



EUROPEAN PARLIAMENT

2014 - 2019

Committee on Employment and Social Affairs

2014/0120(COD)

18.5.2015

AMENDMENTS

1 - 245

Draft opinion
Jutta Steinruck
(PE549.466v01-00)

Single-member private limited liability companies

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

AM_Com_LegOpinion

Amendment 1

Jutta Steinruck, Marita Ulvskog, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Joachim Schuster, Guillaume Balas, Emilian Pavel, Maria Arena, Agnes Jongerius, Evelyn Regner, Javi López, Ole Christensen, Sergio Gutiérrez Prieto, Siôn Simon, Elena Gentile, Brando Benifei, Georgi Pirinski

Proposal for a directive

—

Proposal for rejection

The European Parliament rejects the Commission proposal.

Or. en

Amendment 2

Monika Vana

on behalf of the Verts/ALE Group

Proposal for a directive

—

Proposal for rejection

The European Parliament rejects the Commission proposal.

Or. en

Amendment 3

Tiziana Beghin, Laura Agea

Proposal for a directive

—

Proposal for rejection

The European Parliament rejects the Commission proposal.

Or. en

Amendment 4

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 2

Text proposed by the Commission

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, unless they relate to contracts concluded under market conditions in the ordinary course of business.

deleted

Or. en

Amendment 5

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Recital 2

Text proposed by the Commission

Amendment

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Or. en

Amendment 6
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Recital 2

Text proposed by the Commission

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, unless they relate to contracts concluded under market conditions in the ordinary course of business.

deleted

Or. en

Amendment 7
Antanas Guoga

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 8
Antanas Guoga

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 create barriers for companies, in particular SMEs, to establish and operate cross-border.***

Or. en

Amendment 9
Aldo Patriciello

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 **substantial** 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 make it difficult for EU businesses to set up a base in another Member State.**

Or. it

Amendment 10
Thomas Mann

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. ***They should be brought EU-wide up to a level which makes it easier to establish SMEs, but which at the same time guarantees a high degree of consumer protection, safeguards legal certainty and the principles of liability and creditor protection and protects existing SMEs against competitors who deliberately exploit the lax employment and codetermination standards in force in***

some Member States to practise social dumping.

Or. de

Amendment 11
Aldo Patriciello

Proposal for a directive
Recital 4

Text proposed by the Commission

(4) The Commission Communication entitled 'Integrated Industrial Policy for the Globalisation Era - Putting Competitiveness and Sustainability at Centre Stage'¹⁶ encourages the creation, growth and internationalisation of small and medium-sized enterprises (SMEs). This is important for the Union economy as SMEs account for two-thirds of employment in the Union and offer significant potential for growth and for the creation of jobs.

¹⁶ COM(2010) 614 final, 28.10.2010.

Amendment

(4) The Commission Communication entitled "Integrated Industrial Policy for the Globalisation Era - Putting Competitiveness and Sustainability at Centre Stage" encourages the creation, growth and internationalisation of small and medium-sized enterprises (SMEs). This is *extremely* important for the Union economy as SMEs account for two-thirds of employment in the Union and offer significant potential for growth and for the creation of jobs.

¹⁶ COM(2010) 614 final, 28.10.2010.

Or. it

Amendment 12
Thomas Mann

Proposal for a directive
Recital 5

Text proposed by the Commission

(5) The improvement of the business environment, especially for SMEs, by reducing transaction costs in Europe, promoting clusters and promoting the internationalisation of SMEs, were the key

Amendment

(5) The improvement of the business environment, especially for SMEs, by reducing transaction costs in Europe, promoting clusters and promoting the internationalisation of SMEs, were the key

elements of the initiative “Industrial policy for the globalisation era” outlined in the Commission Communication on the Europe 2020¹⁷ strategy.

¹⁷ COM(2010)2020 final, 3.3.2010.

elements of the initiative “Industrial policy for the globalisation era” outlined in the Commission Communication on the Europe 2020¹⁷ strategy. ***Legal certainty, transparency, liability rules and creditor protection which apply EU-wide are key aspects of this business environment and should not be neglected, as otherwise companies will be given incentives to establish their registered office in a Member State in which low standards apply.***

¹⁷ COM(2010)2020 final, 3.3.2010.

Or. de

Amendment 13
Ivan Jakovčić

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, ***procedures***, and administrative burdens involved in ***setting up*** these companies should be reduced.

Or. hr

Amendment 14
Anne Sander

Proposal for a directive
Recital 7

Text proposed by the Commission

(7) In order to facilitate the cross-border

Amendment

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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.

activities of SMEs, the costs and administrative burdens involved in setting-up a company should be reduced.

Establishing a company abroad today requires being able to meet the substantial financial costs of complying with the legal and administrative rules of the other country, which is a major obstacle for many SMEs. The business environment therefore urgently needs to be improved, especially for SMEs, in order to allow them to operate in more than one EU country and invest more easily abroad.

Or. fr

Amendment 15
Thomas Mann

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, ***without, however, undermining legal certainty, consumer protection, the rules on liability, creditor protection and social standards such as codetermination.***

Or. de

Amendment 16
Antanas Guoga

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 schemes for financing the set-up of the new single-member companies with at least 1000 EUR.***

Or. en

Amendment 17

Anne Sander

Proposal for a directive

Recital 7 a (new)

Text proposed by the Commission

Amendment

(7a) SME access to the internal market should be promoted to allow them to develop and contribute fully to the EU economy. To that end, solutions tailored to SMEs wishing to develop cross-border activities should be developed. It is important, however, to make clear that not all these companies wish to internationalise or supply goods and services in another Member State, and that EU legislation must not be detrimental to them.

Or. fr

Amendment 18

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 8

Text proposed by the Commission

Amendment

(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. *deleted*

Or. en

Amendment 19

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Recital 8

Text proposed by the Commission

Amendment

(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. *deleted*

Or. en

Amendment 20

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Recital 8

Text proposed by the Commission

Amendment

(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.

deleted

Or. en

Amendment 21
Antanas Guoga

Proposal for a directive
Recital 8

Text proposed by the Commission

Amendment

(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.

(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.

Or. en

Amendment 22
Thomas Mann

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 of a uniform template for the articles of association should, ***on the basis of a careful assessment and weighing-up of the benefits and risks***, 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, ***provided that comprehensive measures are taken to prevent tax, liability, wage and social dumping***.

Or. de

Amendment 23

Ivan Jakovčič

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 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 ***and procedures***.

Or. hr

Amendment 24

Thomas Mann

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). ***The abbreviation ‘SUP’ should be followed by the standard abbreviation for the Member State on whose territory registration took place. The country identifier should be separated by a blank space from the abbreviation SUP (e.g. ‘SUP BE’). Member States should lay down national provisions stipulating that penalties must be imposed for breaches of this rule. The Commission should urge Member States to impose uniform penalties based on the most stringent in force.***

Or. de

Amendment 25
Tomáš Zdechovský

Proposal for a directive
Recital 10

Text proposed by the Commission

(10) To respect Member States’ existing traditions of company law, flexibility should be afforded to them as regards the manner and extent to which they wish to apply harmonised rules governing the formation and operation of SUPs. ***Member States may apply Part 2 of this Directive to all single-member private limited liability companies so that all such companies would operate and be known as SUPs. Alternatively, they should provide for the establishment of an SUP***

Amendment

(10) To respect Member States’ existing traditions of company law, flexibility should be afforded to them as regards the manner and extent to which they wish to apply harmonised rules governing the formation and operation of SUPs.

as a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Or. en

Justification

Clearer, more logical and comprehensive drafting. Also the third sentences expresses an important principle which merit its own recital.

