



European Communities

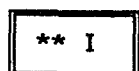
EUROPEAN PARLIAMENT

SESSION DOCUMENTS

English Edition

20 December 1990

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R E P O R T

drawn up on behalf of the Committee on Legal Affairs and
Citizens' Rights

on the proposal for a regulation on the Statute for a
European company (COM(89) 268 final - SYN 218)

Rapporteurs: Ms Christine Oddy and Mr Willi Rothley

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* * *

PART A: Amendments
Draft legislative resolution

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PE 139.411/fin./A
Or. DE

A Series: Reports - B Series: Motions for Resolutions, Oral Questions - C Series: Documents received from other Institutions (e.g. Consultations)



= Consultation procedure requiring a single reading



= Cooperation procedure (second reading) which requires the votes of a majority of the current Members of Parliament for rejection or amendment



= Cooperation procedure (first reading)



= Parliamentary assent which requires the votes of a majority of the current Members of Parliament

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By letter of 22 September 1989 the President of the Council of the European Communities consulted the European Parliament, pursuant to Article 100a of the EEC Treaty, on the proposal from the Commission for a Council regulation on the Statute for a European company (together with a proposal for a directive complementing the Statute for the European company with regard to the involvement of employees).

At the sitting of 9 October 1989 the President of the European Parliament announced that he had referred this proposal to the Committee on Legal Affairs and Citizens' Rights as the committee responsible and to the Committee on Economic and Monetary Affairs and Industrial Policy for its opinion. At its request, the Committee on Social Affairs, Employment and the Working Environment was also asked for its opinion.

At its meeting of 20 September 1989 the Committee on Legal Affairs and Citizens' Rights, with a view to the impending referral, had appointed Ms Oddy and Mr Rothley rapporteurs.

At its meetings of 20 March 1990, 23 May 1990, 29 June 1990, 27 and 28 September 1990, 16 October 1990, 9 November and 18 December 1990 it considered the Commission proposal and the draft report.

At the last meeting it adopted the draft legislative resolution as a whole by 23 votes to none.

The following took part in the vote: Stauffenberg, chairman; Vayssade, vice-chairman; Rothley, vice-chairman and rapporteur; Speroni, vice-chairman; Oddy, rapporteur; Bontempi, Bru Puron, Cooney, Elliott (for Ferrara), Falconer, Fontaine (for Cabanillas Gallas), Garcia Amigo, Hoon, Inglewood, Janssen van Raay, Marinho, Mebrak-Zaidi, Medina Ortega, Salema, Turner (for Simpson pursuant to Rule 111(2)), Van Ouirive, Wijsenbeek, (for De Gucht) and Zavvos (for Casini).

Part B of the report (explanatory statement) and the opinions will be published separately.

The report was tabled on 20 December 1990.

The deadline for tabling amendments will appear in the draft agenda for the part-session at which the report is to be considered.

A

Proposal for a regulation on the Statute for a European company

Commission text¹

Amendments

(Amendment No. 1)
Second recital

Whereas such reorganization presupposes that existing companies from different Member States have the option of combining their potential by means of mergers; whereas such operations can be carried out only with due regard to the competition rules of the Treaty;

Whereas such reorganization presupposes that existing companies from Member States have the option of combining their potential by means of mergers; whereas such operations can be carried out only with due regard to the competition rules of the Treaty;

(Amendment No. 2)
New recital after the fifth recital (5a)

Whereas these companies may take the form of a European public limited company, European cooperative society or European association;

(Amendment No. 3)
New recital after the fifth recital (5b)

Whereas this regulation shall apply only to the European company and regulations specifically relating to every other type of company must be drawn up and enter into force by 1 January 1992 at the latest;

¹ Full text: COM(89) 268 final
OJ C 263/89, 16.10.1989, p.41

(Amendment No. 4)
Tenth recital

Whereas, without prejudice to any economic needs that may arise in the future, if the essential objective of the legal rules governing a European company is to be attained, it must be possible at least to create such a company as a means of enabling companies from different Member States to merge or to create a holding company, and of enabling companies and other legal bodies carrying on an economic activity, and governed by the laws of different Member States, to form a joint subsidiary;

Whereas, without prejudice to any economic needs that may arise in the future, if the essential objective of the legal rules governing a European company is to be attained, it must be possible at least to create such a company as a means of enabling companies to merge or to create a holding company, and of enabling companies and other legal bodies carrying on an economic activity to form a joint subsidiary;

(Amendment No. 5)

Whereas, having regard to the approximation effected by Directive 77/187/EEC on the approximation of the laws of the Member States relating to the safeguarding of employees' rights in the event of transfers of undertakings, businesses or parts of businesses, the provisions of that directive can be made applicable to European companies;

(Amendment No. 6)

Article 1 (new - to be inserted before Title I)

European companies may be set up throughout the Community and may take the form of a European public limited company, European cooperative society, European mutual society or European association. This regulation shall apply to the European company, hereinafter referred to as the SE.

(Amendment No. 7)
Article 2(1) (Formation)

1. Public limited companies formed under the law of a Member State and having their registered office and central administration within the Community may form an SE by merging or by forming a holding company, provided at least two of them have their central administration in different Member States.

1. The following types of companies formed under the law of a Member State and having their registered office and central administration within the Community may form an SE by merging or by forming a holding company:

- in Belgium:

la société anonyme/de naamloze vennootschap,
la société en commandite par actions/de commanditaire vennootschap op aandelen,
la société de personnes à responsabilité limitée/de personen vennootschap met beperkte aansprakelijkheid;

- in Denmark:

a k t i e s e l s k a b e r ,
kommanditaktieselskaber,
anpartsselskaber;

- in the Federal Republic of Germany:

die Aktiengesellschaft, die Kommanditgesellschaft auf Aktien,
die Gesellschaft mit beschränkter Haftung;

- in Greece:

η ανωνυμη εταιρία, η εταιρία περιορισμένης ευθύνης, η ετερόρρυθμη κατά μετοχές εταιρία

- in Spain:

la sociedad anonima, la sociedad comanditaria por acciones, la sociedad de responsabilidad limitada;

- in France:

la société anonyme, la société en commandite par actions, la société à responsabilité limitée;

- In Ireland:

public companies limited by shares or by guarantee, private companies limited by shares or by guarantee;

- in Italy:

la società per azioni, la società in accomandita per azioni, la società a responsabilità limitata;

- in Luxembourg:

la société anonyme, la société en commandite par actions, la société à responsabilité limitée;

- in the Netherlands:

de naamloze vennootschap, de besloten vennootschap met beperkte aansprakelijkheid;

- in Portugal:

a sociedade anonima de responsabilidade limitada, a sociedade em comandita por accoes, a sociedade por quotas de responsabilidade limitada;

- in the United Kingdom:

public companies limited by shares or by guarantee, private companies limited by shares or by guarantee.

