

Council Directive 2006/99/EC of 20 November 2006 adapting certain Directives in the field of company law, by reason of the accession of Bulgaria and Romania

COUNCIL DIRECTIVE 2006/99/EC

of 20 November 2006

adapting certain Directives in the field of company law,  
by reason of the accession of Bulgaria and Romania

THE COUNCIL OF THE EUROPEAN UNION,

Having regard to the Treaty establishing the European Community,

Having regard to the Treaty of Accession of Bulgaria and Romania<sup>(1)</sup>, and in particular Article 4(3) thereof,

Having regard to the Act of Accession of Bulgaria and Romania, and in particular Article 56 thereof,

Having regard to the proposal from the Commission,

Whereas:

- (1) Pursuant to Article 56 of the Act of Accession, where acts of the institutions remain valid beyond 1 January 2007, and require adaptation by reason of accession, and the necessary adaptations have not been provided for in the Act of Accession or its Annexes, the necessary acts are to be adopted by the Council, unless the Commission adopted the original act.
- (2) The Final Act of the Conference which drew up the Treaty of Accession indicated that the High Contracting Parties had reached political agreement on a set of adaptations to acts adopted by the institutions required by reason of accession and invited the Council and the Commission to adopt these adaptations before accession, completed and updated where necessary to take account of the evolution of the law of the Union.
- (3) Directives 68/151/EEC<sup>(2)</sup>, 77/91/EEC<sup>(3)</sup>, 78/660/EEC<sup>(4)</sup>, 78/855/EEC<sup>(5)</sup>, 83/349/EEC<sup>(6)</sup> and 89/667/EEC<sup>(7)</sup> should therefore be amended accordingly,

HAS ADOPTED THIS DIRECTIVE:

*Article 1*

Directives 68/151/EEC, 77/91/EEC, 78/660/EEC, 78/855/EEC, 83/349/EEC and 89/667/EEC shall be amended as set out in the Annex.

*Article 2*

1 Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive by the date of accession of Bulgaria and Romania to the European Union at the latest. They shall forthwith communicate to the Commission the text of those provisions and a correlation table between those provisions and this Directive.

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When Member States adopt those provisions, they shall contain a reference to this Directive or shall be accompanied by such reference on the occasion of their official publication. The methods of making such reference shall be laid down by Member States.

2 Member States shall communicate to the Commission the text of the main provisions of national law which they adopt in the field covered by this Directive.

*Article 3*

This Directive shall enter into force subject to and on the date of the entry into force of the Treaty of Accession of Bulgaria and Romania.

*Article 4*

This Directive is addressed to the Member States.

Done at Brussels, 20 November 2006

*For the Council*

*The President*

J. KORKEAOJA

## ANNEX

## COMPANY LAW

## A.COMPANY LAW

1. 31968 L 0151: First Council Directive 68/151/EEC of 9 March 1968 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, with a view to making such safeguards equivalent throughout the Community (OJ L 65, 14.3.1968, p. 8), as amended by:
  - 11972 B: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Kingdom of Denmark, Ireland and the United Kingdom (OJ L 73, 27.3.1972, p. 14),
  - 11979 H: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Hellenic Republic (OJ L 291, 19.11.1979, p. 17),
  - 11985 I: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Kingdom of Spain and the Portuguese Republic (OJ L 302, 15.11.1985, p. 23),
  - 11994 N: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Republic of Austria, the Republic of Finland and the Kingdom of Sweden (OJ C 241, 29.8.1994, p. 21),
  - 12003 T: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Czech Republic, the Republic of Estonia, the Republic of Cyprus, the Republic of Latvia, the Republic of Lithuania, the Republic of Hungary, the Republic of Malta, the Republic of Poland, the Republic of Slovenia and the Slovak Republic (OJ L 236, 23.9.2003, p. 33),
  - 32003 L 0058: Directive 2003/58/EC of the European Parliament and of the Council of 15.7.2003 (OJ L 221, 4.9.2003, p. 13).

The following is added to Article 1:

- in Bulgaria:

акционерно дружество, дружество с ограничена отговорност, командитно дружество с акции;

- in Romania:

societate pe acțiuni, societate cu răspundere limitată, societate în comandită pe acțiuni.

