

Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (codification) (Text with EEA relevance)

TITLE I

**GENERAL PROVISIONS AND THE ESTABLISHMENT AND FUNCTIONING OF LIMITED LIABILITY COMPANIES**

CHAPTER III

*[<sup>F1</sup>Online procedures (formation, registration and filing), disclosure and registers]*

Section 1

**General provisions**

*[<sup>F1</sup>Article 13*

**Scope**

The coordination measures prescribed by this Section and by Section 1A shall apply to the laws, regulations and administrative provisions of the Member States relating to the types of companies listed in Annex II and, where specified, to the types of companies listed in Annexes I and IIA.]

**Textual Amendments**

- F1** Substituted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

*[<sup>F2</sup>Article 13a*

**Definitions**

For the purposes of this Chapter:

- (1) ‘electronic identification means’ means an electronic identification means as defined in point (2) of Article 3 of Regulation (EU) No 910/2014 of the European Parliament and of the Council<sup>(1)</sup>
- (2) ‘electronic identification scheme’ means an electronic identification scheme as defined in point (4) of Article 3 of Regulation (EU) No 910/2014;
- (3) ‘electronic means’ means electronic equipment used for the processing, including digital compression, and the storage of data, and through which information is

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initially sent and received at its destination; that information being entirely transmitted, conveyed and received in a manner to be determined by Member States;

- (4) ‘formation’ means the whole process of establishing a company in accordance with national law, including the drawing up of the company’s instrument of constitution and all the necessary steps for the entry of the company in the register;
- (5) ‘registration of a branch’ means a process leading to disclosure of documents and information relating to a branch newly opened in a Member State;
- (6) ‘template’ means a model for the instrument of constitution of a company which is drawn up by Member States in compliance with national law and is used for the online formation of a company in accordance with Article 13g.

#### Textual Amendments

- F2** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

### Article 13b

#### Recognition of identification means for the purposes of online procedures

1 Member States shall ensure that the following electronic identification means can be used by applicants who are Union citizens in the online procedures referred to in this Chapter:

- a an electronic identification means issued under an electronic identification scheme approved by their own Member State;
- b an electronic identification means issued in another Member State and recognised for the purpose of cross-border authentication in accordance with Article 6 of Regulation (EU) No 910/2014.

2 Member States may refuse to recognise electronic identification means where the assurance levels of those electronic identification means do not comply with the conditions set out in Article 6(1) of Regulation (EU) No 910/2014.

3 All identification means recognised by Member States shall be made publicly available.

4 Where justified by reason of the public interest in preventing identity misuse or alteration, Member States may, for the purposes of verifying an applicant’s identity, take measures which could require the physical presence of that applicant before any authority or person or body mandated under national law to deal with any aspect of the online procedures referred to in this Chapter, including the drawing up of the instrument of constitution of a company. Member States shall ensure that the physical presence of an applicant may only be required on a case-by-case basis where there are reasons to suspect identity falsification, and that any other steps of the procedure can be completed online.

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**Textual Amendments**

- F2** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

*Article 13c***General provisions on online procedures**

1 This Directive shall be without prejudice to national laws that, in accordance with Member States' legal systems and legal traditions, designate any authority or person or body mandated under national law to deal with any aspect of online formation of companies, online registration of branches and online filing of documents and information.

2 This Directive shall also be without prejudice to the procedures and requirements laid down by national law, including those relating to legal procedures for the drawing up of instruments of constitution, provided that online formation of a company, as referred to in Article 13g, and online registration of a branch, as referred to in Article 28a, as well as online filing of documents and information, as referred to in Articles 13j and 28b, is possible.

3 The requirements under applicable national law concerning the authenticity, accuracy, reliability, trustworthiness and the appropriate legal form of documents or information that are submitted shall remain unaffected by this Directive, provided that online formation, as referred to in Article 13g, and online registration of a branch, as referred to in Article 28a, as well as online filing of documents and information, as referred to in Articles 13j and 28b, is possible.

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**Textual Amendments**

- F2** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

*Article 13d***Fees for online procedures**

1 Member States shall ensure that the rules on fees applicable to the online procedures referred to in this Chapter are transparent and are applied in a non-discriminatory manner.

2 Any fees for online procedures charged by the registers referred to in Article 16 shall not exceed the recovery of the costs of providing such services.

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**Textual Amendments**

- F2** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

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### Article 13e

#### Payments

Where the completion of a procedure laid down in this Chapter requires a payment, Member States shall ensure that that payment can be made by means of a widely available online payment service that can be used for cross-border payments, that permits identification of the person that made the payment and is provided by a financial institution or payment service provider established in a Member State.

#### Textual Amendments

- F2** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

### Article 13f

#### Information requirements

Member States shall ensure that concise and user-friendly information, provided free of charge and at least in a language broadly understood by the largest possible number of cross-border users, is made available on registration portals or websites that are accessible by means of the Single Digital Gateway to assist in the formation of companies and the registration of branches. The information shall cover at least the following:

- (a) rules on the formation of companies, including online procedures referred to in Articles 13g and 13j, and requirements relating to the use of templates and to other formation documents, identification of persons, the use of languages and to applicable fees;
- (b) rules on the registration of branches, including online procedures referred to in Articles 28a and 28b, and requirements relating to registration documents, identification of persons and the use of languages;
- (c) an outline of the applicable rules on becoming a member of the administrative body, the management body or the supervisory body of a company, including of the rules on disqualification of directors, and on the authorities or bodies responsible for keeping information about disqualified directors;
- (d) an outline of the powers and responsibilities of the administrative body, the management body and the supervisory body of a company, including the authority to represent a company in dealings with third parties.]

#### Textual Amendments

- F2** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).

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- (1) [<sup>F2</sup>Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC (OJ L 257, 28.8.2014, p. 73).]

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**Textual Amendments**

- F2** Inserted by Directive (EU) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive (EU) 2017/1132 as regards the use of digital tools and processes in company law (Text with EEA relevance).