Amendment 26

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 10

Text proposed by the Commission

(10) *To respect* Member States' existing *traditions of* company law, *flexibility* should be *afforded to them as regards the manner and extent to which they wish to apply harmonised rules governing the formation and operation of SUPs. Member States may apply Part 2 of this Directive to all single-member private limited liability companies so that all such companies would operate and be known as SUPs. Alternatively, they* should provide for the establishment of an SUP as a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Amendment

(10) Member States' existing *tradition in* company law should be *fully respected by affording them the flexibility to govern company forms at national level and enforce related standards. To facilitate entrepreneurship for small and micro-enterprises, Member States* should provide for the establishment of an SUP as a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Or. en

Amendment 27

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri,

Proposal for a directive
Recital 10

Text proposed by the Commission

(10) ***To respect*** Member States' existing traditions ***of*** company law, ***flexibility*** should be ***afforded to them as regards the manner and extent to which they wish to apply harmonised rules governing the formation and operation of SUPs.*** ***Member States may apply Part 2 of this Directive to all single-member private limited liability companies so that all such companies would operate and be known as SUPs. Alternatively, they*** should provide for the establishment of an SUP as a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Amendment

(10) Member States' existing traditions ***in*** company law should be ***fully respected by affording them the flexibility to govern company forms at national level and enforce related standards.*** ***To facilitate entrepreneurship for small and micro-enterprises, Member States*** should provide for the establishment of an SUP as a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Or. en

Amendment 28
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Recital 10

Text proposed by the Commission

(10) ***To respect*** Member States' existing traditions ***of*** company law, ***flexibility*** should be ***afforded to them as regards the manner and extent to which they wish to apply harmonised rules governing the formation and operation of SUPs.*** ***Member States may apply Part 2 of this Directive to all single-member private limited liability companies so that all such companies would operate and be known as SUPs. Alternatively, they*** should provide for the establishment of an SUP as

Amendment

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a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Or. en

Amendment 29
Tomáš Zdechovský

Proposal for a directive
Recital 10 a (new)

Text proposed by the Commission

Amendment

(10a) Member States may apply Part 2 of this Directive to all single-member private limited liability companies so that all such companies would operate and be known as SUPs.

Or. en

Amendment 30
Tomáš Zdechovský

Proposal for a directive
Recital 10 b (new)

Text proposed by the Commission

Amendment

(10b) Alternatively, they should provide for the establishment of an SUP as a separate company law form which would exist in parallel with other forms of single-member private limited liability company provided for in national law.

Or. en

Amendment 31
Monika Vana

on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

Proposal for a directive
Recital 11

Text proposed by the Commission

(11) To ensure that ***the harmonised rules are applied as widely as possible, both*** natural ***and legal*** persons should be entitled to form SUPs. For the same reason private limited liability companies that were not formed as SUPs should be able to benefit from the SUP framework. They should be able to be transformed into SUPs in accordance with applicable national law.

Amendment

(11) To ensure that ***standards can be maintained and enforced, only*** natural persons should be entitled to form SUPs. For the same reason private limited liability companies that were not formed as SUPs should be able to benefit from the SUP ***framework if they choose to opt in to this legal*** framework. They should be able to be transformed into SUPs in accordance with applicable national law.

Or. en

Amendment 32

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive
Recital 11

Text proposed by the Commission

(11) To ensure that ***the harmonised rules are applied as widely as possible, both*** natural ***and legal*** persons should be entitled to form SUPs. For the same reason private limited liability companies that were not formed as SUPs should be able to benefit from the SUP framework. They should be able to be transformed into SUPs in accordance with applicable national law.

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Or. en

Amendment 33

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Recital 11

Text proposed by the Commission

(11) To ensure that ***the harmonised rules are applied as widely as possible, both*** natural ***and legal*** persons should be entitled to form SUPs. For the same reason private limited liability companies that were not formed as SUPs should be able to benefit from the SUP framework. They should be able to be transformed into SUPs in accordance with applicable national law.

Amendment

(11) To ensure that ***standards can be maintained and enforced, only*** natural persons should be entitled to form SUPs. For the same reason private limited liability companies that were not formed as SUPs should be able to benefit from the SUP ***framework if they choose to opt in this legal*** framework. They should be able to be transformed into SUPs in accordance with applicable national law.

Or. en

Amendment 34

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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

deleted

Or. en

Amendment 35

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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. en

Amendment 36
Rina Ronja Kari, Paloma López Bermejo

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. en

Amendment 37
Thomas Mann

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

(12) To enable business to enjoy the full benefits of the internal market, Member States should require the registered office of an SUP and its central administration to be in the same Member State. **The need to**

State.

safeguard codetermination rights alone provides the justification for such a provision.

Or. de

Amendment 38

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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) The founders of SUPs ***could*** 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 Council^[1] as a gateway to national on-line registration points.

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 39

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive
Recital 13

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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 40
Rina Ronja Kari, Paloma López Bermejo

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

Amendment

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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 41

Antanas Guoga

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.

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 42
Thomas Mann

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 *fully* 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 *exploit the potential of new technologies and* establish SUPs by electronic means. *In the interests of consumer and creditor protection, the genuineness of the documents requested should be checked very carefully. The Commission should urge Member States to apply uniform standards based on the most stringent in force.*

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 43
Anne Sander

Proposal for a directive
Recital 13 a (new)

Text proposed by the Commission

Amendment

(13a) On-line registration should make it possible to reduce the costs involved in establishing a company abroad, and thereby promote cross-border economic activity by smaller entities, but it should not undermine national laws on identity controls for company founders and on employee protection.

Or. fr

Amendment 44

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive
Recital 15

Text proposed by the Commission

Amendment

(15) To ensure a high level of uniformity and on-line accessibility, the documents used to register SUPs should follow a uniform format available in all official languages of the Union. Each Member State may require registration to be completed in an official language of the Member State concerned, but are also encouraged to allow for registration in other official languages of the Union.

deleted

Or. en

Amendment 45

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Recital 15

Text proposed by the Commission

Amendment

(15) To ensure a high level of uniformity and on-line accessibility, the documents used to register SUPs should follow a uniform format available in all official languages of the Union. Each Member State may require registration to be completed in an official language of the Member State concerned, but are also encouraged to allow for registration in other official languages of the Union. *deleted*

Or. en

Amendment 46

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 15

Text proposed by the Commission

Amendment

(15) To ensure a high level of uniformity and on-line accessibility, the documents used to register SUPs should follow a uniform format available in all official languages of the Union. Each Member State may require registration to be completed in an official language of the Member State concerned, but are also encouraged to allow for registration in other official languages of the Union. *deleted*

Or. en

Amendment 47

Thomas Mann

Proposal for a directive

Recital 15

Text proposed by the Commission

(15) To ensure a high level of uniformity and on-line accessibility, the documents used to register SUPs should follow a uniform format available in all official languages of the Union. Each Member State **may** require registration to be completed in an official language of the Member State concerned, **but are also encouraged to allow for registration in other official languages of the Union.**

Amendment

(15) To ensure a high level of uniformity and on-line accessibility, the documents used to register SUPs should follow a uniform format available in all official languages of the Union. Each Member State **shall** require registration to be completed in an official language of the Member State concerned.

Or. de

Amendment 48
Antanas Guoga

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 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.

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 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 49
Thomas Mann

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 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.

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, SUPs should receive the certificate of registration in the relevant register of a Member State within three working days. ***Should reasonable doubts exist as to the genuineness of documents requested, national authorities should have the right to refuse registration for up to 10 further days, in order to give themselves time to assess the documents in question.*** 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. de

Amendment 50
Aldo Patriciello

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

Amendment

(17) Each Member State ***may*** 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.

means provided for under Regulation (EU) No 1024/2012 of the European Parliament and of the Council.

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).

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).

Or. it

Amendment 51
Aldo Patriciello

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 *must* 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.

Or. it

Amendment 52
Thomas Mann

Proposal for a directive
Recital 18

Text proposed by the Commission

(18) Provisions concerning the

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 verification of the registration process, *provided that the whole registration procedure may be completed electronically and at a distance.*

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. *With a view to guaranteeing a uniformly high level of consumer and creditor protection, efforts should be made to ensure that all Member States apply stringent verification standards. Such standards should be based on those in force in the Member States which offer the highest levels of protection.*

Or. de

Amendment 53

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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 verification of the registration process.

Or. en

Amendment 54

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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 verification of the registration process.

Or. en

Amendment 55

Rina Ronja Kari, Paloma López Bermejo

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 verification of the registration process.

Or. en

Amendment 56

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 19

Text proposed by the Commission

(19) The use of the template of articles of

Amendment

deleted

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 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. en

Amendment 57

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Recital 19

Text proposed by the Commission

Amendment

(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 **deleted**

comply with 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. en

Amendment 58

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Recital 19

Text proposed by the Commission

Amendment

(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 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

deleted

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. en

Amendment 59
Tomáš Zdechovský

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 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***

Amendment

(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 minimum capital required for the formation of a single-member private limited liability company varies among the Member States.

