grounds, such as, on the basis of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion.

Amendment

(14) Member States should be allowed to take measures, in accordance with national law, in cases of genuine suspicion of fraud, which could require, ***exceptionally and*** on a case-by-case basis, a physical presence of the applicant or their representative before any authority of a Member State where the company or branch is to be registered. Such genuine suspicion of fraud should be based on reasonable grounds, such as, on the basis of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion.

Or. en

Amendment 84

Heidi Hautala

Proposal for a directive

Recital 15

Text proposed by the Commission

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as a director in another Member State. ***Such requests for information, in relation to previous directorships, should be possible by means of the system of interconnection of registers and therefore*** Member States should make the necessary arrangements to ensure that the national registers are able to

Amendment

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as a director in another Member State. ***A list of all disqualified company directors in all Member States should be maintained through the interconnected system or registers and should be made available to the public free of charge. It should be possible to search for specific persons in***

provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

this disqualified directors list. Member States should make the necessary arrangements to ensure that the national registers are able to provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

³⁵ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

³⁵ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

Or. en

Amendment 85

Enrico Gasbarra

Proposal for a directive

Recital 15

Text proposed by the Commission

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as a director in another Member State. Such requests for information, in relation to previous directorships, should be possible by means of the system of interconnection

Amendment

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as a director in another Member State. Such requests for information, in relation to previous directorships, should be possible by means of the system of interconnection

of registers and therefore Member States should make the necessary arrangements to ensure that the national registers are able to provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

of registers and therefore Member States should make the necessary arrangements to ensure that the national registers are able to provide **and share** such information, **thereby helping to combat unlawful activities and ensure security by means of transnational cooperation**. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

³⁵Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

³⁵Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

Or. it

Amendment 86

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 15

Text proposed by the Commission

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as a director in another Member State. **Such requests for information, in relation to**

Amendment

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as a director in another Member State. **A list of all disqualified directors in all Member**

previous directorships, should be possible by means of the system of interconnection of registers and therefore Member States should make the necessary arrangements to ensure that the national registers are able to provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

States should be maintained through the interconnected system or registers and available to the public free of charge. It should be possible to search for specific persons in this disqualified directors list. Member States should make the necessary arrangements to ensure that the national registers are able to provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

³⁵ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

³⁵ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

Or. en

Amendment 87

Răzvan Popa

Proposal for a directive

Recital 15

Text proposed by the Commission

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as

Amendment

(15) In order to ensure the protection of all persons interacting with companies, Member States should be able to prevent fraudulent behaviour by refusing the appointment of a person as a director of a company or a branch in their own territory, who is currently disqualified from acting as

a director in another Member State. Such requests for information, in relation to previous directorships, should be possible by means of the system of interconnection of registers and therefore Member States should make the necessary arrangements to ensure that the national registers are able to provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

³⁵ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

a director in another Member State. Such requests for information, in relation to previous directorships, should be possible by means of the system of interconnection of registers and therefore Member States should make the necessary arrangements to ensure that the national registers are ***interconnected with all the Member States*** and able to provide such information. The rules for the disqualification of directors and the confidentiality of the transmission should be governed by national law. To ensure compliance with applicable rules on protection of personal data, national registers should process any such data relating to disqualification of director in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council³⁵.

³⁵ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

Or. en

Amendment 88

Heidi Hautala

Proposal for a directive

Recital 17

Text proposed by the Commission

(17) Similarly with regard to the online registration of companies, in order to reduce the costs and burdens on companies, it should also be possible throughout the companies' lifecycle to submit documents and information ***fully online*** to national registers. At the same

Amendment

(17) Similarly with regard to the online registration of companies, in order to reduce the costs and burdens on companies, it should also be possible throughout the companies' lifecycle to submit documents and information ***through digitally supported procedures*** to

time, Member States should have the possibility to allow companies to file documents and information by other means, including by paper. In addition, the disclosure of company information should be effected once the information is made publicly available in those registers, since they are now interconnected and provide a comprehensive point of reference for users. In order to avoid disruption to the existing means of disclosure, Member States should have the choice also to publish either all or some of the company information in a national gazette, whilst at the same time ensuring that the information is sent electronically by the register to that national gazette.

national registers, ***given the presence of schemes which guarantee the highest level of certainty as to the validity of these documents and information***. At the same time, Member States should have the possibility to allow companies to file documents and information by other means, including by paper. In addition, the disclosure of company information should be effected once the information is made publicly available in those registers, since they are now interconnected and provide a comprehensive point of reference for users. In order to avoid disruption to the existing means of disclosure, Member States should have the choice also to publish either all or some of the company information in a national gazette, whilst at the same time ensuring that the information is sent electronically by the register to that national gazette.

Or. en

Amendment 89

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 17

Text proposed by the Commission

(17) Similarly with regard to the online registration of companies, in order to reduce the costs and burdens on companies, it should also be possible throughout the companies' lifecycle to submit documents and information ***fully online*** to national registers. At the same time, Member States should have the possibility to allow companies to file documents and information by other means, including by paper. In addition, the disclosure of company information should be effected once the information is made publicly available in those registers, since they are now interconnected and provide a

Amendment

(17) Similarly with regard to the online registration of companies, in order to reduce the costs and burdens on companies, it should also be possible throughout the companies' lifecycle to submit documents and information ***through digitally supported procedures*** to national registers, ***given the presence of schemes which guarantee the highest level of assurance for the validity of these documents and information***. At the same time, Member States should have the possibility to allow companies to file documents and information by other means, including by paper. In addition, the

comprehensive point of reference for users. In order to avoid disruption to the existing means of disclosure, Member States should have the choice also to publish either all or some of the company information in a national gazette, whilst at the same time ensuring that the information is sent electronically by the register to that national gazette.

disclosure of company information should be effected once the information is made publicly available in those registers, since they are now interconnected and provide a comprehensive point of reference for users. In order to avoid disruption to the existing means of disclosure, Member States should have the choice also to publish either all or some of the company information in a national gazette, whilst at the same time ensuring that the information is sent electronically by the register to that national gazette.

Or. en

Amendment 90

Daniel Buda

Proposal for a directive

Recital 19

Text proposed by the Commission

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit

Amendment

(19) (19) In order to cut costs and reduce ***the length of the procedures*** and administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law, ***which is firmly supported by Commission initiatives such as the proposal for a Regulation on the Single Digital Gateway or the eGovernment Action Plan as well as the Tallinn Declaration on eGovernment.*** Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is incorporated in one Member State and wants to register a branch in another Member State, it should be

certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be exchanged electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

possible for the company to make use of the information or documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be exchanged electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

Or. ro

Amendment 91

Heidi Hautala

Proposal for a directive

Recital 19

Text proposed by the Commission

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or

Amendment

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or

documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be exchanged electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be exchanged electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

However, it should be possible for Member States to waive this requirement in the absence of information schemes certified by the Commission as achieving the highest assurance level.

Or. en

Amendment 92

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 19

Text proposed by the Commission

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is

Amendment

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is

incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be exchanged electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be exchanged electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

However, it should be possible for Member States to waive this requirement in the absence of information schemes certified by the Commission as achieving the highest assurance level.

Or. en

Amendment 93

Emil Radev

Proposal for a directive

Recital 19

Text proposed by the Commission

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register

Amendment

(19) In order to cut costs and reduce administrative burden for companies, Member States should apply the ‘once-only’ principle in the area of company law. Applying the once-only principle entails that companies are not asked to submit the same information to public authorities more than once. For example, companies should not have to submit the same information both to the national register

and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be *exchanged* electronically between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

and to the national gazette. Instead, the register should provide the information already submitted directly to the national gazette. Similarly, where a company is incorporated in one Member State and wants to register a branch in another Member State, it should be possible for the company to make use of the information or documents previously submitted to a register. Furthermore, where a company is incorporated in one Member State but has a branch in another Member State it should be possible for the company to submit certain changes to their company information only to the register where the company is registered, without the need to submit the same information to the register where the branch is registered. Instead, information such as change of company name or change of registered office of the company should be *transferred automatically and immediately*, between the register where the company is registered and the register where the branch is registered using the system of interconnection of registers.

Or. bg

Amendment 94

Răzvan Popa

Proposal for a directive

Recital 20

Text proposed by the Commission

(20) In order to ensure consistent and up-to-date information is available about companies in the Union and to further increase transparency, it should be possible to use the interconnection of registers to exchange information about any type of company registered in the Member States' registers in accordance with national law. Member States should have option to make electronic copies of the documents and

Amendment

(20) In order to ensure *that* consistent and up-to-date information is available about companies in the Union and to further increase transparency, it should be possible to use the interconnection of registers to exchange information about any type of company registered in the Member States' registers in accordance with national law. Member States should have option to make electronic copies of

information of those other types of companies available also through this system.

the documents and information of those other types of companies available also through this system.

Or. en

Amendment 95

Daniel Buda

Proposal for a directive

Recital 21

Text proposed by the Commission

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, more information should be available free of charge in all Member States. Such information should include the website of the company, where applicable and, the legal status of the company and its branches in another Member States, where available in national registers. It should also include information concerning the persons authorised to represent companies and the number of employees where this information is available.

Amendment

(21) In the interest of transparency, ***protection of the interests of workers, creditors and minority shareholders*** and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, more information should be available free of charge in all Member States. Such information should include the website of the company, where applicable and, the legal status of the company and its branches in another Member States, where available in national registers. It should also include information concerning the persons authorised to represent companies and the number of employees where this information is available.

Or. ro

Amendment 96

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Recital 21

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, **more** information should be available free of charge in all Member States. ***Such information should include the website of the company, where applicable and, the legal status of the company and its branches in another Member States, where available in national registers.*** It should also include information concerning the persons authorised to represent companies **and** the number of employees **where this information is available.**

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, **all** information ***in the registry*** should be available free of charge in all Member States. It should also include information concerning the persons authorised to represent companies, the number of employees ***and the details of agreements on worker information, consultation and participation arrangements made under Union law. It should be possible to perform searches in these registries based on the names of companies and persons as well as sectors and locality.***

Or. en

Amendment 97

Heidi Hautala

Proposal for a directive

Recital 21

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, **more** information should be available free of charge in all Member States. ***Such information should include the website of the company, where applicable and, the legal status of the company and its branches in another Member States,***

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, **all** information ***in the registry*** should be available free of charge in all Member States. It should also include information concerning the persons authorised to represent companies, the number of employees ***and the details of agreements***

*where available in national registers. It should also include information concerning the persons authorised to represent companies **and** the number of employees where this information is available.*

*on worker information, **consultation and participation arrangements made under Union law. It should be possible to perform searches in these registries based on the names of companies and persons as well as sectors and locality.***

Or. en

Amendment 98

Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive Recital 21

Text proposed by the Commission

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities can easily access company information. To improve the accessibility of that information, more information should be available free of charge in all Member States. Such information should include the website of the company, where applicable and, the legal status of the company and its branches in another Member States, where available in national registers. It should also include information concerning the persons authorised to represent companies and the number of employees where this information is available.

