

European Economic Interest Grouping in Poland – perspective of implementation

Comments on proposal of Polish
law on EEIG

Polish commercial law system:

● Commercial Companies Code:

- partnerships (registered partnership, professional partnership, limited partnership, limited joint – stock partnership) and companies (limited liability company, joint – stock company),
- mergers, transformations and divisions,
- liquidation of partnerships and companies.

● Insolvency and Redressment Act,

- Act on European Companies? – proposal of Civil Law Codification Commission.

Solutions adopted by Codification Commission

- general reference to Commercial Companies Code provisions on registered partnership as in view of the Codification Commission the EEIG legal form is similar to a form of registered partnership,
- In consequence – lack of legal personality, but a capacity to acquire rights, incur obligations, sue and be sued,
- provisions on registration process and publication obligations („Monitor Sądowy i Gospodarczy”),
- appointment, organisation and responsibility of managers of the grouping – as the provisions on registered partnership do not provide for a possibility of calling management board into being adequate provisions on management board in limited liability company apply,
- according to the provisions on registered partnership once one of its partners is declared insolvent the partnership is dissolved – the Codification Commission found such a solution inadequate for the grouping therefore the proposal provides for withdrawal of the insolvent member, not a dissolution of the grouping,
- as the regulation 2137/85 does not relate to appointing the grouping’s liquidators the Codification Commission adopted the solution used commonly in the Polish law – managers become the liquidators of the grouping in case of its dissolution,
- legal person can be a manager of a grouping however appointing a representative (physical person) of such a manager is obligatory.

Prospective EEIG practise in Poland

- participation of Polish entities in EEIG seated outside Poland,
- EEIG seated in Poland:
 - sectors of possible EEIG's operation,
 - registration proceedings in Poland (time and costs),
 - a need to inform Polish enterprises about possibility of establishment of EEIG and its advantages.