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. en

Amendment 60
Thomas Mann

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 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

Amendment

(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 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.*

management body. Further restrictions placed on the use of capital *should be consistent with the subsidiarity principle, be similar in severity in all the Member States, and be based on the penalties imposed in the Member States which offer the highest levels of creditor and consumer protection.*

Or. de

Amendment 61
Tomáš Zdechovský

Proposal for a directive
Recital 19 a (new)

Text proposed by the Commission

Amendment

(19a) 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. en

Amendment 62
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

Proposal for a directive
Recital 23

Text proposed by the Commission

Amendment

(23) In order to facilitate the operation of groups of companies, instructions issued by the single-member to the management body should be binding. Only where following such instructions would entail violating the national law of the Member State in which the company is registered, the management body should not follow them. With the exception of any provision in the articles of association which limit the company's representation to all directors jointly, any other limitation of powers of the directors, following from the articles of association, should not be binding insofar as it concerns third parties.

deleted

Or. en

Amendment 63

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive
Recital 23

Text proposed by the Commission

Amendment

(23) In order to facilitate the operation of groups of companies, instructions issued by the single-member to the management body should be binding. Only where following such instructions would entail violating the national law of the Member State in which the company is registered, the management body should not follow them. With the exception of any provision in the articles of association which limit the company's representation to all directors jointly, any other limitation of

deleted

powers of the directors, following from the articles of association, should not be binding insofar as it concerns third parties.

Or. en

Amendment 64

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Recital 23

Text proposed by the Commission

Amendment

(23) In order to facilitate the operation of groups of companies, instructions issued by the single-member to the management body should be binding. Only where following such instructions would entail violating the national law of the Member State in which the company is registered, the management body should not follow them. With the exception of any provision in the articles of association which limit the company's representation to all directors jointly, any other limitation of powers of the directors, following from the articles of association, should not be binding insofar as it concerns third parties.

deleted

Or. en

Amendment 65

Thomas Mann

Proposal for a directive

Recital 24

Text proposed by the Commission

Amendment

(24) The Member States should lay down rules on penalties applicable to the

(24) The Member States should lay down rules on penalties applicable to the

infringements of the provisions of this Directive and should ensure that they are implemented. Those penalties should be effective, proportionate and dissuasive.

infringements of the provisions of this Directive and should ensure that they are implemented. Those penalties should be effective, proportionate and dissuasive.

The severity of the penalties should be similar in all the Member States, based on the levels in the Member States which are the most stringent in this regard.

Or. de

Amendment 66

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 24 a (new)

Text proposed by the Commission

Amendment

(24a) No provision of this directive should be interpreted in such a way to favour tax elusion and tax evasion in Member States;

Or. en

Amendment 67

Monika Vana, Laura Agea

Proposal for a directive

Recital 25

Text proposed by the Commission

Amendment

(25) In order to reduce the administrative and legal costs associated with the formation of companies and to ensure a high level of consistency in the registration process across Member States, implementing powers to adopt the templates for registration and for the articles of association of an SUP should be conferred on the Commission. Those powers should be exercised in accordance

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with Regulation (EU) No 182/2011 of the European Parliament and of the Council²³.

²³ *Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of implementing powers (OJ L 55, 28.2.2011, p. 13).*

Or. en

Amendment 68

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Recital 25

Text proposed by the Commission

Amendment

<i>(25) In order to reduce the administrative and legal costs associated with the formation of companies and to ensure a high level of consistency in the registration process across Member States, implementing powers to adopt the templates for registration and for the articles of association of an SUP should be conferred on the Commission. Those powers should be exercised in accordance with Regulation (EU) No 182/2011 of the European Parliament and of the Council²³.</i>	<i>deleted</i>
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²³ *Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of*

implementing powers (OJ L 55, 28.2.2011, p. 13).

Or. en

Amendment 69

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Recital 25

Text proposed by the Commission

Amendment

(25) In order to reduce the administrative and legal costs associated with the formation of companies and to ensure a high level of consistency in the registration process across Member States, implementing powers to adopt the templates for registration and for the articles of association of an SUP should be conferred on the Commission. Those powers should be exercised in accordance with Regulation (EU) No 182/2011 of the European Parliament and of the Council²³.

deleted

²³ Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of implementing powers (OJ L 55, 28.2.2011, p. 13).

Or. en

Amendment 70

Thomas Mann

Proposal for a directive

Recital 25

Text proposed by the Commission

(25) In order to reduce the administrative and legal costs associated with the formation of companies and to ensure a high level of consistency in the registration process across Member States, implementing ***powers to adopt*** the templates for registration and for the articles of association of an SUP ***should be conferred on the Commission. Those powers should be exercised in accordance with Regulation (EU) No 182/2011 of the European Parliament and of the Council***²³.

²³ ***Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of implementing powers (OJ L 55, 28.2.2011, p. 13).***

Amendment

(25) In order to reduce the administrative and legal costs associated with the formation of companies and to ensure a high level of consistency in the registration process across Member States, ***Member States should undertake to draw up implementing provisions for the adoption of*** the templates for registration and for the articles of association of an SUP ***which are uniformly stringent.***

Or. de

Amendment 71

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 26

Text proposed by the Commission

(26) In order to accommodate future changes to the laws of Member States and to Union legislation concerning company types, the power to adopt acts in accordance with Article 290 of the Treaty on the Functioning of the European Union should be delegated to the

Amendment

deleted

Commission to update the list of undertakings contained in Annex I. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at experts' level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European Parliament and Council.

Or. en

Amendment 72

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Recital 26

Text proposed by the Commission

Amendment

(26) In order to accommodate future changes to the laws of Member States and to Union legislation concerning company types, the power to adopt acts in accordance with Article 290 of the Treaty on the Functioning of the European Union should be delegated to the Commission to update the list of undertakings contained in Annex I. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at experts' level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European Parliament and Council.

deleted

Or. en

Amendment 73

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Recital 26

Text proposed by the Commission

Amendment

(26) In order to accommodate future changes to the laws of Member States and to Union legislation concerning company types, the power to adopt acts in accordance with Article 290 of the Treaty on the Functioning of the European Union should be delegated to the Commission to update the list of undertakings contained in Annex I. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at experts' level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European Parliament and Council.

deleted

Or. en

Amendment 74

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 28

Text proposed by the Commission

Amendment

(28) Since the objectives of this Directive, namely, to facilitate the establishment of single-member private limited liability companies, including SUPs cannot be sufficiently achieved by the Member States, but can rather, by reason of their scale and effects, be better achieved at

deleted

Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Directive does not go beyond what is necessary to achieve those objectives.

Or. en

Amendment 75

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive Recital 28

Text proposed by the Commission

Amendment

(28) Since the objectives of this Directive, namely, to facilitate the establishment of single-member private limited liability companies, including SUPs cannot be sufficiently achieved by the Member States, but can rather, by reason of their scale and effects, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Directive does not go beyond what is necessary to achieve those objectives.

deleted

Or. en

Amendment 76

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Recital 28

Text proposed by the Commission

Amendment

(28) Since the objectives of this Directive, namely, to facilitate the establishment of single-member private limited liability companies, including SUPs cannot be sufficiently achieved by the Member States, but can rather, by reason of their scale and effects, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Directive does not go beyond what is necessary to achieve those objectives.

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Or. en

Amendment 77

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Recital 29

Text proposed by the Commission

Amendment

(29) Since substantial amendments are being made to Directive 2009/102/EC, in the interests of clarity and legal certainty that Directive should be repealed.

deleted

Or. en

Amendment 78

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Recital 29

Text proposed by the Commission

Amendment

(29) Since substantial amendments are being made to Directive 2009/102/EC, in the interests of clarity and legal certainty that Directive should be repealed.

deleted

Or. en

Amendment 79

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Recital 29

Text proposed by the Commission

Amendment

(29) Since substantial amendments are being made to Directive 2009/102/EC, in the interests of clarity and legal certainty that Directive should be repealed.

deleted

Or. en

Amendment 80

Tomáš Zdechovský

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 of the Member States relating to:

1. The coordination measures provided for in this Directive shall apply to the laws, regulations and administrative provisions of the Member States relating to *the types of company listed in Annex I. It is also relating to Societas Unius Personae (SUP) referred to in Article 6.*

Justification

Justification: The original text must be particularly simple, clear and direct.