Amendment

(21) In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, business partners and authorities **and organisations such as trade unions**, can easily access company information. To improve the accessibility of that information, more information should be available free of charge in all Member States. Such information should include the website of the company, where applicable and, the legal status of the company and its branches in another Member States, where available in national registers. It should also include information concerning the persons authorised to represent companies and the number of employees where this information is available.

Or. en

Amendment 99 Daniel Buda

Proposal for a directive

Recital 23

Text proposed by the Commission

(23) In order to help companies established in the Single Market to more easily expand their business activities cross-border, it should be possible for them to open and register branches in another Member State online. Therefore Member States should enable, in a similar manner to companies, the online registration of branches and the online filing of documents and information.

Amendment

(23) In order to help companies established in the Single Market to more easily expand their business activities cross-border, it should be possible for them to open and register branches in another Member State online. Therefore Member States should enable, in a similar manner to companies, the online registration of branches and the online filing of documents and information, ***thereby helping to cut costs, while reducing the administrative burden and the length of time taken by formalities relating to cross-border expansion.***

Or. ro

Amendment 100

Heidi Hautala

Proposal for a directive

Recital 23

Text proposed by the Commission

(23) In order to help companies established in the Single Market to more easily expand their business activities cross-border, it should be possible for them to open and register branches in another Member State ***online***. Therefore Member States should enable, in a similar manner to companies, the ***online*** registration of branches and the ***online*** filing of documents and information.

Amendment

(23) In order to help companies established in the Single Market to more easily expand their business activities cross-border, it should be possible for them to ***use digitally-supported procedures to*** open and register branches in another Member State. Therefore Member States should enable, in a similar manner to companies, the ***digitally-supported*** registration of branches and the filing of documents and information.

Or. en

Amendment 101

Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Recital 23

Text proposed by the Commission

(23) In order to help companies established in the Single Market to more easily expand their business activities cross-border, it should be possible for them to open and register branches in another Member State **online**. Therefore Member States should enable, in a similar manner to companies, **the online** registration of branches and the **online** filing of documents and information.

Amendment

(23) In order to help companies established in the Single Market to more easily expand their business activities cross-border, it should be possible for them to **use digitally-supported procedures to** open and register branches in another Member State. Therefore Member States should enable, in a similar manner to companies **the digitally-supported** registration of branches and the filing of documents and information.

Or. en

Amendment 102
Emil Radev

Proposal for a directive
Recital 24

Text proposed by the Commission

(24) When registering a branch of a company registered in another Member State, Member States should also be able to verify certain information about the company through the interconnection of registers when a branch is registered in that Member State. Furthermore, where a branch is closed in one Member State, the register of that Member State should inform the Member State where the company is registered of this through the system of interconnection of registers and both registers should record this information.

Amendment

(24) When registering a branch of a company registered in another Member State, Member States should also be able to verify certain information about the company through the interconnection of registers when a branch is registered in that Member State. Furthermore, where a branch is closed in one Member State, the register of that Member State should inform the Member State where the company is registered of this **automatically and immediately** through the system of interconnection of registers and both registers should record this information.

Or. bg

Amendment 103

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 1

Directive (EU)2017/1132

Article 13

Text proposed by the Commission

- the rules on online registration and filing by companies and their branches,”;

Amendment

- the rules on online registration ***of documents and/or information*** and filing by companies and their branches,”;

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Justification

Amendment 104

Stefano Maullu

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU)2017/1132

Article 13 – title

Text proposed by the Commission

Article 13
Scope

Amendment

Article 13
Scope ***and competence***

Or. it

Amendment 105

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU)2017/1132

Article 13

Text proposed by the Commission

The coordination measures prescribed by this Section shall apply to the laws, regulations and administrative provisions of the Member States relating to the types of companies listed in Annex II, and where specified, to the types of companies listed in Annexes I and IIA.;

Amendment

The coordination measures prescribed by this Section shall apply to the laws, regulations and administrative provisions of the Member States relating to the types of companies listed in Annex II, and where specified, to the types of companies listed in Annexes I and IIA.; ***Member States shall be competent to designate in accordance with their own systems and legal traditions the authorities or public officers dealing with the registration of companies and the filing of documents and information with the register, as referred to in article 10 of this Directive.***

Or. en

Justification

The added paragraph aims at underlying that Article 10 of Directive (EU)2017/1132 remains unaffected and that the Member States are solely responsible to determine the agent of the preventive control prescribed by that Article, be it a judge, a notary or any other person or body.

Amendment 106
Enrico Gasbarra

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU)2017/1132
“Article 13

Text proposed by the Commission

The coordination measures prescribed by this Section shall apply to the laws, regulations and administrative provisions of the Member States relating to the types of companies listed in Annex II, and where specified, to the types of companies listed in Annexes I and IIA.”;

Amendment

The coordination measures prescribed by this Section shall apply to the laws, regulations and administrative provisions of the Member States relating to the types of companies listed in Annex II, and where specified, to the types of companies listed in Annexes I and IIA, ***and must not affect Member States’ choices when appointing the authorities, persons or bodies competent for registrations of companies and the filing of documents and***

information, as expressly set out in Article 10”;

Or. it

Amendment 107

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13a – paragraph 3

Text proposed by the Commission

(3) “registration” means the formation of a company as a legal entity;

Amendment

(3) “**online** registration” means the **digitalised process of** formation of a company **and its entry in a business register** as a legal entity;

Or. bg

Amendment 108

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU) 2017/1132

Article 13a – paragraph 4

Text proposed by the Commission

(4) “template” means a model for the instrument of constitution of a company which is drawn up by **Member States** in compliance with national **law** and is used for the online registration of a company;

Amendment

(4) “template” means a **harmonised** model for the instrument of constitution of a company which is drawn up by **the Commission** in compliance with national **laws, as communicated by the Member States**, and is used for the online registration of a company;

Or. en

Amendment 109

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13a – paragraph 4

Text proposed by the Commission

(4) ***“template” means a model for the instrument of constitution of*** a company which is drawn up by Member States in compliance with national law and is used for the online registration of a company;

Amendment

(4) ***“instrument of constitution template” means a model for the instrument whereby a company is constituted,*** which is drawn up by Member States in compliance with national law and is used for the online registration of a company;

Or. bg

Amendment 110

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 1 – point a

Text proposed by the Commission

(a) an electronic identification means issued under an electronic identification scheme approved by their own Member State;

Amendment

(a) an electronic identification means issued under an electronic identification scheme approved by their own Member State, ***conditional upon its certification by the Commission as fulfilling the highest assurance level defined in Article 8 of Regulation (EU) No 910/2014;*** ***furthermore, the Commission shall certify that this electronic identification scheme, in conjunction with a video conference procedure, can identify with the highest assurance level all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings;***

Amendment 111

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 1 – point a

Text proposed by the Commission

(a) an electronic identification means issued under an electronic identification scheme approved by their own Member State;

Amendment

(a) an electronic identification means issued under an electronic identification scheme approved by their own Member State, ***conditional upon its certification by the Commission as fulfilling the highest level of certainty defined in Article 8 of Regulation (EU) No 910/2014; furthermore, the Commission shall certify that this electronic identification scheme can identify with the highest level of certainty all persons taking part in the administration, supervision or control of the company, as well as all beneficial owners and all persons authorised to represent the company towards third parties and in legal proceedings.***

Or. en

Amendment 112

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU) 2017/1132

Article 13b – paragraph 1 – point a

Text proposed by the Commission

(a) an electronic identification means issued under an electronic identification scheme approved by their own Member State;

Amendment

(a) an electronic identification means issued under an electronic identification scheme approved by their own Member State ***which essentially corresponds to at least the level of security provided for in***

Justification

The wording should be brought into line with the provisions of the eIDAS Regulation on electronic identification and trust services, in order to prevent fraud and misuse.

Amendment 113

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 1 – point b

Text proposed by the Commission

(b) an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014.

Amendment

(b) an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014
conditional upon its certification by the Commission as fulfilling the highest assurance level defined in Article 8 of Regulation (EU) No. 910/2014;
Furthermore, the Commission shall certify that this electronic identification scheme, in conjunction with a video conference procedure, can identify with the highest assurance level all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings;

Amendment 114

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 1 – point b

Text proposed by the Commission

(b) an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014.

Amendment

(b) an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014, ***conditional upon its certification by the Commission as fulfilling the highest level of certainty defined in Article 8 of Regulation (EU) No 910/2014; furthermore, the Commission shall certify that this electronic identification scheme can identify with the highest level of certainty all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company towards third parties and in legal proceedings .***

Or. en

Amendment 115

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 1 – point b

Text proposed by the Commission

(b) an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014.

Amendment

(b) an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014.

Member States shall be allowed to require other complementary identification means enabling also to check the capacity and to

provide legal advice including, among others, video-conference or other online means that provide a real-time audio-visual connection.

Or. en

Justification

An adequate and effective identification process: requires the use of electronic means according to the provisions established in the 910/2014 e-IDAS Regulation

Amendment 116
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU) 2017/1132
Article 13b – paragraph 2

Text proposed by the Commission

Amendment

2. Member States may also recognise other identification means than those referred to in paragraph 1. **deleted**

Or. de

Justification

In keeping with the provisions of the eIDAS Regulation

Amendment 117
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU) 2017/1132
Article 13b – paragraph 2

Text proposed by the Commission

Amendment

2. Member States may also recognise other identification means than those referred to in paragraph 1.

2. Member States may also recognise other identification means than those referred to in paragraph 1 *provided that the Member State concerned demonstrates*

that these identification means provide the highest assurance level in verifying the identity of all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings.

Or. en

Amendment 118

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 2

Text proposed by the Commission

2. Member States may also recognise other identification means than those referred to in paragraph 1.

Amendment

2. Member States may also recognise other identification means than those referred to in paragraph 1, ***provided that the Member State concerned demonstrates that these identification means provide the highest level of certainty in verifying the identity of all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company towards third parties and in legal proceedings.***

Or. en

Amendment 119

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 3

Text proposed by the Commission

Amendment

3. *Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State.* **deleted**

Or. de

Justification

In keeping with the provisions of the eIDAS Regulation

Amendment 120
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 3

Text proposed by the Commission

Amendment

3. Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State.

3. Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State. ***However, Member States shall not be required to recognise these identification means if it has not been demonstrated that these means achieve the highest level of certainty.***

Or. en

Amendment 121
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 3

Text proposed by the Commission

3. Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State.

Amendment

3. Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State. ***Member States however are not required to recognise these identification means if it has not been demonstrated that these means do not achieve the highest assurance level.***

Or. en

Amendment 122
Emil Radev

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 3

Text proposed by the Commission

3. Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State.

Amendment

3. Where a Member State recognises identification means referred to in paragraph 2 for the purpose of completing online registration and online filing, that Member State shall also recognise the same type of identification means issued by another Member State. ***For the purposes of this paragraph, Member States shall publish a list of the means of electronic identification which they recognise.***

Or. bg

Amendment 123

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b - paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds.

