

European Economic Interest Groupings Act (SFS 1994:1927) (SFS – Svensk Författningssamling, 30.12.1994)

Section 1

This Act contains provisions which supplement Council Regulation (EEC) 2137/85 from 25 July 1985 on European Economic Interest Groupings (EEIG).

Membership

Section 2

A person who is bankrupt or in insolvent liquidation may not be a member of a grouping the registered office of which is situated in Sweden. The aforementioned provision shall also apply to any person who is subject to an injunction against trading pursuant to section 6 of the Trading Prohibition Act (SFS 1986:436).

Section 3

Where a person is a member of a grouping the registered office of which is situated in Sweden, and where such person is declared bankrupt or placed in insolvent liquidation or is subjected to an injunction against trading, such person shall immediately withdraw from the grouping.

Management

Section 4

Any person who is a manager of a grouping the registered office of which is situated in Sweden, shall be domiciled within the European Economic Area, save where otherwise permitted in any specific circumstances by the Government or by the public authority appointed by the Government. A manager may not be any person who is a minor, or a bankrupt, or in respect of whom a guardian has been appointed under Chapter 11, section 7, of the Code on Parents, Guardians and Children. The aforementioned provision shall also apply to any person who is subject to an injunction against trading pursuant to section 6 of the Trading Prohibition Act (SFS 1986:436).

Where the grouping does not have a manager who is domiciled in Sweden, the grouping shall authorise a person domiciled in Sweden to accept service of process on behalf of the grouping. Such authorisation may not be granted to any person who is a minor or in respect of whom a guardian has been appointed under Chapter 11, section 7, of the Code relating to Parents, Guardians and Children.

Accounts, annual reports and auditing

Section 5

A grouping shall be obliged to maintain accounts in accordance with the provisions of section 1 of the Accounting Act (SFS 1976:125). Where any grouping is obliged to maintain accounts but the registered office is not situated in Sweden, such grouping shall, in respect of business operations conducted in Sweden, maintain its own accounts separate from the accounts of the grouping in general.

A grouping may be liable to compile annual reports etc. pursuant to the Annual Reports Act (SFS 1980:1103).

Solvent liquidation

Section 6

The provisions as to liquidation set forth in Chapter 2, sections 31-45 of the Partnership and Non-Registered Partnership Act (SFS 1980:1102) shall apply to a grouping which has its registered office in Sweden, to the extent that Chapter 2, section 35, second paragraph applies taking into account the provisions of section 14 as to the effects of publication. For this purpose, a member of a grouping shall be deemed to be a partner.

Section 7

In the event of non-compliance with the provisions of section 3, the district court shall, upon application by the registration authority stated in section 11, determine that a grouping shall be placed in solvent liquidation. The aforementioned provision shall also apply where a grouping has failed to register with the EEIG registry stated in section 11 an authorised manager or any other organ which should be in existence, pursuant to the contract for the formation of the grouping.

Before a petition for solvent liquidation is filed, the registration authority shall afford the grouping an opportunity within a fixed period of time, to take measures in order to avoid the liquidation. The time may be extended where there exists special cause for so doing.

Business Name

Section 8

The name of a grouping shall include the words "European Economic Interest Grouping" or the initials "EEIG". The business name shall be clearly distinguished from other currently existing names which are recorded in the EEIG register referred to in section 11. In other matters, provisions relating to registration are contained in the Business Names Act (SFS 1974:156).

A name of a grouping may be registered in two or more languages, provided that the wording of each name is stated in the contract for the formation of the grouping.

Section 9

The Trade Names Act (SFS 1974:156) contains provisions with respect to the prohibition on the use of business names and the removal of business names from the register.

Damages

Section 10

Members and managers of a grouping the registered office of which is situated in Sweden shall be liable in tort towards the grouping, pursuant to the provisions on the tortious liability of partners towards the firm, set forth in Chapter 2, sections 14 and 15 of the Partnership and Non-Registered Partnership Act (SFS 1980:1102).

Section 11

The registration authority for groupings is the Patent and Registration Office.

The registration authority shall maintain a register (the EEIG register) of:

1. such groupings as maintain their registered office in Sweden;
2. the headquarters or divisional offices in Sweden of groupings that do not maintain their registered office in Sweden.

The registration authority shall, without delay, publish in the Post- och Inrikes Tidningar announcements in respect of entries in the EEIG register.

The Government or, where authorised by the Government, the registration authority, may decide the manner in which information pursuant to Article 8c of the EEC Regulation shall be published, and may also publish regulations in respect of registration fees.

The Trade Names Act (SFS 1974:156) contains provisions in respect of the removal of a business name from the register after a court judgement requiring the cancellation of a business name has become final.

Section 12

Where an applicant fails to comply in his application with prescribed provisions, or where there exists any other impediment to the approval of the application, the registration authority shall order the applicant to submit a statement or to rectify the application within a certain time. In the event of non-compliance with the order, the application shall be dismissed. This consequence shall be stated in the order.

Where there exists an impediment to the approval of an application notwithstanding that a statement has been submitted, and the applicant has been afforded the opportunity to submit a statement in respect of this impediment, the registration shall be refused, unless there exists cause to issue a new order to the applicant.

Section 13

Where not application concerning a grouping which is registered in Sweden has been received by the registration authority during the preceding ten years, the registration authority shall investigate in an appropriate manner whether the grouping has ceased its business operations within the European Economic Area. This shall be done by letter to the address indicated in the EEIG register, and means of an announcement in the Post- och Inrikes Tidningar or any other appropriate official newspaper in accordance with Article 39.1 of the EEC Regulation.

Where no application concerning a headquarters or divisional office which is registered in Sweden has been received by the registration authority during the preceding ten years, the registration authority shall investigate in an appropriate manner whether any business operations are still being conducted

at the office. This shall be done by letter to the address indicated in the EEIG register, and also by means of an announcement in the Post- och Inrikes Tidningar.

Where, two months after an official announcement, it has not been determined that the business operations of the grouping or of the headquarters or divisional office are still being conducted or will be resumed, the registration authority shall remove the grouping or the office from the EEIG register.

Effects of publication

Section 14

The effects of publication under this Act shall be governed by the provisions as to the effect of publication which, pursuant to the Directive referred to in Article 9.1 of the EEC Regulation, are set forth in Chapter 18, section 3, first and second paragraphs of the Companies Act (SFS 1975:1385).

Conditional Fines

Section 15

The registration authority may, upon pain of fine, order a manager or a member of another executive organ which should exist according to the contract for the formation of the grouping, to fulfil the obligation to:

1. submit to the registration authority documents or information stated in Article 7 or 10 of the EEC Regulation; or
2. on letters, order forms and similar documents of the grouping, to provide the information stated in Article 25 of the EEC Regulation.

The registration authority may impose fines.

Appeals

Section 16

The decision of the registration authority to dismiss an application or to deny registration may be appealed to a general administrative court within two months from the day of the decision. The aforementioned provision shall also apply to decisions pursuant to section 13, third paragraph, and to section 15.

Leave to appeal is required for appeals to the Administrative Court Appeals.

Entry into force and transitional provisions

1994:1927

This Act shall enter into force concurrently with the Act on Sweden's Accession to the European Union.