2. 31977 L 0091: Second Council Directive 77/91/EEC of 13 December 1976 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 (OJ L 26, 31.1.1977, p. 1), as amended by:
  - 11979 H: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Hellenic Republic (OJ L 291, 19.11.1979, p. 17),
  - 11985 I: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Kingdom of Spain and the Portuguese Republic (OJ L 302, 15.11.1985, p. 23),
  - 31992 L 0101: Council Directive 92/101/EEC of 23.11.1992 (OJ L 347, 28.11.1992, p. 64),

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- 11994 N: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Republic of Austria, the Republic of Finland and the Kingdom of Sweden (OJ C 241, 29.8.1994, p. 21),
- 12003 T: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Czech Republic, the Republic of Estonia, the Republic of Cyprus, the Republic of Latvia, the Republic of Lithuania, the Republic of Hungary, the Republic of Malta, the Republic of Poland, the Republic of Slovenia and the Slovak Republic (OJ L 236, 23.9.2003, p. 33).

The following is added to Article 1(1):

- in Bulgaria:  
акционерно дружество;
- in Romania:  
societate pe acțiuni.

3. 31978 L 0855: Third Council Directive 78/855/EEC of 9 October 1978 based on Article 54(3)(g) of the Treaty concerning mergers of public limited liability companies (OJ L 295, 20.10.1978, p. 36), as amended by:
  - 11979 H: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Hellenic Republic (OJ L 291, 19.11.1979, p. 17),
  - 11985 I: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Kingdom of Spain and the Portuguese Republic (OJ L 302, 15.11.1985, p. 23),
  - 11994 N: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Republic of Austria, the Republic of Finland and the Kingdom of Sweden (OJ C 241, 29.8.1994, p. 21),
  - 12003 T: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Czech Republic, the Republic of Estonia, the Republic of Cyprus, the Republic of Latvia, the Republic of Lithuania, the Republic of Hungary, the Republic of Malta, the Republic of Poland, the Republic of Slovenia and the Slovak Republic (OJ L 236, 23.9.2003, p. 33).

The following is added to Article 1(1):

- Bulgaria:  
акционерно дружество;
- Romania:  
societate pe acțiuni.

4. 31989 L 0667: Twelfth Council Company Law Directive 89/667/EEC of 21 December 1989 on single-member private limited-liability companies (OJ L 395, 30.12.1989, p. 40), as amended by:
  - 11994 N: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Republic of Austria, the Republic of Finland and the Kingdom of Sweden (OJ C 241, 29.8.1994, p. 21),
  - 12003 T: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Czech Republic, the Republic of Estonia, the Republic of Cyprus, the Republic of Latvia, the Republic of Lithuania, the Republic of Hungary,

the Republic of Malta, the Republic of Poland, the Republic of Slovenia and the Slovak Republic (OJ L 236, 23.9.2003, p. 33).

The following is added to Article 1:

— in Bulgaria:

дружество с ограничена отговорност, акционерно дружество;

— in Romania:

societate cu răspundere limitată.

## B. ACCOUNTING STANDARDS

1. 31978 L 0660: Fourth Council Directive 78/660/EEC of 25 July 1978 based on Article 54(3)(g) of the Treaty on the annual accounts of certain types of companies (OJ L 222, 14.8.1978, p. 11), as amended by:
  - 11979 H: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Hellenic Republic (OJ L 291, 19.11.1979, p. 17),
  - 31983 L 0349: Seventh Council Directive 83/349/EEC of 13.6.1983 (OJ L 193, 18.7.1983, p. 1),
  - 31984 L 0569: Council Directive 84/569/EEC of 27.11.1984 (OJ L 314, 4.12.1984, p. 28),
  - 11985 I: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Kingdom of Spain and the Portuguese Republic (OJ L 302, 15.11.1985, p. 23),
  - 31989 L 0666: Eleventh Council Directive 89/666/EEC of 21.12.1989 (OJ L 395, 30.12.1989, p. 36),
  - 31990 L 0604: Council Directive 90/604/EEC of 8.11.1990 (OJ L 317, 16.11.1990, p. 57),
  - 31990 L 0605: Council Directive 90/605/EEC of 8.11.1990 (OJ L 317, 16.11.1990, p. 60),
  - 31994 L 0008: Council Directive 94/8/EC of 21.3.1994 (OJ L 82, 25.3.1994, p. 33),
  - 11994 N: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Republic of Austria, the Republic of Finland and the Kingdom of Sweden (OJ C 241, 29.8.1994, p. 21),
  - 31999 L 0060: Council Directive 1999/60/EC of 17.6.1999 (OJ L 162, 26.6.1999, p. 65),
  - 32001 L 0065: Directive 2001/65/EC of the European Parliament and of the Council of 27.9.2001 (OJ L 283, 27.10.2001, p. 28),
  - 12003 T: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Czech Republic, the Republic of Estonia, the Republic of Cyprus, the Republic of Latvia, the Republic of Lithuania, the Republic of Hungary, the Republic of Malta, the Republic of Poland, the Republic of Slovenia and the Slovak Republic (OJ L 236, 23.9.2003, p. 33),
  - 32003 L 0038: Council Directive 2003/38/EC of 13.5.2003 (OJ L 120, 15.5.2003, p. 22),
  - 32003 L 0051: Directive 2003/51/EC of the European Parliament and of the Council of 18.6.2003 (OJ L 178, 17.7.2003, p. 16),
  - 32006 L 0043: Directive 2006/43/EC of the European Parliament and of the Council of 17.5.2006 (OJ L 157, 9.6.2006, p. 87),