Amendment

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could, ***not systematically but on a case-by-case basis***, require a physical presence ***of the applicant or representatives of the applicant*** for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds. ***Such genuine suspicion of fraud should be based on reasonable grounds, for example in the light of information available from the registers of beneficial owners, from criminal records or from indications of identity fraud or tax evasion. Member States shall ensure that any further steps in the procedure may be conducted online.***

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Justification

Amendment 124

Enrico Gasbarra, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13 b – paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration *or online filing, in cases of genuine suspicion of fraud based on reasonable grounds.*

Amendment

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority *or natural or legal person appointed as competent* to deal with online registration *where there is significant and justified concern in the public interest as regards security and law and order, especially when it comes to combating crimes such as money laundering, fraud, tax evasion and opacity connected with the risk of letterbox companies and, more generally, to ensuring more robust monitoring, which can help increase the reliability of business registers.*

Or. it

Amendment 125

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States *may* take measures which *could* require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds.

Amendment

4. Without prejudice to paragraphs 1 to 3, Member States *shall* take measures which require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds, *or in the absence of online procedures which have been certified to achieve the highest assurance level. The Commission and Member States may also prohibit online registration in specific sectors in which fraudulent activity is particularly*

prevalent or which are deemed to have a high risk of fraud.

Or. en

Amendment 126
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States **may** take measures which **could** require a physical presence for the purposes of verifying the identity of **persons** before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds.

Amendment

4. Without prejudice to paragraphs 1 to 3, Member States **shall** take measures which require a physical presence for the purposes of verifying the identity of before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds, ***or in the absence of online procedures which have been certified to achieve the highest level of certainty. The Commission and Member States may also prohibit online registration in specific sectors in which fraudulent activity is particularly prevalent or which are deemed to present a high risk of fraud.***

Or. en

Amendment 127
Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyne Gebhardt, Evelyn Regner

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 4

Text proposed by the Commission

Amendment

4. ***Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, in cases of genuine suspicion of fraud based on reasonable grounds.***

4. ***Where justified by an overriding reason of public interest, Member States may require the applicants or their representatives to appear in person before any competent authority, or before any other person or body dealing with, making or assisting in making the application for registration or filing, for procedural steps for which this physical presence is necessary. Member States shall ensure that physical presence may only be required on a case by case basis and that any other steps of the procedure can be completed online.***

Or. en

Justification

The requirement of physical presence in Article 13b paragraph 4 should be conceived as a general restriction for online procedures in company law, which can be justified by overriding reasons of public interest. This solution reflects the final compromise text of the regulation on establishing a single digital gateway (COM(2107)0256 – 2017/0086 (COD)).

Amendment 128

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13b – paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, ***in cases of genuine suspicion of fraud based on reasonable grounds.***

Amendment

4. Without prejudice to paragraphs 1 to 3, ***where justified by an overriding reason of public interest, such as avoiding the risk of money laundering or fraud,*** Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing.

Or. en

Justification

Coherence with anti-money laundering rules justifies these changes.

Amendment 129 **Evelyne Gebhardt**

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which ***could*** require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing, ***in cases of genuine suspicion of fraud based on reasonable grounds.***

Amendment

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which require a physical presence for the purposes of verifying the identity of persons before any authority competent to deal with online registration or online filing.

(This amendment applies throughout the text.)

Or. en

Justification

Necessary to maintain the logic of the text.

Amendment 130 **Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto**

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 4

Text proposed by the Commission

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to

Amendment

4. Without prejudice to paragraphs 1 to 3, Member States may take measures which could require a physical presence for the purposes of verifying the identity of persons before any authority competent to

deal with online registration or online filing, **in** cases of genuine suspicion of fraud based on reasonable grounds.

deal with online registration or online filing, **only in exceptional** cases of genuine suspicion of fraud based on reasonable grounds.

Or. en

Amendment 131
Evelyne Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13b – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. Member States shall have the right to exclude from the scope of this Directive specific sectors in which fraudulent activity is particularly prevalent or which are deemed to have a high risk of fraud.

(This amendment applies throughout the text.)

Or. en

Justification

Necessary to maintain the logic of the text.

Amendment 132
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13c – paragraph 2

Text proposed by the Commission

Amendment

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing by, a company or a branch shall not exceed the

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing by, a company or a branch shall not exceed the

administrative costs of providing the service.

administrative costs of providing the service. *These fees should be sufficient to cover the costs necessary to make company documents publicly available in the registry free of charge.*

Or. en

Amendment 133

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13c – paragraph 2

Text proposed by the Commission

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing by, a company or a branch shall not exceed the administrative costs of providing the service.

Amendment

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing by, a company or a branch shall not exceed the administrative costs of providing the service. *These fees should be sufficient to cover the cost of making company documents in the registry available to the public free of charge.*

Or. en

Amendment 134

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13c - paragraph 2

Text proposed by the Commission

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing by, a company or a branch shall not exceed the administrative costs of providing the

Amendment

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing *of documents and/or information* by, a company or a branch shall not exceed the

service.

administrative costs of providing the service.

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

(Article 1 – paragraph 1 – point 4 – Article 13c – paragraph 2

Justification

Amendment 135

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13c – paragraph 2

Text proposed by the Commission

2. Any fees charged by the registers, referred to in Article 16, for the online registration of, or the online filing by, a company or a branch shall not exceed the administrative costs of providing the service.

Amendment

2. *(Does not affect the English version)*

Or. bg

Amendment 136

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13d

Text proposed by the Commission

Where the completion of a procedure laid down in this Chapter requires a payment,

Amendment

Where the completion of a procedure laid down in this Chapter requires a payment,

Member States shall ensure that the payment can be made by means of a payment service widely available in cross-border payment services.

Member States shall ensure that the payment can be made by means of a payment service widely available in cross-border payment services ***provided by a financial institution or payment provider established in a Member State.***

Or. en

Justification

The added text introduces a safeguard to prevent fiscal fraud or laundering of assets of illicit origin using the financial services offered by providers that are out of any control in the EU.

Amendment 137
Daniel Buda

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13d

Text proposed by the Commission

Where the completion of a procedure laid down in this Chapter requires a payment, Member States shall ensure that the payment can be made by means of ***a*** payment service widely available in cross-border payment services.

Amendment

Where the completion of a procedure laid down in this Chapter requires a payment, Member States shall ensure that the payment can be made by means of ***an online*** payment service widely available in cross-border payment services.

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Justification

.

Amendment 138
Emil Radev

Proposal for a directive
Article 1 – paragraph 1 – point 4

Text proposed by the Commission

Where the completion of a procedure laid down in this Chapter requires a payment, Member States shall ensure that the payment can be made by means of a payment service **widely available in cross-border payment services**.

Amendment

Where the completion of a procedure laid down in this Chapter requires a payment, Member States shall ensure that the payment can be made by means of a **cross-border** payment service **that permits identification of the payer**.

Or. bg

Amendment 139
Enrico Gasbarra

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13 e – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that the following information is made available online:

Amendment

1. Member States shall, **in accordance with Article 10, appoint the authorities and/or persons or bodies responsible for the registration of companies and the filing of documents and information, and** ensure that the following information is made available online:

Or. it

Amendment 140
Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 4
Directive (EU)2017/1132
Article 13e – paragraph 1 – point b

Text proposed by the Commission

(b) requirements relating to the use of **templates**, including information on

Amendment

(b) requirements relating to the use of **the European template for online**

national laws which govern the use and contents of such templates;

registration of companies; including information on national laws which govern the use and contents of such templates

Or. en

Amendment 141

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 1 – point b

Text proposed by the Commission

(b) requirements relating to the use of ***templates, including information on national laws which govern the use and contents of such templates;***

Amendment

(b) requirements relating to the use of ***the European template for online registration of companies***

Or. en

Amendment 142

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 1 – point b

Text proposed by the Commission

(c) requirements relating to the authentication of documents and information to be submitted as part of the online registration procedure;

Amendment

(c) *(Does not affect the English version)*

Or. bg

Amendment 143

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 1 – point d

Text proposed by the Commission

(d) rules relating to the means of identification required as part of the online registration and filing.

Amendment

(d) rules relating to the means of identification required as part of the online registration and filing ***and information on identification procedures which have been certified by the Commission as fulfilling the highest level of certainty.***

Or. en

Amendment 144

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 1 – point d

Text proposed by the Commission

(d) rules relating to the means of identification required as part of the online registration and filing.

Amendment

(d) rules relating to the means of identification required as part of the online registration and filing ***and information on identification procedures which have been certified by the Commission as fulfilling the highest assurance level***

Or. en

Amendment 145

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 1 – point d

Text proposed by the Commission

(d) rules relating to the means of

Amendment

(d) *(Does not affect the English*

identification required as part of the online registration and filing.

version)

Or. bg

Amendment 146

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that the following minimum information shall be made available concerning the types of companies listed in *Annex* IIA:

Amendment

2. Member States shall ensure that the following minimum information shall be made available concerning the types of companies listed in *Annexes I and* IIA:

Or. en

Amendment 147

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 2 – point c

Text proposed by the Commission

(c) the means of identification, as referred to in Article 13b, required by the Member State;

Amendment

(c) the means of identification, as referred to in Article 13b, required by the Member State *and information on identification schemes certified by the Commission as achieving the highest level of certainty*;

Or. en

Amendment 148

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 2 – point c

Text proposed by the Commission

(c) the means of identification, as referred to in Article 13b, required by the Member State;

Amendment

(c) the means of identification, as referred to in Article 13b, required by the Member State ***and information on identification schemes certified by the Commission as achieving the highest assurance level;***

Or. en

Amendment 149

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 4

Directive (EU)2017/1132

Article 13e – paragraph 3

Text proposed by the Commission

Member States shall provide the information referred to in paragraphs 1 and 2 on the websites available through the Single Digital Gateway established by Regulation (EU) No [COM (2017) 256] (***). The information shall meet the quality requirements of Article X of that Regulation. Such information shall be made available at least in ***an*** official Union ***language broadly understood by the largest possible number of cross-border users*** and shall be free of charge.

Amendment

Member States shall provide the information referred to in paragraphs 1 and 2 on the websites available through the Single Digital Gateway established by Regulation (EU) No [COM (2017) 256] (***). The information shall meet the quality requirements of Article X of that Regulation. Such information shall be made available at least in ***all*** official Union ***languages*** and shall be free of charge.

Or. en

Amendment 150

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyn Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13 f – paragraph 5 (new)

Text proposed by the Commission

Amendment

5. The rules, referred to in paragraph 2, may further provide for the following:

(a) the procedures to verify the appointment of directors taking into account the disqualification of directors by competent authorities of other Member States;

(b) the procedures to provide for the role of a notary or any other person or body involved in process of registration under applicable national law;

(c) the exclusion of online registration where the share capital of a company is to be paid by way of contributions in kind.