Amendment 81

Antanas Guoga

Proposal for a directive

Article 1 – paragraph 1 – introductory part

Text proposed by the Commission

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

Amendment

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

Or. en

Amendment 82

Tomáš Zdechovský

Proposal for a directive

Article 1 – paragraph 1 – point a

Text proposed by the Commission

(a) *the types of company listed in Annex I;*

Amendment

deleted

Or. en

Amendment 83

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 1 – paragraph 1 – point a

Text proposed by the Commission

Amendment

(a) the types of company listed in Annex I; *deleted*

Or. en

Amendment 84

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 1 – paragraph 1 – point a

Text proposed by the Commission

Amendment

(a) the types of company listed in Annex I; *deleted*

Or. en

Amendment 85

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 1 – paragraph 1 – point a

Text proposed by the Commission

Amendment

(a) the types of company listed in Annex I; *deleted*

Or. en

Amendment 86

Tomáš Zdechovský

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 87

Tiziana Beghin, Laura Agea

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.

(b) Societas Unius Personae (SUP) referred to in Article 6. ***On condition that the company is incorporated by a natural person, that the company does not exceed the limits defined in Article 3.1 of Directive 2013/34/EC and that it demonstrates that it is actively operating in at least two Member States or that it will do so within a year from registration.***

Or. en

Amendment 88

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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.

(b) Societas Unius Personae (SUP) referred to in Article 6. ***On condition that the company is incorporated by a natural person and the company does not exceed the limits defined in Article 3.1 of Directive 2013/34/EC***

Justification

The SUP provides rules only for small and micro-enterprises.

Amendment 89

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 1 – paragraph 1 – point b

Text proposed by the Commission

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

Amendment

(b) Societas Unius Personae (SUP) referred to in Article 6, ***on condition that the company is incorporated by a natural person and the company does not exceed the limits defined in Article 3.1 of Directive 2013/34/EC***

Justification

The SUP provides rules only for small and micro-enterprises

Amendment 90

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 1 – paragraph 1 – point b

Text proposed by the Commission

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

Amendment

(b) Societas Unius Personae (SUP) referred to in Article 6. ***on condition that the company is incorporated by a natural person and the company not exceed the limits defined in Article 3.1 of Directive 2013/34/EC***

Justification

The SUP provides rules only for small and micro-enterprises.

Amendment 91

Claude Rolin, Ivo Belet, Pascal Arimont, Georges Bach

Proposal for a directive

Article 1 – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. The form of Societas Unius Personae (SUP) referred to in Article 6 of this Directive shall only be authorised for micro or small undertakings within the meaning of Directive 2013/34/EU. Where a Societas Unius Personae no longer meets the criteria laid down therein, it should be converted into another legal form.

Or. fr

Justification

Basically, this proposal for a Directive on single-member private limited liability companies should apply to those companies which find it most difficult to establish themselves in other Member States, i.e. micro and small undertakings. It would make sense, therefore, as was stressed by the European Economic and Social Committee in its opinion on the subject (INT/744), to restrict the scope by making a reference to the criteria laid down in Directive 2013/34/EU.

Amendment 92

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 1 – paragraph 2 – subparagraph 1

Text proposed by the Commission

Amendment

Member States shall inform the Commission within two months of any changes to the types of private limited companies provided for in their national law affecting the contents of Annex I.

deleted

Or. en

Amendment 93

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 1 – paragraph 2 – subparagraph 1

Text proposed by the Commission

Amendment

Member States shall inform the Commission within two months of any changes to the types of private limited companies provided for in their national law affecting the contents of Annex I.

deleted

Or. en

Amendment 94

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 1 – paragraph 2 – subparagraph 1

Text proposed by the Commission

Amendment

Member States shall inform the Commission within two months of any changes to the types of private limited companies provided for in their national law affecting the contents of Annex I.

deleted

Or. en

Amendment 95
Aldo Patriciello

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

Text proposed by the Commission

Member States shall inform the Commission within two months of any changes to the types of private limited companies provided for in their national law affecting the contents of Annex I.

Amendment

(Does not affect English version.)

Or. it

Amendment 96
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

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

Text proposed by the Commission

In such a case the Commission shall be empowered to adapt, by means of delegated acts in accordance with Article 26, the list of companies contained in Annex I.

Amendment

deleted

Or. en

Amendment 97
Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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

Text proposed by the Commission

Amendment

In such a case the Commission shall be empowered to adapt, by means of delegated acts in accordance with Article 26, the list of companies contained in Annex I. ***deleted***

Or. en

Amendment 98

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 1 – paragraph 2 – subparagraph 2

Text proposed by the Commission

Amendment

In such a case the Commission shall be empowered to adapt, by means of delegated acts in accordance with Article 26, the list of companies contained in Annex I. ***deleted***

Or. en

Amendment 99

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 1 – paragraph 3

Text proposed by the Commission

Amendment

3. Where a Member State allows other companies than those listed in Annex I to be established as or become single-member companies, as defined in Article 2 (1), Part 1 of this Directive shall also apply to them. ***deleted***

Amendment 100

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 1 – paragraph 3

Text proposed by the Commission

Amendment

3. Where a Member State allows other companies than those listed in Annex I to be established as or become single-member companies, as defined in Article 2 (1), Part 1 of this Directive shall also apply to them. *deleted*

Or. en

Justification

It should be clarified that this directive only applies to SUPs and it remains a matter of choice as to which types decides to opt for the SUP status.

Amendment 101

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 1 – paragraph 3

Text proposed by the Commission

Amendment

3. Where a Member State allows other companies than those listed in Annex I to be established as or become single-member companies, as defined in Article 2 (1), Part 1 of this Directive shall also apply to them. *deleted*

Or. en

Justification

It should be clarified that this directive only applies to SUPs and it remains a matter of choice as to which types decides to opt for the SUP status.

Amendment 102

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 2 – paragraph 1 – point 1

Text proposed by the Commission

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

Amendment

(1) ‘single-member company’ means a company whose shares are held by a single person, ***that is incorporated by a natural person, that does not exceed the limits defined in Article 3(1) of Directive 2013/34/EU and that demonstrates it is actively operating in at least two Member States or it will do so within a year from registration.***

Or. en

Amendment 103

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 2 – paragraph 1 – point 1

Text proposed by the Commission

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

Amendment

(1) ‘single-member company’ means a company whose shares are held by a single person ***and that is incorporated by a natural person***

Or. en

Amendment 104

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 2 – paragraph 1 – point 1

Text proposed by the Commission

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

Amendment

(1) ‘single-member company’ means a company whose shares are held by a single person ***and that is incorporated by a natural person;***

Or. en

Amendment 105

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 2 – paragraph 1 – point 1

Text proposed by the Commission

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

Amendment

(1) ‘single-member company’ means a company whose shares are held by a single person ***and that is incorporated by a natural person;***

Or. en

Amendment 106

Antanas Guoga

Proposal for a directive

Article 2 – paragraph 1 – point 1

Text proposed by the Commission

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

Amendment

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

Or. en

Amendment 107
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

Amendment 108
Antanas Guoga

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

Amendment 109
Aldo Patriciello

Proposal for a directive
Article 5 – paragraph 2

Text proposed by the Commission

2. Member States may decide not to apply paragraph 1 to contracts concluded under

Amendment

(Does not affect English version.)

market conditions in the ordinary course of business which are not detrimental to the single-member company.

Or. it

Amendment 110
Aldo Patriciello

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

(Does not affect English version.)

Or. it

Amendment 111
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

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

deleted

Or. en

Amendment 112
Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive
Article 6 – paragraph 2

Text proposed by the Commission

Amendment

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

Or. en

Amendment 113
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 6 – paragraph 2

Text proposed by the Commission

Amendment

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

Or. en

Amendment 114
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

Proposal for a directive
Article 7 – paragraph 2

Text proposed by the Commission

Amendment

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

Or. en

Amendment 115

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 7 – paragraph 2

Text proposed by the Commission

Amendment

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

Or. en

Justification

This provision would fundamentally restrict liability of a SUP and risks to endanger e.g. workers in case of insolvency

Amendment 116

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 7 – paragraph 2

Text proposed by the Commission

Amendment

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

Or. en

Amendment 117

Thomas Mann

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 be liable for any amount **up to** the **accumulated** share capital.

Or. de

Amendment 118
Antanas Guoga

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

Amendment 119
Thomas Mann

Proposal for a directive
Article 7 – paragraph 3

Text proposed by the Commission

(3) The name of a company, which has the legal form of an SUP, shall be followed by the abbreviation ‘SUP’. Only an SUP may use the abbreviation ‘SUP’.

Amendment

(3) The name of a company, which has the legal form of an SUP, shall be ***clearly*** followed by the abbreviation ‘SUP’. ***The abbreviation ‘SUP’ must be followed by the identifier for the Member State on whose territory the registration took place; the abbreviation and the identifier must be separated by a blank space.*** Only an SUP may use the abbreviation ‘SUP’.

