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2014 - 2019

Committee on the Internal Market and Consumer Protection

2014/0120(COD)

5.3.2015

AMENDMENTS

116 - 244

Draft opinion
Marlene Mizzi
(PE546.844v01-00)

Single-Member private limited liability companies

Proposal for a directive
(COM(2014)0212 – C7-0145/2014 – 2014/0120(COD))

AM_Com_LegOpinion

Amendment 116

Evelyne Gebhardt, Virginie Rozière, Lucy Anderson, Sergio Gaetano Cofferati, Jutta Steinruck, Evelyn Regner, Sergio Gutiérrez Prieto

Proposal for a directive

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Proposal for a rejection

The European Parliament rejects the Commission proposal.

Or. en

Amendment 117

Antanas Guoga, Daniel Dalton

Proposal for a directive

Recital 2

Text proposed by the Commission

(2) Part I of this Directive takes over the provisions of Directive 2009/102/EC as regards all single-member limited liability companies. It requires that in case all shares come to be held by a single shareholder, its identity should be disclosed to the public by the entry in the register. This Directive also provides that decisions taken by the single shareholder exercising the power of the general meeting as well as the contracts between the shareholder and the company should be recorded in writing, unless they relate to contracts concluded under market conditions in the ordinary course of business.

Amendment

(2) Part I of this Directive takes over the provisions of Directive 2009/102/EC as regards all single-member limited liability companies. It requires that in case all shares come to be held by a single shareholder, its identity should be disclosed to the public by the entry in the register. This Directive also provides that decisions taken by the single shareholder exercising the power of the general meeting as well as the contracts between the shareholder and the company should be recorded in writing ***and kept in digital format***, unless they relate to contracts concluded under market conditions in the ordinary course of business.

Or. en

Amendment 118

Biljana Borzan

Proposal for a directive
Recital 3

Text proposed by the Commission

(3) Establishing single-member limited liability companies as subsidiaries in other Member States entails costs due to the diverse legal and administrative requirements which must be met in the Member States concerned. Such divergent requirements continue to exist among Member States.

Amendment

(3) Establishing single-member limited liability companies as subsidiaries in other Member States entails costs due to the diverse legal and administrative requirements which must be met in the Member States concerned. Such divergent requirements continue to exist among Member States ***causing significant legal and other difficulties in cross-border business which above all discriminate small businesses.***

Or. en

Amendment 119

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Richard Sulík, Dita Charanzová, Vicky Ford

Proposal for a directive
Recital 3

Text proposed by the Commission

(3) Establishing single-member limited liability companies as subsidiaries in other Member States entails costs due to the diverse legal and administrative requirements which must be met in the Member States concerned. Such divergent requirements continue to exist among Member States.

Amendment

(3) Establishing single-member limited liability companies as subsidiaries in other Member States entails costs due to the diverse legal and administrative requirements which must be met in the Member States concerned. Such divergent requirements continue to exist among Member States ***and therefore companies might find it costly and difficult to conduct business across borders. The additional financial and administrative burdens and costs related to setting-up companies hamper the full development of business within the internal market.***

Or. en

Amendment 120
Antanas Guoga, Daniel Dalton

Proposal for a directive
Recital 3

Text proposed by the Commission

(3) Establishing single-member limited liability companies as subsidiaries in other Member States *entails* costs due to the diverse legal and administrative requirements which must be met in the Member States concerned. Such divergent requirements continue to *exist* among Member States.

Amendment

(3) Establishing single-member limited liability companies as subsidiaries in other Member States *entail* costs due to the diverse legal and administrative requirements which must be met in the Member States concerned. Such divergent requirements continue to *exist* among Member States *and create barriers for companies, in particular SMEs, to establish and operate cross-border.*

Or. en

Amendment 121
Ivan Štefanec, Othmar Karas, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Dita Charanzová, Richard Sulík, Eva Paunova, Antanas Guoga, Andreas Schwab, Vicky Ford

Proposal for a directive
Recital 6

Text proposed by the Commission

(6) In line with the Europe 2020 strategy, the Review of the Small Business Act for Europe¹⁸ advocated further progress in making smart regulation a reality, enhancing market access and promoting entrepreneurship, job creation and inclusive growth.

Amendment

(6) In line with the Europe 2020 strategy, the Review of the Small Business Act for Europe¹⁸ advocated further progress in making smart regulation a reality, enhancing market access and promoting entrepreneurship, *innovation*, job creation and inclusive growth.

¹⁸ COM(2011) 78 final, 23.2.2011.

¹⁸ COM(2011) 78 final, 23.2.2011.

Or. en

Amendment 122

Ivan Štefanec, Othmar Karas, Jiří Pospíšil, Adam Szejnfeld, Antanas Guoga, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Dita Charanzová, Richard Sulík, Eva Paunova, Vicky Ford

Proposal for a directive

Recital 7

Text proposed by the Commission

(7) In order to facilitate the cross-border activities of SMEs and the establishment of single-member companies as subsidiaries in other Member States, the costs and administrative burdens involved in setting-up these companies should be reduced.

Amendment

(7) In order to ***foster more entrepreneurship in Europe and to*** facilitate the cross-border activities of SMEs and the establishment of single-member companies as subsidiaries in other Member States, the costs and administrative burdens involved in setting-up these companies should be reduced ***and the rules for businesses on the internal market of the Union should be simplified.***

Or. en

Amendment 123

Antanas Guoga, Daniel Dalton

Proposal for a directive

Recital 7

Text proposed by the Commission

(7) In order to facilitate the cross-border activities of SMEs and the establishment of single-member companies as subsidiaries in other Member States, the costs and administrative burdens involved in setting-up these companies should be reduced.

Amendment

(7) In order to facilitate the cross-border activities of SMEs and the establishment of single-member companies as subsidiaries in other Member States, the costs and administrative burdens involved in setting-up these companies should be reduced. ***The Commission should actively promote entrepreneurship by creating funding schemes, offering new SMEs a grant of 1000 EUR to help with the setting up costs, with the cost of these grants being offset by reductions in other areas of the Union budget.***

Amendment 124
Andreas Schwab

Proposal for a directive
Recital 8

Text proposed by the Commission

(8) The availability of a harmonised legal framework governing the formation of single-member companies, including the establishment of a uniform template for the articles of association should contribute to the progressive abolition of restrictions on freedom of establishment as regards the conditions for setting up subsidiaries in the territories of Member States and lead to a reduction in costs.

Amendment

(8) The availability of a harmonised legal framework governing the formation of single-member companies, including the establishment **by the individual Member States** of a uniform template for the articles of association should contribute to the progressive abolition of restrictions on freedom of establishment as regards the conditions for setting up subsidiaries in the territories of Member States and lead to a reduction in costs.

Or. de

Justification

Follow-up amendment to the amendment to Article 11(3).

Amendment 125
Antanas Guoga, Dita Charanzová

Proposal for a directive
Recital 8

Text proposed by the Commission

(8) The **availability of a** harmonised legal framework governing the formation of single-member companies, including the establishment of a uniform template for the articles of association should contribute to the progressive abolition of restrictions on freedom of establishment as regards the conditions for setting up subsidiaries in the

Amendment

(8) The harmonised legal framework governing the formation of single-member companies, including the establishment of a uniform **online** template for the articles of association should contribute to the progressive abolition of restrictions on freedom of establishment as regards the conditions for setting up subsidiaries in the

territories of Member States and lead to a reduction in costs.

territories of Member States and lead to a reduction in costs.

Or. en

Amendment 126
Franz Obermayr

Proposal for a directive
Recital 9

Text proposed by the Commission

(9) Single-member private limited liability companies formed and operating in compliance with this Directive should add **to their names** a common, **easily identifiable** abbreviation – SUP (Societas Unius Personae).

Amendment

(9) Single-member private limited liability companies formed and operating in compliance with this Directive should **be able if they so wish to** add a common abbreviation – SUP (Societas Unius Personae). **Without prejudice to the arrangements in force in the Member States, the addition of the abbreviation should not be made mandatory under this Directive.**

Or. de

Amendment 127
Daniel Dalton

Proposal for a directive
Recital 9

Text proposed by the Commission

(9) Single-member private limited liability companies formed and operating in compliance with this Directive should add to their names a common, easily identifiable abbreviation – SUP (Societas Unius Personae).

Amendment

(9) Single-member private limited liability companies formed and operating in compliance with this Directive should add to their names a common, easily identifiable abbreviation – SUP (Societas Unius Personae), **which provides important legal clarity to companies and Member States.**

Or. en

Amendment 128

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Antanas Guoga, Róza Gräfin von Thun und Hohenstein, Andreas Schwab, Daniel Dalton, Richard Sulík, Vicky Ford

Proposal for a directive

Recital 9

Text proposed by the Commission

(9) Single-member private limited liability companies formed and operating in compliance with this Directive should add to their names a common, easily identifiable abbreviation – SUP (Societas Unius Personae).