(Amendment No. 8)
Article 2(2)

2. Companies or firms within the meaning of the second paragraph of Article 58 of the Treaty and other legal bodies governed by public or private law which have been formed in accordance with the law of a Member State and have their registered office and central administration in the Community may set up an SE by forming a joint subsidiary, provided that at least two of them have their central administration in different Member States.

2. Companies or firms within the meaning of the second paragraph of Article 58 of the Treaty and other legal bodies governed by public or private law which have been formed in accordance with the law of a Member State and have their registered office and central administration in the Community may set up an SE by forming a joint subsidiary.

(Amendment No. 9)
Article 2(3) (new)

3. An SE may be formed by the transformation of a company within the meaning of Article 2(1) which has been formed in accordance with the law of a Member State and has its registered office in the Community, if it is represented by a branch or subsidiary in more than one Member State.

(Amendment No. 10)
Article 3(1)

1. An SE together with one or more other SEs or together with one or more limited companies incorporated under the laws of a Member State and having their registered office and central administration within the Community may form an SE by merging or by forming a holding company.

1. An SE together with one or more other SEs or together with one or more companies within the meaning of Article 2(1) incorporated under the laws of a Member State and having their registered office and central administration within the Community may form an SE by merging or by forming a holding company.

(Amendment No. 11)
Article 3(3)

3. An SE may itself form one or more subsidiaries in the form of an SE. Such a subsidiary may not, however, itself establish a subsidiary in the form of an SE.

3. An SE may itself form one or more subsidiaries in the form of an SE.

(Amendment No. 12)
Article 4(1)

(Minimum capital)

1. Subject to paragraphs 2 and 3, the capital of an SE shall amount to not less than ECU 100 000.

(Minimum capital)

1. Subject to paragraphs 2 and 3, the subscribed capital of an SE shall amount to not less than ECU 100 000.

(Amendment No. 13)
Article 5(2) (new)

(Registered office of SE)

2. The registered office of an SE may be transferred within the Community.

(Amendment No. 14)
Article 5(3) (new)

3. The transfer of a registered office shall take effect on the date it is registered pursuant to Article 8 of this Regulation

(Amendment No. 15)
Article 6(1)
(Controlled and controlling undertakings)

1. A 'controlled undertaking' means any undertaking in which a natural or legal person:

(a) has a majority of the shareholders' or members' voting rights;

or

(b) has the right to appoint or remove a majority of the members of the administrative, management or supervisory board and is at the same time a shareholder in, or member of, that undertaking;

1. A 'controlled undertaking' means any undertaking in which a natural or legal person:

(a) has a majority of the shareholders' or members' voting rights;

or

(b) has the right to appoint or remove a majority of the members of the administrative, management or supervisory board;

(Amendment No. 16)
Article 6(2)
(Controlled and controlling undertakings)

2. For the purposes of paragraph 1, the controlling undertaking's rights as regards voting, appointment and removal shall include the rights of any other controlled undertaking and those of any person or body acting in his or its own name but on behalf of the controlling undertaking or of any other controlled undertaking.

(This amendment does not apply to the English version.)

(Amendment No. 17)
Article 6(3) (new)
(Controlled and controlling undertakings)

3. Where the controlling undertaking within the meaning of paragraphs 1 and 2 is itself controlled, within the meaning of paragraphs 1 and 2, by a third undertaking, the undertaking controlled by the controlling undertaking shall be deemed also to be controlled by that third undertaking.

(Amendment No. 18)
Article 7

(Scope of the Regulation)

1. Matters covered by this Regulation, but not expressly mentioned herein, shall be governed:

- (a) by the general principles upon which this Regulation is based;
- (b) if those general principles do not provide a solution to the problem, by the law applying to public limited companies in the State in which the SE has its registered office.

2. Where a State comprises several territorial units, each of which has its own rules of law applicable to matters referred to in paragraph 1, each territorial unit shall be considered a State for the purposes of identifying the law applicable under paragraph 1(b).

3. In matters which are not covered by this Regulation, Community law and the law of the Member States shall apply to the SE.

(Applicable law)

Legal matters arising in connection with the SE shall be governed:

1. in accordance with the provisions of the instrument of incorporation and of the statutes, insofar as those provisions do not conflict with this Regulation or with mandatory provisions applicable pursuant to paragraphs 2, 3 and 4;

2. by this Regulation, including the Community and national law to which it refers;

3. - Matters, in areas covered by this Regulation, which are not expressly mentioned -

- (a) by the general principles upon which this Regulation is based;
- (b) If those general principles do not provide a solution to the problem, by the law applying to public limited companies in the State in which the SE has its registered office.

4. - Matters in areas not covered by this Regulation -

by Community law and the law of the State in which the SE has its registered office.

4. In each Member State and subject to the express provisions of this Regulation, an SE shall have the same rights, powers and obligations as a public limited company incorporated under national law.

5. In each Member State and subject to the express provisions of this Regulation, an SE shall have the same rights, powers and obligations as a public limited company incorporated under national law.

6. Where a State comprises several territorial units, each of which has its own rules of law applicable to the matters referred to in paragraph 3, each territorial unit shall be considered a State for the purposes of identifying the law applicable under paragraph 3(b).

(Amendment No. 19)
Article 8(3) (new)

3. When an SE is formed, it may not be registered until the supervision of formation pursuant to Article 15 has been completed and the model for employee participation has been chosen pursuant to Article 3 of Directive ... (with regard to the involvement of employees in the European company). The transfer of the registered offices of the SE may not, if a change in the model for employee participation is necessary under the law of the state in which the new registered offices are located, be registered until the existing model for employee participation has been replaced by agreement pursuant to Article 3(3) of that Directive.

(Amendment No. 20)
Article 11(c)

(Documents of SE)

Letters, order forms and similar documents shall state legibly:

(c) the address of the SE's registered office;

(Documents of SE)

Letters, order forms and similar documents shall state legibly:

(c) the address of the SE's registered office and the national law which additionally is to be applied to the SE;

(Amendment No. 21)
Article 11(e)

(e) the SE's VAT number

Delete

(Amendment No. 22)
Article 12(2) and (3) (new)

'2. Before taking the decision to set up an SE, the administrative or management boards of the founder companies shall provide written information concerning the legal, economic, financial and social aspects of the establishment of the SE to those representing the employees of these companies in accordance with the laws or customs of the Member States.

Both parties shall consider the implications for the employees of setting up the SE and any measures to be taken which concern them and they shall, in accordance with Article 3 of Directive ... complementing the Statute of the European company with regard to the involvement of employees in the European company select the employee participation model applicable to the SE.

3. If the representatives of the employees consider that the employees' interests are adversely affected by the formation of the SE, the administrative or management board of the company concerned shall, before the general meeting resolves to proceed with the formation of the SE, open negotiations with such representatives in order to reach agreement on the steps to be taken with regard to employees. Any such agreement reached shall be recorded in writing. If no agreement is reached, the representatives of the employees may set out their views in writing. The administrative or management boards of the founder companies shall submit to the general meeting called to decide on the matter a report on the results of the discussions and negotiations with the representatives of the employees. The report shall contain the terms of any agreement reached or a statement of the views of the employees'.