Amendment 120
Thomas Mann

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 is registered (hereinafter ‘applicable national law’). ***The SUP must conduct business activities in the Member State where it has its registered office.***

Amendment 121
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 law’).

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 comply with this Directive.***

Amendment 122
Ulla Tørnæs

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 is registered (hereinafter ‘applicable national law’). ***Without prejudice to the provisions in this directive, a SUP-company shall, in every Member State be treated as a company which is founded in accordance with the existing legislation in the Member State in which the company has its registered office.***

Or. en

Amendment 123

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 7 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. This Directive is without prejudice to any national laws governing matters related to labour law, including among others the workers’ participation in the management or supervisory bodies of companies and the right to information and consultation, and taxation, accounting or insolvency proceedings. It is also without prejudice to the application of the national rules on the conflict of laws.

Or. en

Amendment 124

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive
Article 7 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. This Directive is without prejudice to any national laws governing matters related to labour law, including among others the workers' participation in the management or supervisory bodies of companies and the right to information and consultation, and taxation, accounting or insolvency proceedings. It is also without prejudice to the application of the national rules on the conflict of laws.

Or. en

Amendment 125
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 7 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. This Directive is without prejudice to any national laws governing matters related to labour law, including among others the workers' participation in the management or supervisory bodies of companies and the right to information and consultation, and taxation, accounting or insolvency proceedings. It is also without prejudice to the application of the national rules on the conflict of laws.

Or. en

Amendment 126
Thomas Mann

Proposal for a directive
Article 7 – paragraph 5

Text proposed by the Commission

(5) Member States shall provide that the SUP is set up for an unlimited period of time, unless ***provided*** otherwise in the articles of association.

Amendment

(5) Member States shall provide that the SUP is set up for an unlimited period of time, ***provided that it conducts business activities in the Member State of registration*** and unless ***stipulated*** otherwise in the articles of association.

Or. de

Amendment 127

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive
Article 7 – paragraph 5 a (new)

Text proposed by the Commission

Amendment

5a. Workers' participation in company boards and workers' rights on information and consultation in an SUP shall be governed by the provisions of the Member State in which the SUP has its single seat. On registering a SUP it has to prove compliance with this provision.

Or. en

Amendment 128

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 7 – paragraph 5 a (new)

Text proposed by the Commission

Amendment

5a. Workers' participation in company

boards and workers' rights on information and consultation in an SUP shall be governed by the provisions of the Member State in which the SUP has its single seat. On registration a SUP has to prove compliance with this provision.

Or. en

Amendment 129

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 7 – paragraph 5 a (new)

Text proposed by the Commission

Amendment

5a. Workers' participation in company boards and workers' rights on information and consultation in an SUP shall be governed by the provisions of the Member State in which the SUP has its single seat. When registering a SUP, it has to prove compliance with this provision.

Or. en

Amendment 130

Monika Vana

on behalf of the Verts/ALE Group

Proposal for a directive

Article 7 – paragraph 5 b (new)

Text proposed by the Commission

Amendment

5b. If a SUP exceeds over a period of 2 years the limits defined in Article 1 paragraph 1 Point b the SUP is transformed into a national legal company form following the provision of the Member States in Annex 1.

Justification

Justification similar to Article 3.1.para. 2 of Directive 2013/34/EC

Amendment 131

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 7 – paragraph 5 b (new)

Text proposed by the Commission

Amendment

5b. If a SUP exceeds over a period of 2 years the limits defined in Article 1 paragraph 1 point b the SUP is transformed into a national legal company form following the provision of the Member States in Annex 1.

Or. en

Amendment 132

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 7 – paragraph 5 b (new)

Text proposed by the Commission

Amendment

5b. If a SUP exceeds over a period of 2 years the limits defined in Art. 1 paragraph 1 point b the SUP is transformed into a national legal company form following the provisions of the Member States in Annex 1.

Or. en

Justification

Similar to Article 3.1. para. 2 of Directive 2013/34/EC

Amendment 133

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 8

Text proposed by the Commission

An SUP may be incorporated by a natural
or legal person.

Amendment

An SUP may be incorporated by a natural
*person at a single seat on condition that a
share capital of at least 3000 EUR is
provided for.*

Or. en

Amendment 134

Monika Vana

on behalf of the Verts/ALE Group

Proposal for a directive

Article 8

Text proposed by the Commission

An SUP may be incorporated by a natural
or legal person.

Amendment

An SUP may be incorporated by a natural
*person at a single seat on condition that a
share capital of at least 1000 EUR is
provided for.*

Or. en

Justification

SUPs are intended to motivate entrepreneurs, there incorporation is only possible for natural persons to reach this goal. Incorporation of legal persons entails the strong risk of abuse by establishing letterbox companies.

Amendment 135

Marita Ulvskog, Brando Benifei, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto

Proposal for a directive

Article 8

Text proposed by the Commission

An SUP may be incorporated by a natural *or legal person*.

Amendment

An SUP may be incorporated by a natural *person at a single seat on condition that a share capital of at least 1000 EUR is provided for*.

Or. en

Justification

SUPs are intended to motivate entrepreneurs. Therefore, to reach this goal, incorporation should only be possible for natural persons. Moreover, incorporation of legal persons entails a strong risk of abuse and circumvention of taxation, labour law and collective agreements, through the establishment of letterbox companies.

Amendment 136

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 8

Text proposed by the Commission

An SUP may be incorporated by a natural *or legal person*.

Amendment

An SUP may be incorporated by a natural *person at a single seat on conditions that a share capital of at least 1.000 EUR is provided for*.

Or. en

Justification

SUPs intended to motivate entrepreneurs, there incorporation is only possible for natural persons to reach this goal. Incorporation of legal persons entails the strong risk of abuse by establishing letterbox companies.

Amendment 137
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 9

Text proposed by the Commission

Amendment

Article 9

deleted

Conversion into an SUP

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

2. The formation of an SUP by conversion shall not result in any winding-up procedures, any loss or interruption of the legal personality or affect any rights or obligations existing prior to the conversion.

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.

Or. en

Amendment 138
Siôn Simon

Proposal for a directive
Article 9

Text proposed by the Commission

Amendment

Article 9

deleted

Conversion into an SUP

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

2. The formation of an SUP by conversion shall not result in any winding-up procedures, any loss or interruption of the legal personality or affect any rights or obligations existing prior to the conversion.

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.

Or. en

Amendment 139

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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

deleted

the types of companies listed in Annex I.

Or. en

Amendment 140

**Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri,
Sergio Gutiérrez Prieto, Georgi Pirinski**

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.***

deleted

Or. en

Amendment 141

Antanas Guoga

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 the conversion of the
types of companies listed in Annex I
subject to compliance with the applicable
national law.***

Or. en

Amendment 142

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 9 – paragraph 3

Text proposed by the Commission

Amendment

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

(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.

Or. en

Amendment 143

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive Article 9 – paragraph 3

Text proposed by the Commission

Amendment

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

(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 144
Antanas Guoga

Proposal for a directive
Article 9 – paragraph 3

Text proposed by the Commission

Amendment

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

(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 145
Tomáš Zdechovský

Proposal for a directive
Article 9 – paragraph 3 – introductory part

Text proposed by the Commission

Amendment

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

3. Member States shall ensure that a company shall not become an SUP unless *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 and its articles of association comply with the applicable national law.*

Amendment 146
Tomáš Zdechovský

Proposal for a directive
Article 9 – paragraph 3 – point a

Text proposed by the Commission

Amendment

*(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;* *deleted*

Or. en

Amendment 147
Tomáš Zdechovský

Proposal for a directive
Article 9 – paragraph 3 – point b

Text proposed by the Commission

Amendment

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

Or. en

Amendment 148
Tomáš Zdechovský

Proposal for a directive
Article 9 – paragraph 3 – point c

Text proposed by the Commission

Amendment

*(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* *deleted*

association.

Or. en

Amendment 149
Tomáš Zdechovský

Proposal for a directive
Article 9 – paragraph 3 a (new)

Text proposed by the Commission

Amendment

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

Or. en

Amendment 150
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

Proposal for a directive
Article 10

Text proposed by the Commission

Amendment

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

An SUP shall have its registered office ***in the Member State where it has*** its principal place of business. ***A Member State may in addition impose on SUPs registered in its territory the obligation of locating its head office and its registered office in the same place.***

Or. en

Justification

Similar to Article 7 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE). To avoid letter box companies and chain structures, maintaining a single seat is of utmost importance.

