


Procedure file

| Basic information | |
|---|---------------------|
| <p>COD - Ordinary legislative procedure (ex-codecision procedure) 2011/0011(COD) Directive</p> | Procedure completed |
| <p>Public limited liability companies: coordination of safeguards in respect of their formation and the maintenance and alteration of their capital. Recast</p> <p>Repealing Directive 2006/68/EC 2004/0256(COD) Amended by 2012/0150(COD) Repealed by 2015/0283(COD) Amended by 2016/0359(COD) Amended by 2016/0362(COD)</p> <p>Subject 3.45.01 Company law 3.45.03 Financial management of undertakings, business loans, accounting</p> | |

| Key players | | | |
|-------------------------------|---|--|------------|
| European Parliament | Committee responsible | Rapporteur | Appointed |
| | JURI Legal Affairs | PPE LEHNE Klaus-Heiner | 28/02/2011 |
| Council of the European Union | Council configuration | Meeting | Date |
| | Competitiveness (Internal Market, Industry, Research and Space) | 3190 | 10/10/2012 |
| European Commission | Commission DG Legal Service | Commissioner BARROSO José Manuel | |

| Key events | | | |
|------------|---|---|---------|
| 01/02/2011 | Legislative proposal published | COM(2011)0029 | Summary |
| 14/02/2011 | Committee referral announced in Parliament, 1st reading | | |
| 11/10/2011 | Vote in committee, 1st reading | | Summary |
| 13/10/2011 | Committee report tabled for plenary, 1st reading | A7-0348/2011 | |
| 15/11/2011 | Results of vote in Parliament |  | |
| 15/11/2011 | Decision by Parliament, 1st reading | T7-0477/2011 | Summary |
| 10/10/2012 | Act adopted by Council after Parliament's 1st reading | | |
| 25/10/2012 | Final act signed | | |
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| 25/10/2012 | End of procedure in Parliament | | |
| 14/11/2012 | Final act published in Official Journal | | |

Technical information

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| Procedure reference | 2011/0011(COD) |
| Procedure type | COD - Ordinary legislative procedure (ex-codecision procedure) |
| Procedure subtype | Recast |
| Legislative instrument | Directive |
| | Repealing Directive 2006/68/EC 2004/0256(COD) Amended by 2012/0150(COD) Repealed by 2015/0283(COD) Amended by 2016/0359(COD) Amended by 2016/0362(COD) |
| Legal basis | Treaty on the Functioning of the EU TFEU 050-p2 |
| Other legal basis | Rules of Procedure EP 159 |
| Stage reached in procedure | Procedure completed |
| Committee dossier | JURI/7/05268 |

Documentation gateway

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|---|--------------------------------|------------|-----|---------|
| Legislative proposal | COM(2011)0029 | 01/02/2011 | EC | Summary |
| Economic and Social Committee: opinion, report | CES0528/2011 | 15/03/2011 | ESC | |
| Committee draft report | PE460.779 | 14/09/2011 | EP | |
| Committee report tabled for plenary, 1st reading/single reading | A7-0348/2011 | 13/10/2011 | EP | |
| Text adopted by Parliament, 1st reading/single reading | T7-0477/2011 | 15/11/2011 | EP | Summary |
| Commission response to text adopted in plenary | SP(2012)29 | 11/01/2012 | EC | |
| Draft final act | 00050/2012/LEX | 25/10/2012 | CSL | |

Additional information

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|----------------------|-------------------------|
| National parliaments | IPEX |
| European Commission | EUR-Lex |

Final act

[Directive 2012/30](#)
[OJ L 315 14.11.2012, p. 0074](#) Summary

Public limited liability companies: coordination of safeguards in respect of their formation and the maintenance and alteration of their capital. Recast

PURPOSE: to present a proposal on the coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the

European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital, with a view to making such safeguards equivalent (Recast).

PROPOSED ACT: Directive of the European Parliament and the Council.

IMPACT ASSESSMENT: no impact assessment was carried out.

LEGAL BASIS: Article 50(2) of the Treaty on the Functioning of the European Union.

CONTENT: on 16 September 2008, the Commission presented a [proposal for a Directive](#) of the European Parliament and of the Council codifying Second Council Directive 77/91/EEC on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 58 of the Treaty, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital, with a view to making such safeguards equivalent.