(Amendment No. 23)
Article 15
(Supervision of formation)

The procedures for ensuring that the requirements of this Regulation and, where appropriate, of applicable national law are complied with in regard to the formation of an SE and its statutes shall be those provided in respect of public limited companies under the law of the State in which the SE is to have its registered office. Member States shall take the measures necessary to ensure that such procedures are effective.

The procedures for ensuring that the requirements of this Regulation, of Directive ... (complementing the statute for a European company with regard to the involvement of employees in the European company) and, where appropriate, of applicable national law are complied with in regard to the formation of an SE and its statutes shall be those provided in respect of public limited companies under the law of the State in which the SE is to have its registered office. Member States shall take the measures necessary to ensure that such procedures are effective.

(Amendment No. 24)
Article 15(a) (new)
(Liability in connection with formation)

1. Without prejudice to the liability of members of the administrative or management board of the founder companies and of such companies' experts to the shareholders of these companies pursuant to the provisions referred to in Articles 28 and 32(4), the founder companies and the members of their administrative or management boards shall be jointly and severally liable to the SE and to third parties, for loss resulting from any omission or error in the particulars included in the application for registration, for a period of three years from the date on which the SE is registered pursuant to Article 8.

2. The founder companies and the members of their administrative or management boards shall be similarly liable if the capital of the SE is not fully paid up in cash or in kind.

3. No liability shall be imposed under this Article on those members of the administrative or management board of a founder company who at the material time were unaware of circumstances giving rise to liability under either of the foregoing paragraphs, nor could have become aware thereof by exercising the care incumbent on a prudent businessman.

(Amendment No. 25)
Article 15(b) (new)

(Firms which are not public limited companies)

The provisions of Sections 2 and 3 on formation of an SE by merger and formation of an SE holding company which refer to arrangements under company law or make reference to national rules giving effect to Directive 78/855/EEC (mergers of public limited liability companies) shall apply mutatis mutandis to firms, within the meaning of Article 2(1), other than public limited companies.

(Amendment No. 26)
Article 16
(Legal personality)

The SE shall have legal personality as from the date set by the law of the State in which it is to have its registered office.

The SE shall have legal personality as from the day following that on which it is registered pursuant to Article 8(1) of this Regulation.

(Amendment No. 27)
Article 17(1)

(Definition)

1. In the formation of an SE by merger, the merging companies shall be wound up without going into liquidation and transfer to the SE all their assets and liabilities in exchange for the issue to their shareholders of shares in the SE and a cash payment, if any, not exceeding 10% of the nominal value of the shares so issued or, where there is no nominal value, of their accounting par value.

(Definition)

1. In the formation of an SE by merger, the merging companies shall be wound up without going into liquidation and transfer to the SE all their assets and liabilities in exchange for the issue to their shareholders of shares in the SE and a cash payment, if any, not exceeding 10% of the nominal value of the shares so issued.

(Amendment No. 28)
Article 17(3)

3. The rights of the employees of each of the merging companies shall be protected in accordance with the provisions of national law giving effect to Directive 77/187/EEC.

3. The rights of the employees of each of the merging companies, the legal status and functions of the representatives of the employees concerned and their rights to information and consultation in connection with the merger shall be protected in accordance with the provisions of national law giving effect to Directive 77/187/EEC.

(Amendment No. 29)
Article 17(3), second sentence (new)

The law applicable shall be that of the Member State in which the undertakings affected by the merger or the relevant business or part of the business are located.

(Amendment No. 30)
(Article 18(2))

2. The draft terms of merger shall be drawn up and certified in due legal form if the law of the Member State in which any of the founder companies has its registered office so requires.

The draft terms of the merger shall be drawn up and certified in due legal form if the law of the Member State in which the company is registered so requires.

(Amendment No. 31)
Article 19(1)
(Publication of the draft terms of merger)

1. For each of the founder companies, the draft terms of merger shall be made public in the manner prescribed by the laws of each Member State in accordance with Article 3 of Directive 68/151/EEC at least one month before the date of the general meeting called to decide thereon.

1. For each of the founder companies, the draft terms of merger, the instrument of incorporation and, where it is the subject of a separate document, the statutes of the SE shall be made public in the manner prescribed by the laws of each Member State in accordance with Article 3 of Directive 68/151/EEC at least one month before the date of the general meeting called to decide thereon.

(Amendment No. 32)
Article 19(2)(c)

(Publication of the draft terms of merger)

(Publication of the draft terms of merger)

(c) the conditions which determine, in accordance with Article 25, the date on which the merger and formation shall take effect.

(Delete)

(Amendment No. 33)
Article 20 first paragraph
(Board's report)

The administrative or management board of each of the merging companies shall draw up a detailed written report explaining and justifying the draft terms of merger from the legal and economic point of view and, in particular, the share exchange ratio.

The administrative or management board of each of the merging companies shall draw up a written report explaining and justifying the draft terms of merger from the legal and economic point of view and, in particular, the share exchange ratio.

(Amendment No. 34)
Article 21(1)

1. One or more experts, acting on behalf of each founder company but independent of them, appointed or approved by a judicial or administrative authority in the Member State in which the company concerned has its registered office, shall examine the draft terms of merger and draw up a written report for the shareholders.

1. One or more experts, acting on behalf of each founder company but independent of them, appointed or approved by a judicial or administrative authority in the Member State in which the company concerned has its registered office, shall examine the draft terms of merger and draw up a written report for the shareholders, which must be submitted to them, together with the terms of merger, within the period specified in Article 19(1).

(Amendment No. 35)
Article 22(2)

(Approval of the merger by general meetings)

2. For each of the founder companies, the provisions of national law adopted in accordance with Article 11 of Directive 78/855/EEC shall apply to the information to be provided to shareholders before the date of the general meeting called to approve the merger.

(Approval of the merger by general meetings)

2. For each of the founder companies, the provisions of national law adopted in accordance with Article 11 of Directive 78/855/EEC shall apply to the documents to be made available to shareholders for inspection before the date of the general meeting called to approve the merger.

(Amendment No. 36)
Article 25

(Effective date)

The date on which the merger and the simultaneous formation of the SE takes effect shall be determined by the law of the State in which the SE has its registered office. That date must be after all necessary supervision has been carried out and, where appropriate, the certified documents referred to in Article 24 have been drawn up for each of the founder companies.

(Effective date)

1. The SE shall have legal personality as from the day following that on which it is registered pursuant to Article 8(1) of this Regulation.

2. The effects of the merger (Article 27) shall apply from that day.

3. The SE shall not be registered until all necessary supervision has been carried out and, where appropriate, the certified documents referred to in Article 24 have been drawn up for each of the founder companies.

4. This shall be without prejudice to Article 8(3).

(Amendment No. 37)
Article 26

(Publicity)

For each of the founder companies, the merger must be publicized in the manner prescribed by national law, in accordance with Article 3 of Directive 68/151/EEC.