Amendment

(9) Single-member private limited liability companies formed and operating in compliance with **Part 2 of** this Directive should add to their names a common, easily identifiable abbreviation – SUP (Societas Unius Personae).

Or. en

Amendment 129

Sergio Gaetano Cofferati, Lucy Anderson

Proposal for a directive

Recital 11 a (new)

Text proposed by the Commission

Amendment

(11a) There should be appropriate controls in order to ensure that the founder of a single-member company is not a worker falsely declared as self-employed and as such deprived of the protection of labour law. In order to determine a genuine self-employment situation different elements should be taken into account, including inter alia factors related to the freedom to organise working time, place and activities, subordination and remuneration.

Or. en

Amendment 130

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Andreas Schwab, Daniel Dalton, Eva Paunova, Vicky Ford

Proposal for a directive

Recital 11 a (new)

Text proposed by the Commission

Amendment

(11a) To ensure consistency, the rules applicable to private limited liability companies in the Member State of registration of the SUP should apply to SUPs, including Directive 2009/101/EC and Directive 2013/34/EU. This Directive should be without prejudice to any national provisions governing matters outside its scope, such as matters related to labour law, tax law, accounting or insolvency.

Or. en

Amendment 131

Othmar Karas, Eva Paunova

Proposal for a directive

Recital 12

Text proposed by the Commission

Amendment

(12) To enable business to enjoy the full benefits of the internal market, Member States should not require the registered office of an SUP and its central administration to be in the same Member State.

deleted

Or. de

Justification

Separating a company's registered office and central administration can bring benefits, but mainly it gives rise to risks. It does facilitate the establishment of subsidiaries with central administrations in the places where they carry on their business activities; however, SUPs

can establish their registered office in the Member State which offers the most favourable legal environment and in so doing, for example, circumvent stringent protection standards.

Amendment 132

Marlene Mizzi, Evelyne Gebhardt, Sergio Gaetano Cofferati, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive

Recital 12

Text proposed by the Commission

(12) To ***enable business to enjoy the full benefits of*** the internal market, Member States should ***not require the registered office of an SUP and its central administration to be*** in the same Member State.

Amendment

(12) To ***guarantee fair competition in*** the internal market, Member States should ***require that a single member company within the meaning of this Directive has its registered office*** in the same Member State ***where it has its principle place of business.***

Or. en

Justification

Allowing companies to locate their registered office in a Member State other than where the main place of business is situated, combined with simplistic registration procedure, constitute a considerable encouragement to establish letterbox companies. The same seat principle is indispensable to guarantee fair competition throughout the Union.

Amendment 133

Franz Obermayr

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) ***In order to make it easier and less costly to establish subsidiaries in other Member States, the founders of SUPs should not be obliged to be physically present before any Member State's registration body. The register should be***

Amendment

deleted

accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line registration points. It should, therefore, be possible to establish SUPs from distance and fully by electronic means.

¹⁹ *Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).*

Or. de

Justification

Although the proposal would considerably facilitate the establishment of a company, it would also open the door to abuses of the rules; the decision as to whether the minimum requirement of physical presence is done away with or not should rest with the Member States.

Amendment 134 **Andreas Schwab**

Proposal for a directive **Recital 13**

Text proposed by the Commission

(13) In order to make it easier and less costly to establish subsidiaries in other Member States, the founders of SUPs should not be obliged to be physically present before *any Member State's registration body. The register should be accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line*

Amendment

(13) In order to make it easier and less costly to establish subsidiaries in other Member States, the founders of SUPs should not be obliged to be physically present before *an authority in the Member State of registration. It should, therefore, be possible to establish SUPs from distance, for example fully by electronic means or through a representative. The registration procedure should be subject to the applicable national law, provided that the national provisions in question do*

registration points. It should, therefore, be possible to establish SUPs from distance *and* fully by electronic means.

not require the company founder to be physically present before an authority in the Member State of registration.

¹⁹ *Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).*

Or. de

Justification

Follow-up amendment to the amendment to Article 14(3).

Amendment 135

Othmar Karas

Proposal for a directive

Recital 13

Text proposed by the Commission

(13) *In order to make* it easier and less costly to establish subsidiaries in other Member States, *the founders of SUPs should not be obliged to be physically present before any Member State's registration body. The register should be accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line registration points. It should, therefore, be possible to establish SUPs from distance and fully by electronic means.*

Amendment

(13) It *should be* easier and less costly to establish subsidiaries in other Member States. *Member States should, however, retain existing national requirements for the check on the identity of the founding member before registration and the legality of the documents submitted and the process of on-line registration.*

¹⁹ *Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).*

Justification

Appropriate measures for checking identity are for example also cited in the Commission proposal for a fourth money laundering directive (COM(2013) 45 final).

Amendment 136
Daniel Dalton

Proposal for a directive
Recital 13

Text proposed by the Commission

(13) In order to make it easier and less costly to establish subsidiaries in other Member States, the founders of SUPs should not be obliged to be physically present before any Member State's registration body. The register should be accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line registration points. It should, therefore, be possible to establish SUPs from distance and fully by electronic means.

¹⁹ Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).

Amendment

(13) In order to make it easier and less costly to establish subsidiaries in other Member States, the founders of SUPs should not be obliged to be physically present before any Member State's registration body. The register should be accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line registration points. It should, therefore, be possible to establish SUPs from distance and fully by electronic means. ***This ability to register on-line is crucial to easing the burdens companies face when trying to conduct business across borders.***

¹⁹ Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).

Amendment 137
Antanas Guoga, Dita Charanzová

Proposal for a directive
Recital 13

Text proposed by the Commission

(13) In order to make it easier and less costly to establish subsidiaries in other Member States, the founders of SUPs should not be obliged to be physically present before any Member State's registration body. The register should be accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line registration points. It should, therefore, be possible to establish SUPs from distance and fully by electronic means.

¹⁹ Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).

Amendment

(13) In order to make it easier and less costly to establish subsidiaries in other Member States, the ***online registration of SUPs should be ensured. In such case, the payment of the consideration in cash should be required.*** The founders of SUPs should not be obliged to be physically present before any Member State's registration body. The register should be accessible from any Member State and a company founder should be able to make use of existing points of single contact created under Directive 2006/123/EC of the European Parliament and of the Council¹⁹ as a gateway to national on-line registration points. It should, therefore, be possible to establish SUPs from distance and fully by electronic means.

¹⁹ Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market (OJ L 376, 27.12.2006, p. 36).

Or. en

Amendment 138
Antanas Guoga, Daniel Dalton

Proposal for a directive
Recital 16

Text proposed by the Commission

(16) In line with the recommendations set out in the European Commission's 2011 Review of the Small Business Act²¹ to reduce the start-up time for new enterprises, ***SUPs should receive the***

Amendment

(16) In line with the recommendations set out in the European Commission's 2011 Review of the Small Business Act²¹ to reduce the start-up time for new enterprises, ***Member States should ensure***

certificate of registration in the relevant register of a Member State within three working days. This facility should only be available to the newly created companies and not to existing entities that wish to convert to SUPs as the registration of such entities by their very nature, may take more time.

²¹ COM(2011) 78 final, 23.2.2011.

that the registration process is completed within three working days. This facility should only be available to the newly created companies and not to existing entities that wish to convert to SUPs as the registration of such entities by their very nature, may take more time.

²¹ COM(2011) 78 final, 23.2.2011.

Or. en

Amendment 139
Andreas Schwab

Proposal for a directive
Recital 17

Text proposed by the Commission

(17) Each Member State should designate a competent electronic registration point. To support the designated bodies in exchanging information about the identity of the founder, Member States may use the means provided for under Regulation (EU) No 1024/2012 of the European Parliament and of the Council²².

²² *Regulation (EU) No 1024/2012 of the European Parliament and of the Council of 25 October 2012 on administrative cooperation through the Internal Market Information System and repealing Commission Decision 2008/49/EC ('the IMI Regulation') (OJ L 316, 14.11.2012, p. 1).*

Amendment

deleted

Or. de

Justification

The directive should not make it mandatory for Member States to establish an electronic registration point, because registration at a distance is not necessarily completed electronically.

Amendment 140

Andreas Schwab

Proposal for a directive

Recital 18

Text proposed by the Commission

(18) Provisions concerning the establishment of single-member private limited companies should not affect the right of Member States to maintain existing rules concerning *the verification of* the registration process, provided that the whole registration procedure may be completed *electronically and* at a distance.

Amendment

(18) Provisions concerning the establishment of single-member private limited companies should not affect the right of Member States to maintain existing rules concerning the registration process, provided that the whole registration procedure may be completed at a distance.

Or. de

Justification

Follow-up amendment to the amendment to Article 14(5).