In its opinion of 16 October 2008 the Consultative Working Party of the Legal Services stated that the proposal does indeed confine itself to straightforward codification, without any substantive changes to the acts covered by it.

On 26 August 2010 the Commission presented an [amended proposal](#) for the codification of Directive 77/91/EEC, following subsequent amendments to it. In its further opinion of 12 October 2010 the Consultative Working Party of the Legal Services stated that that amended proposal does indeed confine itself to straightforward codification, without any substantive changes to the acts covered by it.

In that opinion the Consultative Working Party of the Legal Services also acknowledged that Article 6(3) of Directive 77/91/EEC, which corresponds to Article 6(2) in the proposed codified text, established a secondary legal basis. In the light of the judgment of the Court of Justice of 6 May 2008 in Case C-133/06, it was considered necessary to redraft Article 6(2) of the proposed codified text. Since such a redrafting would imply a substantive change, and would therefore go beyond straightforward codification, it is therefore appropriate to transform the codification of Directive 77/91/EEC into a recast in order to incorporate the necessary amendment.

The amendment to be made to Article 6(2) of the proposed codified text concerns the insertion of the words "the European Parliament and" before the words "the Council", in order to confer on both institutions the competence to examine and, if need be, revise the minimum amount of EUR 25 000 required for a company to be incorporated or obtain authorisation to commence business.

BUDGETARY IMPLICATION: this proposal has no implications on the EU budget.

Public limited liability companies: coordination of safeguards in respect of their formation and the maintenance and alteration of their capital. Recast

The Committee on Legal Affairs adopted the report drafted by Klaus-Heiner LEHNE (EPP, DE) on the proposal for a directive of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital, with a view to making such safeguards equivalent (recast).

It recommends that the European Parliament adopts its position at first reading, under the ordinary legislative procedure, taking into account the recommendations of the Consultative Working Party of the legal services of the European Parliament, the Council and the Commission. The proposal contains a straightforward codification of the existing texts, without any change in their substance.

The Commission proposed Article 50(2)(g) of the Treaty on the Functioning of the European Union as the legal basis. However, Members propose that the legal basis by which the European Parliament and the Council shall adopt directives, in accordance with the ordinary legislative procedure, is set out in Article 50(1) TFEU.

Public limited liability companies: coordination of safeguards in respect of their formation and the maintenance and alteration of their capital. Recast

The European Parliament adopted by 531 votes to 19, with 0 abstentions, a legislative resolution on the proposal for a directive of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital, with a view to making such safeguards equivalent (recast).

Parliament adopted its position at first reading, under the ordinary legislative procedure, taking into account the recommendations of the Consultative Working Party of the legal services of the European Parliament, the Council and the Commission. According to the Consultative Committee, the proposal in question does not include any substantive amendments other than those identified as such in the proposal and whereas, as regards the codification of the unchanged provisions of the earlier acts together with those amendments, the proposal contains a straightforward codification of the existing texts, without any change in their substance.

The Commission proposed Article 50(2)(g) of the Treaty on the Functioning of the European Union as the legal basis. However, Parliament proposes that the legal basis by which the European Parliament and the Council shall adopt directives, in accordance with the ordinary legislative procedure, is set out in Article 50(1) TFEU.

Public limited liability companies: coordination of safeguards in respect of their formation and the maintenance and alteration of their capital. Recast

PURPOSE: the coordination of national safeguards regarding the formation and maintenance of public limited liability companies.

LEGISLATIVE ACT: Directive 2012/30/EU of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital, with a view to making such safeguards equivalent.

CONTENT: the Council approved the recast of the existing Directive (Directive 77/91/EEC) that seeks to coordinate Member States safeguards, with a view to making them equivalent within the meaning of the Treaty, for the protection of the interests of members and others, in respect of the formation of public limited companies and the maintenance and alteration of their capital.

As requested by Parliament, the legal basis of the Directive is Article 50 (1) and (2)(g) of the TFEU.

Among other things, the Directive provides that the laws of the Member States shall require that, in order that a company may be incorporated or obtain authorisation to commence business, a minimum capital shall be subscribed the amount of which shall be not less than EUR 25 000.

Every five years, the European Parliament and the Council, acting on a proposal from the Commission in accordance with Article 50(1) and (2)(g) of the Treaty, shall examine and, if need be, revise this amount in the light of economic and monetary trends in the Union.

ENTRY INTO FORCE: 04/12/2012.