

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 II*

***Incorporation and nullity of the company and validity of its obligations***

*Section 2*

***Nullity of the limited liability company and validity of its obligations***

*Article 11*

**Conditions for nullity of a company**

The laws of the Member States may not provide for the nullity of companies otherwise than in accordance with the following provisions:

- (a) nullity must be ordered by decision of a court of law;
- (b) nullity may be ordered only on the grounds:
  - (i) that no instrument of constitution was executed or that the rules of preventive control or the requisite legal formalities were not complied with;
  - (ii) that the objects of the company are unlawful or contrary to public policy;
  - (iii) that the instrument of constitution or the statutes do not state the name of the company, the amount of the individual subscriptions of capital, the total amount of the capital subscribed or the objects of the company;
  - (iv) of failure to comply with provisions of national law concerning the minimum amount of capital to be paid up;
  - (v) of the incapacity of all the founder members;
  - (vi) that, contrary to the national law governing the company, the number of founder members is less than two.

Apart from the grounds of nullity referred to in the first paragraph, a company shall not be subject to any cause of non-existence, absolute nullity, relative nullity or declaration of nullity.