(Publicity)

(This amendment does not apply to the English version)

(Amendment No. 38)
Article 26(2) (new)

(Publicity)

2. The merger shall not be publicized until the SE has been registered pursuant to Article 25.

(Amendment No. 39)
Article 29

(Nullity)

The question of the nullity of a merger that has taken effect pursuant to Article 25 shall be governed by the national law of the company concerned but a merger may be declared null and void only where there has been no judicial or administrative preventative supervision of its legality or where there is no certified documentation where such supervision or the drawing up of such documentation is laid down by the laws of the Member State governing the relevant company. However, where the laws of the State in which the SE has its registered office do not provide for a merger to be declared null and void on such grounds, no such nullity may be declared.

(Nullity)

1. A merger that has taken effect pursuant to Article 25 may be declared null and void only by the court enjoying local jurisdiction in the matter and only where

- judicial or administrative verification of legality has not taken place or there is no certified documentation, such action being mandatory in respect of the SE or founder companies in accordance with Articles 15 and 24
- or where the approval, provided for in Article 22, of the general meeting of a founder company has been set aside or declared null and void by the court under whose jurisdiction the company falls and that ruling can no longer be contested.

2. In addition those provisions shall apply which the Member State in which the SE has its registered office has adopted in accordance with Article 22 (1) of Directive 78/855/EEC.

(Amendment No. 40)

Article 31(1)

1. If an SE is formed as a holding company, all the shares of the founder companies shall be transferred to the SE in exchange for shares of the SE.

1. If an SE is formed as a holding company, at least 51% of the shares of each of the founder companies shall be exchanged for shares of the holding SE.

(Amendment No. 41)

Article 32(1)

1. The administrative or management board of the founder companies shall draw up draft terms for the formation of an SE holding company containing the particulars referred to in Article 18(1)(a), (b) and (c) and Article 21 and shall prepare the report provided for in Article 20.

1. The administrative or management board of the founder companies shall draw up draft terms for the formation of an SE holding company containing the particulars referred to in Article 18(1) and Article 21 and shall prepare the report provided for in Article 20.

(Amendment No. 42)

Article 32(1)

1. The administrative or management board of the founder companies shall draw up draft terms for the formation of an SE holding company containing the particulars referred to in Article 18(1)(a), (b) and (c) and Article 21 and shall prepare the report provided for in Article 20.

1. The administrative or management board of the founder companies shall draw up draft terms for the formation of an SE holding company containing the particulars referred to in Article 18(1)(a), (b) and (c) and Article 21 and shall prepare the report provided for in Article 20. The draft terms shall be made public within the period laid down in Article 19(1).

(Amendment No. 43)
Article 32(5)
(Draft terms of formation)

5. The formation of an SE holding company may be declared null and void only for failure to supervise the formation of the holding company in accordance with Article 29.

5. As regards the nullity of the formation of an SE holding company, Article 29 shall apply mutatis mutandis.

(Amendment No. 44)

If a joint subsidiary is formed in the form of an SE, the administrative or the management board of each of the founder companies shall draw up draft terms for the formation of the subsidiary including the following particulars:

- (a) the type, name and registered office of the founder companies and of the proposed SE;
- (b) the size of the shareholdings of the founder companies in the SE;
- (c) the economic reasons for the formation.

If a joint subsidiary is formed in the form of an SE, the administrative or the management board of each of the founder companies shall draw up draft terms for the formation of the subsidiary, which shall be made public within the period laid down in Article 19(1).

The draft terms for the formation of the subsidiary shall include the following particulars:

- (a) the type, name and registered office of the founder companies and of the proposed SE;
- (b) the size of the shareholdings of the founder companies in the SE;
- (c) the economic reasons for the formation.

(Amendment No. 45)
Article 35a (new)
(Employees' rights)

Where an undertaking, a business or part of a business is transferred to the subsidiary, Article 17(3) shall apply mutatis mutandis as regards the safeguarding of employees' rights.

(Amendment No. 46)
Article 36

If an SE forms a subsidiary in the form of an SE, the administrative or management board shall draw up draft terms for the formation of the subsidiary. Those draft terms shall include the following particulars:

- (a) the name and registered office of the founder company and the instrument of incorporation of the subsidiary or its statutes if the statutes are a separate instrument;
- (b) the economic reasons for the formation.

If an SE forms a subsidiary in the form of an SE, the administrative or management board shall draw up draft terms for the formation of the subsidiary which shall be made public within the period laid down in Article 19(1).

Those draft terms shall include the following particulars:

- (a) the name and registered office of the founder company and the instrument of incorporation of the subsidiary or its statutes if the statutes are a separate instrument;
- (b) the economic reasons for the formation.

(Amendment No. 47)
Article 37a (new)

(Employees' rights)

Where an undertaking, business or part of a business belonging to the founder company is transferred to the subsidiary, Article 17(3) shall apply mutatis mutandis as regards the safeguarding of employees' rights.

(Amendment No. 48)
Article 38(1)

1. The capital of the SE shall be denominated in ECU.

1. The capital of the SE shall be denominated in ECU. The currency of the country in which the registered office is located may optionally be recognized as an additional unit of account.

(Amendment No. 49)
Article 38(2) second subparagraph (new)

Contributions may not be repaid to shareholders. Payment of the purchase price on the authorized acquisition of company stock shall not be regarded as repayment of contribution.

Interest shall be neither promised nor paid to shareholders.

(Amendment No. 50)
Article 39(1)

1. Shares may not be issued at a price lower than their nominal value.

1. Shares may not be issued at a price lower than their nominal value. The minimum nominal value of shares shall be 25 ECU. Higher nominal values of shares shall be expressed in multiples of 50 ECU.

(Amendment No. 51)
Article 42(1)

The capital of the SE may be increased by the subscription of new capital. An increase in capital shall require amendment of the statutes. Shares issued for a consideration in the course of an increase in subscribed capital must be paid up to not less than 25% of their nominal value. Where provision is made for an issue premium, it must be paid in full.

The capital of the SE may be increased by the subscription of new capital. An increase in capital shall require amendment of the statutes. Shares issued for a consideration in the course of an increase in subscribed capital must be paid up to not less than 25% of their nominal value. Where provision is made for an issue premium, it must be paid in full. However, where the increase in capital is reserved for the employees of the SE, payment of the issue premium may be spread over five years.

(Amendment No. 52)
Article 43(1)

The statutes or instrument of incorporation or the general meeting, the decision of which must be published in accordance with Article 9, may authorize an increase in the subscribed capital, provided that such increase shall not exceed one-half of the capital already subscribed.

The statutes or instrument of incorporation or the general meeting, the decision of which must be published in accordance with Article 9, may authorize an increase in the subscribed capital.

(Amendment No. 53)
Article 43(2)

2. Where appropriate, the increase in the subscribed capital up to the maximum authorized under paragraph 1 shall be decided by the administrative or the management board. The power of such body in this respect shall be for a maximum period of five years, and may be renewed one or more times by the general meeting, each time for a period not exceeding five years.

