



NEWS from DG XV

November 1992, no. 4/92

INSTITUTIONS FINANCIERES

! TROISIEME DIRECTIVE ASSURANCE VIE

Le 10 novembre 1992, le Conseil a arrêté définitivement la Directive 92/96/CEE du Conseil, portant sur la coordination des dispositions législatives, réglementaires et administratives concernant l'assurance directe sur la vie et modifiant les directives 79/267/CEE et 90/619/CEE. Il est rappelé que le Conseil avait adopté la position commune sur cette directive le 29 juin 1992 et que le Parlement Européen a donné son avis en deuxième lecture le 28 octobre 1992.

Cette directive, qui entrera en vigueur le 1/7/94, vise à compléter les deux directives déjà adoptées concernant l'assurance vie et, en parallèle avec la troisième directive non vie (92/49/CEE), à introduire les principes suivants :

- *coordination des règles essentielles de surveillance prudentielle et financière;*
- *reconnaissance mutuelle des agréments des entreprises d'assurance et des systèmes de contrôle prudentiel des différents Etats membres;*
- *octroi d'un agrément unique valable dans toute la Communauté et contrôle de l'ensemble des activités d'une entreprise par l'Etat membre d'origine.*

(JOCE L360 du 9/12/92)

INSURANCE COMMITTEE

The 3rd meeting of the Insurance Committee was held in Brussels on the 22nd and 23rd of October in Brussels.

The most important items discussed in the Committee were :

- *The Commission's proposal for a Block Exemption Regulation in the field of insurance.*
- *A continued and in-dept discussion on supervisory problems posed by financial conglomerate groups containing both insurance undertakings and banks.*
- *Continued discussion of the means and practical implications of supervision of groups of insurance undertakings on a consolidated basis or otherwise.*
- *Oral report on work and cooperation with other international fora.*
- *Report to the Council on application of the Tourist Assistance Directive.*

The next meeting has been scheduled for 11-12 March 1993.

PROPOSITION DE DIRECTIVE DU CONSEIL CONCERNANT LA LIBERTE DE GESTION ET D'INVESTISSEMENT DES FONDS COLLECTES PAR LES INSTITUTIONS DE RETRAITE (COM/91/301 final - JOCE C312 du 3.12.91, p. 3)

Première lecture au Parlement Européen : 18.11.1992.

(cf. également "News form DG XV" n° 3/92°

PROPOSITION DE DIRECTIVE DU CONSEIL SUR LES SERVICES D'INVESTISSEMENT DANS LE DOMAINE DES VALEURS MOBILIERES

Après un accord au Conseil ECO/FIN du 23 novembre sur les points techniques restés en suspens, l'adoption formelle de la position commune est attendue pour l'ECO/FIN du 14 décembre 1992.

ISSUES RAISED BY THE BCCI CASE

On the occasion of the ECO/FIN Council of 23 November 1992 Sir Leon BRITTAN, Vice-President of the Commission, presented the Commission's approach to the lessons to be drawn from the BCCI affair, resulting from studies undertaken by various international committees and from the Bingham Report in the United Kingdom. These studies indicated that as far as the Community's supervisory regime is concerned, the system of home country control and consolidated supervision set up by Community legislation adopted over the last few years, is essentially sound and not in need of major revision. In certain respects, however, supervision might usefully be strengthened and clarified, with particular reference to the following : transparency of group structures, separation of registered office and head office of financial institutions, role of external auditors, widening the possibilities for supervisory authorities to exchange information, deposit guarantee schemes, strengthening of international cooperation between prudential supervisors. The Commission will bring forward its precise proposals in the course of next year.

■ **BANKING ADVISORY COMMITTEE**

The first part of the BAC took place on 19 November 1992 in Brussels. Themes of discussion were :

- cooperation between supervisory authorities in the light of the BCCI case
- financial conglomerates

The second part of the meeting has been set for 11 December 1992.

■ **PROPOSITION DE DIRECTIVE DU CONSEIL SUR LA SURVEILLANCE ET LE CONTROLE DES GRANDS RISQUES DES ETABLISSEMENTS DE CREDIT**
(COM/92/273final - JOCE C175 du 11.7.92, p. 4)

Deuxième lecture au Parlement Européen : 18.11.92.

■ **PROPOSITION DE DIRECTIVE DU CONSEIL SUR L'ADEQUATION DES RESSOURCES PROPRES DES ENTREPRISES D'INVESTISSEMENT**
(COM/92/13 - JOCE C50 du 25.2.92, p.50)

Position Commune au Conseil : 27.7.92 (Doc. CS 7943/1/92)

Deuxième lecture au Parlement Européen : 18.11.92.