Amendment 151

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

**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 ***in the Member State where it has*** its principal place of business. ***A Member State may in addition impose on SUPs registered in its territory the obligation of locating its head office and its registered office in the same place.***

Or. en

Justification

Similar to Article 7 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE). To avoid letter box companies and chain structures, maintaining a single seat is of utmost importance

Amendment 152

Rina Ronja Kari, Paloma López Bermejo

**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 ***in the Member State where it has*** its principal place of business. ***A Member State may in addition impose on SUPs registered in its territory the obligation of***

locating its head office and its registered office in the same place.

Or. en

Justification

Similar to Article 7 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE). To avoid letter box companies and chain structures, maintaining a single seat is of utmost importance.

Amendment 153

Ulla Tørnæs

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

The registered office and the central administration of the SUP must be located in the same Member State.

Or. en

Amendment 154

Claude Rolin, Ivo Belet, Pascal Arimont, Georges Bach

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 Member State*.

Or. fr

Justification

The possibility of separating the registered office from the central administration carries numerous risks, as was stressed by the European Economic and Social Committee in its opinion (INT/744). This provision may jeopardise the rights of workers in terms of participation, and also make it possible to circumvent national tax laws. There is also a risk of letterbox companies being set up and of an increase in bogus self-employment.

Amendment 155

Thomas Mann

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 its central administration or its principal place of business in the same Union ***Member State***.

Or. de

Amendment 156

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 11

Text proposed by the Commission

Amendment

Article 11

deleted

Uniform template of articles of association

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.

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

of an SUP.

It shall be made available by electronic means.

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.

Or. en

Amendment 157

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive Article 11

Text proposed by the Commission

Amendment

Article 11

deleted

Uniform template of articles of association

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.

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

It shall be made available by electronic means.

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.

Or. en

Amendment 158
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 11

Text proposed by the Commission

Amendment

Article 11

deleted

***Uniform template of articles of
association***

***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.***

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

***It shall be made available by electronic
means.***

***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.***

Or. en

Amendment 159
Antanas Guoga

Proposal for a directive
Article 11 – paragraph 1

Text proposed by the Commission

Amendment

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

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

for in paragraph 2.

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

Or. en

Amendment 160
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, organisation, accounts and the dissolution of an SUP.

Amendment

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

Or. en

Amendment 161
Thomas Mann

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

deleted

Or. de

Amendment 162

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 12

Text proposed by the Commission

Amendment

Article 12

deleted

Amendments to the articles of association

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.

2. The amended articles of association of the SUP shall cover at least the subject matters provided for in the uniform template referred to in Article 11(2).

Or. en

Amendment 163

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 12

Text proposed by the Commission

Amendment

Article 12

deleted

Amendments to the articles of association

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.

2. The amended articles of association of the SUP shall cover at least the subject matters provided for in the uniform template referred to in Article 11(2).

Or. en

Amendment 164

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 12

Text proposed by the Commission

Amendment

Article 12

deleted

Amendments to the articles of association

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.

2. The amended articles of association of the SUP shall cover at least the subject matters provided for in the uniform template referred to in Article 11(2).

Or. en

Amendment 165

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 13 – paragraph 1 – introductory part

Text proposed by the Commission

Amendment

1. Member States may ***only*** require for the

1. Member States may, ***in addition to other***

registration of an SUP the following information or documentation:

information, require for the registration of an SUP the following information or documentation:

Or. en

Amendment 166

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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. Member States may **additionally to other information** require for the registration of an SUP the following information or documentation:

Or. en

Amendment 167

Rina Ronja Kari, Paloma López Bermejo

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. Member States may **additionally to other information** require for the registration of an SUP the following information or documentation:

Or. en

Amendment 168

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

Amendment 169
Thomas Mann

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) Member States ***must at the minimum*** require for the registration of an SUP the following information or documentation:

Or. de

Amendment 170
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

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 ***which has to be identical with*** the central administration ***being*** the principal place of business of the SUP ***and its single seat***;

Or. en

Amendment 171

Marita Ulvskog, Brando Benifei, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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 ***which has to be identical with*** the central administration ***being*** the principal place of business of the SUP ***and its single seat***;

Or. en

Amendment 172

Rina Ronja Kari, Paloma López Bermejo

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, ***which has to be identical with the*** central administration ***being*** the principal place of business of the SUP ***and its single seat***;

Or. en

Amendment 173

Sven Schulze

Proposal for a directive

Article 13 – paragraph 1 – point d

Text proposed by the Commission

(d) the names, the addresses and any other information necessary to identify the founding member and, where applicable,

Amendment

(d) the names, ***the business addresses within the country***, the addresses and any other information necessary to identify the

the beneficial owner and a representative that registers the SUP on the member's behalf;

founding member and, where applicable, the beneficial owner and a representative that registers the SUP on the member's behalf;

Or. de

Amendment 174
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

Amendment 175
Monika Vana
on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

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. en

Amendment 176
Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri,

Sergio Gutiérrez Prieto, Georgi Pirinski

**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. en

Amendment 177

Rina Ronja Kari, Paloma López Bermejo

**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. en

Amendment 178

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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

Text proposed by the Commission

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

Amendment

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

Or. en

Amendment 179

Marita Ulvskog, Brando Benifei, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 14 – paragraph 1

Text proposed by the Commission

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

Amendment

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

Or. en

Amendment 180

Zdzisław Krasnodebski

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 *before a notary*.

Or. pl

Amendment 181

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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 ***may*** 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).

Or. en

Amendment 182

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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 ***may*** 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).

Or. en

Amendment 183

Thomas Mann

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, *inter alia*, 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). ***Member States shall impose stringent requirements regarding the genuineness of documents submitted on-line. The documents shall be submitted in a State-certified or officially certified form.***

Or. de

Amendment 184
Antanas Guoga

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

Text proposed by the Commission

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***:

Amendment

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

Amendment 185
Thomas Mann

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

Text proposed by the Commission

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:

Amendment

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

Or. de

Amendment 186

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 14 – paragraph 4 – subparagraph 1 – point a

Text proposed by the Commission

(a) the uniform template of articles of association referred to in Article 11, and

Amendment

deleted

Or. en

Amendment 187

Sven Schulze

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 certificate of registration shall be issued ***when the competent authority has received*** all the necessary documentation ***and checked that it is complete***.

Or. de

Amendment 188
Antanas Guoga

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

Amendment 189
Thomas Mann

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 certificate of registration shall be issued no later than three working days from the receipt of all the necessary documentation by the competent authority. *If they are justified reasons for doubting that documents are genuine, the authorities may impose an additional verification period of ten working days.*

Or. de

Amendment 190
Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri,

Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 14 – paragraph 4 – subparagraph 2 a (new)

Text proposed by the Commission

Amendment

When registering an SUP, Member States shall verify the identity and the credibility of the founding member as well as compliance with the provisions of this directive, especially as regards scope, incorporation by a clearly identifiable natural person and single seat.

Or. en

Amendment 191

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 14 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. On registration, Member States shall verify the identity of the founding member as well as compliance with the provisions of this directive, especially as regards scope, incorporation by a clearly identifiable natural person and single seat.

Or. en

Amendment 192

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 14 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. On registration, Member States shall verify the identity of the founding members as well as compliance with the provisions of this directive, especially as regards scope, incorporation by a clearly identifiable natural person and single seat.

Or. en

Amendment 193

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

Amendment

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.***

Member States may lay down ***any additional*** 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.

Or. en

Amendment 194

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

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

Member States may lay down ***any additional*** 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.

Or. en

Amendment 195

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

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

Member States may lay down ***any additional and the credibility*** 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.

Justification

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.

Amendment 196
Sven Schulze

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

Text proposed by the Commission

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

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

Or. de

Amendment 197
Ulla Tørnæs

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

Text proposed by the Commission

Member States ***may*** lay down rules for verifying the identity of the founding

Amendment

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. 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.

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.

Or. en

Amendment 198

Claude Rolin, Ivo Belet, Pascal Arimont, Georges Bach

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

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

Member States *shall* lay down *effective* 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.

Or. fr

Justification

While it is important to be able to set up a company within a reasonable timeframe, the possibility of registering an SUP solely on-line could cause problems and carries risks if the identity of the founder is not checked. This absence of controls could lead to the establishment of letterbox companies and the bogus self-employment, which is something the EESC

highlighted in its opinion (INT/744).

Amendment 199

Aldo Patriciello

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 1

Text proposed by the Commission

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

(Does not affect English version.)

