

Netherlands

1. De naamloze Vennootschap (N.V.) (=Aktiengesellschaft)

Brief overview: Establishment and structure of company

Statutory basis:

Burgerlijk Wetboek = BW+

Requirements for establishment

- Establishment by one or more people
- Notarized company agreement presented to Ministry of Justice for issuing of a certificate of nonobjection
- Entry into Commercial Register

Minimum capital

45.000,00 euro

Organisation

1) General meeting (of shareholders)

Tasks include

- Approval of year-end financial statement
- Commissioning of auditor
- Nomination and deselection of Board of Management and Supervisory Board members
- All other powers not allocated to other company organs by the statutes

2) Board of Management

Tasks include

- Managing the business
- Representation of the company internally and externally
- Preparation and publication of year-end financial statement
- Preparation of Board of Management report
- Members of the Board can be natural or legal persons and are not accountable to anyone

3) Supervisory Board

Only mandatory in the case of companies,

- whose subscribed capital amounts to at least 13 million euro
- which are required by law to have a works council
- in which at least 100 employees are employed in the Netherlands

Tasks include

- Nomination of the Board of Management
- Approval of year-end financial statement and presentation of this to the General Meeting for approval
- Approval of certain important decisions by Board of Management

Term of office 4 years, excluded are people employed by the company and trade union representatives involved in negotiations on employment conditions

In companies other than this type, the establishment of a Supervisory Board is optional.

Brief overview: Employee participation at board level

Employees or works council /employee representatives themselves are not directly represented on the Supervisory Board. Members of the works council are, however, involved in nomination of the Supervisory Board members inasmuch as they recommend individuals and can also lodge objections to planned nominations. In practice this has meant that Supervisory Boards often contain people from universities, public service or politics. At present a change in this system to introduce the idea of genuine proposals being made to the General Meeting for a third of the Supervisory Board members is being debated in Parliament.

2. De Besloten Vennotschap met beperkte aansprakelijkheid

Brief overview: Establishment and structure of company

Statutory basis

Burgerlijk Wetboek = BW

Requirements for establishment

- Establishment by one or more people
- Notarized company agreement presented to Ministry of Justice for issuing of a certificate of nonobjection
- Entry into Commercial Register

Minimum capital

18,000.00 euro

Organisation

1) General Meeting

Tasks include

- Nomination and deselection of the Managing Director and the auditor
- Amendments to statutes
- Decisions relating to disposal of profits
- Decisions on dissolution, conversion or merger

2) Managing Director

Tasks include

- Managing the business
- Representation of the company internally and externally

Brief overview: Employee participation at board level

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At present a change in this system to introduce the idea of genuine proposals being made to the General Meeting for a third of the Supervisory Board members is being debated in Parliament.

Source: Büggel, A. (2003) *Company law and existing legislative provision for employee participation in the EU member states*, in R. Köstler and A. Büggel, *The European Company and Company law and existing legislative provision for employee participation in the EU member states*, Brussels: ETUI. Report 79 (to order the whole report, please send an e-mail to etui@etuc.org; price: €20).