1 PAYMENT SYSTEMS

The Commission has pursued its work on payment systems on the lines set out in its Working Document SEC(92)621 (cfr. "News from DG XV" 2/92). Thus, meetings with government experts in June and November have been devoted to the questions of transparency in operations of "bureaux de change" and to redress procedures. By the end of the year, the Commission will have launched a number of studies regarding, for instance, reporting systems or legal aspects in the context of remote payments, in particular transfers. The "Payment Systems Technical Development Group" has held meetings in July and November, while the "Payment Systems Users Liaison Group" met in July and will meet again early in 1993. As regards specific work in the area of payment cards, the implementation of Recommendation 87/590/EEC by way of codes of conduct is presently subject to negotiations between the federations representing the banking and the retailing sectors. What is particularly encouraging to note is that the markets are reacting to the Commission's catalysing efforts by implementing specific transfers schemes (e.g. TIPA, Eurogiro) and in studying ways towards further integration by way of ACH (automated clearing house) linkages and cross-border direct debiting arrangements.

FISCALITE

1 RELANCE DE LA FISCALITE DES ENTREPRISES

Le 23 novembre 1992 le Conseil a adopté des conclusions sur les orientations communautaires en matière de fiscalité directe des entreprises dans le cadre de l'approfondissement du marché intérieur.

"L'adoption par le Conseil de conclusions qui vont dans le sens souhaité par la Commission dans sa communication du mois de juin dernier (cf. "News from DG XV" n°2/92) confirme qu'en matière de fiscalité des entreprises, la première priorité de travail de la

Commission pour les années à venir sera d'assurer la suppression de toute forme de double imposition et la coordination de l'imposition sur les flux de revenus intracommunautaires" a indiqué Madame SCRIVENER, Commissaire en charge de la fiscalité.

Deux propositions de directives, réclamées avec grande insistance par les entreprises, restent sur la table du Conseil :

- la première porte sur la suppression de la retenue à la source sur le paiement de redevances et intérêts entre sociétés établies dans des Etats membres différents;
- la deuxième proposition concerne la prise en compte au niveau de la société mère des pertes réalisées à l'étranger par ses établissements stables et ses filiales.

Ces deux propositions ont été identifiées par le Comité RUDING comme devant être adoptées en priorité.

D'autres problèmes fiscaux du même ordre, identifiés dans la Communication de la Commission du 26 juin 1992 feront l'objet d'études approfondies. La problématique porte, entre autres, sur la réglementation générale des prix de transfert et la coordination avec les Etats membres, des conventions fiscales bilatérales.

Dans la même perspective, des travaux préparatoires ont été engagés afin d'élargir le champ d'application des directives "Fusions" et "Mères-filiales" (90/434/CEE et 90/435/CEE).

La Commission partage également le souci du Conseil de garantir un équilibre entre la légitimité de régimes fiscaux favorables - par exemple, dans les domaines de la politique régionale, de l'environnement ou de la R&D - et la nécessité d'éviter une concurrence fiscale déloyale et une érosion globale des recettes budgétaires des Etats membres.

Par ailleurs la Commission, dans le cadre de sa politique en faveur des petites et moyennes entreprises, souhaite avancer dans la réflexion sur l'ouverture d'un droit d'option en faveur de l'assujettissement à l'impôt des sociétés pour les entreprises, non constituées en sociétés de capitaux, actuellement soumises dans la plupart des cas à l'impôt sur les revenus. Cette mesure renforcerait la capacité

d'auto-financement des PME, le taux de l'impôt sur les sociétés étant, dans la plupart des Etats membres, inférieur aux taux marginal de l'impôt sur le revenu des personnes physiques.

La Commission a également l'intention d'approfondir un autre sujet représenté par les mesures d'incitation fiscale dont le rôle peut être important dans des domaines tels que la promotion de la recherche et la protection de l'environnement.

La Commission envisage, par ailleurs, d'analyser la proposition du Comité RUDING d'introduire un taux nominal minimum d'impôt sur les sociétés dans ce contexte. Toutefois, le taux de 30 % semble un peu trop élevé.

La Commission, répondant ainsi à l'invitation du Conseil, continuera l'examen des aspects systématiques de la fiscalité directe des entreprises qui relèvent de solutions à plus long terme et concernant, entre autres, la convergence des systèmes d'impôt et des assiettes fiscales et la neutralité de traitement des dividendes de source étrangère par rapport à ceux d'origine domestique.

■ RUDING REPORT

La version française du rapport est publiée :

Communautés européennes-Commission

Rapport du comité de réflexion des experts indépendants sur la fiscalité des entreprises

Luxembourg : Office des publications officielles des Communautés européennes

1992 - 500 p.

ISBN 92-826-4278-X

Prix au Luxembourg, TVA exclue : ECU 47

COMPANY LAW

FORMATION OF PUBLIC-LIABILITY COMPANIES AND THE MAINTENANCE AND ALTERATION OF THEIR CAPITAL

On 23.11.92 the Council formally adopted the Directive amending Directive 77/91/EEC on the formation of public limited-liability companies and the maintenance and alteration of their capital (92/101/EEC).

It is recalled that Directive 77/91/EEC restricts the extent to which a limited-liability company may acquire its own shares, in order to maintain subscribed capital and guarantee equal treatment of shareholders.

