

**FIRST COUNCIL DIRECTIVE**  
**of 9 March 1968**  
**on co-ordination of safeguards which, for the protection of the interests of members and others,**  
**are required by Member States of companies within the meaning of the second paragraph of**  
**Article 58 of the Treaty, with a view to making such safeguards equivalent throughout the**  
**Community**  
**(68/151/EEC)**

THE COUNCIL OF THE EUROPEAN COMMUNITIES,

Having regard to the Treaty establishing the European Economic Community, and in particular Article 54 (3) (g) thereof,

Having regard to the General Programme for the abolition of restrictions on freedom of establishment <sup>(1)</sup>, and in particular Title VI thereof,

Having regard to the proposal from the Commission,

Having regard to the Opinion of the European Parliament <sup>(2)</sup>,

Having regard to the Opinion of the Economic and Social Committee <sup>(3)</sup>,

Whereas the co-ordination provided for in Article 54 (3) (g) and in the General Programme for the abolition of restrictions on freedom of establishment is a matter of urgency, especially in regard to companies limited by shares or otherwise having limited liability, since the activities of such companies often extend beyond the frontiers of national territories;

Whereas the co-ordination of national provisions concerning disclosure, the validity of obligations entered into by, and the nullity of, such companies is of special importance, particularly for the purpose of protecting the interests of third parties;

Whereas in these matters Community provisions must be adopted in respect of such companies simultaneously, since the only safeguards they offer to third parties are their assets;

Whereas the basic documents of the company should be disclosed in order that third parties may be able to ascertain their contents and other information concerning the company, especially particulars of the persons who are authorised to bind the company;

Whereas the protection of third parties must be ensured by provisions which restrict to the greatest possible extent the grounds on which obligations entered into in the name of the company are not valid;

Whereas it is necessary, in order to ensure certainty in the law as regards relations between the company and third parties, and also between members, to limit the cases in which nullity can arise and the retroactive effect of a declaration of nullity, and to fix a short time limit within which third parties may enter objection to any such declaration,

HAS ADOPTED THIS DIRECTIVE:

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<sup>(1)</sup> OJ No 2, 15. 1. 1962, p. 36/62.

<sup>(2)</sup> OJ No 96, 28. 5. 1966, p. 1519/66.

<sup>(3)</sup> OJ No 194, 27. 11. 1964, p. 3248/64.