Amendment 141

Andreas Schwab

Proposal for a directive

Recital 19

Text proposed by the Commission

(19) The use of the template of articles of association should be *required* if the SUP is registered *electronically*. If another form of registration is allowed by national law, the template does not have to be used, but the articles of association need to comply with the requirements of the Directive. The

Amendment

(19) The use of the template of articles of association *provided by the Member States* should be *possible* if the SUP is registered *at a distance*. If another form of registration is allowed by national law, the template does not have to be used, but the articles of association need to comply with

minimum capital required for the formation of a single-member private limited liability company varies among the Member States. Most Member States have already taken steps towards abolishing the minimum capital requirement or keeping it at a nominal level. The SUPs should not be subject to a high mandatory capital requirement, since this would act as a barrier to their formation. Creditors, however, should be protected from excessive distributions to single-members, which could affect the capacity of an SUP to pay its debts. Such protection should be ensured by the imposition of minimum balance sheet requirements (liabilities not exceeding assets) and the solvency statement prepared and signed by the management body. There should be no further restrictions placed on the use of capital by the single-member.

the requirements of the Directive. The minimum capital required for the formation of a single-member private limited liability company varies among the Member States. Most Member States have already taken steps towards abolishing the minimum capital requirement or keeping it at a nominal level. The SUPs should not be subject to a high mandatory capital requirement, since this would act as a barrier to their formation. Creditors, however, should be protected from excessive distributions to single-members, which could affect the capacity of an SUP to pay its debts. Such protection should be ensured by the imposition of minimum balance sheet requirements (liabilities not exceeding assets) and the solvency statement prepared and signed by the management body. There should be no further restrictions placed on the use of capital by the single-member.

Or. de

Justification

Follow-up amendment to the amendment to Article 14(4).

Amendment 142

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive Recital 20

Text proposed by the Commission

(20) In order to prevent abuse and simplify control SUPs should neither issue any further shares nor should the single share be split. Nor should SUPs acquire or own their single share whether directly or indirectly. ***Rights attached to the single***

Amendment

(20) In order to prevent abuse and simplify control SUPs should neither issue any further shares nor should the single share be split. Nor should SUPs acquire or own their single share whether directly or indirectly.

share should only be exercised by one person. Where Member States allow for co-ownership of a single share, only one representative should be entitled to act on behalf of the co-owners and be considered as a single-member for the purpose of this Directive.

Or. en

Amendment 143

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

**Proposal for a directive
Recital 23 a (new)**

Text proposed by the Commission

Amendment

(23a) The insolvency of a company usually affects not only the company's owner and shareholder, but also its creditors. Employees are particularly concerned by insolvency, as they grant an advance performance to the employer through their work. Therefore Member States should introduce preferential rights for employees in their legislation concerning insolvency proceedings.

Or. en

Amendment 144

Antanas Guoga, Daniel Dalton

**Proposal for a directive
Article 1 – paragraph 1 – introductory part**

Text proposed by the Commission

Amendment

1. *The coordination measures provided for in* this Directive shall apply to the laws, regulations and administrative provisions

1. *Part 1 of* this Directive shall apply to the laws, regulations and administrative provisions of the Member States relating

of the Member States relating to: to:

Or. en

Justification

Article 1(1) was amended to in order to clarify that only general provisions of Part 1 is applicable to companies listed in Annex I.

Amendment 145

Jiří Maštálka

Proposal for a directive

Article 1 – paragraph 1 – point a a (new)

Text proposed by the Commission

Amendment

(aa) which are micro-undertakings or small undertakings;

Or. en

Amendment 146

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Liisa Jaakonsaari, Christel Schaldemose, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive

Article 1 – paragraph 1 – point a a (new)

Text proposed by the Commission

Amendment

(aa) the special provisions in Part II of this Directive shall apply only to micro or small single-member private limited liability companies;

Or. en

Amendment 147

Jiří Maštálka

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

Text proposed by the Commission

Amendment

(b) Societas Unius Personae (SUP)
referred to in Article 6.

deleted

Or. en

Amendment 148
Jiří Maštálka

Proposal for a directive
Article 1 – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. This Directive provides common rules for the establishment of micro and small single-member private limited liability companies through a voluntary online registration procedure with obligatory identity check of the founder, a uniform template of articles of associations (both Union and national templates can be used) and minimum capital requirements.

Or. en

Amendment 149
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 2 – point 1

Text proposed by the Commission

Amendment

(1) ‘single-member company’ means a company whose shares are held by a single person;

(1) ‘single-member company’ means a company ***with limited liability*** whose shares are held by a single person;

Or. en

Justification

Clarification regarding liability

Amendment 150

Jiří Maštálka

Proposal for a directive

Article 2 – point 1 a (new)

Text proposed by the Commission

Amendment

(1a) 'micro-undertaking' means a micro-undertaking as defined in Article 3(1) of Directive 2013/24/EU.

Or. en

Amendment 151

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Richard Sulík, Dita Charanzová, Eva Paunova, Vicky Ford

Proposal for a directive

Article 2 – point 5 a (new)

Text proposed by the Commission

Amendment

(5a) 'online registration' means a registration procedure fully completed electronically at a distance without requiring the need of a physical presence of the founder before the authorities of the Member State of registration;

Or. en

Amendment 152

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive
Article 3 – paragraph 1

Text proposed by the Commission

Where a company becomes a single-member company because *all its shares come* to be held by a single person, that fact, together with the identity of the sole member, must either be recorded in the file or entered in the register as referred to in Article 3(1) and (3) of Directive 2009/101/EC *or be entered in a register kept by the company and accessible to the public.*

Amendment

Where a company becomes a single-member *private limited liability* company because *its share comes* to be held by a single person, that fact, together with the identity of the sole member, must either be recorded in the file or entered in the *central register, commercial register or company* register as referred to in Article 3(1) and (3) of Directive 2009/101/EC.

Or. en

Amendment 153
Antanas Guoga

Proposal for a directive
Article 4 – paragraph 2

Text proposed by the Commission

2. Decisions taken by the single-member exercising powers referred to in paragraph 1 shall be recorded in writing.

Amendment

2. Decisions taken by the single-member exercising powers referred to in paragraph 1 shall be recorded in writing *and kept in a digital format. Records of decisions taken shall be kept for at least five years.*

Or. en

Justification

In order to foster digitalisation of the companies and lower administrative burden it is sufficient for a company to store its decisions and contracts in digital format. Additional changes replaces Article 21(2)

Amendment 154
Antanas Guoga, Dita Charanzová

Proposal for a directive
Article 5 – paragraph 1

Text proposed by the Commission

1. Contracts between the single-member and the company shall be recorded in writing.

Amendment

1. Contracts between the single-member and the company shall be recorded in writing **and kept in a digital format. Records of such contracts shall be kept for at least five years.**

Or. en

Justification

In order to foster digitalisation of the companies and lower administrative burden it is sufficient for a company to store its decisions and contracts in digital format. Additional changes replaces Article 21(2)

Amendment 155
Maria Grapini

Proposal for a directive
Article 6 – paragraph 1

Text proposed by the Commission

1. Member States shall provide for the possibility of registering private single-member limited liability companies in accordance with the rules and procedures **set out in this Part**. Such companies shall be referred to as SUPs.

Amendment

1. Member States shall provide for the possibility of registering private single-member limited liability companies in accordance with the rules and **national** procedures. Such companies shall be referred to as SUPs.

Or. ro

Amendment 156
Ivan Štefanec, Othmar Karas, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Richard Sulík, Dita Charanzová, Vicky Ford

Proposal for a directive
Article 6 – paragraph 2

Text proposed by the Commission

2. Member States shall not hinder SUPs from being single-members in other companies.

Amendment

2. Member States shall not hinder SUPs from being single-members in other companies. ***Member States may establish rules prohibiting SUPs from being single-members in other limited liability companies if this leads to cross or circular ownership.***

Or. en

Amendment 157
Maria Grapini

Proposal for a directive
Article 7 – paragraph 2

Text proposed by the Commission

2. Member States shall provide that the single-member shall not be liable for any amount exceeding the subscribed share capital.

Amendment

2. Member States shall provide that the single-member shall not be liable for any amount exceeding the subscribed share capital. ***Where the subscribed share capital is less than EUR 10 000, the SUP shall, through board accountability, be liable up to this amount;***

Or. ro

Amendment 158
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 7 – paragraph 2

Text proposed by the Commission

2. Member States shall provide that the single-member shall not be liable for any amount exceeding the subscribed share capital.

Amendment

2. Member States shall provide that the single-member shall not be liable for any amount exceeding the subscribed share capital, ***without prejudice to other provisions on liability laid down in***

national law.

Or. en

Justification

To be covered by national law

Amendment 159
Othmar Karas, Eva Paunova

Proposal for a directive
Article 7 – paragraph 4

Text proposed by the Commission

(4) The SUP, and its articles of association, shall be governed by the national law of the Member State where the SUP *is registered* (hereinafter ‘applicable national law’).

Amendment

(4) The SUP, and its articles of association, shall be governed by the national law of the Member State where the SUP *has its central administration or principal place of business* (hereinafter ‘applicable national law’).

