**European company**

**Rules concerning the establishment and registration of companies**

Registering applications to enter an entrepreneur into the National Court Register occurs in the Court Registers Portal ([PRS portal](https://prs.ms.gov.pl/)) and requires creating a user account on the portal.

Submitting an application to register the company in the National Court Register consists in filling out the forms made available in the [e-formularze KRS](https://sso-toz-kont-prod.apps.ocp.prod.ms.gov.pl/auth/realms/ms-ext/protocol/openid-connect/auth?response_type=code&client_id=prs-portal&state=VFJMdmdiTzNtVjF6djVPVGlBTi05V0ZoTmtLb3NYQi55aXRpMjVLbkVpQ0oz&redirect_uri=https://prs-ekrs.ms.gov.pl&scope=openid&code_challenge=Avls_97FosunJwOg9mAJQbONPev_S-8IrWjgPwrtFqA&code_challenge_method=S256&nonce=VFJMdmdiTzNtVjF6djVPVGlBTi05V0ZoTmtLb3NYQi55aXRpMjVLbkVpQ0oz) tab.

The following documents must be attached to the application to register the company in the National Court Register:

1. bylaws;
2. a document appointing the members of company bodies;
3. regardless of the manner of establishment, and if required, an agreement to involve employees or a resolution of special negotiating body on not entering into or completing negotiations;
4. other obligatory documents listed in the [European Economic Groupings and European Companies Act](https://isap.sejm.gov.pl/isap.nsf/DocDetails.xsp?id=WDU20050620551) and the Code of Commercial Companies, depending on the manner in which the company was established:
5. statements of persons representing the entity that include their consent to being appointed (not required if persons representing the entity signed the company registration application or granted a power of attorney to submit such application or if their consent has been expressed in the minutes made during the meeting of a body that appointed the person or in the company agreement);
6. statements of persons representing the entity, showing their addresses for service; if such addresses are located outside the territory of the European Union, an agent for service in the Republic of Poland must be named;
7. a list containing the first and last names and addresses for service or the business names and seats of members of bodies or persons authorised to appoint a management board; if a shareholder is a legal person, first and last names and addresses for service of members of the body authorised to represent such legal person should be given; if the address for service of a person on the list is located outside the territory of the European Union, an agent for service in the Republic of Poland must be named.

The application and other pleadings submitted via an ITC system, as well as documents made in electronic form, must be signed by a qualified electronic signature, trusted signature or facsimile.

If documents forming the basis of entry into the National Court Register have been made in hard copy, the following must be attached to the application:

1. electronic certified copies of such documents certified by a notary or attorney appearing in the case who is an attorney-at-law or a legal counsel, or
2. electronic copies of such documents; in such case, originals of such documents or their officially certified copies or extracts must be submitted to the registration court within 3 days from the date of submitting electronic copies of the documents.

The application is submitted together with a court fee equal to PLN 500 and a fee for announcing the registration in the Monitor Sądowy i Gospodarczy, equal to PLN 100.

Instructions on how to create a user account, register an entity in the register of entrepreneurs, handle attachments to KRS e-forms and pay for applications using e-payments, as well as other guidelines, are available on the Court Registers Portal website in the [Instrukcje](https://prs.ms.gov.pl/krs-pomoc/instrukcje).

The registration takes place in the Polish language.

**Rules of representation and supervision**

Rules applicable to company bodies depend on whether the European company bylaws adopted the dualist or monist approach. In the former case (dualist approach), a management board member may be recalled or suspended in their duties by the general meeting regardless of competences granted in this respect to the supervisory board.

The bylaws of a European company may provide for having management board members appointed or recalled by the general meeting. A supervisory board member temporarily standing in for a management board member who has been recalled, resigned or is otherwise unable to perform their duties in the supervisory board may perform such duties for a period not longer than three months.

The supervisory board of a European company consists of at least three members, and if the company is a public company, of at least five members.

2. Unless otherwise provided for in the bylaws, each supervisory board member may demand that the European company management board members and employees submit any documents, reports or explanations at the next board meeting.

In the latter case, an administrative board is established.

1. The administrative board manages the affairs of and represents a European company and exercises constant supervision of its activities.

2. Competences of the administrative board also include all matters not reserved by statute or the bylaws for the general meeting.

 The administrative board may entrust the management of European company affairs to one or more executive directors (delegation of competences), unless otherwise provided for in statute or the bylaws. The administrative board may change or revoke the delegation of competences at any time.

As regards managing the affairs of a European company, the following resolutions are reserved for the administrative board:

1) appointing and recalling executive directors;

2) determining the remuneration of executive directors;

3) drafting annual and multi-annual business plans;

4) granting consent to pay an advance towards the dividend expected at the end of the turnover year to shareholders;

5) accepting a report on the activities of the European company and the financial statement for a turnover year in order to present them to the general meeting for review and approval;

6) setting the issue price of new shares, if the competences to do so were entrusted to the management board or supervisory board;

7) performing the activities reserved by [Article 433 § 5, second and third sentence](https://sip.legalis.pl/document-view.seam?documentId=mfrxilrtg4ytcmzyhezteltqmfyc4mzzg42damjzgi)of the Code of Commercial Companies to the management board and supervisory board;

8) performing the activities specified in [Article 436 § 3 and 4](https://sip.legalis.pl/document-view.seam?documentId=mfrxilrtg4ytcmzyhezteltqmfyc4mzzg42damrsga) of the Code of Commercial Companies

9) performing the activities reserved by [Articles 444-447](https://sip.legalis.pl/document-view.seam?documentId=mfrxilrtg4ytcmzyhezteltqmfyc4mzzg42damryga) of the Code of Commercial Companies to the management board and supervisory board;

10) having the European company, which is a subsidiary, enter into a credit, loan, surety or other similar agreement with a management board member, administrative board member, executive director, commercial proxy or liquidator of a parent company;

11) other matters reserved for the sole competence of the administrative board by the bylaws;

2. Competences of the administrative board also include the following:

1) adopting resolutions to reduce the share capital or redeem the company’s own shares in cases in which the general meeting is not competent to do so based on separate provisions;

2) adopting resolutions to call a general meeting and to grant and revoke the powers of a commercial proxy, unless otherwise provided for in statute or the bylaws.

 Without the consent of the general meeting, an administrative board member may not engage in a competing business or participate in a competing partnership or company as a civil partnership partner, other partnership partner, member of a management or supervisory company body or executive director or participate in another competing legal person as a member of its management or supervisory body. The prohibition also includes participation in a competing company if the administrative board member holds at least 10% of shares or stock or is entitled to appoint at least one management board or administrative board member therein.

The administrative board may appoint one or more executive directors.

The rights of executive directors who are not administrative board members to represent the European company include all actions in and out of court related to the scope of matters entrusted to them. The bylaws may limit these rights with legal effect towards third parties.

Without the consent of an European company, executive directors may not engage in a competing business or participate in a competing partnership or company as a civil partnership partner, other partnership partner, member of a management or supervisory company body or executive director or participate in another competing legal person as a member of its management or supervisory body. The prohibition also includes participation in a competing company if the executive director holds at least 10% of shares or stock or is entitled to appoint at least one management board or administrative board member therein.