Statute for a European company: involvement of employees

1989/0219(CNS) - 08/10/2001 - Final act

AIM: To supplement the Statute for a European company (SE) with regard to the involvement of employees. COMMUNITY MEASURE: Directive 2001/86/EC. CONTENT: The Council has completed the adoption of the two legislative instruments required for the creation of a European company, namely the Regulation on the Statute for a European company (see COD/1989/0218) and the Directive supplementing the Statute for a European company with regard to the involvement of employees, the two instruments being indissolubly linked. After examining the amendments proposed by the European Parliament, the Council endorsed the instruments in the form in which they had been approved at the meeting of the Employment and Social Policy Council on 20 December 2000. The European company is regarded as one of the key elements in the process of completing the internal market. The statute of the European company will provide enterprises with a new optional instrument that will make cross-border business management more flexible and less bureaucratic, which should help to enhance the competitiveness of European business. It will make it possible for a company to be set up within the territory of the Community in the form of a public limited company, with the Latin designation Societas Europaea (SE). The SE statute will allow enterprises to operate throughout the Community while being subject to the Community legislation that is directly applicable in all Member States. Several options are open to enterprises that are based in at least two Member States and wish to opt for the SE model: they can merge, create a holding company, create joint subsidiaries or convert themselves into an SE. The statute will allow a public limited company which has its registered office and head office within the Community to transform itself into an SE without going into liquidation. The SE will be entered in a register in the Member State where its registered office is located. Every registration of an SE will be recorded in the Official Journal of the European Communities. An SE must take the form of a company with share capital. To ensure that such companies are of a reasonable size, EUR 120 000 is prescribed as the minimum amount of subscribed capital for an SE. The rules relating to employee involvement in an SE are laid down in Directive 2001/86/EC, the provisions of which are designed to guarantee that the creation of an SE does not entail the disappearance or erosion of systems of employee involvement that exist within the companies participating in the establishment of an SE. Given the diversity of rules and practices in the Member States as regards the manner in which employees' representatives are involved in decision-making within companies, the Directive is not intended to establish a single European model. Nevertheless, it lays down that SEs must have procedures for informing and consulting their workforce on a supranational level. When rights of worker participation exist within one or more of the companies forming an SE, those rights will be preserved through their transfer to the SE on its establishment, unless the parties involved, acting through the special negotiating body representing the employees of all the companies involved in the SE, decide otherwise. ENTRY INTO FORCE OF THE REGULATION: 8 October 2001 ENTRY INTO FORCE OF THE DIRECTIVE ON EMPLOYEE INVOLVEMENT (NATIONAL TRANSPOSITION): 8 October 2004.