The amendment is intended to prevent a limited liability company using another company in which it holds majority voting rights or over which it may exercise a dominant influence in order to make such acquisitions without complying with the prescribed restrictions.

The Member States are required to adopt the provisions necessary to comply with this Directive before 1 January 1994. The date of entry into force of the provisions is fixed 1 January 1995. Belgium may defer application of the provisions concerning suspension of voting rights until 1 January 1998, provided that such voting rights are attached to shares acquired before notification of the Directive and that they do not exceed, for all companies associated with the limited-liability company, 10 % of the voting rights of that same limited-liability company.
(OJEC L347 of 28.11.92, p. 64)

FOURTH MEETING OF ACCOUNTING ADVISORY FORUM

On 10 and 11 November 1992 the Accounting Advisory Forum met for the fourth time. The Forum advises the Commission on technical solutions for problems not yet dealt with in the Accounting Directives and on the position to be taken in meetings of the International

Accounting Standards Committee. The Forum consists of representatives from accounting standard setting bodies in the Member States, European organisations of preparers, users and auditors of accounts and accounting academics.

After an exchange of information between the accounting standard setting bodies on ongoing activities, the members discussed a revised working document on accounting for lease-contracts. As a result of the discussion, the Commission will redraft the document and it will be presented for final adoption at the next meeting. The document will then be published. An important conclusion is that the two main methods to account for financial lease-contracts, viz. the economic approach whereby the lessee capitalises the leased item, and the legal approach, whereby the lessor capitalises the leased item, are considered equivalent. Comparability and equivalence of accounts is safeguarded by way of additional disclosures in the notes on the accounts.

The second main subject was foreign currency translation. The working document has already been discussed several times by the Forum and at this meeting the discussion could be finalised. The Commission will revise this document too and bring it before the next Forum meeting for final adoption. The document will then be published. The main characteristics of the final version are that a distinction is made between the annual accounts and the consolidated accounts. As regards the annual accounts various methods are recognised, because the members could not agree on one preferred method. However, the document identifies one method as the preferred method should one decide to choose a benchmark. As regards the consolidated accounts, the document suggests the use of the method which is generally recognised at international level, viz. the closing rate net investment method.

A new item on the Forum's agenda was environmental accounting. This year the Commission issued its Fifth Action Programme "Towards sustainability". Amongst others this action programme suggests to take an initiative in the area of environmental accounting. The purposes of this initiative are to increase companies' awareness for environmental issues and their financial consequences and to improve the information disclosed by companies on their environmental programme, their environmental (contingent) liabilities and the financial consequences thereof. The Forum

welcomed the initiative by the Commission, but because of time constraints this point could only be discussed shortly. It was observed, however, that this accounting problem cannot be separated from other, more general accounting problems, such as accounting for contingencies and accounting for provisions, and that it should be seen within the broader scope of environmental reporting in general.

The next meetings of the Forum are scheduled for May and October 1993.

! TECHNICAL ASSISTANCE TO RUSSIA IN THE FIELDS OF ACCOUNTING AND AUDITING

In the framework of the 1991 EC Technical Assistance Programme for the CIS-sectoral programme on financial services, the Commission is funding two important projects in Russia in the fields of accounting and auditing.

The first project is cofunded with the World Bank and relates to the development of new bank accounting standards for the Russian Central Bank. The main objective of this project is to offer advice to the relevant Central Bank departments on possible options for the future bank accounting and auditing standards. The project involves the elaboration of a chart of accounts for banks and methodological recommendations for the preparation of annual accounts by commercial banks. In order to carry out this project an International Advisory Board on Accounting and Auditing for Banks has been set up, in which DG XV is participating.

The second project is about to be launched and relates to the development of accounting and auditing rules for all business enterprises. The main objective of this project is to offer advice to the Ministry of Finance and the Parliament of the Russian Federation on further improvements in the accounting principles and formats for the annual accounts, on a draft auditing law and on the future accounting standard-setting process. This project will also help the Russian authorities in the elaboration of programmes for the training of accountants and auditors based on the new rules on accounting and auditing. The project will be carried

out through and International Advisory Board on Accounting and Auditing in which six international organisations (UN, OECD, EC, World Bank, IASC and IFAC) are represented and in which DG XV participating.

Both projects are managed by DG I (TACIS). They will take into account the important achievements which have been obtained in the Community through the Accounting Directives.

I G.E.I.E.

Le nombre de G.E.I.E. immatriculés s'élève actuellement à 367.

La répartition par Etat membre est la suivante :

Belgique :	115	(1 établissement de GEIE immatriculé dans un autre Etat)
France :	96	
Pays-Bas :	69	(1 établissement de GEIE immatriculé dans un autre Etat)
Royaume-Uni :	33	(5 établissements de GEIE immatriculés dans un autre Etat)
Allemagne :	27	
Espagne :	11	
Italy :	7	
Luxembourg :	3	
Danemark :	2	
Irlande :	2	
Portugal :	2	

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