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- 32006 L 0046: Directive 2006/46/EC of the European Parliament and of the Council of 14.6.2006 ([OJ L 224](#), [16.8.2006](#), p. 1).
- (a) The following is added to Article 1(1), first subparagraph:
  - in Bulgaria:
 

акционерно дружество, дружество с ограничена отговорност, командитно дружество с акции;
  - in Romania:
 

societate pe acțiuni, societate cu răspundere limitată, societate în comandită pe acțiuni.
- (b) The following is added to Article 1(1), second subparagraph:
  - 
  - (z) *in Bulgaria:*

събирателно дружество, командитно дружество;
  - 
  - (aa) *in Romania:*

асocietate în nume colectiv, societate în comandită simplă.
- 2. 31983 L 0349: Seventh Council Directive 83/349/EEC of 13 June 1983 based on Article 54(3)(g) of the Treaty on consolidated accounts ([OJ L 193](#), [18.7.1983](#), p. 1), as amended by:
  - 11985 I: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Kingdom of Spain and the Portuguese Republic ([OJ L 302](#), [15.11.1985](#), p. 23),
  - 31989 L 0666: Eleventh Council Directive 89/666/EEC of 21.12.1989 ([OJ L 395](#), [30.12.1989](#), p. 36),
  - 31990 L 0604: Council Directive 90/604/EEC of 8.11.1990 ([OJ L 317](#), [16.11.1990](#), p. 57),
  - 31990 L 0605: Council Directive 90/605/EEC of 8.11.1990 ([OJ L 317](#), [16.11.1990](#), p. 60),
  - 11994 N: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Republic of Austria, the Republic of Finland and the Kingdom of Sweden ([OJ C 241](#), [29.8.1994](#), p. 21),
  - 32001 L 0065: Directive 2001/65/EC of the European Parliament and of the Council of 27.9.2001 ([OJ L 283](#), [27.10.2001](#), p. 28),
  - 12003 T: Act concerning the conditions of accession and the adjustments to the Treaties — Accession of the Czech Republic, the Republic of Estonia, the Republic of Cyprus, the Republic of Latvia, the Republic of Lithuania, the Republic of Hungary, the Republic of Malta, the Republic of Poland, the Republic of Slovenia and the Slovak Republic ([OJ L 236](#), [23.9.2003](#), p. 33),
  - 32003 L 0051: Directive 2003/51/EC of the European Parliament and of the Council of 18.6.2003 ([OJ L 178](#), [17.7.2003](#), p. 16),
  - 32006 L 0043: Directive 2006/43/EC of the European Parliament and of the Council of 17.5.2006 ([OJ L 157](#), [9.6.2006](#), p. 87),

- 32006 L 0046: Directive 2006/46/EC of the European Parliament and of the Council of 14.6.2006 (OJ L 224, 16.8.2006, p. 1).

The following is added to Article 4(1):

- (z) — *in Bulgaria:*  
акционерно дружество, дружество с ограничена отговорност,  
командитно дружество с акции;
- (aa) — *in Romania:*  
societate pe acțiuni, societate cu răspundere limitată, societate în comandită  
pe acțiuni.

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- (1) OJ L 157, 21.6.2005, p. 11.
- (2) OJ L 65, 14.3.1968, p. 8.
- (3) OJ L 26, 31.1.1977, p. 1.
- (4) OJ L 222, 14.8.1978, p. 11.
- (5) OJ L 295, 20.10.1978, p. 36.
- (6) OJ L 193, 18.7.1983, p. 1.
- (7) OJ L 395, 30.12.1989, p. 40.