2. Where appropriate, the increase in the subscribed capital shall be decided by the administrative or the management board. The power of such body in this respect shall be for a maximum period of five years, and may be renewed one or more times by the general meeting, each time for a period not exceeding five years.

(Amendment No. 54)
Article 44(2), third sentence

(Subscription rights of shareholders)

2. The right of pre-emption must be exercised within a period which shall not be less than 14 days from the date of publication of the offer or from the date of despatch of the letters to the shareholders.

(Subscription rights of shareholders)

2. The right of pre-emption must be exercised within a period which shall not be less than 30 days from the date of publication of the offer or from the date of despatch of the letters to the shareholders.

(Amendment No. 55)
Article 45(3), first sentence

(Reduction of capital)

A reduction of capital shall be effected by reducing the nominal value of the shares.

(Reduction of capital)

A reduction of capital shall be effected by reducing the nominal value of the shares or by amalgamating shares, the latter being permissible only where the minimum nominal value of shares cannot be maintained.

(Amendment No. 56)
Article 49(2)(a)

(a) the acquisition by the SE or third parties acting on its behalf of shares of the SE for the purpose of distributing them to the employees of the SE;

(a) the acquisition with prior shareholder consent by the SE or third parties acting on its behalf of shares of the SE for the purposes of an employees' share scheme;

(Amendment No. 57)
Article 49(2)(i) (new)

(i) fully paid-up shares if the nominal value or - where there is no nominal value - the accounting par value of the acquired shares does not exceed 10% of the subscribed capital and the general meeting has authorized the acquisition of shares. The period for which authorization is granted shall not exceed 18 months.

(Amendment No. 58)
Article 49(5)

5. The SE may not accept its own shares as security or acquire any rights of usufruct or other beneficial rights over them.

5. The SE may not accept its own shares as security or acquire any rights of usufruct or other beneficial rights over them. This debarment shall not apply to the transactions concluded by banks and other financial institutions in the normal course of business.

(Amendment No. 59)
Article 49(7) first sentence

Paragraph 6 shall not apply to transactions concluded by banks and other financial institutions in the normal course of business, nor to transactions effected with a view to the acquisition of shares by or for the employees of the SE or a controlled company.

Paragraph 6 shall not apply to transactions concluded by banks and other financial institutions in the normal course of business, nor to transactions effected with a view to the acquisition of shares for the purposes of an employees' share scheme.

(Amendment No. 60)
Article 49(10)

10. Shares acquired by the SE pursuant to paragraph 2(a) shall, if they have not been distributed to the employees within 12 months of being acquired, be disposed of within the following six months.

10. Shares acquired by the SE pursuant to paragraph 2(a) shall, if they have not been distributed to the employees within 7 years of being acquired, be disposed of within the following six months.

(Amendment No. 61)
Article 49(11)

11. No rights may be exercised in respect of the shares referred to in paragraphs 8, 9 and 10 until they have been disposed of or distributed to the employees.

11. No rights may be exercised in respect of the shares owned by the SE itself and referred to in paragraphs 8, 9 and 10 until they have been cancelled, disposed of or allocated to the employees.

(Amendment No. 62)
Article 49(12) (new)

12. Notwithstanding paragraph 1, a company shall be permitted to acquire its own shares where this is necessary to prevent serious and imminent harm to the company. In such a case, the next general meeting must be informed by the administrative or management board of the reasons for and nature of the acquisitions effected, of the number and nominal value of the shares acquired, of the proportion of the subscribed capital which they represent, and of the consideration for these shares.

(Amendment No. 63)
Article 49(13)(new)

For the purposes of this article, an employees' share scheme is a scheme for encouraging or facilitating the holding of shares in the SE by or for the benefit of:

(a) the bona fide employees or former employees of the SE, the SE's subsidiary or holding company or a subsidiary of the SE's holding company,

or

(b) the wives, husbands, widows, widowers or children or step-children under the age of 18 of such employees or former employees.

(Amendment No. 64)

Article 50

(Disclosure of holdings)

Holdings of the SE in other companies shall be disclosed in accordance with the provisions of national law giving effect to Directive 88/627/EEC.

(Disclosure of holdings)

Holdings in an SE shall be disclosed in accordance with the provisions of national law giving effect to Directive 88/627/EEC.

(Amendment No. 65)

Article 53(2), second sentence

The register shall be open for public inspection on request at the registered office of the SE.

The register shall be open for inspection by any shareholder on request at the registered office of the SE.

(Amendment No. 66)

Article 60, second sentence (new)

(Other securities)

However, the statutes of the SE may provide for the SE to be allowed to make use of any financial instrument permissible, in the state in which it has its registered office, for public limited companies.

(Amendment No. 67)

Article 62(2)

(Functions of the management board;
Appointment of members)

2. The members of the management board shall be appointed by the supervisory board, which may remove them at any time.

(Functions of the management board;
Appointment of members)

2. The members of the management board shall be appointed by the supervisory board, which may remove them on proper grounds.

(Amendment No. 68)
Article 62(2), add the following

If the SE is a joint subsidiary or a controlled undertaking, the statutes may also specify that members of the management board shall be appointed and may be dismissed by the general meeting.

(Amendment No. 69)
Article 62(3)(new)

The general meeting shall annually, in the first eight months of the financial year, decide on the granting of a discharge to the members of the management board.

This discharge shall constitute endorsement by the general meeting of the administration of the company by the members of the management board.

(Amendment No. 70)
Article 63(1)

1. The supervisory board may not participate in the management of the company nor represent it in dealings with third parties. However, it shall represent the company in its relations with members of the management board.

1. The supervisory board shall supervise the conduct of the company's affairs by the management board.

It may not however participate in the management of the company nor represent it in dealings with third parties. However, it shall represent the company in its relations with members of the management board.

(Amendment No. 71)
Article 64

1. At least once every three months, the management board shall report to the supervisory board on the management and progress of the company's affairs, including undertakings controlled by it, and on the company's situation and prospects.

1. At least once every three months, the management board shall report to the supervisory board on fundamental management issues and on the progress of the company's affairs, including undertakings controlled by it, and on the company's situation and prospects.

(Amendment No. 72)
Article 64(2)

The management board shall inform the chairman of the supervisory board without delay of all matters of importance, including any event occurring in the company or in undertakings controlled by it which may have an appreciable effect on the SE.

The management board shall inform the chairman of the supervisory board without delay of events of particular importance concerning the company, including any event occurring in undertakings controlled by it which may have an appreciable effect on the SE.

(Amendment No. 73)
Article 65(1)

Add the following

Where half the members are appointed by employees, only a member appointed by the general meeting may be elected chairman.

(Amendment No. 74)
Article 66(1)

1. The SE shall be managed and represented by an administrative board. The board shall be composed of at least three members. It shall adopt its rules of procedure and shall elect a chairman and one or more vice-chairmen from among its members.

