

Amendment of Law 3190/1955 on Limited Liability Companies

Greek Parliament enacted Law 4541/2018 regarding “Amendment of Law 3190/1955 on Limited Liability Companies and other provisions”. Chapter A of said law brings changes to several articles of Law 3190/1955 and regulates issues regarding the trade names of sociétés anonymes (AE), private companies (IKE), general partnerships (OE) and limited partnerships (EE).

Main changes effected by Law 4541/2018 to the existing legislative status for the Limited Liability Companies are the following:

- The trade name of the Limited Liability Company will henceforth be formed by various wording indications (not only the name(s) of the partner(s) or its activity) and may be written in whole or in part in Latin alphabet. In international transactions, the legal form may be expressed with the terms “Limited Liability Company” and the acronym “L.L.C.” or “LTD”.
- Each company part must have a nominal value of at least one (1) Euro.
- The option to execute the Articles of Association either by a notarial deed or by model Articles of Association (pursuant to article 9 of Law 4441/2016 and decision number 31637/2017 of the Minister of Economy and Development) is incorporated into the law, on condition that the content of model Articles of Association is followed without any deviation.
- Publicity will take place only via the General Commercial Registry (GEMI) and the Limited Liability Company acquires legal personality from the date of its registration with GEMI.
- Limited Liability Companies that had stipulated in their Articles of Association an indefinite term must modify said term, otherwise it shall automatically expire on 31 December 2021.
- The invitation for the convocation of the partners meeting will be sent by any appropriate means, including electronically via e-mail.
- The partners meeting may take place not only at the company’s registered office, but at any place in the country or abroad.
- The meeting may take place via teleconference, as long as there is a respective provision in the articles of association or following the unanimous resolution of the partners. The revocation of the administrator is permitted by a resolution of the partners meeting.

- The ability to revoke the administrator is also offered to the minority of the partners. In case of a material cause, 1/10 of the total number of partners, holding at the same time 1/10 of the total number of the company parts, may request a court order for the revocation of the administrator.
- The articles of association of the Limited Liability Company can be modified exclusively by a resolution of the partners meeting (majority of 1/2 of the partners, representing 65% of the company capital). In certain cases, the new text of the articles of association is executed by the administrator by virtue of a notarial deed, without a resolution of the partners meeting being required.
- In case of capital decrease due to exit of a partner, the exiting partner may transfer his company parts freely and irrespective of any other provision of the articles of association, as long as the partners meeting has not adopted a respective resolution.
- The revival of the Limited Liability Company is permitted by a resolution of the partners meeting, in case of expiry of the company due to lapse of its term or in case of a settlement following its bankruptcy, on condition that the distribution of the company assets has not started. Due to the repeal of the settlement as from the year 2007, with the entry into force of the Bankruptcy Code (2007), the reference to settlement should be attributed to oversight on the part of the legislator and be construed as equally covering the ratification of a reorganisation scheme within the context of bankruptcy (article 107 of the Greek Bankruptcy Code).
- Each partner may freely exit the Limited Liability Company, by a declaration addressed to the administrator, unless otherwise provided for in the articles of association.
- In case of a partner's exit, the company parts of the exiting partner will be acquired by a person indicated by the company, either at the value agreed between the exiting partner and the company, or at their actual value as set by a decision issued by the competent Single-Member Court of First Instance.
- The provisions regarding drafting, review and publication of the financial statements of the Limited Liability Company are modified in order to be aligned with the provisions of Laws 4308/2014, 4336/2015 and 4449/2017.

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