



EUROPEAN COMMISSION

Directorate General Internal Market and Services

Brussels, 7/03/2014

CALL FOR APPLICATIONS FOR PARTICIPATION IN A EUROPEAN COMMISSION INFORMAL EXPERT GROUP ON COMPANY LAW

1. BACKGROUND

The Commission is hereby calling for applications with a view to selecting members of an Informal Expert Group on Company Law, hereinafter 'the group'.

The 2011 Report of the Reflection Group on the Future of EU Company Law and the 2012 Action Plan: "European company law and corporate governance - a modern legal framework for more engaged shareholders and sustainable companies" identified a number of initiatives in the area of company law aiming at improving the framework for cross-border operations of EU companies and removing barriers for cross-border operations.

2. KEY ISSUES

The key issues identified in the report and in the Action Plan *inter alia* include the need to improve the mechanism for cross-border mergers, to enable cross-border divisions and to consider possible actions as regards of groups of companies.

The group should assist the Commission in developing policies to improve the framework for cross-border operations of EU companies. For this purpose, the tasks of the group include:

- Assist the Commission in improving the mechanism for cross-border mergers by developing possible amendments to the Directive on cross-border mergers;
- Assist the Commission in developing an initiative to provide a framework for cross-border divisions, possibly through an amendment of the cross-border mergers Directive;
- Advise the Commission on the development of a possible initiative to improve both the information available on groups and recognition of the concept of "group interest";
- Advise the Commission on other company law issues, e.g. related to the already existing proposals or new initiatives.

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3. FEATURES OF THE GROUP

3.1. Composition

The members of the group shall be selected among persons with academic and/or professional experience in particular in the field of company law, the experience in other fields such as corporate governance, insolvency and comparative law being an asset. Candidates are requested to respond to the present call for applications (see in particular sections 4-6). In order to ensure a workable format, the group will be composed of 10 to 14 experts appointed in personal capacity; these experts shall act independently and in the public interest. Selection shall be carried out in such a way as to avoid any conflict of interests that could be prejudicial to their independence.

3.2. Terms of Appointment

Members shall be appointed by the Director General of DG Internal Market and Services for a period of 3 years. Members who are no longer capable of contributing effectively to the group's deliberations, who resign or who do not comply with the conditions set out in Article 339 of the Treaty, may be replaced for the remainder of their term of office. The mandate of the members may be renewed. Replacement of members shall be chosen among those who have responded to the call.

3.3. Transparency

Personal data will be processed in accordance with Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data.

The names of members and observers shall be published on the Internet site of the Directorate-General for the Internal Market as well as in the Register of Commission Expert Groups and other similar entities, hereinafter 'the Register'.

All relevant documents (such as agendas, minutes and participants' submissions) will be made available, either in the Register or *via* a link from the Register to a dedicated website, where information can be found. Exceptions to systematic publication are justified where disclosure of a document would undermine the protection of a public or private interest as defined in Article 4 of Regulation (EC) N° 1049/2001¹.

3.4. Operation of the group

The group shall be chaired by a representative of the Commission.

¹ These exceptions are intended to protect public security, military affairs, international relations, financial, monetary or economic policy, privacy and integrity of the individual, commercial interests, court proceedings and legal advice, inspections/investigations/audits and the institution's decision-making process.

The representative of the Commission may invite experts from outside the group with specific competence in a subject on the agenda to participate in the work of the group. In addition, the Commission's representative may give observer status to individuals, organisations as defined in Rule 8(3) of the horizontal rules on expert groups and candidate countries.

Members of the group, as well as invited experts and observers, shall comply with the obligations of professional secrecy laid down by the Treaties and their implementing rules, as well as with the Commission's rules on security regarding the protection of EU classified information, laid down in the Annex to Commission Decision 2001/844/EC, ECSC, Euratom². Should they fail to respect these obligations, the Commission may take all appropriate measures.

The group shall hold its meetings at Commission premises in Brussels. The Commission shall provide secretarial services.

Participants in the activities of the group shall not be remunerated for the services they render. Travel and subsistence expenses incurred by participants shall be reimbursed by the Commission in accordance with the provisions in force at the Commission within the limits of the available budgetary appropriations.

Applicants should be prepared to attend meetings, contribute actively to discussions in the group, examine and provide comments on documents under discussion and act, as appropriate, as 'rapporteurs' on *ad hoc* basis.

Applicants should take into account that meetings generally involve preparatory work and collecting data.

The working language for documents and meetings will be English.

4. APPLICATION PROCEDURE

4.1. Application Requirements

Interested applicants are required to submit their application to the European Commission.

An application will be deemed admissible only if it includes the documents referred to in Section 5.2 below, sent at the latest by the deadline per Section 4.2 below. All required documents should be duly filled in, legible, signed and numbered sequentially. All these documents will be used in the selection procedure.

Each application must be completed in one of the official language of the European Union. However, applications in English would facilitate the evaluation procedure. If another language is used, it would be desirable to include a summary in English.

Supporting documents may be requested at a later stage.

² Commission Decision 2001/844/EC, ECSC, Euratom of 29 November 2001 amending its internal Rules of Procedure (OJ L 317, 3.12.2001, p. 1).

4.2. Application Deadline and Delivery Address

Applications must be sent no later than **04/04/2014** (date of the email) to the following e-mail address: **MARKT-F2@ec.europa.eu**.

5. REQUIREMENTS

5.1. Selection Criteria

The Commission will take the following criteria into account when assessing applications:

- An established publication record in particular in the field of company law with a special focus on cross-border operations of companies (mergers, divisions, subsidiaries, branches) and comparative law. Relevant experience in corporate governance, insolvency and comparative law would be an asset
- Professional experience with cross-border transactions (e.g. advising, assessing, monitoring, analysing);
- Ability to collect data to assess the impact of proposed changes in company law on main stakeholders at European and national level
- Proficiency in English to a level which allows the applicant to participate in discussions and the drafting of reports, if required.

In the selection process, the Commission will endeavour to strike a balance within the group in terms of representativeness of applicants, as well as gender and geographical origin of the representatives³.

5.2. Supporting evidence

Each application shall include the following supporting documents:

- A cover letter explaining the applicant's motivation for answering this call, briefly stating (i) what contribution the applicant could bring to the group; and (ii) specifically how the applicant fulfils the criteria listed in Section 5.1.
- A curriculum vitae (CV), not exceeding three pages in English. The CV should include relevant documentation for the selection criteria listed in Section 5.1.

6. SELECTION PROCEDURE

The selection procedure will consist of an assessment of the applications against the above-mentioned criteria, followed by the establishment of a list of most suitable applicants and concluded by the appointment of the members of the group.

³ Commission Decision 2000/407/EC of 19 June 2000 relating to gender balance within the committees and expert groups established by it (OJ L 154 of 27.6.2000, p. 34).

Information on the results of the call for applications will be published on the Internet site of the Directorate-General for the Internal Market and Services. A link from the Register to this site will also be provided.

For any further information please contact MARKT-F2@ec.europa.eu