1. The SE shall be managed and represented by an administrative board. The administrative board shall be composed of at least three members. The number of members of the board shall be specified in the statutes or instrument of incorporation. It shall adopt its rules of procedure and shall elect a chairman and where appropriate one or more vice-chairmen from among its members.

(Amendment No. 75)
Article 66(1)

Add the following:

If half the members are appointed by employees, only a member appointed by the general meeting may be elected chairman.

(Amendment No. 76)
Article 66(2)

2. The management of the SE shall be delegated by the administrative board to one or more of its members. The executive members shall be fewer in number than the other members of the board. The delegation of management responsibilities to an executive member of the administrative board may be revoked by the board at any time.

2. The management of the SE shall be delegated by the administrative board to one or more of its members. The delegation of management responsibilities to an executive member of the administrative board may be revoked by the board at any time.

(Amendment No. 77)
Article 66(3) (new)

3. Non-executive members of the administrative board shall supervise the executive members.

(Amendment No. 78)
Article 66(4)(new)

4. All members of the administrative board, including those who leave during or after the financial year, shall be designated by their surname and at least one full forename in the annex to the annual accounts which shall contain details concerning their management or supervisory duties.

(Amendment No. 79)
Article 67(5) (new)

(Information)

5. Any non-executive member may require the executive members to provide the non-executive members with all information required for them to perform their task.

(Amendment No. 80)
Article 68(1)

1. Members of the governing bodies shall be appointed for a period laid down in the statutes not exceeding six years.

However, the first members of the supervisory board or of the administrative board, who are to be appointed by the shareholders shall be appointed by the instrument of incorporation of the SE for a period not exceeding three years.

1. Members of the governing bodies shall be appointed for a period laid down in the statutes not exceeding six years. However, the first members of the supervisory board or of the administrative board shall be appointed by the instrument of incorporation of the SE for a period not exceeding three years.'

(Amendment No. 81)
Article 72

(Operations requiring prior authorization)

1. The implementation of decisions on

(a) the closure or transfer of establishments or of substantial parts thereof,

(b) substantial reduction, extension or alteration of the activities of the SE,

(Operations requiring prior authorization)

1. Decisions on

(a) investment projects individually totalling more than 2% of the company's equity capital,

(b) the setting up, acquisition, disposal or closing down of undertakings, businesses or parts of businesses where the purchase price or disposal proceeds account for more than 2% of the company's equity capital,

(c) substantial organizational changes within the SE

(d) the establishment of cooperation with other undertakings which is both long-term and of importance to the activities of the SE, or the termination thereof,

(e) the setting up of a subsidiary or of a holding company

may be effected by the management board only following prior authorization of the supervisory board or by the administrative board as a whole.

Implementation may not be delegated to the executive members of the administrative board

Acts done in breach of the above provisions may not be relied upon against third parties, unless the SE can prove that the third party was aware of the breach.

2. The statutes of the SE may provide that paragraph 1 shall also apply to other types of decisions.

(c) the raising or granting of loans, the issue of debentures and the assumption of liabilities of a third party or suretyship for a third party where the total money value of the measure concerned represents more than 2% of the company's equity capital,

(d) the conclusion of supply and performance contracts where the total turnover provided for therein represents more than 5% of the total turnover in the preceding financial year,

may be effected, under the two-tier system, by the management board only following prior authorization of the supervisory board.

Under the one-tier system, the power to take such decisions shall not be delegated to the executive members of the administration board.

Acts done in breach of the above provisions may not be relied upon against third parties, unless the SE can prove that the third party was aware of the breach.

2. The statutes of the SE may provide that paragraph 1 shall also apply to other types of decisions.

(Amendment No. 82)
Article 72(3) (new)

(Operations requiring prior authorization)

3. Should, in the case of controlled undertakings, the management or administrative board intend to authorize measures of the type referred to in paragraph 1, paragraphs 1 and 2 shall also apply.

(Amendment No. 83)
Article 74(2)

2. All board members shall carry out their functions in the interests of the SE, having regard in particular to the interests of the shareholders and the employees.

2. All board members shall carry out their functions in the interests of the company.

(Amendment No. 84)
Article 75(1) (new second sentence)

By the same procedures, mutatis mutandis, directors shall have the right to be heard or circulate a statement in their own defence.

(Amendment No. 85)
Article 75(2)

2. In addition, members of the supervisory board or the administrative board may be dismissed on proper grounds by the court within whose jurisdiction the registered office of the SE is situated in proceedings brought by the general meeting of the shareholders, representatives of the employees, the supervisory board or the administrative board. Such proceedings may also be brought by one or more shareholders who together hold 10% of the capital of the SE.

2. In addition, members of the supervisory board or the administrative board may be dismissed on proper grounds by the court within whose jurisdiction the registered office of the SE is situated in proceedings brought by the general meeting of the shareholders, the representatives of the employees, the supervisory board or the administrative board. Such proceedings may also be brought by one or more shareholders who together hold 10% of the voting rights in the SE.

(Amendment No. 86)
Article 76(3), add:

If half the members are appointed by employees, the chairman shall have the casting vote in the event of a tie.

(Amendment No. 87)
Article 78(3)

3. Such proceedings on behalf of the company may also be brought by one or more shareholders who together hold 10% of the capital of the SE.

3. Such proceedings on behalf of the company may also be brought by one or more shareholders who together hold 10% of the voting rights in the SE.

(Amendment No. 88)
Article 78(4)

4. Such proceedings may be brought by any creditor of the SE who can show that he cannot obtain satisfaction of his claim on the company.

(Delete)

(Amendment No. 89)
Article 80

(Limitation of actions)

No proceedings on the company's behalf to establish liability may be instituted more than five years after the act giving rise to damage.

(Limitation of actions)

No proceedings on the company's behalf to establish liability may be instituted more than five years after the plaintiff became aware of the act giving rise to damage or should have become aware thereof by exercising the care incumbent on a prudent businessman.

(Amendment No. 90)
Article 80(a) (new)
(Liability to shareholders and third parties)

1. The members of the administrative board, management board and supervisory board shall be liable to the shareholders of the SE for any loss or damage that the latter may personally sustain through breach of the provisions of this Statute or of the statutes of the company or through any other failure by board members to fulfil their obligations in the pursuit of their duties.

2. Article 77(2) and Article 80 shall apply mutatis mutandis.

(Amendment No. 91)
Article 81 first sentence

The following matters shall be resolved by the general meeting:

The following matters shall be resolved by the general meeting in the cases expressly stipulated by law and by the company statutes:

(Amendment No. 92)
Article 81(m) (new)

(m) the granting of a discharge to the boards

(Amendment No. 93)
Article 81(2)(new)

2. The statutes or instrument of incorporation shall specify that shareholders' decision-making competence in addition to those set out in paragraph 1 may be justified.

The conduct of company affairs shall remain in the hands of the management. The general meeting may only decide on such questions if required to do so by the Board.

(Amendment No. 94)
Article 81(3) (new)

2. The statutes of an SE containing a management board and a supervisory board may provide that a joint decision should be taken by the two boards on approval of the annual accounts, though in separate votes, and that the general meeting should not pass a resolution unless the boards are unable to reach agreement.