Or. en

Justification

The amendments to Article 13f paragraph 4 lit. e (Article 13f paragraph 5 b new) are to clarify that the notary may be involved not only for the purpose of filing the application for registration, as the current wording of Article 13f paragraph 4 lit. e might suggest, but during the entire formation process of a company (in particular regarding the instrument of constitution and the articles of association, which are subject to authentication in many Member States in accordance with Article 10 of Directive (EU) 2017/1132).

Amendment 151
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13f – paragraph 1

Text proposed by the Commission

Amendment

1. Member States ***shall ensure that the*** registration of companies ***may be carried out fully online*** without the

1. Member States ***may allow the online*** registration of companies without the necessity for the applicants, or their

necessity for the applicants, or their representatives, to appear in person before **any** competent *authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4).* However, Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex I.

representatives, to appear in person before **the** competent registration *authority only under the condition that the Commission has certified the electronic identification scheme used in conjunction with a video conference procedure as achieving the highest assurance level for identifying all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings. Online registration procedures should only be authorised for natural persons and not for legal persons.* Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex I, **and for other company legal forms and sectors deemed to represent a strong risk for fraudulent activity.**

Or. en

Amendment 152

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 1

Text proposed by the Commission

1. Member States ***shall ensure that the*** registration of companies ***may be carried out fully online*** without the necessity for the applicants, or their representatives, to appear in person before **any** competent *authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4).* However, Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex I.

Amendment

1. Member States ***may allow the online*** registration of companies without the necessity for the applicants, or their representatives, to appear in person before **the** competent registration *authority only under the condition that the Commission has certified the electronic identification scheme used, notably in conjunction with a video conference procedure, as achieving the highest level of certainty for identifying all persons taking part in the administration, supervision or control of the company, all beneficial owners and all*

persons authorised to represent the company towards third parties and in legal proceedings. Online registration procedures should only be authorised for natural persons and not for legal persons. Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex I, and for other company legal forms and sectors deemed to represent a strong risk of fraudulent activity.

Or. en

Amendment 153

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that the registration of companies may be carried out fully online without the necessity for the applicants, *or their representatives*, to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may decide *not* to provide fully online registration procedures for those types of companies listed in Annex *I*.

Amendment

1. Member States shall ensure that the registration of *the* companies *listed in Annex IIA* may be carried out fully online without the necessity for the applicants, to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may decide to provide fully online registration procedures for those types of companies listed in Annex *II*

Member States may limit the provision of online registration procedures to companies fulfilling any of the following requirements:

- (i) all members are natural persons and residents in a Member State,*
- (ii) all members act in their own name and on their own behalf,*
- (iii) the company is set up by a single*

member,

(iv) all the contributions to the share capital are paid in cash.

Or. en

Justification

Justification

The opt-out solution proposed by the Commission allows Member States to exclude from the online formation procedure only the public limited companies, given that they have a more complex structure.

Amendment 154
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13f – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that the registration of companies may be carried out fully online without the necessity for the applicants, or their representatives, to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may decide not to provide fully online registration *procedures* for those types of companies listed in Annex *I*.

Amendment

1. Member States shall ensure that the registration of companies may be carried out fully online without the necessity for the applicants, or their representatives, to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). ***The founders of a company or the company to be set up must be able to demonstrate a sufficiently close link with the State under whose law the company is to be set up.*** However, Member States may decide not to provide a fully online registration *procedure* for ***the following cases:***

(a) for the online registration of companies by legal persons;

(b) for online registration by representatives;

(c) for all those types of companies listed in Annex II, with the exception of the

types of companies listed in Annex IIA.

Or. de

Justification

Requiring a link with the state in which the company is to be set up is a way of preventing forum shopping. In addition, Member States should be free to exclude certain types of company on the grounds that their legal form is too complex.

Amendment 155

Enrico Gasbarra

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13 f – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that the registration of companies may be carried out fully online without ***the necessity for the applicants, or their representatives,*** to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may decide ***not*** to provide fully online registration procedures for those types of companies listed in Annex ***I***.

Amendment

1. Member States shall ensure that the registration of companies ***under Annex IIA*** may be carried out fully online without applicants ***necessarily having*** to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may ***also*** decide to provide fully online registration procedures for those types of companies listed in Annex ***II***. ***Member States may decide to restrict access to online registration procedures to companies all of whose members are natural persons resident in a Member State of the European Union.***

Or. it

Amendment 156

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Text proposed by the Commission

1. Member States shall ensure that the registration of companies may be carried out fully online without the necessity for the applicants, **or their representatives**, to appear in person before any competent authority or before any other person or body dealing with the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex **I**.

Amendment

1. Member States shall ensure that the registration of companies **by natural persons** may be carried out fully online without the necessity for the applicants to appear in person before any competent authority or before any other person or body dealing with, **making or assisting in making** the application for registration, subject to the proviso laid down in Article 13b(4). However, Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex **II other than those listed in Annex IIA. The online registration of companies by representatives shall be excluded.**

Or. en

Justification

Practice shows how complex the proof can be as to whether a (foreign) company has been validly set up, if it still exists and whether the acting person actually has the right to represent the company. Therefore, the online registration of companies should only be available for registrations by natural persons and not by legal persons.

Amendment 157

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that the registration of companies may be carried out fully online without the necessity for the applicants, or their representatives, to appear in person before any competent authority or before any other person or body dealing with the application for

Amendment

1. Member States shall ensure that the registration of companies may be carried out fully online without the necessity for the applicants, or their representatives, to appear in person before any competent authority or before any other person or body dealing with the application for

registration, subject to the proviso laid down in Article 13b(4). ***However, Member States may decide not to provide fully online registration procedures for those types of companies listed in Annex I.***

registration, subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 158

Evelyn Regner

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4). ***The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted document or information shall remain unaffected. Member States shall ensure that the online registration is completed within a period of fifteen working days from the later of the following:***

Or. en

Amendment 159

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4). ***The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted information or document shall remain unaffected.***

Or. en

Justification

The added text aims at clarifying that the formal requirements set by the law of the Member State of registration must be respected when submitting documents or information online. The clear distinction existing in most Member States between authentic documents (with full evidentiary effect) and other type of documents remains unaffected, for the benefit of the public trust and of the reliability of business registers.

Amendment 160

Jytte Guteland, Enrico Gasbarra, Sergio Gaetano Cofferati, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for

registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4). ***The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted document or information shall remain unaffected.***

Or. en

Justification

It must be made clear that the submission of supporting documents by the founders does not affect any formal requirements in the law of the Member State in which the company is to be registered nor does it lead to a reduction of requirements for proof of the authenticity of supporting documents.

Amendment 161 **Angelika Niebler**

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4). ***National legal provisions on the genuineness, accuracy and form of the documents and information submitted shall remain unaffected.***

Amendment 162

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the ***online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).***

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the ***procedures for*** submitting information or documents ***ensure the authenticity of this information or documents.***

Amendment 163

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the ***online registration may be carried out by submitting information or documents in***

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the ***procedures for*** submitting information or documents ***ensure the authenticity of this***

the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

information *or documents*.

Or. en

Amendment 164

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of templates, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

Amendment

2. Member States shall lay down detailed rules for the online registration of companies, including rules on the use of ***the European templates for online registration of a company***, as referred to in Article 13g and the documents and information required for registering a company. As part of these rules Member States shall ensure that the online registration may be carried out by submitting information or documents in the electronic form, including electronic copies of the documents and information referred to in Article 16a(4).

Or. en

Amendment 165

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyn Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 3 – point a

Text proposed by the Commission

(a) the procedures to ensure the legal capacity of the applicant ***and their***

Amendment

(a) the procedures to ensure the legal capacity of the applicant;

authority to represent the company;

Or. en

Amendment 166

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article13f – paragraph 3 – point b

Text proposed by the Commission

(b) the means to verify the identity of the person or persons registering the company **or** their representatives;

Amendment

(b) the means to verify the identity of the person or persons registering the company **and** their representatives **and all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings**

Or. en

Amendment 167

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article13f – paragraph 3 – point b

Text proposed by the Commission

(b) the means to verify the identity of the person or persons registering the company **or** their representatives;

Amendment

(b) the means to verify the identity of the person or persons registering the company **and** their representatives **and all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company towards third parties and in legal proceedings;**

Amendment 168

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyn Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 3 – point b

Text proposed by the Commission

(b) the means to verify the identity of the person or persons registering the company ***or their representatives***;

Amendment

(b) the means to verify the identity of the person or persons registering the company;

Or. en

Justification

The proposed amendments are consequential changes to Article 13f paragraph 1 according to which the online formation of companies by representatives shall be excluded.

Amendment 169

Enrico Gasbarra

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13 f – paragraph 3 – point c

Text proposed by the Commission

(c) the requirements for the applicant to use trust services referred to in Regulation (EU) No 910/2014.

Amendment

(c) the requirements for the applicant to use trust services referred to in Regulation (EU) No 910/2014.

(d) the procedures for preventive judicial, notarial and/or administrative control referred to in Article 10.

Or. it

Amendment 170

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 3 – point d

Text proposed by the Commission

Amendment

3a. (d) the procedures to provide for the preventive judicial, notarial and/or administrative control provided in Article 10.

Or. en

Justification

Article 10 of Directive (EU)2017/1132 currently provides for a mandatory judicial, notarial and/or administrative control of the instrument of constitution of a company, the company statutes and any amendments to those documents. Online procedures should not be exempted of this general provision in the interest of legal certainty.

Amendment 171

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 4

Text proposed by the Commission

Amendment

4. The rules, referred to in paragraph 2, **may** also provide for the following:

4. The rules, referred to in paragraph 2, **shall** also provide for the following:

Or. en

Amendment 172

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 4

Text proposed by the Commission

Amendment

4. The rules, referred to in paragraph 2, **may** also provide for the following:

4. The rules, referred to in paragraph 2, **shall** also provide for the following:

Or. en

Justification

Article 10 of Directive (EU)2017/1132 equally applies when a company is formed by means of the online registration procedure. Since article 10 remains unmodified and currently it prescribes a mandatory preventive legality control, including company's name, object and articles of association, in this part of article 13f 4 "shall" seems the right term instead of "may".

Amendment 173
Stefano Maullu

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13f – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4 a. The rules, referred to in paragraph 2, may also provide for the following:

(a) the procedures to verify the appointment of directors taking into account the disqualification of directors by competent authorities of other Member States;

(b) the procedures to provide for the role of a notary or any other person or body involved in the process of registration under applicable national law mandated by the Member State to submit an application for registration;

(c) the circumstances in which exclusion of online registration may be excluded where the share capital of a company is to be paid by way of contributions in kind.

Or. en

Justification

Not all Member States within the EU provide for the mandatory intervention of a notary during the formation process of a company. For this reason, Article 13f para. 5 (new) uses the term “may” instead of “shall”. At the same time, it should be clarified that where notaries are involved in the formation process, they do not only submit the application for registration but are mandated for the whole formation process in accordance with applicable national law.