Or. de

Justification

If the directive is to provide for the separation of an SUP’s registered office and central administration, then at least the national law of the Member State in which the SUP has its principal place of business should apply.

Amendment 160
Antanas Guoga

Proposal for a directive
Article 7 – paragraph 4

Text proposed by the Commission

4. The SUP, *and its articles of association*, shall be governed by the national law of the Member State where the SUP is registered (hereinafter ‘applicable national

Amendment

4. The SUP shall be governed by the national law of the Member State where the SUP is registered (hereinafter ‘applicable national law’) *in order to*

law’).

comply with this Directive.

Or. en

Justification

The Commission will adopt the uniform template of articles of association

Amendment 161

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Andreas Schwab, Daniel Dalton, Eva Paunova, Vicky Ford

Proposal for a directive

Article 7 – paragraph 4 – subparagraph 1 a (new)

Text proposed by the Commission

Amendment

This Directive is without prejudice to any national laws governing matters outside its scope, such as matters related to labour law, workers' participation in the management or supervisory bodies of companies, and the right to information and consultation, taxation, accounting or insolvency proceedings.

Or. en

Amendment 162

Maria Grapini

Proposal for a directive

Article 9 – paragraph 1

Text proposed by the Commission

Amendment

1. Member States shall ensure that an SUP may be formed by ***the conversion of the types of companies listed in Annex I.***

1. Member States shall ensure that an SUP may be formed by conversion ***only if the company concerned is an SME.***

Or. ro

Amendment 163
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 9 – paragraph 1

Text proposed by the Commission

1. Member States shall ensure that an SUP may be formed by the conversion of the types of companies listed in Annex I.

Amendment

1. Member States shall ensure that an SUP may be formed by the conversion of the types of companies listed in Annex I ***subject to compliance with the applicable national law.***

Or. en

Justification

Only companies listed in Annex I that comply with national law of the Member State of the establishment may be converted to an SUP.

Amendment 164
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 9 – paragraph 3

Text proposed by the Commission

3. Member States shall ensure that a company shall not become an SUP unless:

(a) a resolution of its shareholders is passed or a decision of its single-member is taken authorising the conversion of the company into an SUP;

(b) its articles of association comply with the applicable national law; and

(c) its net assets are at least equivalent to the amount of its subscribed share capital plus those reserves which may not be distributed according to its articles of association.

Amendment

deleted

Justification

Requirements related to conversion should be left to national law.

Amendment 165

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Daniel Dalton, Eva Paunova, Vicky Ford

Proposal for a directive

Article 9 – paragraph 3 – point a a (new)

Text proposed by the Commission

Amendment

(aa) it has a single share and a share capital of at least EUR 1;

Or. en

Amendment 166

Marlene Mizzi, Evelyne Gebhardt, Sergio Gaetano Cofferati, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive

Article 10 – title

Text proposed by the Commission

Amendment

Seat of the SUP

Seat

Or. en

Amendment 167

Jiří Maštálka

Proposal for a directive

Article 10

Text proposed by the Commission

Amendment

An SUP shall have its registered office

An SUP shall have its registered office, its

and either its central administration *or* its principal place of business in the Union.

central administration *and* its principal place of business in *a Member State of the Union so that provisions of labour law (inter alia regarding workers participation) and tax law of such a Member State shall be fully respected.*

Or. en

Amendment 168
Othmar Karas, Eva Paunova

Proposal for a directive
Article 10

Text proposed by the Commission

An SUP shall have its registered office and either its central administration or its principal place of business in the Union.

Amendment

An SUP shall have its registered office and either its central administration or its principal place of business in the *same* Union *Member State*.

Or. de

Justification

Separating a company's registered office and central administration can bring benefits, but it mainly gives rise to risks. It does facilitate the establishment of subsidiaries with central administrations in the places where they carry on their business activities; however, SUPs can establish their registered office in the Member State which offers the most favourable legal environment and in so doing, for example, circumvent stringent protection standards.

Amendment 169
Marlene Mizzi, Julia Reda, Evelyne Gebhardt, Sergio Gaetano Cofferati, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive
Article 10

Text proposed by the Commission

An SUP shall have its registered office

Amendment

Member States shall require that a single

and either its central administration or its principal place of business in the Union.

member company within the meaning of this Directive has its registered office in the Member State where it has its principal place of business.

Or. en

Justification

Allowing companies to locate their registered office in a Member State other than where the main place of business is situated, combined with simplistic registration procedure, constitute a considerable encouragement to establish letterbox companies. The same seat principle is indispensable to guarantee fair competition throughout the Union.

Amendment 170
Pascal Arimont

Proposal for a directive
Article 11 – paragraph 1

Text proposed by the Commission

(1) Member States shall *require that the* articles of association *of the SUP* shall cover at least the subject matters provided for in paragraph 2.

Amendment

(1) *In connection with the on-line registration of an SUP*, Member States shall *make available the uniform template of* articles of association, *which* shall cover at least the subject matters provided for in paragraph 2.

Or. de

Amendment 171
Antanas Guoga, Dita Charanzová

Proposal for a directive
Article 11 – paragraph 1

Text proposed by the Commission

1. Member States shall require that the articles of association of the SUP shall cover *at least* the subject matters provided for in paragraph 2.

Amendment

1. Member States shall require that the articles of association of the SUP shall cover the subject matters provided for in paragraph 2.

Justification

In order to foster cross-border entrepreneurship, the founder of SUP shall be able to use the same template of articles of association in all Member States

Amendment 172

Antanas Guoga, Dita Charanzová

Proposal for a directive

Article 11 – paragraph 1 – subparagraph 1 a (new)

Text proposed by the Commission

Amendment

Member States shall ensure online registration of an SUP with the uniform template of articles referred to in paragraphs 2 and 3.

Or. en

Justification

It is necessary to ensure the possibility to register an SUP by electronic means using unified template of articles of association

Amendment 173

Maria Grapini

Proposal for a directive

Article 11 – paragraph 2 – subparagraph 1

Text proposed by the Commission

Amendment

The **uniform** template of articles of association shall cover the questions of formation, shares, share capital, organisation, accounts and the dissolution of an SUP.

The **single** template of articles of association shall cover the questions of formation, shares, share capital, organisation, accounts and the dissolution of an SUP

(This amendment applies throughout the legislative text. Adoption thereof will necessitate corresponding technical

changes throughout.)

Or. ro

Amendment 174
Pascal Arimont

Proposal for a directive
Article 11 – paragraph 2 – subparagraph 1

Text proposed by the Commission

The uniform template of articles of association shall *cover the questions of formation, shares, share capital, organisation, accounts and the dissolution of an SUP.*

Amendment

The uniform template of articles of association shall *contain at least the following elements:*

- name and description of the company, the single member and the business activity or activities;*
- formation and, where applicable, duration for which the company is set up;*
- single share and capital;*
- organisation;*
- accounting;*
- dissolution and, where appropriate, conversion;*

Or. de

Amendment 175
Antanas Guoga

Proposal for a directive
Article 11 – paragraph 2 – subparagraph 1

Text proposed by the Commission

The uniform template of articles of association shall cover the questions of formation, shares, share capital,

Amendment

The uniform template of articles of association shall cover the questions of formation, shares, share capital,

organisation, accounts and the dissolution of an SUP.

organisation, **representation towards third parties**, accounts and the dissolution of an SUP.

Or. en

Justification

Member States should not introduce additional requirements to the articles of association

Amendment 176
Pascal Arimont

Proposal for a directive
Article 11 – paragraph 2 – subparagraph 2

Text proposed by the Commission

Amendment

It shall be made available by electronic means.

deleted

Or. de

Amendment 177

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Richard Sulík, Dita Charanzová

Proposal for a directive
Article 11 – paragraph 2 a (new)

Text proposed by the Commission

Amendment

2a. Member States shall ensure that the following templates may be used for on-line registration.

The possibility to register an SUP on-line with the uniform template of articles of association shall not preclude the founder from registering on-line with its own bespoke articles of association if national law allows for it.

Or. en

Amendment 178

**Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein,
Richard Sulík, Dita Charanzová**

Proposal for a directive

Article 11 – paragraph 2 b (new)

Text proposed by the Commission

Amendment

2b. Member States shall ensure that an SUP may be registered on-line with the uniform template of articles of association. The obligation under Article 11 of Directive 2009/101/EC to have founding instruments drawn up and certified in due legal form shall be considered fulfilled if the founder draws up the founding instruments of SUP using the uniform template.

Or. en

Amendment 179

Pascal Arimont

Proposal for a directive

Article 11 – paragraph 3

Text proposed by the Commission

Amendment

(3) The Commission shall adopt the uniform template of articles of association by an implementing act. That implementing act shall be adopted in accordance with the examination procedure referred to in Article 27.

deleted

Or. de

Justification

A major component of the directive should not be adopted by means of an implementing act.