(Amendment No. 95)
Article 82(1)

(Holding of general meeting)

1. A general meeting shall be held at least once a year. However, the first general meeting may be held at any time in the eighteen months following the incorporation of the SE.

(Holding of general meeting)

1. A general meeting shall be held at least once a financial year. However, the first general meeting may be held at any time in the eighteen months following the incorporation of the SE.

(Amendment No. 96)
Article 82(2)

2. A general meeting may be called at any time by the management board or the administrative board.

2. A general meeting may be called at any time by the management board or the administrative board. The management board shall convene a general meeting if the supervisory board so requires.

(Amendment No. 97)
Article 83(1), second sentence (new)
(Meeting called by minority shareholders)

Requests, indicating the purpose of and reasons for such a meeting, shall be submitted in writing.

(Amendment No. 98)
Article 84(2)(c)

(c) The type of general meeting (ordinary, extraordinary or special);

(c) The type of general meeting (ordinary or extraordinary);

(Amendment No. 99)
Article 85(2)

2. Requests for inclusion of additional agenda items shall be sent to the SE within seven days of the first publication of the notice calling the general meeting in accordance with Article 84(1)(a) or the dispatch of the first communication calling the general meeting by the means mentioned in Article 84(1)(b).

2. Requests for inclusion of additional agenda items shall be sent to the SE within ten days of the first publication of the notice calling the general meeting in accordance with Article 84(1)(a) or the dispatch of the first communication calling the general meeting by the means mentioned in Article 84(1)(b).

(Amendment No. 100)
Article 86

(Attendance at general meeting)

Every shareholder who has complied with the formalities prescribed by the statutes shall be entitled to attend the general meeting. However, the statutes may prohibit shareholders having no voting rights from attending the meeting.

(Attendance at general meeting)

Every shareholder who has complied with the formalities prescribed by the statutes shall be entitled to attend the general meeting.

(Amendment No. 101)
Article 86, second sentence (new)

(Attendance at general meeting)

The members of the management and supervisory boards or of the administrative board and the auditors shall also be entitled to attend.

(Amendment No. 102)
Article 87(2)
(Proxies)

2. The law of the Member State where the registered office of the SE is situated or the statutes may restrict the choice of representative to one or more specified categories of persons, but a shareholder may not be prevented from appointing another shareholder to represent him.

Delete 2

(Amendment No. 103)
Article 89

(Availability of accounts)

The annual accounts and, where appropriate, the consolidated accounts, the proposed appropriation of profits or treatment of loss where it does not appear in the annual accounts, the annual report and the opinion of the persons responsible for auditing the accounts shall be available to every shareholder at the latest from the date of dispatch or publication of the notice of general meeting called to adopt the annual accounts and to decide on the appropriation of profits or treatment of loss. Every shareholder shall be able to obtain a copy of these documents free of charge upon request. From the same date, the report of the persons responsible for auditing the accounts shall be available to any shareholder wishing to consult it at the registered office of the SE.

(Availability of accounts)

The following documents shall be available to every shareholder at the latest from the date of dispatch or publication of the notice of general meeting called to adopt the annual accounts and to decide on the appropriation of profits or treatment of loss or, if it is not to adopt the annual accounts, simply to decide on the appropriation of profits or treatment of loss: the annual accounts within the meaning of Title V, the proposed appropriation of profits or treatment of loss where it does not appear in the annual accounts, the annual report, the opinion of the persons responsible for auditing the accounts and any contracts requiring approval by the general meeting. Every shareholder shall be able to obtain a copy of these documents free of charge upon request.

(Amendment No. 104)
Article 89(2)(new)

2. The management board shall submit to the general meeting the documents referred to in paragraph 1. At the beginning of the deliberations the management board shall enlarge on its documents and the Chairman of the supervisory board shall outline the report of the latter. The management board shall adopt a position on any deficit or loss for the year which has seriously affected the company's performance for that year.

(Amendment No. 105)
Article 90(1)

(Right to information)

1. Every shareholder who so requests at a general meeting shall be entitled to obtain information on the affairs of the company arising from items on the agenda or concerning matters on which the general meeting may take a decision in accordance with Article 91(2).

(Right to information)

1. Every shareholder who so requests at a general meeting shall be entitled to obtain information on the affairs of the company if the information is necessary for the proper discussion of an item on the agenda or of matters on which the general meeting may take a decision in accordance with Article 91(2).

(Amendment No. 106)
Article 92(1)

1. A shareholder's voting rights shall be proportionate to the fraction of the subscribed capital which his shares represent.

1. A shareholder's voting rights shall be proportionate to the fraction of the subscribed capital for the classes of voting shares which his/her capital represents.

(Amendment No. 107)
Article 94(1)

(Required majority)

1. Resolutions of the general meeting shall require at least an absolute majority of the votes attached to the subscribed capital present or represented unless a greater majority is prescribed by this Regulation.

(Required majority)

1. Resolutions of the general meeting shall require a majority of the validly cast votes unless a greater majority is prescribed by this Regulation.

(Amendment No. 108)
Article 94(2)

(Required majority)

2. However, as regards the appointment or dismissal of members of the administrative board, the management board or the supervisory board, the statutes may not require a majority greater than that mentioned in paragraph 1.

(Required majority)

2. However, as regards the appointment or dismissal of members of the administrative board or the supervisory board, the statutes may not require a majority greater than that mentioned in paragraph 1.

(Amendment No. 109)
Article 95(2)

(Amendment of statutes)

2. However, the statutes may provide that the administrative board or the management board may amend the statutes or the instrument of incorporation where the amendment merely implements a resolution already passed by the general meeting or by the board itself by virtue of an authorization given by the general meeting, by the statutes, or by the instrument of incorporation.

(Amendment of statutes)

(Delete 2)

(Amendment No. 110)
Article 97(2)

2. However, the statutes may provide that where at least one-half of the subscribed capital is represented, a simple majority of the votes in paragraph 1 shall suffice.

2. The general meeting shall have a quorum only if not less than one half of the subscribed capital is represented. If the first convening notice fails to produce this quorum, a second notice shall be issued. The general meeting will then have a quorum irrespective of the amount of capital represented. A note to this effect shall appear in the convening notice.

(Amendment No. 111)
Article 99(4)

4. The minutes and the documents annexed thereto shall be retained for at least three years. A copy of the minutes and the documents annexed thereto may be obtained by any shareholder, free of charge, upon request.

4. The minutes and the documents annexed thereto shall be retained for at least five years. A copy of the minutes and the documents annexed thereto shall be filed with the appropriate registry under the terms of Article 8(1) and may be inspected there by any shareholder.

(Amendment No. 112)
Article 100(2)

(Appeal against resolutions of general meeting)

2. An action for such a declaration may be brought by any shareholder or any person having a legitimate interest, provided he can show that he has an interest in having the infringed provision observed and that the resolution of the general meeting may have been altered or influenced by the infringement.