Amendment 174

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Article 1 paragraph 1
Directive (EU)2017/1132

Article 13f – paragraph 4 – point d

Text proposed by the Commission

Amendment

(d) *the procedures to verify the appointment of directors taking into account the disqualification of directors by competent authorities of other Member States;* *deleted*

Or. en

Justification

Incorporated in amendment 8 instead as a new paragraph 5 where the rules referred to in Article 13, paragraph 2 may further provide for these procedures

Amendment 175

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13 f – paragraph 4 – point e

Text proposed by the Commission

Amendment

(e) the procedures to provide for the role of a notary or any other person or body mandated by the Member State to submit an application for registration ;

Justification

Incorporated in amendment 8 instead as a new paragraph 5 where the rules referred to in Article 13, paragraph 2 may further provide for these procedures

Amendment 176

Angelika Niebler

Proposal for a directive**Article 1 – paragraph 1 – point 5**

Directive (EU) 2017/1132

Article 13f – paragraph 4 – point e

Text proposed by the Commission

(e) the procedures to provide for the role of a notary or any other person or body ***mandated by the Member State to submit an application for*** registration ;

Amendment

(e) the procedures to provide for the role of a notary or any other person or body ***involved in the registration process of under applicable national law.***

Or. de

Justification

With a view to ensuring that the precautionary legality check by a notary is actually carried out, Member States should have the option of involving the notary in the whole process of constituting the company, and not just the process for submitting an application for registration.

Amendment 177

Enrico Gasbarra

Proposal for a directive**Article 1 – paragraph 1 – point 5**

Directive (EU) 2017/1132

Article 13 f – paragraph 4 – point e

Text proposed by the Commission

(e) the procedures to provide for the role of a notary or any other person or body ***mandated by the Member State to submit an application for*** registration ;

Amendment

(e) the procedures to provide for the role of a notary or any other person or body ***involved in the process of registration within the meaning of national law.”***

Amendment 178

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13 f – paragraph 4 – point f

Text proposed by the Commission

Amendment

(f) *the circumstances in which online registration may be excluded where the share capital of a company is to be paid by way of contributions in kind.* **deleted**

Or. en

Justification

Incorporated in amendment 8 instead as a new paragraph 5 where the rules referred to in Article 13, paragraph 2 may further provide for these procedures

Amendment 179

Enrico Gasbarra

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13 f – paragraph 4 – point f

Text proposed by the Commission

Amendment

(f) *the circumstances in which* online registration *may be excluded* where the share capital of a company is to be paid by way of contributions in kind.

(f) *exclusion of the possibility of* online registration, where the share capital of a company is to be paid by way of contributions in kind.

Or. it

Amendment 180

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13f – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. The rules, referred to in paragraph 2, may further provide for the following:

(a) the procedures to verify the appointment of directors taking into account the disqualification of directors by competent authorities of other Member States;

(b) the procedures to provide for the role of a notary or any other person or body involved in process of registration under applicable national law;

(c) the exclusion of online registration where the share capital of a company is to be paid by way of contributions in kind.

Or. en

Justification

The amendments to Article 13f paragraph 4 lit. e (Article 13f paragraph 5 b new) are to clarify that the notary may be involved not only for the purpose of filing the application for registration, as the current wording of Article 13f paragraph 4 lit. e might suggest, but during the entire formation process of a company (in particular regarding the instrument of constitution and the articles of association, which are subject to authentication in many Member States in accordance with Article 10 of Directive (EU) 2017/1132).

Amendment 181
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13f – paragraph 5

Text proposed by the Commission

Amendment

5. Member States shall *not make the online registration of a company conditional on obtaining any licence or*

5. Member States shall *require the verification of the identify of all persons taking part in the administration,*

authorisation before the company is registered, unless where it is indispensable for the proper control of certain activities laid down in national law.

supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings.

Or. en

Amendment 182
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13f – paragraph 5

Text proposed by the Commission

5. Member States shall ***not make the online registration of a company conditional on obtaining any licence or authorisation before the company is registered, unless where it is indispensable for the proper control of certain activities laid down in national law.***

Amendment

5. Member States shall ***require the verification of the identify of all persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings.***

Or. en

Amendment 183
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13f – paragraph 7

Text proposed by the Commission

7. ***Member States shall ensure that the online registration is completed within a period of five working days from the later of the following:***
(a) the receipt of all required documents and information by a competent authority

Amendment

deleted

or, where applicable, by a person or a body mandated under national law to submit the application for the registration of a company;

(b) the payment of a registration fee, the payment in cash for share capital or, where a payment for the share capital is to be provided by way of a contribution in kind, as provided for under national law.

Member States shall ensure that the applicant is immediately notified of the reasons for any delay, where, in duly justified exceptional circumstances, it would not be possible to comply with this time limit.

Or. en

Amendment 184

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU)2017/1132

Article 13f – paragraph 7

Text proposed by the Commission

Amendment

7. Member States shall ensure that the online registration is completed within a period of five working days from the later of the following:

deleted

(a) the receipt of all required documents and information by a competent authority or, where applicable, by a person or a body mandated under national law to submit the application for the registration of a company;

(b) the payment of a registration fee, the payment in cash for share capital or, where a payment for the share capital is to be provided by way of a contribution in kind, as provided for under national law.

Member States shall ensure that the applicant is immediately notified of the

reasons for any delay, where, in duly justified exceptional circumstances, it would not be possible to comply with this time limit.

Or. en

Amendment 185
Evelyn Regner

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13 f – paragraph 7 – introductory part

Text proposed by the Commission

Member States shall ensure that the online registration is completed within a period of **five** working days from the later of the following:

Amendment

Member States shall ensure that the online registration is completed within a period of **fifteen** working days from the later of the following:

Or. en

Amendment 186
Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13f – paragraph 7 – introductory part

Text proposed by the Commission

Member States shall ensure that the online registration is completed within a period of **five** working days from the later of the following:

Amendment

Member States shall ensure that the online registration is completed within a period of **ten** working days from the later of the following:

Or. en

Justification

The short deadline of only five working days for the online registration is too short for the competent authorities to be able to proceed with the legality control within the different

competent authorities in one Member State and the coordination with the competent authorities of the other Member State.

Amendment 187
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13g – title

Text proposed by the Commission

Amendment

Article 13g
Templates for registration of companies

deleted

Or. en

Amendment 188
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13g – title

Text proposed by the Commission

Amendment

Article 13g
Templates for registration of companies

deleted

Or. en

Amendment 189
Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU)2017/1132
Article 13g – title

Text proposed by the Commission

Amendment

Article 13g

Article 13g

Amendment 190

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 1

Text proposed by the Commission

Amendment

1. Member States shall make templates available on registration portals or websites that are part of the Single Digital Gateway for the types of companies listed in Annex IIA. Member States may also make templates available online for the registration of those types of companies listed in Annex II other than those listed in Annex IIA.

deleted

Amendment 191

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 1

Text proposed by the Commission

Amendment

1. Member States shall make templates available on registration portals or websites that are part of the Single Digital Gateway for the types of companies listed in Annex IIA. Member States may also make templates available online for the registration of those types of companies listed in Annex II other

deleted

than those listed in Annex IIA.

Or. en

Amendment 192

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 1

Text proposed by the Commission

1. Member States shall make templates available on registration portals or websites that are part of the Single Digital Gateway for the types of companies listed in Annex IIA. Member States may also make templates available online for the registration of those types of companies listed in Annex II other than those listed in Annex IIA.

Amendment

1. Member States shall make ***instrument of constitution*** templates available on registration portals or websites that are part of the Single Digital Gateway for the types of companies listed in Annex IIA. Member States may also make ***instrument of constitution*** templates available online for the registration of those types of companies listed in Annex II other than those listed in Annex IIA.

Or. bg

Amendment 193

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 1

Text proposed by the Commission

1. Member States shall make templates available on registration portals or websites that are part of the Single Digital Gateway for the types of companies listed in ***Annex*** IIA. Member States may also make templates available online for the registration of those types of companies listed in Annex II other than those listed in

Amendment

1. Member States shall make ***those*** templates available on registration portals or websites that are part of the Single Digital Gateway for the types of companies listed in ***Annexes I and*** IIA. Member States may also make templates available online for the registration of those types of companies listed in Annex II other than

Amendment 194

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. The Commission shall establish a European template for online registration of companies in all official languages of the European Union by way of an implementing act.

Amendment 195

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 2

Text proposed by the Commission

Amendment

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f. Where those templates are used by the applicant in compliance with the rules referred to in point (c) of Article 13f(4), where applicable, the requirement to have the company instruments of constitution drawn up and certified in due legal form as laid down in Article 10 shall be deemed to be fulfilled.

deleted

Amendment 196

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 2

Text proposed by the Commission

Amendment

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f. Where those templates are used by the applicant in compliance with the rules referred to in point (c) of Article 13f(4), where applicable, the requirement to have the company instruments of constitution drawn up and certified in due legal form as laid down in Article 10 shall be deemed to be fulfilled.

deleted

Or. en

Amendment 197

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 2

Text proposed by the Commission

Amendment

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f. *Where those templates are used by the applicant in compliance with the rules referred to in point (c) of Article 13f(4), where*

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f.

applicable, the requirement to have the company instruments of constitution drawn up and certified in due legal form as laid down in Article 10 shall be deemed to be fulfilled.

Or. en

Justification

The use of templates does not imply a control of the identity of the parties, their legal capacity and their understanding of the text nor of its fitness for the purpose intended. It is in no way equivalent to the signing of an authentic instrument under the control and legal advice of a notary, therefore it should not be enough to fulfil the requirements of Article 10 of Directive (EU)2017/1132.

Amendment 198

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f. ***Where those templates are used by the applicant in compliance with the rules referred to in point (c) of Article 13f(4), where applicable, the requirement to have the company instruments of constitution drawn up and certified in due legal form as laid down in Article 10 shall be deemed to be fulfilled.***

Amendment

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f, ***and in accordance with the provisions thereof.***

Or. en

Justification

It must be made clear however that Member States should not be denied the possibility to provide for notarial authentication even for online registration with the use of templates.

Amendment 199

Enrico Gasbarra

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13 g – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f. ***Where those templates are used by the applicant in compliance with the rules referred to in point (c) of Article 13f(4), where applicable, the requirement to have the company instruments of constitution drawn up and certified in due legal form as laid down in Article 10 shall be deemed to be fulfilled.***

Amendment

2. Member States shall ensure that the templates referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure referred to in Article 13f, ***in compliance with the provisions thereof.***

Or. it

Amendment 200

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f. ***Where those templates are used by the applicant in compliance with the rules referred to in point (c) of Article 13f(4), where applicable, the requirement to have the***

Amendment

2. Member States shall ensure that the templates, referred to in paragraph 1 of this Article, may be used by applicants as part of the online registration procedure, referred to in Article 13f, ***and in keeping with the provisions thereof. The use of templates shall not prevent the Member States from providing for the role of a notary or any other person or body***

company instruments of constitution drawn up and certified in due legal form as laid down in Article 10 shall be deemed to be fulfilled.

involved in the registration procedure under applicable national law.