Or. it

Amendment 200

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 14 – paragraph 5 – subparagraph 2

Text proposed by the Commission

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.

Amendment

deleted

Or. en

Amendment 201

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 14 – paragraph 6

Text proposed by the Commission

Amendment

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. *deleted*

Or. en

Amendment 202

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 14 – paragraph 6

Text proposed by the Commission

Amendment

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. *deleted*

Or. en

Amendment 203
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 14 – paragraph 6

Text proposed by the Commission

Amendment

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.

deleted

Or. en

Amendment 204
Antanas Guoga

Proposal for a directive
Article 14 – paragraph 6

Text proposed by the Commission

Amendment

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.**

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 license or authorisations. These activities shall be listed in national on-line registration websites.**

Or. en

Amendment 205
Tiziana Beghin, Laura Agea

Proposal for a directive

Article 15 – paragraph 3 – subparagraph 1

Text proposed by the Commission

Amendment

Where in accordance with the applicable national law, a single share of an SUP is owned by more than one person, those persons shall be regarded as one member in relation to the SUP. They shall exercise their rights through one representative and shall notify the management body of the SUP, without undue delay, of the name of that representative and any change thereto. Until such notification, the exercise of their rights in the SUP shall be suspended. The owners of the single share shall be jointly and severally liable for the commitments made by the representative.

deleted

Or. en

Amendment 206

Claude Rolin, Ivo Belet, Pascal Arimont, Georges Bach

Proposal for a directive

Article 16 – paragraph 1

Text proposed by the Commission

Amendment

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.

deleted

Or. fr

Justification

Minimum capital requirements that are too low lead to insecurity and less protection from creditors. In addition, as the EESC stressed in its opinion (INT/744), this may 'cause market parties to require personal guarantees from the business owner to reassure third parties (consumers, suppliers, creditors) which will nullify the advantages of the limited liability'.

Amendment 207

Tiziana Beghin, Laura Agea

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 ***3000***. In Member States in which the euro is not the national currency, the share capital shall be at least equivalent to ***the same sum*** of that Member States' currency.

Or. en

Amendment 208

Monika Vana

on behalf of the Verts/ALE Group

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 ***1000***. 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.

Or. en

Amendment 209

Marita Ulvskog, Brando Benifei, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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 ***I***. 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 ***1000***. 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.

Or. en

Amendment 210

Rina Ronja Kari, Paloma López Bermejo

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 ***I***. 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 ***1000 EUR***. 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.

Or. en

Amendment 211

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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 212

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 16 – paragraph 3

Text proposed by the Commission

Amendment

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

deleted

Or. en

Amendment 213

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 16 – paragraph 3

Text proposed by the Commission

Amendment

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

deleted

Or. en

Amendment 214

Claude Rolin, Ivo Belet, Pascal Arimont, Georges Bach

Proposal for a directive

Article 16 – paragraph 4

Text proposed by the Commission

Amendment

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*.

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

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.

Amendment 215

Thomas Mann

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 subject to rules requiring the company to build up legal reserves. ***These shall amount to at least one quarter of the annual surplus.*** Member States shall **require** companies to **accumulate** reserves in accordance with their articles of association. ***If the company increases its share capital in such a way that it attains or exceeds a minimum capital requirement of EUR 25 000, the requirement to form reserves shall lapse.***

Or. de

Amendment 216

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

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

Amendment

4. Member States **may** ensure that the SUP **can be made** 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.

articles of association.

Or. en

Amendment 217

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

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 ***may*** ensure that the SUP ***can be made*** 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.

Or. en

Amendment 218

Rina Ronja Kari, Paloma López Bermejo

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 ***may*** ensure that the SUP ***can be made*** 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.

Or. en

Amendment 219

Sven Schulze

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 *may require* the company to build up legal reserves. Member States shall allow companies to build reserves in accordance with their articles of association.

Or. de

Amendment 220
Aldo Patriciello

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

(Does not affect English version.)

Or. it

Amendment 221
Antanas Guoga

Proposal for a directive
Article 16 – paragraph 5

Text proposed by the Commission

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

Amendment

deleted

be made available on it.

Or. en

Amendment 222

Sven Schulze

Proposal for a directive Article 16 – paragraph 5

Text proposed by the Commission

(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.***

Amendment

(5) Member States ***may*** require letter and order forms whether in paper form or in any other medium, to state the capital subscribed and paid up ***and, if a website exists, may require this capital to be indicated there. The legal form, registered office, register of companies, registration number and directors shall be indicated in business correspondence.***

Or. de

Amendment 223

Aldo Patriciello

Proposal for a directive Article 16 – paragraph 5

Text proposed by the Commission

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.

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 ***should*** also be made available on it.

Or. it

Amendment 224
Thomas Mann

Proposal for a directive
Article 17 – paragraph 2

Text proposed by the Commission

(2) In case of on-line registration, the consideration shall be paid into the bank account of the SUP. The subsequent increase or decrease of share capital shall be allowed at least in cash ***and in kind***.

Amendment

(2) In case of on-line registration, the consideration shall be paid into the bank account of the SUP. The subsequent increase or decrease of share capital shall be allowed at least in cash.

Or. de

Amendment 225
Antanas Guoga

Proposal for a directive
Article 18 – paragraph 1

Text proposed by the Commission

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.

Amendment

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

Amendment 226
Thomas Mann

Proposal for a directive
Article 18 – paragraph 2

Text proposed by the Commission

(2) An SUP shall not make a distribution to the single-member if on the closing date of the last financial year the net assets as set

Amendment

(2) An SUP shall not make a distribution to the single-member if on the closing date of the last financial year the net assets as set

out in the SUP's annual accounts are, or following such a distribution would become, lower than the amount of the share capital plus those reserves which may not be distributed under the articles of association of the SUP. The calculation shall be based on the most recently adopted balance sheet. Any change in the share capital or in the part of the reserves which may not be distributed occurring subsequently to the closing date of the financial year shall also be taken into account.

out in the SUP's annual accounts are, or following such a distribution would become, lower than the amount of the share capital plus those reserves which may not be distributed under the articles of association of the SUP **and the statutory accumulation reserve**. The calculation shall be based on the most recently adopted balance sheet. Any change in the share capital or in the part of the reserves which may not be distributed occurring subsequently to the closing date of the financial year shall also be taken into account.

Or. de

Amendment 227
Sven Schulze

Proposal for a directive
Article 18 – paragraph 3

Text proposed by the Commission

(3) ***The SUP shall not make a distribution to the single-member if it results in the SUP being unable to pay its debts as they become due and payable after distribution.*** The management body ***must*** certify in writing that, having made full inquiry into the affairs and prospects of the SUP, it has formed a reasonable opinion that the SUP will be able to pay its debts as they fall due in the normal course of business in the year following the date of the proposed distribution (a "solvency statement"). The solvency statement must be signed by the management body and a copy of it must be provided to the single member 15 days before the resolution on the distribution is adopted.

Amendment

(3) ***Member States may lay down, in accordance with national law, that those of the company's assets which are required in order to preserve the share capital must not be paid out to the single-member. Alternatively, Member States may also require*** the management body ***to*** certify in writing that, having made full inquiry into the affairs and prospects of the SUP, it has formed a reasonable opinion that the SUP will be able to pay its debts as they fall due in the normal course of business in the year following the date of the proposed distribution (a "solvency statement"). The solvency statement must be signed by the management body and a copy of it must be provided to the single member 15 days before the resolution on the distribution is adopted. ***The SUP shall not make a distribution to the single-member if as a result the SUP would no***

longer be able to service its debts as they become due and payable after distribution.

Or. de

Amendment 228
Thomas Mann

Proposal for a directive
Article 18 – paragraph 3

Text proposed by the Commission

(3) The SUP shall not make a distribution to the single-member if it results in the SUP being unable to pay its debts as they become due and payable after distribution. The management body must certify in writing that, having made full inquiry into the affairs and prospects of the SUP, it has formed a reasonable opinion that the SUP will be able to pay its debts as they fall due in the normal course of business in the year following the date of the proposed distribution (a "solvency statement"). The solvency statement must be signed by the management body and a copy of it must be provided to the single member 15 days before the resolution on the distribution is adopted.

