



**COUNCIL OF  
THE EUROPEAN UNION**

**Brussels, 30 March 2012**

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**DRS 52  
SOC 252**

**NOTE**

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From: General Secretariat

To: Delegations

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No. Cion prop.: 6580/12 DRS 28 SOC 125 + ADD 1 + ADD 2

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Subject: Proposal for a Council Regulation on the Statute for a European Foundation (FE)

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Delegations will find in the Annex a list of Clusters with the corresponding Articles on the above proposal. This list will be explained, in detail, at the meeting of the Working Party on Company Law on 11 April 2012 and will be a basis for conducting discussions on the text of the Commission proposal during the forthcoming meetings.

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**Proposal for a COUNCIL REGULATION on the Statute for a European Foundation (FE)**

**Subject “clusters”**

**General examination of the proposal – division of the proposal into clusters to be examined separately focusing on delegations’ main comments to each cluster**

Chapter I (General provisions) to be divided into 5 clusters:

- Cluster 1: Art. 1-4 (Subject matter, Applicable rules, Definitions)
- Cluster 2: Art. 5 (Public benefit purpose)
- Cluster 3: Art. 6 (Cross-border component)
- Cluster 4: Art. 7-8 (Assets, Liability)
- Cluster 5: Art. 9-11 (Legal personality, Legal capacity, Economic activities)

Chapter II (Formation) to be divided into 5 clusters:

- Cluster 6: Art. 12-13 (Methods of formation, Formation ex nihilo)
- Cluster 7: Art. 14-16 (Formation by merger)
- Cluster 8: Art. 17-18 (Formation by conversion)
- Cluster 9: Art. 19-20 (Minimum content of statutes, Amendment of statutes)
- Cluster 10: Art. 21-26 (Registration)

Chapter III (Organisation of the FE) to be divided into 4 clusters:

- Cluster 11: Art. 27-29 (Governing board)
- Cluster 12: Art. 30-31 (Managing directors, Other bodies of the FE)
- Cluster 13: Art. 32-33 (Conflicts of interest, Representation of the FE in relation to third parties)
- Cluster 14: Art. 34 (Transparency and accountability)

Chapter IV (Registered office and its transfer) will be 1 cluster:

- Cluster 15: Art. 35-37 (Registered office and its transfer)

Chapter V (Involvement of employees and volunteers) will be 1 cluster.

- Cluster 16: Art. 38-39

Chapter VI (Dissolution of the FE) to be divided into 2 clusters:

- Cluster 17: Art. 40-42 (Methods of dissolution, Dissolution by conversion)
- Cluster 18: Art. 43-44 (Dissolution by winding up)

Chapter VII (Member State supervision) to be divided into 2 clusters:

- Cluster 19: Art. 45-46 (Supervisory authority, Powers and duties)
- Cluster 20: Art. 47-48 (Co-operation between supervisory authorities and co-operation with tax authorities)

Chapter VIII (Tax treatment) will be 1 cluster.

- Cluster 21: Art. 49-51 (Tax treatment of the FE, donors and beneficiaries)

Chapter IX (Final provisions) will be 1 cluster.

- Cluster 22: Art. 52-55

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