Or. de

Justification

Even if templates are used, online constitution must not take place without a mandatory preventive legality check. Member States should therefore be able to opt for a 'due legal form' procedure.

Amendment 201

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 2 a (new)

Text proposed by the Commission

Amendment

2a. Member States may also make available on registration portals or websites that are part of the Single Digital Gateway other types of document templates required for the online registration of companies.

Or. bg

Amendment 202

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 3

Text proposed by the Commission

Amendment

3. Member States shall at least make the templates available in an official Union language broadly understood by the largest possible number of cross- ***deleted***

border users.

Or. en

Amendment 203

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 3

Text proposed by the Commission

Amendment

**3. Member States shall at least make *deleted*
the templates available in an official
Union language broadly understood by
the largest possible number of cross-
border users.**

Or. en

Amendment 204

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 3

Text proposed by the Commission

Amendment

**3. Member States shall at least make *deleted*
the templates available in an official
Union language broadly understood by
the largest possible number of cross-
border users.**

Or. en

Amendment 205

Enrico Gasbarra

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13 g – paragraph 3

Text proposed by the Commission

3. Member States shall at least make the templates available in **an** official Union language broadly understood by the largest possible number of cross-border users.

Amendment

3. Member States shall at least make the templates available in **a second** official Union language broadly understood by the largest possible number of cross-border users.

Or. it

Amendment 206
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13g – paragraph 4

Text proposed by the Commission

4. The content of the templates shall be governed by national law.

deleted

Amendment

Or. en

Amendment 207
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13g – paragraph 4

Text proposed by the Commission

4. The content of the templates shall be governed by national law.

deleted

Amendment

Or. en

Amendment 208

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13g – paragraph 4

Text proposed by the Commission

4. The content of the templates shall **be** governed by national law.

Amendment

4. The content of the templates shall **include all the requirements** governed by national law. **To this end, Member States shall communicate regularly to the Commission about any change of their national requirements for registration of companies listed in annexes I and II A which would affect the content of the templates. In such case, the Commission shall adapt the European templates for online registration of a company by way of an implementing act.**

Or. en

Amendment 209

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13h – paragraph 1

Text proposed by the Commission

1. **Where** Member States **lay down rules relating to the disqualification of directors, referred to in point (d) of Article 13f(4), the register where the company is to be registered may,** through the system of interconnection of registers referred to in Article 22, **request confirmation from the registers of other Member States as to whether or not the person who is to be appointed as director of the company is**

Amendment

1. Member States **shall maintain an up to date list of all disqualified directors and provide public access to this list free of charge** through the system of interconnection of registers referred to in Article 22. **Such interconnected system should allow to search for specific persons to disclose whether or not they are included in the list of disqualified directors from any Member State.** For the

currently disqualified *from acting as director in those other Member States*. For the purpose of this Article, directors shall include all of the persons referred to in Article 14(d).

purpose of this Article, directors shall include all of the persons referred to in Article 14(d).

Or. en

Amendment 210

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13h – paragraph 1

Text proposed by the Commission

1. *Where* Member States *lay down rules relating to the disqualification of directors, referred to in point (d) of Article 13f(4), the register where the company is to be registered may*, through the system of interconnection of registers referred to in Article 22, *request confirmation from the registers of other Member States as to whether or not the person who is to be appointed as director of the company is currently* disqualified *from acting as director in those other Member States*. For the purpose of this Article, directors shall include all of the persons referred to in Article 14(d).

Amendment

1. Member States *shall maintain an up to date list of all disqualified directors and provide public access to this list free of charge* through the system of interconnection of registers referred to in Article 22. *The system of interconnection shall allow searches of specific persons to disclose whether or not they are included on the list of disqualified directors from any Member State*. For the purpose of this Article, directors shall include all of the persons referred to in Article 14(d).

Or. en

Amendment 211

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13h - paragraph 2

Text proposed by the Commission

2. Member States shall make the necessary arrangements to ensure that their registers are able to provide, by means of the system referred to in Article 22, the information referred to in paragraph 1 of this Article and in respect of what period any disqualification is in force. This information shall be provided for the purpose of registration and Member States may also provide the grounds of disqualification.

Amendment

2. Member States shall make the necessary arrangements to ensure that their registers are able to provide, ***without unjustified delay***, by means of the system referred to in Article 22, the information referred to in paragraph 1 of this Article and in respect of what period any disqualification is in force. This information shall be provided for the purpose of registration and Member States may also provide the grounds of disqualification.

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 212

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – title

Text proposed by the Commission

Article 13i
Online filing ***by companies***

Amendment

Article 13i
Online filing ***of documents and information***

Or. en

Justification

In Member States, the online filing of the relevant documents and information with the business register is not made “by companies” but directly by example notaries in accordance with the one-stop shop principle.

Amendment 213

Evelyne Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13 – title

Text proposed by the Commission

Article 13i
Online filing **by companies**

Amendment

Article 13i
Online filing **of documents and information**
(This amendment applies throughout the text.)

Or. en

Justification

Necessary to maintain the logic of the text.

Amendment 214
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – title

Text proposed by the Commission

Article 13i
Online filing **by** companies

Amendment

Article 13i
Online filing **for** companies

Or. de

Amendment 215
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall **ensure that**

Amendment

1. Member States shall **allow the** online

companies are able to file online the documents and information, as referred to in Article 14, including any modification thereof, *with the register within the time limit provided by the laws of the Member State where the company is to be registered*. Member States shall ensure that such filing may be completed online *in its entirety* without the necessity for the applicant, or his representative to appear in person before *any competent authority or before any other person or body* dealing with the online filing, subject to the *proviso* laid down in Article 13b(4).

filing of the documents and information, as referred to in Article 14, including any modification thereof, *only if the Commission has certified the electronic identification scheme and information provision system as fulfilling the highest assurance standard*. Member States shall ensure that such filing may be completed online *and* without the necessity for the applicant, or his representative to appear in person before *the body or* authority dealing with the online filing *only in conjunction with a procedure certified by the Commission as meeting the highest assurance level for verifying the authenticity of documents and identify of any and all new persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company in dealings with third parties and in legal proceedings* subject to the *provision* laid down in Article 13b(4). *Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically.*

Or. en

Amendment 216

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall *ensure that companies are able to file* online the documents and information, as referred to in Article 14, including any modification thereof, *with the register within the time limit provided by the laws of the Member State where the company is to be registered*. Member States shall ensure that

Amendment

Member States shall *allow the* online *filing of* the documents and information, as referred to in Article 14, including any modification thereof, *only if the Commission has certified the electronic identification scheme and information provision system as fulfilling the highest certainty standard*. Member

such filing may be completed online *in its entirety* without the necessity for the applicant, or his representative to appear in person before *any competent authority or before any other person or body* dealing with the online filing, subject to the proviso laid down in Article 13b(4).

States shall ensure that such filing may be completed online *and* without the necessity for the applicant, or his representative to appear in person before *the body or authority dealing with the online filing only in conjunction with a procedure certified by the Commission as meeting the highest level of certainty for verifying the authenticity of documents and identify any and all new persons taking part in the administration, supervision or control of the company, all beneficial owners and all persons authorised to represent the company towards third parties and in legal proceedings* subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 217
Enrico Gasbarra

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13 i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure that companies are able to file online the documents and information, as referred to in Article 14, including any modification thereof, with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ensure that companies are able to file online the documents and information, as referred to in Article 14, including any modification thereof, with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4). ***Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically. This shall not***

affect requirements under national law applicable to the authenticity, accuracy and due legal form of any information or documents submitted.

Or. it

Amendment 218

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure *that companies are able to file online* the documents and information, as referred to in Article 14, including any modification thereof, with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ensure the documents and information, as referred to in Article 14, including any modification thereof, *can be filed online* with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with, *making or assisting in making* the online filing, subject to the proviso laid down in Article 13b(4). *Member States shall lay down detailed rules for the online filing of documents and information. Article 13f(3) to (5) shall apply mutatis mutandis.*

Or. en

Amendment 219

Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure that ***companies are able to file online*** the documents and information, as referred to in Article 14, including any modification thereof, with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ensure that the documents and information, as referred to in Article 14, including any modification thereof, ***can be filed online*** with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with, ***making or assisting in making*** the online filing, subject to the proviso laid down in Article 13b(4).

Or. en

Justification

Important that Member States who have mandated intermediaries to carry out a preventive legality control of material corporate transactions, also allows involvement of them such as notaries to be maintained.

Amendment 220
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure that ***companies are able to file online*** the documents and information, as referred to in Article 14, including any modification thereof, with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his

Amendment

Member States shall ensure that the documents and information, as referred to in Article 14, including any modification thereof, ***can be filed online*** with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his

representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Or. de

Amendment 221
Evelyne Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure that ***companies are able to file online*** the documents and information, as referred to in Article 14, including any modification thereof, with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ensure that the documents and information, as referred to in Article 14, including any modification thereof, ***can be filed online*** with the register within the time limit provided by the laws of the Member State where the company is to be registered. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person or body dealing with the online filing, subject to the proviso laid down in Article 13b(4).

(This amendment applies throughout the text.)

Or. en

Justification

Necessary to maintain the logic of the text.

Amendment 222
Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Mady Delvaux, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 1 – subparagraph 2

Text proposed by the Commission

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically.

Amendment

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically; ***the requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted information or document shall remain unaffected.***

Or. en

Amendment 223

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 1 – subparagraph 2

Text proposed by the Commission

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically.

Amendment

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically. ***The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted information or document shall remain unaffected.***

Or. en

Amendment 224

Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 5

Text proposed by the Commission

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically.

Amendment

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically. ***The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted information or document shall remain unaffected.***

(This amendment applies throughout the text.)

Or. en

Justification

Necessary to maintain the logic of the text.

Amendment 225
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1

Text proposed by the Commission

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically.

Amendment

Member States shall ensure that the origin and integrity of the documents filed online may be verified electronically. ***National legal provisions on the genuineness, accuracy and form of the documents and information submitted shall remain unaffected.***

Or. de

Amendment 226
Jytte Guteland, Sergio Gaetano Cofferati, Evelyn Regner, Evelyn Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 a (new)

Text proposed by the Commission

Amendment

Member States shall lay down detailed rules for the online filing of documents and information. Article 13f, paragraphs 3 to 5, shall apply accordingly.

Or. en

Amendment 227
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. Member States shall lay down detailed rules for the online filing of documents and information.

Or. de

Amendment 228
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 b (new)

Text proposed by the Commission

Amendment

1b. The rules referred to in the new paragraph 1a shall at least provide for the following:

(a) the procedures to ensure the legal and contractual capacity of the applicant and

their authority to represent the company;
(b) the means to verify the identity of the person or persons registering the company, or of their representatives;
(c) the requirement for the applicant to use trust services referred to in Regulation (EU) No 910/2014.

Or. de

Justification

The provisions of Article 13i should be brought into line with the provisions of Article 13f on the online registration of companies.