Amendment

(3) The SUP shall not make a distribution to the single-member if it results in the SUP being unable to pay its debts as they become due and payable after distribution *and to maintain the statutory accumulation reserve*. The management body must certify in writing that, having made full inquiry into the affairs and prospects of the SUP, it has formed a reasonable opinion that the SUP will be able to pay its debts as they fall due in the normal course of business in the year following the date of the proposed distribution (a "solvency statement"). The solvency statement must be signed by the management body and a copy of it must be provided to the single member 15 days before the resolution on the distribution is adopted.

Or. de

Amendment 229
Sven Schulze

Proposal for a directive
Article 18 – paragraph 4

Text proposed by the Commission

(4) The solvency statement shall be disclosed. If the company has a website, this information shall also be made available on it.

Amendment

(4) The solvency statement shall be disclosed ***where Member States require one to be produced***. If the company has a website, this information shall also be made available on it.

Or. de

Amendment 230
Antanas Guoga

Proposal for a directive
Article 19

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

Amendment 231
Thomas Mann

Proposal for a directive
Article 20

Text proposed by the Commission

Article 20
Share capital reduction
Member States shall ensure that

Amendment

deleted

reductions of the share capital of an SUP that lead de facto to a distribution to the single-member comply with Article 18(2) and (3).

Or. de

Amendment 232
Aldo Patriciello

Proposal for a directive
Article 21 – paragraph 3

Text proposed by the Commission

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.

Amendment

(Does not affect English version.)

Or. it

Amendment 233
Ulla Tørnæs

Proposal for a directive
Article 22 – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. Regardless of the number of employees in the company, the employees shall have the right to information and consultation to the same extent as that which is specified in Directive 2002/14/EC of the European Parliament and of the Council.

Or. en

Amendment 234
Tomáš Zdechovský

Proposal for a directive
Article 22 – paragraph 6 – subparagraph 1

Text proposed by the Commission

A natural person who is disqualified by either the law or a judicial or administrative decision of the Member State of registration cannot serve as a director. If the director has been disqualified by a judicial or administrative decision taken in another Member State and this decision remains in force, the decision must be disclosed upon registration in accordance with Article 13. ***A Member State may refuse, as a matter of public policy, the registration of a company if a director is the subject of an outstanding disqualification in another Member State.***

Amendment

A natural person who is disqualified by either the law or a judicial or administrative decision of the Member State of registration cannot serve as a director ***and*** if the director has been disqualified by a judicial or administrative decision taken in another Member State and this decision remains in force, the decision must be disclosed upon registration in accordance with Article 13.

Or. en

Amendment 235
Tomáš Zdechovský

Proposal for a directive
Article 22 – paragraph 6 a (new)

Text proposed by the Commission

Amendment

6a. A Member State may refuse, as a matter of public policy, the registration of a company if a director is the subject of an outstanding disqualification in another Member State. Where, for the purposes of this paragraph, Member States need to have recourse to administrative cooperation between them, they shall apply Regulation (EU) No 1024/2012.

Or. en

Amendment 236
Zdzisław Krasnodębski

Proposal for a directive
Article 22 – paragraph 7 a (new)

Text proposed by the Commission

Amendment

7a. The separation of registered office and central administration must not under any circumstances lead to a reduction in existing labour standards in a given Member State. In the event of a labour dispute, the parties shall be able to choose the applicable law.

Or. pl

Amendment 237
Aldo Patriciello

Proposal for a directive
Article 25 – paragraph 1

Text proposed by the Commission

Amendment

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.

1. Member States shall ensure that their national law ***provides for*** SUPs ***being*** 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.

Or. it

Amendment 238
Monika Vana

on behalf of the Verts/ALE Group
Tiziana Beghin, Laura Agea

Proposal for a directive
Article 26

Text proposed by the Commission

Amendment

Article 26

deleted

Exercise of delegated powers

- 1. The power to adopt delegated acts is conferred on the Commission subject to the conditions laid down in this Article.***
- 2. The delegation of power referred to in Article 1(2) shall be conferred on the Commission for an indeterminate period of time.***
- 3. The delegation of power referred to in Article 1(2) may be revoked at any time by the European Parliament or by the Council. A decision to revoke shall put an end to the delegation of the power specified in that decision. It shall take effect the day following the publication of the decision in the Official Journal of the European Union or at a later date specified therein. It shall not affect the validity of any delegated acts already in force.***
- 4. As soon as it adopts a delegated act, the Commission shall notify it simultaneously to the European Parliament and to the Council.***
- 5. A delegated act adopted pursuant to Article 1(2) shall enter into force only if no objection has been expressed either by the European Parliament or the Council within a period of two months of notification of that act to the European Parliament and the Council or if, before the expiry of that period, the European Parliament and the Council have both informed the Commission that they will not object. That period shall be extended by two months at the initiative of the***

Amendment 239

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 26

Text proposed by the Commission

Amendment

Article 26

deleted

Exercise of delegated powers

- 1. The power to adopt delegated acts is conferred on the Commission subject to the conditions laid down in this Article.***
- 2. The delegation of power referred to in Article 1(2) shall be conferred on the Commission for an indeterminate period of time.***
- 3. The delegation of power referred to in Article 1(2) may be revoked at any time by the European Parliament or by the Council. A decision to revoke shall put an end to the delegation of the power specified in that decision. It shall take effect the day following the publication of the decision in the Official Journal of the European Union or at a later date specified therein. It shall not affect the validity of any delegated acts already in force.***
- 4. As soon as it adopts a delegated act, the Commission shall notify it simultaneously to the European Parliament and to the Council.***
- 5. A delegated act adopted pursuant to Article 1(2) shall enter into force only if no objection has been expressed either by the European Parliament or the Council within a period of two months of***

notification of that act to the European Parliament and the Council or if, before the expiry of that period, the European Parliament and the Council have both informed the Commission that they will not object. That period shall be extended by two months at the initiative of the European Parliament or the Council.

Or. en

Amendment 240

Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive

Article 26

Text proposed by the Commission

Amendment

Article 26

deleted

Exercise of delegated powers

- 1. The power to adopt delegated acts is conferred on the Commission subject to the conditions laid down in this Article.***
- 2. The delegation of power referred to in Article 1(2) shall be conferred on the Commission for an indeterminate period of time.***
- 3. The delegation of power referred to in Article 1(2) may be revoked at any time by the European Parliament or by the Council. A decision to revoke shall put an end to the delegation of the power specified in that decision. It shall take effect the day following the publication of the decision in the Official Journal of the European Union or at a later date specified therein. It shall not affect the validity of any delegated acts already in force.***
- 4. As soon as it adopts a delegated act, the Commission shall notify it simultaneously to the European Parliament and to the***

Council.

5. A delegated act adopted pursuant to Article 1(2) shall enter into force only if no objection has been expressed either by the European Parliament or the Council within a period of two months of notification of that act to the European Parliament and the Council or if, before the expiry of that period, the European Parliament and the Council have both informed the Commission that they will not object. That period shall be extended by two months at the initiative of the European Parliament or the Council.

Or. en

Amendment 241
Antanas Guoga

Proposal for a directive
Article 28 – title

Text proposed by the Commission

Amendment

Penalties

Sanctions

Or. en

Amendment 242
Antanas Guoga

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 shall be effective, proportionate and

be effective, proportionate and dissuasive.

dissuasive.

Or. en

Amendment 243

Monika Vana

on behalf of the Verts/ALE Group

Tiziana Beghin, Laura Agea

Proposal for a directive

Article 29

Text proposed by the Commission

Amendment

Article 29

deleted

Repeal

1. Directive 2009/102/EC is repealed 24 months after the date of adoption of this Directive plus one day.

2. References to the repealed Directive shall be construed as references to this Directive and shall be read in accordance with the correlation table in Annex II.

Or. en

Amendment 244

Marita Ulvskog, Joachim Schuster, Vilija Blinkevičiūtė, Miapetra Kumpula-Natri, Sergio Gutiérrez Prieto, Georgi Pirinski

Proposal for a directive

Article 29

Text proposed by the Commission

Amendment

Article 29

deleted

Repeal

1. Directive 2009/102/EC is repealed 24 months after the date of adoption of this Directive plus one day.

2. References to the repealed Directive

shall be construed as references to this Directive and shall be read in accordance with the correlation table in Annex II.

Or. en

Amendment 245
Rina Ronja Kari, Paloma López Bermejo

Proposal for a directive
Article 29

Text proposed by the Commission

Amendment

Article 29

deleted

Repeal

1. Directive 2009/102/EC is repealed 24 months after the date of adoption of this Directive plus one day.

2. References to the repealed Directive shall be construed as references to this Directive and shall be read in accordance with the correlation table in Annex II.

Or. en