



COUNCIL OF THE EUROPEAN COMMUNITIES  
GENERAL SECRETARIAT



PRESS RELEASE

11998/82 (Presse 197)

816th meeting of the Council  
- Economic and Financial Questions -  
Brussels, 17 December 1982

President: Mr Henning CHRISTOPHERSEN,  
Minister for Finance of  
the Kingdom of Denmark

The Governments of the Member States and the Commission of the European Communities were represented as follows:

Belgium:

Mr Paul NOTERDAEME  
Ambassador,  
Permanent Representative

Denmark:

Mr Henning CHRISTOPHERSEN  
Minister for Finance  
Mr Anders ANDERSEN  
Minister for Economic Affairs

Germany:

Mr Otto SCHLECHT  
State Secretary,  
Federal Ministry of  
Economic Affairs  
Mr Hans TIETMEYER  
State Secretary,  
Federal Ministry of Finance

Greece:

Mr Nikos DIMADIS  
Ambassador  
Permanent Representative

France:

Mr Jacques DELORS  
Minister for Economic Affairs  
and Finance

Ireland:

Mr Alan DUKES  
Minister for Finance

Italy:

Mr Giovanni GORIA  
Minister of the Treasury

Luxembourg:

Mr Ernest MÜHLEN  
State Secretary,  
Ministry of Finance

Netherlands:

Mr H. RUDING  
Minister for Finance

United Kingdom:

Sir Geoffrey HOWE  
Chancellor of the Exchequer

Commission:

Mr Gaston THORN - President  
Mr François-Xavier ORTOLI - Vice-President  
Mr Christopher TUGENDHAT - Member

ANNUAL REPORT ON THE ECONOMIC SITUATION

Following an introductory statement by Mr ORTOLI, the Council held its third quarterly examination of the economic situation in the Community.

Following this examination, it adopted the annual report on the economic situation in the Community and laid down economic policy guidelines for 1983 to be followed by the Member States.

BUDGETARY CONSTRAINTS AND ECONOMIC CONVERGENCE

The Council held a first discussion on the Commission communication concerning budgetary constraints and economic convergence at its July meeting, and it held a further examination at this meeting on the problems raised by the communication in the light of an oral report given by Mr ORTOLI on developments in the situation in this field.

INTERNATIONAL MONETARY QUESTIONS

The Council examined certain international monetary questions, in particular the position of the Member States of the Community with regard to the increase in IMF quotas.

THE BUDGET SITUATION

The Council confirms that it will respect the commitments contained in the conclusions of the Council of 26 October 1982.

The Council commits itself to use the budgetary means which are available at the end of 1982 for this purpose as a priority.

The Council notes that

- the Commission has declared that these means are sufficient for this purpose,
- the Commission will take steps to ensure that the two countries concerned will not be put in a worse position than intended under the conclusions of 26 October 1982,
- the Commission will shortly make preparations for initiating in the first days of 1983 the procedures necessary to fulfill the commitments contained in the conclusions of 26 October 1982,
- the Commission will elaborate a work programme for the development of the Community's policies.

SIXTH COMPANY LAW DIRECTIVE: DIVISIONS OF PUBLIC LIMITED LIABILITY COMPANIES

The Council adopted in the official languages of the Communities the sixth company law Directive based on Article 54(3)(g) of the Treaty, concerning the harmonization of the rules on the division of public limited liability companies subject to the law of one and the same Member State.

This Directive aims to co-ordinate the procedures and the effects of division and similar operations with a view to establishing throughout the Community an equivalent level of protection for members, creditors and employees of companies participating in such operations.

The Directive comes within the framework of Directives already adopted or envisaged (see Annex) in the field of company law. In particular, it supplements the third Directive on mergers of public limited liability companies, Article 21 of which was initially intended to lay down provisions which would also apply to divisions (see Annex). However, it became clear that certain amendments were needed to take account of the special nature of division operations, particularly the special risks which could result for shareholders and creditors where the assets and liabilities of the company undergoing division were divided amongst several other companies.