Amendment 180
Andreas Schwab

Proposal for a directive
Article 11 – paragraph 3

Text proposed by the Commission

(3) *The Commission shall adopt the uniform template of articles of association by an implementing act. That implementing act shall be adopted in accordance with the examination procedure referred to in Article 27.*

Amendment

(3) *Member States shall ensure that in each case a uniform template of articles of association as referred to in paragraph 2 is made available.*

Or. de

Justification

Given the substantial differences in company law from one Member State to another, in particular as regards the purpose of articles of association, a template valid throughout the EU does not seem to make sense. Instead, each Member State should provide a template, drawn up in accordance with its national law, which can be used in the context of registration at a distance.

Amendment 181
Jiří Maštálka

Proposal for a directive
Article 11 – paragraph 3

Text proposed by the Commission

3. The Commission shall adopt the uniform template of articles of association by an implementing act. That implementing act shall be adopted in accordance with the examination procedure referred to in Article 27.

Amendment

3. The Commission shall adopt the uniform template of articles of association by an implementing act. That implementing act shall be adopted in accordance with the examination procedure referred to in Article 27. *Both national and Union templates can be used. The information for registration and information in the articles of association shall not be duplicated. Member States using templates that already meet the aim of this*

*Directive may deviate from the
implementing act.*

Or. en

Amendment 182
Andreas Schwab

Proposal for a directive
Article 12 – paragraph 1

Text proposed by the Commission

(1) An SUP may, after registration, amend its articles of association **by *electronic or other means*** in accordance with applicable national law. This information shall be entered in the register of companies in the Member State of registration.

Amendment

(1) An SUP may, after registration, amend its articles of association in accordance with applicable national law. This information shall be entered in the register of companies in the Member State of registration.

Or. de

Justification

The articles of association should be consistent with the applicable national law. So, therefore, should amendments to articles of association. There is no need for a uniform EU-wide procedure, as amendments to articles of association come about after an SUP has been established and separate national arrangements do not therefore stand in the way of a prompt commencement of business activities.

Amendment 183
Sergio Gaetano Cofferati, Lucy Anderson

Proposal for a directive
Article 12 a (new)

Text proposed by the Commission

Amendment

Article 12 a

***Self-employment status of the founding
member***

***1. Member States shall require that the
founding member of the single-member
company proves his/her genuine self-***

employment status.

2. A genuine self-employment status shall be presumed to be lacking where one or several of the following conditions are met:

- The founding member has to submit to orders and instructions of another party in the performance of the work;*
- The founding member does not have the freedom to organise his/her working place, working time and relevant working activities;*
- The income of the founding member does not depend directly on the profits made;*
- The founding member receives periodic payment of remuneration, and such remuneration constitutes the founding member's sole or principal source of outcome.*

Or. en

Amendment 184
Antanas Guoga

Proposal for a directive
Article 13 – paragraph 1 – introductory part

Text proposed by the Commission

1. Member States may only require for the registration of an SUP the following information or documentation:

Amendment

1. ***In addition to the information contained in the articles of association,*** Member States may only require for the registration of an SUP the following information or documentation:

Or. en

Justification

The founder of the SUP has to have legal certainty of the required information and documentation to register an SUP in all Member States

Amendment 185
Maria Grapini

Proposal for a directive
Article 13 – paragraph 1 – point b

Text proposed by the Commission

(b) the address of the registered office, the central administration and/or the principal place of business of the SUP;

Amendment

(b)) the address of the registered office, the central administration and/or the principal place of business of the SUP, as well as *proof of ownership of premises or lease of registered office*;

Or. ro

Amendment 186
Jiří Maštálka

Proposal for a directive
Article 13 – paragraph 1 – point b a (new)

Text proposed by the Commission

Amendment

(ba) documents proving the company's title to the premises, where its registered seat is located;

Or. en

Amendment 187
Antanas Guoga

Proposal for a directive
Article 13 – paragraph 1 – point h

Text proposed by the Commission

Amendment

(h) the articles of association of the SUP; *deleted*

Or. en

Justification

Already covered in paragraph 1

Amendment 188

Jiří Maštálka

Proposal for a directive

Article 13 – paragraph 1 – point i

Text proposed by the Commission

(i) where *applicable, the decision authorising the company's conversion into an SUP.*

Amendment

(i) where *the SUP was formed as a result of conversion (merger, division, change of legal form), the resolution on conversion that led to the creation of SUP.*

Or. en

Amendment 189

Jiří Maštálka

Proposal for a directive

Article 13 – paragraph 1 – point i a (new)

Text proposed by the Commission

Amendment

(ia) power of attorney if the registration is done by a notary or attorney at law;

Or. en

Amendment 190

Sergio Gaetano Cofferati, Lucy Anderson

Proposal for a directive

Article 13 – paragraph 1 – point i a (new)

Text proposed by the Commission

Amendment

(ia) appropriate evidence of the genuine self-employment status of the founding

member, in accordance with Article 12;

Or. en

Amendment 191
Pascal Arimont

Proposal for a directive
Article 13 – paragraph 1 – point i a (new)

Text proposed by the Commission

Amendment

(ia) if applicable, all the documents, authorisations and licences required for registration in accordance with the legal provisions of the Member State in which the SUP is to be registered;

Or. de

Amendment 192
Pascal Arimont

Proposal for a directive
Article 13 – paragraph 2

Text proposed by the Commission

Amendment

(2) The Commission shall establish, by means of an implementing act, a template to be used for the registration of SUPs in the registers of companies of the Member States in accordance with paragraph 1. That implementing act shall be adopted in accordance with the examination procedure referred to in Article 27.

deleted

Or. de

Justification

A major component of the directive should not be adopted by means of an implementing act.

Amendment 193

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

**Proposal for a directive
Article 14 – paragraph 1**

Text proposed by the Commission

Amendment

1. An SUP shall be registered in the Member State in which it is to have its registered office.

deleted

Or. en

Amendment 194

Pascal Arimont

**Proposal for a directive
Article 14 – paragraph 2**

Text proposed by the Commission

Amendment

(2) An SUP shall acquire legal personality on the date on which it is entered in the register of companies of *the* Member State *of registration*.

(2) An SUP shall acquire legal personality ***in accordance with the legal provisions of the Member State of registration and, at the latest,*** on the date on which it is entered in the register of companies of ***this*** Member State

Or. de

Justification

In many Member States, companies acquire legal personality before being entered in the register of companies. Proper account should be taken of this here.

Amendment 195

Franz Obermayr

Proposal for a directive
Article 14 – paragraph 3

Text proposed by the Commission

Amendment

(3) Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically in its entirety without it being necessary for the founding member to appear before any authority in the Member State of registration (on-line registration).

deleted

Or. de

Justification

See above: although the proposal would considerably simplify the establishment of a company, at the same time it would open the way to abuses; whether the minimum hurdle of a requirement to appear in person should be waived or not ought therefore to be a matter for decision by the Member States.

Amendment 196
Pascal Arimont

Proposal for a directive
Article 14 – paragraph 3

Text proposed by the Commission

Amendment

(3) Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically *in its entirety without it being necessary for the founding member to appear before any authority in the Member State of registration (on-line registration).*

(3) Member States shall ensure that the *on-line* registration procedure for newly incorporated SUPs may be completed electronically *by means of an electronic signature or the involvement of a public official.*

Or. de

Justification

On-line registration is a fundamental element of the proposal for a directive. However,

certain safety standards should apply to such registration, to enable the identity of the founder to be checked.

Amendment 197
Othmar Karas

Proposal for a directive
Article 14 – paragraph 3

Text proposed by the Commission

(3) Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically ***in its entirety without it being necessary for the founding member to appear before any authority in the Member State of registration*** (on-line registration).

Amendment

(3) Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically (on-line registration). ***Member States may, however, retain existing national requirements for the checks on the identity of the founding member before registration and on the legality of the documents submitted and the process of on-line registration.***

Or. de

Justification

Appropriate measures for checking identity, as well as for other purposes, are for example also cited in the Commission proposal for a 4th money laundering directive (COM(2013) 45 final).

Amendment 198
Andreas Schwab

Proposal for a directive
Article 14 – paragraph 3

Text proposed by the Commission

(3) Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically ***in its entirety*** without it being necessary for the founding member to appear before any authority in the

Amendment

(3) Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically ***pursuant to Article 3(3) of Directive 2009/101/EC*** without it being necessary for the founding member to

Member State of registration (*on-line* registration).

appear *in person* before any authority in the Member State of registration (*remote* registration).

Or. de

Justification

It is already possible to establish companies immediately and simply at present. However, the establishment of limited companies requires a minimum of transparency. The existing registers of some Member States make it possible to register companies quickly while providing obligatory information at low cost for trading partners and consumers. For this purpose, careful checking of identity, an examination of the documents to be submitted and prior legal advice are required.

Amendment 199

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Antanas Guoga, Eva Paunova, Róza Gräfin von Thun und Hohenstein, Dita Charanzová, Richard Sulík, Daniel Dalton, Vicky Ford

**Proposal for a directive
Article 14 – paragraph 3**

Text proposed by the Commission

3. Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically in its entirety without *it being necessary for the founding member to appear* before any authority in the Member State of registration (on-line registration).