Amendment 229
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 13i – paragraph 1 c (new)

Text proposed by the Commission

Amendment

1c. The rules referred to in the new paragraph 1a may also provide for the following:

(a) the procedures to ensure the legality, validity and reliability of the documents and information submitted;

(b) the procedures to provide for the role of a notary or any other person or body mandated under applicable national law to file documents and information.

Or. de

Amendment 230
Heidi Hautala

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132

Article 13i – paragraph 2

Text proposed by the Commission

Amendment

2. Member States may require that certain companies or that all companies file certain or all of the documents and information referred to in paragraph 1 online.

deleted

Or. en

Amendment 231

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 2

Text proposed by the Commission

Amendment

2. Member States may require that certain companies or that all companies file certain or all of the documents and information referred to in paragraph 1 online.

deleted

Or. en

Amendment 232

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 13i – paragraph 2

Text proposed by the Commission

Amendment

2. Member States may require that certain companies or that all companies file certain or all of the documents and information referred to in paragraph 1 online.

2. Member States may require that certain companies or that all companies file certain or all of the documents and information referred to in paragraph 1 online. *National legal provisions on the genuineness, accuracy and form of the*

*documents and information submitted
shall remain unaffected.*

Or. de

Amendment 233

Emil Radev

Proposal for a directive

Article 1 – paragraph 1 – point 6

Directive (EU) 2017/1132

Article 16a – paragraph 2

Text proposed by the Commission

All documents and information referred to in Article 14, irrespective of the means through which they are filed, shall be kept in the file in the register or entered directly into it in electronic form. Member States shall ensure that all such documents and information which are filed by paper means are converted by the register to electronic form.

Amendment

All documents and information referred to in Article 14, irrespective of the means through which they are filed, shall be kept in the file in the register or entered directly into it in electronic form. Member States shall ensure that all such documents and information which are filed by paper means are converted by the register to electronic form *as quickly as possible*.

Or. bg

Amendment 234

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 7

Directive (EU) 2017/1132

Article 16a – paragraph 2

Text proposed by the Commission

2. The price of obtaining a copy of all or any part of the documents and information referred to in Article 14, *whether* by paper *or electronic* means, shall not exceed the administrative cost thereof.

Amendment

2. *Copies of all or any part of the documents and information referred to in Article 14 may be obtained by electronic means free of charge.* The price of obtaining a copy of all or any part of the documents and information referred to in Article 14 by paper means shall not exceed the administrative cost thereof

Or. en

Amendment 235

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 7

Directive (EU) 2017/1132

Article 16a – paragraph 2

Text proposed by the Commission

2. The price of obtaining a copy of all or any part of the documents and information referred to in Article 14, **whether** by paper **or electronic** means, shall not exceed the administrative cost thereof.

Amendment

2. ***Copies of all or any part of the documents and information referred to in Article 14 may be obtained by electronic means free of charge.*** The price of obtaining a copy of all or any part of the documents and information referred to in Article 14 by paper means shall not exceed the administrative cost thereof.

Or. en

Amendment 236

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 8 – point a

Directive (EU) 2017/1132

Article 18 – paragraph 1

Text proposed by the Commission

1. Electronic copies of the documents and information referred to in Article 14 shall also be made publicly available through the system of interconnection of registers. Member States **may** also make available documents and information referred to in Article 14 for types of companies other than those listed in Annex II.;

Amendment

1. Electronic copies of the documents and information referred to in Article 14 shall also be made publicly available through the system of interconnection of registers. Member States **shall** also make available documents and information referred to in Article 14 for types of companies other than those listed in Annex II. ”;

Or. en

Amendment 237

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 1

Text proposed by the Commission

1. ***The fees*** charged for obtaining documents and information referred to in Article 14 through the system of interconnection of registers ***shall not exceed the administrative costs thereof.***

Amendment

1. ***No fees shall be*** charged for obtaining documents and information referred to in Article 14 ***electronically*** through the system of interconnection of registers.

Or. en

Amendment 238

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 1

Text proposed by the Commission

1. ***The fees*** charged for obtaining documents and information referred to in Article 14 through the system of interconnection of registers ***shall not exceed the administrative costs thereof.***

Amendment

1. ***No fees shall be*** charged for obtaining documents and information referred to in Article 14 ***electronically*** through the system of interconnection of registers.

Or. en

Amendment 239

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 2 – point b

Text proposed by the Commission

Amendment

(e) the legal status of the company, such as when it is closed, struck off the register, **wound up**, dissolved, economically active or inactive as defined in national law and where available in the national registers;

(e) the legal status of the company, such as when it is closed, struck off the register, dissolved, ***under an insolvency procedure***, economically active or inactive as defined in national law and where available in the national registers;

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 240

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 2 – point g

Text proposed by the Commission

(g) the number of employees of the company, ***where this is available in the company's financial statements as required by national*** law;

Amendment

(g) the number of employees of the company, ***and details on any arrangements for worker information, consultation or participation concluded based on procedures defined by Union*** law;

Or. en

Amendment 241

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 2 – point g

Text proposed by the Commission

(g) the number of employees of the company, ***where this is available in the company's financial statements as required by national*** law;

Amendment

(g) the number of employees of the company, ***and details on any arrangements for worker information, consultation or participation concluded based on procedures defined by Union***

law;

Or. en

Amendment 242

Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 2 – point g

Text proposed by the Commission

(g) the number of employees of the company, where this is available in the company's financial statements as required by national law;

Amendment

(g) the number of employees of the company, where this is available in the company's financial statements as required by national **and Union** law;

Or. en

Justification

In the interest of transparency and to promote trust in business transactions, including those with a cross-border nature within the Single Market, it is important that investors, stakeholders, social partners and authorities can easily access company information

Amendment 243

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 2 – point i

Text proposed by the Commission

(i) information on any branches opened by the company in another Member State including the name, registration number, EUID and the Member State where the branch is registered.

Amendment

(i) information on any branches opened by the company in another Member State including the name, registration number, EUID and the Member State where the branch is registered.

Member States shall make further information and documents available free

of charge when extracted by electronic means. Furthermore, Member States shall ensure that searches may be performed in registries free of charge on specific persons, companies, sectors or places of registration.

Or. en

Amendment 244

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 19 – paragraph 2 – subparagraph 2

Text proposed by the Commission

Member States may make further information and documents available free of charge.

Amendment

Member States may make further information and documents available free of charge *when extracted by electronic means. Furthermore, Member States shall ensure that searches may be performed in registries free of charge on specific persons, companies, sectors or places of registration.*

Or. en

Amendment 245

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 10 – point a

Directive (EU) 2017/1132

Article 22 – paragraph 4

Text proposed by the Commission

The Commission may also establish *optional* access points to the system of interconnection of registers. Such access points will consist of systems developed and operated by the Commission or other

Amendment

The Commission may also establish access points to the system of interconnection of registers. Such access points will consist of systems developed and operated by the Commission or other Union institutions,

Union institutions, bodies, offices or agencies in order to perform their administrative functions or to comply with provisions of Union law. The Commission shall notify the Member States without undue delay of the establishment of such access points and of any significant changes to their operation.

bodies, offices or agencies in order to perform their administrative functions or to comply with provisions of Union law. The Commission shall notify the Member States without undue delay of the establishment of such access points and of any significant changes to their operation.

Or. en

Amendment 246

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 10 – point a

Directive (EU) 2017/1132

Article 22 – paragraph 4

Text proposed by the Commission

The Commission *may also* establish *optional* access points to the system of interconnection of registers. Such access points will consist of systems developed and operated by the Commission or other Union institutions, bodies, offices or agencies in order to perform their administrative functions or to comply with provisions of Union law. The Commission shall notify the Member States without undue delay of the establishment of such access points and of any significant changes to their operation.

Amendment

The Commission *shall* establish access points to the system of interconnection of registers. Such access points will consist of systems developed and operated by the Commission or other Union institutions, bodies, offices or agencies in order to perform their administrative functions or to comply with provisions of Union law. The Commission shall notify the Member States without undue delay of the establishment of such access points and of any significant changes to their operation.

Or. en

Amendment 247

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 10 – point b

Directive (EU) 2017/1132

Article 22 – paragraph 5

Text proposed by the Commission

5. Access to information from the system of interconnection of registers shall be ensured through the portal and through the **optional** access points established by the Member States and by the Commission.

Amendment

5. Access to information from the system of interconnection of registers shall be ensured through the portal and through the access points established by the Member States and by the Commission.

Or. en

Amendment 248

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 10 – point b

Directive (EU) 2017/1132

Article 22 – paragraph 5

Text proposed by the Commission

5. Access to information from the system of interconnection of registers shall be ensured through the portal and through the **optional** access points established by the Member States and by the Commission.

Amendment

5. Access to information from the system of interconnection of registers shall be ensured through the portal and through the access points established by the Member States and by the Commission.

Or. en

Amendment 249

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 1

Text proposed by the Commission

1. Member States shall **ensure that the** registration in a Member State of a branch of a company, which is governed by the law of another Member State, **may be carried out fully online** without the necessity for the applicant, or its representative, to appear in person before

Amendment

1. Member States shall **allow the online** registration in a Member State of a branch of a company, which is governed by the law of another Member State, without the necessity for the applicant, or its representative, to appear in person before **the** competent authority dealing

any competent authority *or before any other person* dealing with the application for registration, subject to the proviso laid down in Article 13b(4).

with the application for registration *only in conjunction with a procedure certified by the Commission as meeting the highest level of certainty for verifying the authenticity of documents and identity of the applicant* subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 250

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 1

Text proposed by the Commission

1. Member States shall *ensure that the* registration in a Member State of a branch of a company, which is governed by the law of another Member State, *may be carried out fully online* without the necessity for the applicant, or its representative, to appear in person before *any* competent authority *or before any other person* dealing with the application for registration, subject to the proviso laid down in Article 13b(4).

Amendment

1. Member States shall *allow the online* registration in a Member State of a branch of a company, which is governed by the law of another Member State, without the necessity for the applicant, or its representative, to appear in person before *the* competent authority dealing with the application for registration *only in conjunction with a procedure certified by the Commission as meeting the highest assurance level for verifying the authenticity of documents and identity of the applicant* subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 251

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that the registration in a Member State of a branch of a company, which is governed by the law of another Member State, may be carried out fully online without the necessity for the applicant, or its representative, to appear in person before any competent authority or before any other person dealing with the application for registration, subject to the proviso laid down in Article 13b(4).

Amendment

1. Member States shall ensure that the registration in a Member State of a branch of a company, which is governed by the law of another Member State, may be carried out fully online without the necessity for the applicant, or its representative, to appear in person before any competent authority or before any other person **or body** dealing with, **making or assisting in making** the application for registration, subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 252

Evelyn Regner

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28 a – paragraph 1

Text proposed by the Commission

1. Member States **shall ensure that** the registration in a Member State of a branch of a company, which is governed by the law of another Member State, **may** be carried out **fully** online without the necessity for the applicant, or its representative, to appear in person before any competent authority or before any other person dealing with the application for registration, subject to the proviso laid down in Article 13b(4).