The various provisions of the Directive, which will have to be carried over into the individual national laws authorizing such operations, define division operations by acquisition and by the formation of new companies, fix minimum requirements to be laid down for the content, publication and supervision of draft terms of division to be drawn up by the administrative or management bodies of the companies concerned, organize the rights of shareholders, debenture-holders and creditors of these companies, and lay down special conditions for nullity rules for divisions <sup>(1)</sup>.

Certain special rules are provided where division operations take place under the supervision of a judicial authority, in particular in the case of common law proceedings, and also where companies benefiting from the transfer of the assets and liabilities of the divided company were already the holders of all the latter's shares.

Thus, co-ordination of the laws of the Member States has now been achieved in the two areas, namely the merger and the division of public limited liability companies; the practical significance of this is clearly very great when it comes to operations for restructuring undertakings.

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<sup>(1)</sup> The Member States are permitted to adopt in the form of a single piece of legislation the measures necessary for implementing the "merger" Directive and the "division" Directive.

Directives on company law

1. Directives already adopted:

- First Directive (68/151/EEC of 9 March 1968) co-ordinating national provisions on disclosure validity of obligations entered into by, and nullity of public limited liability and limited liability companies;
- Second directive (77/91/EEC of 13 December 1976) on the formation of public liability companies and the maintenance and alteration of their capital;
- Third Directive (78/855/EEC of 9 October 1978) on mergers of public limited liability companies;
- Fourth Directive (78/660/EEC of 25 July 1978) on the annual accounts of certain types of companies.

2. Proposed Directives:

- Fifth Directive on the structure of sociétés anonymes and the powers and obligations of their organs;
- Seventh Directive on consolidated accounts;
- Eighth Directive on the approval of persons responsible for carrying out statutory audits of the annual accounting documents of certain types of companies;
- Ninth Directive on groups of undertakings.

3. Place of the Directive on division:

The Directive on division has been labelled the sixth Directive on company law to preserve the consistency of the numbering without interfering with the order with which all legal experts are already quite familiar.





MISCELLANEOUS DECISIONS

Further economic question

The Council adopted in the official languages of the Communities the Decision concerning the extension of the machinery for medium-term financial assistance (until 31 December 1984).

Commercial policy and customs union

The Council adopted in the official languages of the Communities the Regulation amending Regulation (EEC) No 3286/80 on import arrangements in respect of State-trading countries.

The Representatives of the Governments of the Member States of the European Coal and Steel Community, meeting within the Council, adopted in the official languages of the Communities the Decision on certain measures to be applied, in respect of State-trading countries, to trade in iron and steel products covered by the ECSC Treaty, including pig iron, cast iron and high-carbon ferro-manganese.

The Council and the Representatives of the Governments of the Member States meeting within the Council also adopted a Regulation and a Decision respectively laying down the arrangements applicable to EEC/ECSC trade between Greece and Algeria consequent on the accession of Greece to the Communities.

Finally, the Council adopted in the official languages of the Communities the Regulations:

- opening, allocating and providing for the administration of a Community tariff quota for newsprint falling within subheading 48.01 A of the Common Customs Tariff (1983) and extending this quota to include certain other types of paper;
- amending for the third time Regulation (EEC) No 222/77 on community transit.

Research

The Council adopted in the official languages of the Communities the Community-COST co-operation agreements relating to concerted action projects in the fields of:

- the physico-chemical behaviour of atmospheric pollutants (COST project 61a bis)
- the analysis of organic micropollutants in water (COST project 64b bis).

Approximation of laws

The Council adopted in the official languages of the Communities the Council Regulation amending 17 directives on the approximation of the laws of the Member States relating to wheeled agricultural or forestry tractors.

Declaration regarding United Kingdom nationals

The Council and the Representatives of the Governments of the Member States took note of a declaration by the United Kingdom defining the term "nationals" in relation to the United Kingdom for the purposes of the Treaties and Community legislation.

Appointments

On a proposal from the Danish government, the Council appointed Konsulent Knud OVERGAARD-HANSEN, Direktoratet for arbejdstilsynet, an alternate member of the Advisory Committee on Safety, Hygiene and Health Protection at Work to replace Mr Henrik NEPPER-CHRISTENSEN, alternate member, who has resigned, for the remainder of the latter's term of office, i.e. until 1 April 1985.