Amendment

3. Member States shall ensure that the registration procedure for newly incorporated SUPs may be completed electronically in its entirety without *requiring the need of a physical presence of the founder* before any authority in the Member State of registration (on-line registration).

Or. en

**Amendment 200
Andreas Schwab**

**Proposal for a directive
Article 14 – paragraph 4 – subparagraph 1 – introductory part**

Text proposed by the Commission

Amendment

(4) **National on-line registration web-sites shall include links to the registration web-sites in other** Member States. Member States shall ensure that the following templates **are** used for **on-line** registration:

(4) **The Commission shall make a website available in all official languages of the European Union containing all information on the registration procedure in the** Member States. Member States shall ensure that the following templates **can be** used for **remote** registration:

Or. de

Justification

Member States may make it possible to establish an SUP remotely by permitting the use of electronic media – including for the purpose of remote registration – or making it possible for representatives to found an SUP on behalf of the founding member. All information about the registration procedure in the Member States should be placed on a website maintained by the Commission, available in all EU official languages.

Amendment 201

Antanas Guoga, Daniel Dalton

Proposal for a directive

Article 14 – paragraph 4 – subparagraph 1 – introductory part

Text proposed by the Commission

Amendment

4. National on-line registration web-sites shall include links to the registration web-sites in other Member States. Member States shall ensure **that** the following templates **are used for on-line registration**:

4. National on-line registration web-sites shall include links to the registration web-sites in other Member States. Member States shall ensure **online registration with** the following templates:

Or. en

Justification

It should be ensured that the usage of templates is sufficient

Amendment 202
Franz Obermayr

Proposal for a directive
Article 14 – paragraph 4 – subparagraph 2

Text proposed by the Commission

Member States shall issue a certificate of registration confirming that the registration procedure has been completed. The certificate of registration ***shall be issued no later than three working days from the receipt of all the necessary documentation by the competent authority.***

Amendment

Member States shall issue a certificate of registration confirming that the registration procedure has been completed. ***The time taken to produce*** the certificate of registration ***and the procedure for doing so shall continue to be governed by rules laid down by the Member States.***

Or. de

Amendment 203
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 14 – paragraph 4 – subparagraph 2

Text proposed by the Commission

Member States shall ***issue a certificate of registration confirming*** that the registration procedure ***has been*** completed. ***The certificate of registration shall be issued no later than*** three working days from the receipt of all the necessary documentation by the competent authority.

Amendment

Member States shall ***ensure*** that the registration procedure ***is*** completed ***within*** three working days from the receipt of all the necessary documentation by the competent authority.

Or. en

Justification

Confirmation of the registration shall be determined by national law.

Amendment 204
Pascal Arimont

Proposal for a directive
Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

(5) **Member States may lay down rules for verifying** the identity of the founding member, and any other person making the registration on the member's behalf, **and** the acceptability of the documents and other information submitted **to the registration body. Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued electronically, shall be recognised and accepted for the purposes of the verification by the Member State of registration.**

Amendment

(5) **Verification of** the identity of the founding member, and any other person making the registration on the member's behalf, **as well as** the acceptability of the documents and other information submitted, **shall be governed by the applicable national law. Member States shall adopt provisions governing the subject.**

Or. de

Justification

In order to minimise potential risks of fraud and other illegal action, Member States should adopt provisions relating to checking of the registration process.

Amendment 205
Othmar Karas

Proposal for a directive
Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

(5) Member States may lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body. **Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued**

Amendment

(5) Member States may lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body.

electronically, shall be recognised and accepted for the purposes of the verification by the Member State of registration.

Or. de

Justification

Appropriate measures for checking identity, as well as for other purposes, are for example also cited in the Commission proposal for a 4th money laundering directive (COM(2013) 45 final). If national requirements differ, identity checks before registration can be performed on the basis of the respective national law applicable.

Amendment 206
Marc Tarabella

Proposal for a directive
Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

5. Member States *may* lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body. ***Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued electronically, shall be recognised and accepted for the purposes of the verification by the Member State of registration.***

Amendment

5. The process of online registration and verification of the identity of the founding member or of the representative who registers the single-member private limited liability company on the founding member's behalf shall be governed by applicable national law. Member States shall lay down *proportionate* rules for verifying the identity of the founding member, and any other person making the registration on the ***founding*** member's behalf, and the acceptability of the documents and other information submitted to the registration body.

Member States may lay down special provisions to govern the verification of the identity of the founding member or of the representative who registers the single-member private limited liability company on the founding member's behalf, for the purposes of preventing money laundering and organised crime, inter alia through identity checks or by using means of

electronic identification. If fraud or illegal activity is detected, the competent authorities shall forward the relevant information to the competent authorities of the other Member States.

Or. fr

Amendment 207
Andreas Schwab

Proposal for a directive
Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

(5) Member States may lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body. Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued electronically, shall be recognised and accepted for the purposes of the verification by the Member State of registration.

Amendment

(5) The registration procedure and the possible verification of the identity of the founding member and of a representative founding an SUP on his behalf shall be governed by the applicable national law. Member States shall ensure that procedural rules are laid down, including rules concerning verification of the identity of the founding member and of the representative, as well as the admissibility of documents and other information submitted to the registration body.

Or. de

Justification

In some Member States there are registers where reliable information is stored at low cost for trading partners and consumers. The reliability of the registers is ensured by means of careful verification of the personal identity of the founder, examination of all documents to be submitted to the register and comprehensive prior legal advice. The Member States concerned should have the freedom to retain them.

Amendment 208
Daniel Dalton

Proposal for a directive
Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

5. **Member States may lay down rules for verifying the identity** of the founding member, **and any other person making the registration** on the member's behalf, **and the acceptability of the documents and other information submitted to the registration body. Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued electronically, shall be recognised and accepted for the purposes of the verification by the Member State of** registration.

Amendment

5. **Without prejudice to paragraph 3, the process of registration and possible verification of identification** of the founding member, **or a representative that registers the SUP** on the member's behalf **shall be governed by the applicable national law.**

Member states shall lay down the procedural rules, including the rules on the acceptability of the documents and other information submitted to the registration body.

Or. en

Amendment 209

Ivan Štefanec, Othmar Karas, Jiří Pospíšil, Adam Szejnfeld, Eva Paunova, Róza Gräfin von Thun und Hohenstein, Dita Charanzová

Proposal for a directive
Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

5. Member States **may** lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body. **Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued**

Amendment

5. Member States **shall** lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body. **Without prejudice to paragraph 3, the process of registration and verification of identification of the founding member and/or a representative**

electronically, shall be recognised and accepted for the purposes of the verification by the Member State of registration.

that registers the SUP on the member's behalf shall be governed by the applicable national law.

Where, for the purposes of the first subparagraph, it is necessary for Member States to have recourse to administrative cooperation between them, they shall apply Regulation (EU) No 1024/2012.

Or. en

Amendment 210

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Liisa Jaakonsaari, Christel Schaldemose, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

5. Member States may lay down rules for verifying the identity of the founding member, and any other person making the registration on the member's behalf, and the acceptability of the documents and other information submitted to the registration body. Any identification issued in another Member State by the authorities of that State or on their behalf, including identification issued electronically, shall be recognised and accepted for the purposes of the verification by the Member State of registration.

Amendment

5. The process of online registration and, where applicable, verification of identification of the founding member, of the representative that registers the single-member private limited liability company on the founding member's behalf and of the persons authorised to represent the company shall be governed by national law of the Member State of registration. Member States shall lay down proportionate rules for verifying the identity of the founding member, and any other person making the registration on the founding member's behalf, and the acceptability of the documents and other information submitted to the registration body.

Or. en

Amendment 211
Franz Obermayr

Proposal for a directive
Article 14 – paragraph 6

Text proposed by the Commission

(6) **Member States shall not make the registration of an SUP conditional on obtaining any licence or authorisation.**
The registration of the SUP, all documents provided during the process of registration and subsequent changes to them, shall be disclosed in the relevant register of companies immediately after registration.

Amendment

(6) The registration of the SUP, all documents provided during the process of registration and subsequent changes to them, shall be disclosed in the relevant register of companies immediately after registration.

Or. de

Justification

A blanket prohibition on the requirement to obtain a licence or authorisation would inappropriately and disproportionately restrict the powers of Member States.

Amendment 212
Pascal Arimont

Proposal for a directive
Article 14 – paragraph 6

Text proposed by the Commission

(6) Member States shall not make the registration of an SUP conditional on obtaining any licence or authorisation. The registration of the SUP, all documents provided during the process of registration and subsequent changes to them, shall be disclosed in the relevant register of companies immediately after registration.

Amendment

(6) Member States shall not make the registration of an SUP conditional on obtaining any licence or authorisation, ***unless national legal provisions make such a licence or authorisation a precondition for specific, predetermined sectors.*** The registration of the SUP, all documents provided during the process of registration and subsequent changes to them, shall be disclosed in the relevant register of companies immediately after registration.