Amendment

1. Member States **may provide for** the registration in a Member State of a branch of a company, which is governed by the law of another Member State, **to** be carried out online without the necessity for the applicant, or its representative, to appear in person before any competent authority or before any other person dealing with the application for registration, subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 253

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to **a** competent authority. As part of those rules Member States shall ensure that online registration may be carried out by submitting information or documents in electronic form, including electronic copies of the documents and information referred to in Article 16a(4), or by making use of the information or documents previously submitted to a register.

Amendment

2. Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to **the court, administrative authority or notary acting as** competent authority. As part of those rules Member States shall ensure that online registration may be carried out by submitting information or documents in electronic form, including electronic copies of the documents and information referred to in Article 16a(4), or by making use of the information or documents previously submitted to a register. ***The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted information or document shall remain unaffected.***

Or. en

Amendment 254

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 2

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to a competent authority. As part of those rules Member States shall ensure that **online** registration **may be carried out by submitting information or documents in electronic form, including electronic**

Amendment

2. Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to a competent authority. As part of those rules Member States shall ensure that **the procedures used for registration ensure the authenticity of these** documents and **the identity** of the **applicant**.

copies of the documents and information referred to in Article 16a(4), or by making use of the information or documents previously submitted to a register.

Or. en

Amendment 255

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 1

Text proposed by the Commission

2. Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to a competent authority. As part of those rules Member States shall ensure that *online registration may be carried out by submitting information or documents in electronic form, including electronic copies of the documents and information referred to in Article 16a(4), or by making use of the information or documents previously submitted to a register.*

Amendment

2. Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to a competent authority. As part of those rules Member States shall ensure that *the procedures used for registration ensure the authenticity of these documents and the identity of the applicant.*

Or. en

Amendment 256

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 3 – introductory part

Text proposed by the Commission

3. The *rules, referred to in paragraph 2*, shall *at least provide for the following:*

Amendment

3. The *provisions of Article 13f, paragraphs 3 to 5*, shall *apply mutatis*

mutandis.

Or. en

Justification

In order to fully ensure the public trust and reliability of business registers and to prevent abuses such as money-laundering or company hijacking, preventive controls are necessary throughout the entire lifecycle of companies, i.e. not only for the online registration of companies, but also in relation to the subsequent filing of documents and information along their life time, including the establishment of branches.

Amendment 257

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 3 – point a

Text proposed by the Commission

Amendment

(a) *the procedure to ensure the legal capacity of the applicant and their authority to represent the company;*

(a) *deleted*

Or. en

Amendment 258

Luis de Grandes Pascual, Rosa Estaràs Ferragut

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 3 – point b

Text proposed by the Commission

Amendment

(b) *the means to verify the identity of the person or persons registering the branch or their representatives.*

(b) *deleted*

Or. en

Amendment 259

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 5

Text proposed by the Commission

Amendment

5. Member States shall complete the online registration of a branch within the period of five working days from the receipt of all the necessary documents and information required by a competent authority or, where applicable, by a person or a body mandated under national law to submit an application for the registration. **deleted**

Or. en

Amendment 260

Jiří Maštálka, Kateřina Konečná

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 5

Text proposed by the Commission

Amendment

5. Member States shall complete the online registration of a branch within the period of five working days from the receipt of all the necessary documents and information required by a competent authority or, where applicable, by a person or a body mandated under national law to submit an application for the registration. **Deleted**

Or. en

Amendment 261

Evelyn Regner

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 5

Text proposed by the Commission

5. Member States shall complete the online registration of a branch within the period of **five** working days from the receipt of all the necessary documents and information required by a competent authority or, where applicable, by a person or a body mandated under national law to submit an application for the registration.

Amendment

5. Member States shall complete the online registration of a branch within the period of **fifteen** working days from the receipt of all the necessary documents and information required by a competent authority or, where applicable, by a person or a body mandated under national law to submit an application for the registration.

Or. en

Amendment 262

Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28a – paragraph 5

Text proposed by the Commission

5. Member States shall complete the online registration of a branch within the period of **five** working days from the receipt of all the necessary documents and information required by a competent authority or, where applicable, by a person or a body mandated under national law to submit an application for the registration.

Amendment

5. Member States shall complete the online registration of a branch within the period of **ten** working days from the receipt of all the necessary documents and information required by a competent authority or, where applicable, by a person or a body mandated under national law to submit an application for the registration.

Or. en

Amendment 263

Heidi Hautala

Proposal for a directive

Article 1 – paragraph 1 – point 13
Directive (EU) 2017/1132
Article 28b

Text proposed by the Commission

Member States shall ***ensure that*** documents and information, referred to in Article 30 or any modification thereof, ***may be filed online within the period provided by the laws of the Member State where the branch is established.*** Member States shall ensure that such filing may be completed online ***in its entirety*** without the necessity for the applicant or its representative to appear in person before ***any*** competent authority ***or before any other person*** dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ***allow the online filing of the*** documents and information, referred to in Article 30 or any modification thereof, ***only if the Commission has certified that the electronic identification scheme and information provision system as fulfilling the highest certainty standard.*** Member States shall ensure that such filing may be completed online ***and*** without the necessity for the applicant or its representative to appear in person before ***the body or*** competent authority dealing with the online filing ***only in conjunction with a procedure certified by the Commission as meeting the highest level of certainty for verifying the authenticity of documents and for identifying the persons involved,*** subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 264
Jiří Maštálka, Kateřina Konečná

Proposal for a directive
Article 1 – paragraph 1 – point 13
Directive (EU) 2017/1132
Article 28b

Text proposed by the Commission

Member States shall ***ensure that*** documents and information, referred to in Article 30 or any modification thereof, ***may be filed online within the period provided by the laws of the Member State where the branch is established.*** Member States shall ensure that such filing may be completed online ***in its entirety*** without the necessity

Amendment

Member States shall ***allow the online filing of the*** documents and information, referred to in Article 30 or any modification thereof, ***only if the Commission has certified that the electronic identification scheme and information provision system as fulfilling the highest assurance standard.*** Member

for the applicant or its representative to appear in person before **any** competent authority **or before any other person** dealing with the online filing, subject to the proviso laid down in Article 13b(4).

States shall ensure that such filing may be completed online **and** without the necessity for the applicant or its representative to appear in person before **the body or** competent authority dealing with the online filing **only in conjunction with a procedure certified by the Commission as meeting the highest assurance level for verifying the authenticity of documents and identify**, subject to the proviso laid down in Article 13b(4).

Or. en

Amendment 265

Jytte Guteland, Sergio Gaetano Cofferati, Mady Delvaux, Evelyn Regner, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28b

Text proposed by the Commission

Member States shall ensure that documents and information, referred to in Article 30 or any modification thereof, may be filed online within the period provided by the laws of the Member State where the branch is established. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant or its representative to appear in person before any competent authority or before any other person dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ensure that documents and information, referred to in Article 30 or any modification thereof, may be filed online within the period provided by the laws of the Member State where the branch is established. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant or its representative to appear in person before any competent authority or before any other person **or body** dealing with, **making or assisting in making** the online filing, subject to the proviso laid down in Article 13b(4). **The requirements under applicable national law as to the authenticity, accuracy and due legal form of any submitted document or information shall remain unaffected.**

Or. en

Justification

Important to ensure that the Member States' obligation to provide for the possibility of online filing of documents and information relating to branches does not go to the detriment of the quality of the data submitted, the formal requirements of the Member States and requirements regarding the proof of authenticity.

Amendment 266

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28b

Text proposed by the Commission

Member States shall ensure that documents and information, referred to in Article 30 or any modification thereof, may be filed online within the period provided by the laws of the Member State where the branch is established. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant or its representative to appear in person before any competent authority or before any other person dealing with the online filing, subject to the proviso laid down in Article 13b(4).

Amendment

Member States shall ensure that documents and information, referred to in Article 30 or any modification thereof, may be filed online within the period provided by the laws of the Member State where the branch is established. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicant, or his representative to appear in person before any competent authority or before any other person **or body** dealing with the online filing, subject to the proviso laid down in Article 13b(4).

National legal provisions on the genuineness, accuracy and form of the documents and information submitted shall remain unaffected.

Or. de

Justification

The provisions of Article 28b on the online filing of documents and information for branches should be brought into line with the provisions on the online filing of documents and information in connection with the constitution of companies.

Amendment 267

Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28b – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. Member States shall lay down detailed rules for the online filing of documents and information. Article 28a, paragraph 3 and paragraph 3a, shall apply mutatis mutandis.

Or. en

Justification

Article 28a paragraph 3 and paragraph 3a (new) (as suggested by amendment 21 in the rapporteur's draft report) give the Member States the same possibility by fully reproducing the provisions on the online registration of companies. For the online filing of documents and information for branches, however, Article 28b does not expressly mention such possibility.

Amendment 268

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28b – paragraph 1a (new)

Text proposed by the Commission

Amendment

1a. Member States shall lay down detailed rules for the online filing of documents and information.

Or. de

Amendment 269

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28b – paragraph 1b (new)

1b. The rules referred to in the new paragraph 1a shall at least provide for the following:

(a) the procedures to ensure the legal and contractual capacity of the applicant and their authority to represent the company;

(b) the means to verify the identity of the person or persons registering the company, or of their representatives;

(c) the requirement for the applicant to use trust services referred to in Regulation (EU) No 910/2014.

Or. de

Amendment 270

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 13

Directive (EU) 2017/1132

Article 28b – paragraph 1c (new)

1c. The rules referred to in the new paragraph 1a may also provide for the following:

(a) the procedures to ensure the legality, validity and reliability of the documents and information submitted;

(b) the procedures to provide for the role of a notary or any other person or body mandated under applicable national law to file documents and information.

Or. de

Amendment 271

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 2 – paragraph 1 – subparagraph 2

Text proposed by the Commission

Notwithstanding the first subparagraph, Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with Article 16(5) and with point (g) of Article 19(2) by[OP please set the date = the last day of the month of **60** months after the date of entry into force] at the latest.

Amendment

Notwithstanding the first subparagraph, Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with Article 16(5) and with point (g) of Article 19(2) by[OP please set the date = the last day of the month of **36** months after the date of entry into force] at the latest.

Or. en

Amendment 272

Jens Rohde, Jean-Marie Cavada, António Marinho e Pinto

Proposal for a directive

Article 3 – paragraph 2 – point a

Text proposed by the Commission

(a) the need and feasibility of providing for fully online registration of the types of companies listed in Annex I;

Amendment

deleted

Or. en

Amendment 273

Evelyn Regner

Proposal for a directive

Article 3 – paragraph 2 – point a

Text proposed by the Commission

(a) the need and feasibility of providing for **fully** online registration of the types of companies listed in Annex I;

Amendment

(a) the need and feasibility of providing for online registration of the types of companies listed in Annex I;

Or. en

Amendment 274