On a proposal from the Irish government, the Council appointed Mr Brendan O'RIORDAN, Principal Officer, a member of the Advisory Committee on Vocational Training, to replace Mr C. O'FEINNEADHA, member, who has resigned, for the remainder of the latter's term of office, i.e. until 16 September 1983.

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Bruxelles le 16 decembre 1982  
Note BIO (82) 542 aux Bureaux Nationaux  
cc aux Membres du Groupe

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Preparation Conseil ECO/FIN du 17.12.82

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Rapport annuel

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La Commission avait soumis en octobre le projet de rapport annuel de la situation economique, conformement a la decision sur la convergence de 1974. Le President Ortoli avait presente les grandes lignes de cette communication lors du Conseil ECO/FIN de novembre. Sur cette base, le Conseil devrait arreter les orientations de politique economique pour 1 annee 1983.

Discipline budgetaire et convergence des economies

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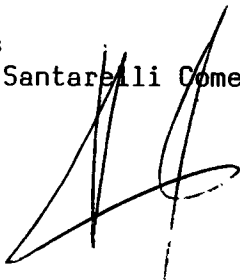
Suite a la communication faite par la Commission au mois de juin dernier, le Conseil devrait avoir une discussion sur les orientations generales proposees par la Commission, et arreter des regles de procedure pour les definir plus en detail.

Dejeuner des Ministres

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Lors de ce dejeuner, les ministres evoqueront certains problemes monetaires internationaux, notamment a la suite de la reunion du groupe des 5 la semaine derniere.

Amitiés  
Manuel Santarelli Comeur 12h30





Bruxelles, le 20 decembre 1982  
Note BIO(82)542(suite 1 et fin) aux Bureaux Nationaux  
cc. aux membres du Groupe du Porte Parole

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CONSEIL ECO/FIN (W. Helin)

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Rapport annuel sur la situation economique

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En introduisant la discussion, le Vice-President  
Francois-Xavier Ortoli a indique que

- a) les previsions actuelles en matiere d activite economique  
sont moins favorables que celles faites par la Commission  
Europeenne au moment ou elle a presente les orientations de  
politique economique pour 1983;
- b) les elements de nature deflatoire sont plus importants que  
ceux que l on envisageait.

Du cote des Dix, on notera les interventions des delegations  
belge et neerlandaise surtout.

Du cote belge on a insiste sur la necessite d une meilleure  
coordination de la politique salariale au niveau de la  
Communaute. Celle-ci viendrait en complement des politiques  
budgetaire et monetaire. Quant a la delegation hollandaise, elle  
a plaide une nouvelle foi en faveur de la moderation des couts  
salariaux et de l assainissement des depenses publiques.  
Sans cela, estime-t-on a la Haye, on ne pourra operer, dans la  
CE, le glissement des investissements de consommation vers les  
indispensables investissements productifs.

Dans sa reponse, le Vice-president Ortoli a dit qu il etait pret  
a faire le point en matiere de politique salariale, au prochain  
Conseil ECO/FIN, mais a-t-il ajoute, pas davantage.

En effet, indique M. Ortoli, la Commission a ete tres claire en  
matiere de politique d indexation mais la politique salariale  
proprement dite releve de negociations qui restent l apanage des  
gouvernements ou des instances socio-professionnelles nationales.

Discipline budgetaire (cf. COM(82)422 final du 1.7.1982)

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En matiere de politique budgetaire, le Vice-President Ortoli a  
souligne d emblee les lacunes des attitudes nationales.

"Il faut absolument, dit-il, que l ensemble des pays disposent  
VRAIMENT d une procedure budgetaire qui leur permette d une part  
de disposer en temps utile d un budget et d autre part de mettre  
au point un budget realiste."

Dans certains pays, ajoute-t-il en substance, les chiffres  
retenus dans le budget, chacun le sait, seront depasses.

Dans l ensemble, conclut-il, les deficits budgetaires nationaux  
pour 1982 seront plus importants que prevus.

Amities,

M. Santarelli COMEUR////