Justification

Specific, predetermined sectors (for example, financial services and insurance) in which national law makes it a requirement to obtain a licence or authorisation should continue to be protected in this way.

Amendment 213
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 14 – paragraph 6

Text proposed by the Commission

6. Member States shall not make the registration of an SUP conditional on obtaining any licence or authorisation. ***The registration of the SUP, all documents provided during the process of registration and subsequent changes to them, shall be disclosed in the relevant register of companies immediately after registration.***

Amendment

6. Member States shall not make the registration of an SUP conditional on obtaining any licence or authorisation. ***This is without prejudice to provisions of national law that make carrying out certain activities after registration conditional on obtaining a licence or authorisation. These activities shall be listed in national on-line registration websites.***

Justification

The founder of an SUP should find all necessary information regarding the establishment of an SUP in the national registration website.

Amendment 214
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 14 – paragraph 6 – subparagraph 1 a (new)

Text proposed by the Commission

Amendment

The registration of the SUP, all

documents provided during the process of registration and subsequent changes to them, shall be disclosed in the relevant register of companies immediately after registration.

Or. en

Justification

This provision from paragraph 6 is moved to a separate paragraph.

Amendment 215

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Liisa Jaakonsaari, Christel Schaldemose, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

Proposal for a directive

Article 14 – paragraph 6 a (new)

Text proposed by the Commission

Amendment

6a. Any change to the information entered in the register of companies pursuant to Article 13(1) shall also be registered in that register by way of on-line registration. A new certificate of registration shall be issued reflecting the change. Where the change concerns the information required under Article 13(1)(d) to (e), paragraph 5 of this Article shall apply. No change shall be effective as against third parties until such registration has been made.

Or. en

Amendment 216

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Eva Paunova, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Dita Charanzová, Richard Sulík, Vicky Ford

Proposal for a directive

Article 14 a (new)

Article 14a

Recognition of identification means for the purposes of on-line registration

1. For the purposes of on-line registration of an SUP, the registration authorities shall recognise:

(a) electronic identification means issued under an electronic identification scheme approved for the purpose of on-line registration of SUPs by the Member State of registration;

(b) an electronic identification means issued in another Member State complying with Article 6 of Regulation (EU) No 910/2014.

2. The registration authorities may also recognise other electronic or non-electronic identification means. When non-electronic identification means, issued in the Member State of registration, are recognised by the registration authorities for the purpose of on-line registration, the same type of non-electronic identification issued in other Member States shall be equally recognised.

3. Member States shall ensure that any measures taken to comply with this Article or Article 14 do not affect the possibility of on-line registration referred to in Article 14(3).

Or. en

Amendment 217
Maria Grapini

Proposal for a directive
Article 16 – paragraph 1

Text proposed by the Commission

1. The share capital of an SUP shall be at least EUR **1**. In Member States in which the euro is not the national currency, the share capital shall be at least equivalent to **one unit** of that Member States' currency.

Amendment

1. The share capital of an SUP shall be at least EUR **200**. In Member States in which the euro is not the national currency, the share capital shall be at least equivalent to **200 units** of that Member States' currency.

Or. ro

Amendment 218

Jiří Maštálka

**Proposal for a directive
Article 16 – paragraph 1**

Text proposed by the Commission

1. The share capital of an SUP shall be **at least EUR 1. In Member States in which the euro is not the national currency, the share capital shall be at least equivalent to one unit of that Member States' currency.**

Amendment

1. The share capital of an SUP shall be **determined by** Member States.

Or. en

Amendment 219

Jiří Maštálka

**Proposal for a directive
Article 16 – paragraph 3**

Text proposed by the Commission

3. Member States shall not impose any maximum value on the single share.

Amendment

deleted

Or. en

Amendment 220

Pascal Arimont

**Proposal for a directive
Article 16 – paragraph 4**

Text proposed by the Commission

(4) Member States shall ensure that the SUP is ***not subject to rules requiring the company*** to build up legal reserves.
Member States shall allow companies to build reserves in accordance with their articles of association.

Amendment

(4) Member States shall ensure that the SUP is ***required*** to build up legal reserves ***in accordance with the applicable national rules.***

Or. de

Justification

The proposal that an SUP should not be required to build up legal reserves gives rise to certain misgivings, as such a reserve often affords a guarantee to creditors. With a minimum capital requirement of EUR 1, Member States should require an SUP to build up reserves.

**Amendment 221
Jiří Maštálka**

**Proposal for a directive
Article 16 – paragraph 4**

Text proposed by the Commission

4. ***Member States shall ensure that the SUP is not subject to rules requiring the company to build up legal reserves.***
Member States shall allow companies to build reserves in accordance with their articles of association.

Amendment

4. Member States shall allow companies to build reserves in accordance with their articles of association.

Or. en

**Amendment 222
Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein,
Daniel Dalton, Othmar Karas, Vicky Ford**

**Proposal for a directive
Article 16 – paragraph 4**

Text proposed by the Commission

4. Member States ***shall ensure that the SUP is not subject to rules requiring the company to build up legal reserves.***
Member States shall allow companies to build reserves in accordance with their articles of association.

Amendment

4. ***Without prejudice to paragraph 1,*** Member States ***may require the SUP to build up legal reserves in accordance with the national law applicable to private limited liability companies listed in Annex I. Member States shall ensure that information on such requirements is provided on the national registration websites.*** Member States shall allow companies to build reserves in accordance with their articles of association.

Or. en

Amendment 223

Marlene Mizzi, Evelyne Gebhardt, Maria Grapini, Liisa Jaakonsaari, Christel Schaldemose, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

**Proposal for a directive
Article 16 – paragraph 4**

Text proposed by the Commission

4. Member States shall ***ensure that the SUP is not subject to rules requiring the company to build up legal reserves. Member States shall allow companies to build reserves in accordance with their articles of association.***

Amendment

4. Member States shall ***require single-member companies to build up legal reserves. The requirement to build up legal reserves shall be in accordance with national laws applicable to private limited liability companies as referred to Annex I.***

Or. en

Amendment 224

Antanas Guoga, Daniel Dalton

**Proposal for a directive
Article 16 – paragraph 5**

Text proposed by the Commission

Amendment

5. Member States shall require letter and order forms whether in paper form or in any other medium, to state the capital subscribed and paid up. If the company has a website, that information shall also be made available on it.

deleted

Or. en

Justification

Requirements are covered by Article 5 of Directive 2009/101

Amendment 225
Antanas Guoga

Proposal for a directive
Article 18 – paragraph 1

Text proposed by the Commission

Amendment

1. An SUP may, on the basis of a recommendation from the management body, make a distribution to the single-member provided that it complies with paragraphs 2 and 3.

1. **Member States shall ensure that** an SUP may, on the basis of a recommendation from the management body, make a distribution to the single-member provided that it complies with paragraphs 2 and 3.

Or. en

Justification

Provisions shall be transposed to national law.

Amendment 226
Antanas Guoga

Proposal for a directive
Article 19 – paragraph 1

Text proposed by the Commission

Member States shall ensure that any distributions paid out contrary to Article 18(2) or (3) are refunded to the SUP, **where it is established that** the single-member knew, or, in view of the circumstances, ought to have known that the distribution would be contrary to Article 18(2) or (3).

Amendment

Member States shall ensure that any distributions paid out contrary to Article 18(2) or (3) are refunded to the SUP, **and all damages resulting from such distribution shall be compensated to the interested parties that were effected, by** the single-member **that** knew, or, in view of the circumstances, ought to have known that the distribution would be contrary to Article 18(2) or (3).

Or. en

Justification

It should be clear that illegal distributions are refunded to the SUP and any damage caused by illegal distributions will be compensated

Amendment 227
Maria Grapini

Proposal for a directive
Article 21

Text proposed by the Commission

Article 21

Decisions of the single member

1. Decisions taken by the single-member of an SUP shall be recorded in writing by the single-member. Records of decisions taken shall be kept for at least five years.

2. A single member shall decide on the following:

- (a) approval of the annual accounts;**
- (b) distribution to the member;**
- (c) increase of share capital;**

Amendment

deleted

- (d) reduction of share capital;*
- (e) appointment and removal of directors;*
- (f) remuneration, if any, of directors, including when the single member is a director;*
- (g) change of the registered office;*
- (h) appointment and removal of the auditor, where applicable;*
- (i) conversion of the SUP into another company form;*
- (j) dissolution of the SUP;*
- (k) any amendments to the articles of association.*

The single member may not delegate the decisions referred to in the first subparagraph to the management body.

3. The single-member shall be allowed to take decisions without calling a general meeting. No formal restrictions shall be imposed by Member States on the power of the single member to take decisions, including as regards the place and the time at which such decisions may be taken.

Or. ro

Justification

This will be regulated under national law.

