



European Company Law

Европско право на друштвата

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SHTIP, MAY, 2019

ПРАВНИ ОСНОВИ

Legal basis

- ▶ Treaty on European Union and the Treaty on the Functioning of the European Union (TFEU), *Official Journal C 326*, 26/10/2012
- ▶ Article 50(1) and (2)(g) TFEU
- ▶ Article 54 TFEU *(Companies or firms formed in accordance with the law of a Member State and having their registered office, central administration or principal place of business within the Union shall, for the purposes of this Chapter, be treated in the same way as natural persons who are nationals of Member States.*
- ▶ *"Companies or firms" means companies or firms constituted under civil or commercial law, including cooperative societies, and other legal persons governed by public or private law, save for those which are non-profit-making.)*
- ▶ Articles 114, 115 and 352 TFEU
- ▶ Article 49, second subparagraph TFEU guarantees the right to take up and pursue activities in a self-employed capacity and to set up and manage undertakings, in particular companies or firm

ПРАВНИ ОСНОВИ

Legal basis

- ▶ First Council Directive (68/151/EEC) dates back to 1968 and has been amended many times (most recently by Directive 2012/17/EU and Directive EU) 2017/1132)
- ▶ Directive 2011/35/EU (repealing the Third Council Directive 78/855/EEC). Shareholders and third parties have the same guarantees during restructuring of the company (mergers and divisions).
- ▶ 10th Company Law Directive (2005/56/EC) on cross-border mergers of limited liability companies is intended to facilitate cross-border mergers between companies with share capital.
- ▶ 11th Company Law Directive (89/666/EEC). It covers EU companies that set up branches in another EU country or companies from non-EU countries setting up branches in the EU
- ▶ 12th Company Law Directive (2009/102/EC of 16 September 2009)
- ▶ Commission Implementing Regulation (EU) 2015/884 of 8 June 2015 establishing technical specifications and procedures required for the system of interconnection of registers established by Directive 2009/101/EC of the European Parliament and of the Council (Text with EEA relevance), C/2015/3639

ПРАВНИ ОСНОВИ

Legal basis

- ▶ Shareholder Rights Directive (SRD) or Directive 2007/36 amended by Directives 2014/59/ and 2017/828
- ▶ Transparency Directive or Directive 2004/109 amended by Directive 2013/50 EU,
- ▶ DIRECTIVE (EU) 2017/1132 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL, from June 2017 (codification)
- ▶ This directive has replaced the Second Council Directive (77/91/EEC of 1976)
- ▶ Company Law Package of 25 April 2018 proposed to amend this Directive seeks to allow companies to convert the legal form they have in one Member State into a similar legal form in another Member State. Also this Commission proposal seeks to introduce rules on digital tools and processes in company law and on cross-border conversions, mergers and divisions.



Thank you
Благодарам