

EUROPEAN PARLIAMENT

2004



2009

Committee on Economic and Monetary Affairs

2008/0083(COD)

7.10.2008

OPINION

of the Committee on Economic and Monetary Affairs

for the Committee on Legal Affairs

on the proposal for a directive of the European Parliament and of the Council amending Council Directives 68/151/EEC and 89/666/EEC as regards publication and translation obligations of certain types of companies (COM(2008)0194 – C6-0171/2008 – 2008/0083(COD))

Rapporteur: Margaritis Schinas

PA_Legam

SHORT JUSTIFICATION

Your draftsman supports the aims to reduce administrative burdens and costs, improve the quality of legislation, and to update existing rules in order to make them clearer. Moreover, your draftsman believes that new technology should be used to its fullest in pursuit of limiting administrative burdens and costs. However, it must be taken into account that Internet penetration in most EU countries is still lower than 50%. If the information is only available on a single electronic platform, some EU citizens who cannot have access to Internet or who prefer to use more traditional forms of communication will not be able to receive information related to companies in their local area. In consequences, Member States should have the possibilities to organize the disclosure of information through other complementary means under specific conditions.

Both the First Company law Directive and the Eleventh Company law Directive has been identified as candidate for fast-track-simplification.

In relation to the First Company law Directive, it is in particular the obligation for companies to publish, in the national gazettes, certain information that has to be entered into the Member States' commercial register. This is in particular information about the company's foundation, later changes to this information and the annual accounts that have to be published on a yearly basis. In most cases, this publication in the national gazette entails additional costs for the companies without providing real added value in times where company registries make their information available online.

In relation to the Eleventh Company law Directive, it is in particular the translation requirements, in national law, for documents to be filed to the branch's register. When registering a branch, companies need to file certain information contained in the companies register file also with the register of the branch. This often leads to a double cost for companies as they not only have to ensure the translation of certain documents into the language of the Member State where the branch is situated but also have to comply with sometimes excessive requirements for certification and/or notarisation of that translation.

Your draftsman considers that some legal obligations to provide information have become needlessly time-consuming, excessively complicated, or useless. By reducing unnecessary reporting, translation and certification requirements the costs of production will be reduced and allow additional investment and innovation, which in turn should improve productivity and overall competitiveness.

Therefore your draftsman supports the Commissions proposal. Nevertheless, your draftsman underlines that simplification and reduction of administrative burdens and costs must not undermine quality of languages, cultural heritage and diversity. In this context your draftsman considers that the community's approach to multilingualism must be underlined in the final text of the directive.

AMENDMENTS

The Committee on Economic and Monetary Affairs calls on the Committee on Legal Affairs, as the committee responsible, to incorporate the following amendments in its report:

Amendment 1

Proposal for a directive – amending act Recital 6

Text proposed by the Commission

(6) In order to allow for a cost effective publication that provides users with easy access to *the* information Member States should make mandatory the use of a central electronic platform. They should, furthermore, ensure that *this* publication and any additional publication duties they may impose on companies in this context, do not lead to any specific fees, in addition to those that may be charged for entries in the register.

Amendment

(6) In order to allow for a cost effective publication that provides users with easy access to information, Member States should make mandatory the use of a central electronic platform. ***Because access to the Internet is not universally available in certain Member States, Member States may, in addition, arrange for publication by complementary means.*** They should, furthermore, ensure that this publication and any additional publication duties they may impose on companies in this context, do not lead to any specific fees, in addition to those that may be charged for entries in the register, ***unless such fees are based on well-defined and objective criteria in order to ensure that better information is provided to citizens of the Union.***

Amendment 2

Proposal for a directive – amending act Recital 6 a (new)

Text proposed by the Commission

Amendment

(6a) In line with the principle of subsidiarity, Member States should be able to continue other forms of publication obligations, particularly in the interests of legal certainty and information security and with regard to

*national requirements and practices.
Member States should be able to cover the
costs of such publication obligations by a
single fee.*

Amendment 3

Proposal for a directive – amending act

Article 1

Directive 68/151/EEC

Article 3 – paragraph 4 – subparagraph 1

Text proposed by the Commission

4. Disclosure of the documents and particulars referred to in Article 2 shall be effected by publication through a central electronic platform that allows access to the information disclosed in chronological order.

Amendment

4. Disclosure of the documents and particulars referred to in Article 2 shall be effected by publication through a central electronic platform that allows access to the *company* information disclosed in chronological *and thematic* order. *Member States may also require the documents to be published by other means.*

Amendment 4

Proposal for a directive – amending act

Article 1

Directive 68/151/EEC

Article 3 – paragraph 4 – subparagraph 2

Text proposed by the Commission

Member states shall ensure that companies are not charged a specific fee in respect of the publication obligation through a central electronic platform or any additional publication obligation imposed by Member States relating to those documents and particulars.

Amendment

Member States shall ensure that companies are not charged a specific fee in respect of the publication obligation through a central electronic platform or any additional publication obligation imposed by Member States relating to those documents and particulars, *unless such fees are based on well-defined and objective criteria in order to ensure that better information is provided to citizens of the Union.*

Amendment 5

Proposal for a directive – amending act

Article 1

Directive 68/151/EEC

Article 3 – paragraph 4 – subparagraph 2 a – introductory part (new)

Text proposed by the Commission

Amendment

This paragraph shall not affect the ability of Member States to:

Amendment 6

Proposal for a directive – amending act

Article 1

Directive 68/151/EEC

Article 3 – paragraph 4 – subparagraph 2 a – indent 1 (new)

Text proposed by the Commission

Amendment

- pass on to companies publication costs, including those relating to the establishment and operation of the central electronic platform;

Amendment 7

Proposal for a directive – amending act

Article 1

Directive 68/151/EEC

Article 3 – paragraph 4 – subparagraph 2 a – indent 2 (new)

Text proposed by the Commission

Amendment

- continue providing for other publication obligations, particularly in the interests of legal certainty and information security and with regard to national requirements and practices, in accordance with the principle of subsidiarity;

Amendment 8

Proposal for a directive – amending act

Article 1

Directive 68/151/EEC

Article 3 – paragraph 4 – subparagraph 2 a – indent 3(new)

Text proposed by the Commission

Amendment

- pass on to companies the costs of establishing and operating the central electronic platform or of any continued additional publication obligations in a single fee.

PROCEDURE

Title	Publication and translation obligations of certain types of companies
References	COM(2008)0194 – C6-0171/2008 – 2008/0083(COD)
Committee responsible	JURI
Opinion by Date announced in plenary	ECON 20.5.2008
Drafts(wo)man Date appointed	Margaritis Schinas 8.7.2008
Discussed in committee	9.9.2008
Date adopted	7.10.2008
Result of final vote	+ : 24 - : 6 0 : 0
Members present for the final vote	Mariela Velichkova Baeva, Pervenche Berès, Sebastian Valentin Bodu, Sharon Bowles, Udo Bullmann, Christian Ehler, Elisa Ferreira, José Manuel García-Margallo y Marfil, Jean-Paul Gauzès, Donata Gottardi, Gunnar Hökmark, Karsten Friedrich Hoppenstedt, Sophia in 't Veld, Othmar Karas, Wolf Klinz, Christoph Konrad, Andrea Losco, Gay Mitchell, John Purvis, Alexander Radwan, Bernhard Rapkay, Salvador Domingo Sanz Palacio, Peter Skinner, Margarita Starkevičiūtė, Ivo Strejček, Ieke van den Burg, Cornelis Visser
Substitute(s) present for the final vote	Piia-Noora Kauppi, Werner Langen, Margaritis Schinas