Amendment 228
Daniel Dalton

Proposal for a directive
Article 21

Text proposed by the Commission

Amendment

Article 21

deleted

Decisions of the single member

1. Decisions taken by the single-member of an SUP shall be recorded in writing by the single-member. Records of decisions taken shall be kept for at least five years.

2. A single member shall decide on the following:

- (a) approval of the annual accounts;***
- (b) distribution to the member;***
- (c) increase of share capital;***
- (d) reduction of share capital;***
- (e) appointment and removal of directors;***
- (f) remuneration, if any, of directors, including when the single member is a director;***
- (g) change of the registered office;***
- (h) appointment and removal of the auditor, where applicable;***
- (i) conversion of the SUP into another company form;***
- (j) dissolution of the SUP;***
- (k) any amendments to the articles of association.***

The single member may not delegate the decisions referred to in the first subparagraph to the management body.

3. The single-member shall be allowed to take decisions without calling a general meeting. No formal restrictions shall be imposed by Member States on the power of the single member to take decisions, including as regards the place and the time at which such decisions may be taken.

Or. en

Justification

This should be left to national law.

Amendment 229

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein

Proposal for a directive

Article 21 – paragraph 2 – point a a (new)

Text proposed by the Commission

Amendment

(aa) mergers and divisions;

Or. en

Amendment 230

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein

Proposal for a directive

Article 21 – paragraph 2 – point a b (new)

Text proposed by the Commission

Amendment

(ab) creation of reserves;

Or. en

Amendment 231

Andreas Schwab

Proposal for a directive

Article 21 – paragraph 3

Text proposed by the Commission

Amendment

(3) The single-member shall be allowed to take decisions without calling a general meeting. No formal restrictions shall be imposed by Member States on the power of the single member to take decisions, including as regards the place and the time at which such decisions may be taken. ***deleted***

Or. de

Justification

Amendments to statutes should comply with the applicable national law. Yet many decisions of a single member as referred to in paragraph 2 may concern the statutes. For purposes of clarification, therefore, paragraph 3 should be deleted.

Amendment 232
Maria Grapini

Proposal for a directive
Article 22

Text proposed by the Commission

Amendment

[...]

deleted

Or. ro

Justification

This will be regulated under national law.

Amendment 233
Daniel Dalton

Proposal for a directive
Article 22

Text proposed by the Commission

Amendment

[...]

deleted

Or. en

Justification

This should be left to national law.

Amendment 234
Maria Grapini

Proposal for a directive
Article 22 – paragraph 7

Text proposed by the Commission

Amendment

7. Any person, whose directions or instructions the directors of the company are accustomed to follow, without having been formally appointed, shall be considered a director as regards all duties and liabilities to which directors are subject. A person shall not be considered a director solely on the grounds that the management body acts on advice given by him or her in a professional capacity.

deleted

Or. ro

Amendment 235
Daniel Dalton

Proposal for a directive
Article 23

Text proposed by the Commission

Amendment

Article 23

deleted

Shareholder's instructions

1. The single-member shall have the right to give instructions to the management body.

2. Instructions given by the single-member shall not be binding for any director insofar as they violate the articles of association or the applicable national law.

Or. en

Justification

This should be left to national law.

Amendment 236

Jiří Maštálka

**Proposal for a directive
Article 23 – paragraph 1**

Text proposed by the Commission

1. The *single-member shall have the right* to give instructions to the management body.

Amendment

1. The *right of the single-member* to give instructions to the management body *shall be left entirely to the provisions of national law.*

Or. en

Amendment 237

Maria Grapini

**Proposal for a directive
Article 24**

Text proposed by the Commission

Article 24

Authority to act and enter into agreements on behalf of an SUP

- 1. An SUP's management body, comprising one or more directors, shall have the authority to represent the SUP, including when entering into agreements with third parties and in legal proceedings.*
- 2. Directors may represent the SUP individually, including when entering into agreements with third parties and in legal proceedings, unless the articles of association provide for joint representation. Any other limitation of the powers of the directors, by the articles of association, by a decision of the single-member or by a decision of the management body, may not be relied upon in any dispute with third parties, even if that limitation has been disclosed. Acts undertaken by the management body shall*

Amendment

deleted

be binding on the SUP, even if they are not within the object of the SUP.

3. The management body may delegate the right to represent the SUP insofar as it is allowed by the articles of association. The duty of the management body to file for bankruptcy or to commence any similar insolvency procedure shall not be delegated.

Or. ro

Justification

This will be regulated under national law.

Amendment 238
Daniel Dalton

Proposal for a directive
Article 24

Text proposed by the Commission

Amendment

Article 24

deleted

Authority to act and enter into agreements on behalf of an SUP

1. An SUP's management body, comprising one or more directors, shall have the authority to represent the SUP, including when entering into agreements with third parties and in legal proceedings.

2. Directors may represent the SUP individually, including when entering into agreements with third parties and in legal proceedings, unless the articles of association provide for joint representation. Any other limitation of the powers of the directors, by the articles of association, by a decision of the single-member or by a decision of the management body, may not be relied upon in any dispute with third parties, even if

that limitation has been disclosed. Acts undertaken by the management body shall be binding on the SUP, even if they are not within the object of the SUP.

3. The management body may delegate the right to represent the SUP insofar as it is allowed by the articles of association. The duty of the management body to file for bankruptcy or to commence any similar insolvency procedure shall not be delegated.

Or. en

Justification

This should be left to national law.

Amendment 239

Daniel Dalton

Proposal for a directive

Article 25

Text proposed by the Commission

Amendment

Article 25

deleted

Conversion of an SUP into another company law form

1. Member States shall ensure that their national law requires SUPs to be dissolved or transformed into another form of company if SUPs cease to comply with the requirements laid down in this Directive. If an SUP fails to take appropriate steps to convert into another company law form, the competent authority shall be granted the powers necessary to dissolve the SUP.

2. An SUP may, at any moment, decide to convert into another company law form following the procedure laid down by applicable national law.

3. A SUP that has been converted into another company law form or dissolved in accordance with paragraphs 1 or 2, shall cease to use the abbreviation SUP.

Or. en

Justification

This should be left to national law.

Amendment 240

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Róza Gräfin von Thun und Hohenstein, Daniel Dalton, Richard Sulík, Dita Charanzová, Vicky Ford

**Proposal for a directive
Article 25 – paragraph 1**

Text proposed by the Commission

1. Member States shall ensure that their national law requires **SUPs** to be dissolved or transformed into another form of company if **SUPs cease** to comply with the requirements laid down in this Directive. If an SUP fails to take appropriate steps to convert into another company law form, the competent authority shall be granted the powers necessary to dissolve the SUP.

Amendment

1. Member States shall ensure that their national law requires **an SUP** to be dissolved or transformed into another form of company if **it ceases** to comply with the requirements laid down in this Directive. If an SUP fails to take appropriate steps to convert into another company law form, the competent authority shall be granted the powers necessary to dissolve the SUP.

Or. en

Amendment 241

Marlene Mizzi, Julia Reda, Evelyne Gebhardt, Maria Grapini, Christel Schaldemose, Liisa Jaakonsaari, Marc Tarabella, Sergio Gutiérrez Prieto, Lucy Anderson, Josef Weidenholzer

**Proposal for a directive
Article 25 a (new)**

Text proposed by the Commission

Amendment

Article 25a

*Relationship with national law and other
Community instruments*

This Directive is without prejudice to national and Community law provisions governing matters related to labour law, including workers' rights to information, consultation and participation in management or supervisory bodies of companies, taxation, accounting and insolvency proceedings.

Or. en

Amendment 242
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 28 – title

Text proposed by the Commission

Amendment

Penalties

Sanctions

Or. en

Justification

Sanction is the term usually used in assigning liability

Amendment 243
Antanas Guoga, Daniel Dalton

Proposal for a directive
Article 28 – paragraph 1

Text proposed by the Commission

Amendment

Member States shall provide for ***penalties*** applicable to infringements of the national provisions adopted to implement this Directive and shall take all the measures necessary to ensure that those ***penalties*** are enforced. The ***penalties*** provided for shall

Member States shall provide for ***sanctions*** applicable to infringements of the national provisions adopted to implement this Directive and shall take all the measures necessary to ensure that those ***sanctions*** are enforced. The ***sanctions*** provided for

be effective, proportionate and dissuasive.

shall be effective, proportionate and dissuasive.

Or. en

Justification

Sanction is the term usually used in assigning liability

Amendment 244

Ivan Štefanec, Jiří Pospíšil, Adam Szejnfeld, Antanas Guoga, Eva Paunova, Dita Charanzová

Proposal for a directive

Article 30 a (new)

Text proposed by the Commission

Amendment

Article 30a

Review

By [2 years after the date of transposition of this Directive], the Commission shall review the operation of this Directive, in particular, in the light of the development of the Digital Single Market, as regards options to extend the scope to companies with more than one shareholder, and present a legislative proposal if appropriate.

Or. en