(Appeal against resolutions of general meeting)

2. An action for such a declaration may be brought by any shareholder or any representative of the employees of the SE within the meaning of the Directive complementing the Statute for a European company with regard to the involvement of employees in the European company, provided he can show that he has an interest in having the infringed provision observed and that the resolution of the general meeting may have been altered or influenced by the infringement. Objections to the minutes by shareholders present or represented at the general meeting shall be made at the meeting; any protests against the infringement of a provision from a shareholder not present at the meeting or from an employees' representative shall be lodged with the company within one week of the general meeting.

(Amendment No. 113)
Article 100(3)

(Appeal against resolutions of general meeting)

3. The action for such a declaration shall be brought within three months of the closure of the general meeting, before the court within whose jurisdiction the registered office of the SE is situated. It shall be taken against the SE.

(Appeal against resolutions of general meeting)

3. The action for such a declaration shall be brought within one month of the closure of the general meeting, before the court within whose jurisdiction the registered office of the SE is situated. It shall be taken against the SE.

(Amendment No. 114)

Article 101(3)(f)

(f) In addition to the information required under other provisions of Directive 78/660/EEC, the notes on the accounts must include the information provided for in Article 43 of that Directive at least. The SE may avail itself of the options provided for in Articles 44 and 45(1) and (2) of that Directive.

(f) In addition to the information required under other provisions of Directive 78/660/EEC, the notes on the accounts must include the information provided for in Article 43 of that Directive at least and that provided for in Article 66(4) of this Regulation. The SE may avail itself of the options provided for in Articles 44 and 45(1) and (2) of that Directive.

(Amendment No. 115)

Article 101(4) (new)

The SE shall publish within its annual report a statement on current employee involvement practices. This statement shall contain:

- a) Details of the level of employees' shareholders rights, shareholdings, and options, the names of trustees and any employee representatives on the administrative organ.
- b) Details of the nature, frequency, duration of employee review meetings held by profit or cost accountable units, of the type of issues raised, and of any action taken and its outcome.
- c) A statement by the administrative organ on current and future employee involvement policy and practice.

(Amendment No. 116)
Article 102(3) (new)

3. The annual report shall furthermore contain:

- an account of the SE's employment policy setting out inter alia the number of disabled employees, the number of men and women employed for each employee category, the measures taken to promote equality of treatment for female and disabled employees, and the position with regard to employee involvement in the supervision and strategic development of the SE;
- details of employee insurance policies taken out by the SE.

(Amendment No. 117)
Article 102(3) new

3. The annual report shall also contain:

- details of the employer's insurance policies for employee health and safety at the workplace and the names of the insurers;
- details of the employer's insurance policies for possible external liabilities arising out of the SE's operational activities.

(Amendment No. 118)
Article 102(4), new:

4. The annual report shall also contain details of the vocational training policies and activities of the SE, including:

- the annual expenditure by the SE on vocational training as a proportion of the SE's turnover;

- the proportion of employees receiving training expressed as the average number of training hours per employee categorized by gender, age, and job-type.'

(Amendment No. 119)
Article 104(2)

2. The SE may avail itself of the options provided for in Article 47 of Directive 78/660/EEC.

2. The disclosure of the accounts of the SE shall be governed by the legislation of the Member State where the registered office is located.

(Amendment No. 120)

3. Articles 48, 49 and 50 of Directive 78/660/EEC shall apply to the SE.

3. (Deleted)

(Amendment No. 121)
Article 106, paragraph 3

3. The SE may avail itself of the options provided for in Articles 1, 6, 12 and 15 of Directive 83/349/EEC.

3. The drawing up of the consolidated accounts of the SE shall be governed by the legislation of the Member State where the SE has its registered office.

(Amendment No. 122)

Article 112

1. The consolidated accounts, duly approved, and the consolidated annual report, together with the audit report, shall be published as laid down in accordance with Article 3 of Directive 68/151/EEC by the laws of the Member State in which the SE has its registered office.

2. Article 38(3), (4) and (6) of Directive 83/349/EEC shall not apply.

3. The management board and the executive members of the administrative board shall be liable to the sanctions provided for [...] if the consolidated accounts and consolidated annual report are not published.

1. The consolidated accounts, duly approved, and the consolidated annual report, together with the audit report, shall be published in accordance with Article 38 of Directive 83/349/EEC.

2. Article 38(4) of Directive 83/349/EEC shall not apply.

3. (Delete)

(Amendment No. 123)

Article 115(3)

An SE may be wound up:

3. by decision of the court of the place where the SE has its registered office:

An SE may be wound up:

3. by decision of the court or competent authority at the place where the SE has its registered office:

(Amendment No. 124)

Article 118

The winding-up shall be published in the manner referred to in Article 9

All notices connected with the winding-up shall be published in the manner referred to in Article 9

(Amendment No. 125)
Article 133

1. Where an SE has one or more permanent establishments in a Member State or a non member State, and the aggregation of the profits and losses for tax purposes of all such permanent establishments results in a net loss, that loss may be set against the profits of the SE in the State where it is resident for tax purposes. Delete

2. Subsequent profits of the permanent establishments of the SE in another State shall constitute taxable income of the SE in the State in which it is resident for tax purposes, up to the amount of the losses imputed in accordance with paragraph 1. Delete

3. Where a permanent establishment is situated in a Member State, the imputable losses under paragraph 1 and the taxable profits under paragraph 2 shall be determined by the laws of that Member State. Delete

4. Member States shall be free not to apply the provisions of this Article if they avoid double taxation by allowing the SE to set the tax already paid by its permanent establishments against the tax due from it in respect of the profits realized by those permanent establishments. Delete

A

DRAFT LEGISLATIVE RESOLUTION

embodying the opinion of the European Parliament
on the proposal from the Commission to the Council
for a regulation on the Statute for a European Company

The European Parliament,

- having regard to the proposal from the Commission to the Council (COM(89) 268 final - SYN 218)¹,
 - having been consulted by the Council pursuant to Article 149(2) of the EEC Treaty (Doc. C 3-0143/89)
 - having regard to the report of the Committee on Legal Affairs and Citizens' Rights and the opinions of the Committee on Economic and Monetary Affairs and Industrial Policy and the Committee on Social Affairs, Employment and the Working Environment (A3-0373 and A3-0372/90),
 - having regard to the opinion of the Economic and Social Committee²,
1. Approves the Commission proposal subject to Parliament's amendments and in accordance with the vote thereon;
 2. Calls on the Commission to amend its proposal accordingly pursuant to Article 149(3) of the EEC Treaty;
 3. Asks to be consulted again should the Council intend to make substantial modifications to the Commission proposals;
 4. Calls on the Council to incorporate Parliament's amendments in the common position that it adopts in accordance with Article 149(2)(a) of the EEC Treaty;
 5. Instructs its President to forward this opinion to the Council and Commission.

¹ OJ No. C 263, 16.10.1989, p. 41

² OJ C 124, 21.5.1990, p.34

