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Factsheet concerning the European Economic Interest Grouping (EEIG) (Europäischen wirtschaftlichen Interessenvereinigung – “EWIV”)

1. Terminology and legal nature

As a supranational legal form, the European Economic Interest Grouping (Europäische wirtschaftliche Interessenvereinigung – “EWIV”) is an institution under European law and aims exclusively to systematise, facilitate and develop the economic activities of its members, without itself being profit-oriented.

The purpose of the EWIV is to facilitate the cross-border economic activities of its members. The EWIV may perform only supporting activities for its members and may not itself be profit-making.

It is mandatory for the EWIV to be entered in the Commercial Register.

In Liechtenstein, the EWIV is structured as a partnership and therefore has no legal personality of its own, but, like limited partnerships and general partnerships, it has legal capacity and the capacity to sue and be sued.¹

2. Forming the EWIV

The setting up of an EWIV is subject to the provisions of the European EWIV Regulation² and the EWIV Implementation Act³ and, in addition, the provisions of the Liechtenstein Persons and Companies Act (Personen- und Gesellschaftsrecht – “PGR”) concerning the formation of companies without legal personality, in particular the general partnership.⁴

An EWIV may be formed by natural persons as well as by legal entities.

An EWIV must consist of at least two members from different EEA member states. Members may be sole proprietorships, partnerships and corporations as well as freelancers, farmers, associations or corporations under public law.

¹ Art. 2 Para. 2 EWIVG

² Regulation (EEC) No. 2137/85 of the Council of 25 July 1985 on the Creation of a European Economic Interest Grouping (EEIG)

³ Act of 13 September 2001 on Implementation of the EEC Regulation on the European Economic Interest Grouping (Gesetz vom 13. September 2001 zur Ausführung der EWG-Verordnung über die Europäische wirtschaftliche Interessenvereinigung (EWIV-Ausführungsgesetz, “EWIVG”)

⁴ Art. 2 EWIVG

3. Organisation of the EWIV

As it has no legal personality and is organised as a partnership, the EWIV has no managing bodies in the strict sense.

The “managing bodies” of the EWIV are the jointly acting members with the general meeting of members as the supreme managing body as well as the managing director or directors.⁵ The contract for the formation may make provision for further “managing bodies”.

4. Contract for the formation of the EWIV

The members agree on a contract for the formation, which must contain, inter alia, the name and registered domicile of the EWIV, the object of the company and information about the members.⁶

5. Registered domicile of the EWIV

The EWIV must have its registered domicile in an EEA member state. The registered domicile is either the place where the EWIV has its head office or the place where one of the members of the EWIV has its head office or where the natural person, as a member of the EWIV, conducts his main activity, provided that the EWIV actually conducts an activity at this location.⁷

5.1 Relocating the registered domicile within Liechtenstein

Relocation of the registered domicile while retaining the applicable law constitutes an amendment of the contract for the formation that must be adopted by means of a unanimous resolution,⁸ unless otherwise stipulated in the contract for the formation. Relocation of the registered domicile must be reported for entry in the Commercial Register, enclosing the corresponding resolution.

5.2 Relocating the registered domicile abroad

Relocating to another EEA member state with a change of the applicable law is possible without dissolution. Specific publicity measures are required, however, in order to protect the relevant parties:⁹

- Preparation, deposition and announcement of the relocation plan;
- Unanimous resolution on the relocation, at the earliest 2 months after the announcement of the relocation plan;
- Effectiveness of the relocation of the registered domicile upon entry in the national register of the new domiciliary state.

6. Purpose of the EWIV

The purpose of the EWIV is to facilitate or develop the economic activities of its members and to improve or increase the results of these activities without itself being profit-oriented. The activities

⁵ Art. 16 EWIV Regulation

⁶ Art. 5 EWIV Regulation

⁷ Art. 12 EWIV Regulation

⁸ Art. 17 Para. 2 Letter g EWIV Regulation

⁹ Art. 14 EWIV Regulation

of an EWIV must be linked to the economic activities of its members and must be ancillary to those activities.¹⁰

7. Liability and responsibility

The members of the EWIV are fully jointly and severally liable for their liabilities of all kinds.¹¹

Whosoever joins an existing EWIV as a member is fully jointly and severally liable for its liabilities incurred before joining. This liability may be excluded by a clause in the contract for the formation or by a clause in the admission resolution and is only effective vis-à-vis third parties if it has been entered in the Commercial Register and made public.¹²

The managing directors must apply the same due diligence to the management as they apply to their own affairs. If they breach their obligations, they shall be jointly and severally liable to pay compensation for the resulting damage.¹³

8. Rendering of accounts

The managing director or directors must ensure the proper bookkeeping of the EWIV and must prepare the annual financial statements.¹⁴

9. Legal principles

- *Regulation (EWG) No. 2137/85 of the Council of 25 July 1985 on the Creation of a European Economic Interest Grouping*
- *Act of 13 September 2001 on Implementation of the EEC Regulation on the European Economic Interest Grouping (Gesetz vom 13. September 2001 zur Ausführung der EWG-Verordnung über die Europäische wirtschaftliche Interessenvereinigung (EWIV-Ausführungsgesetz, "EWIVG") (LGBl. 2001 No. 174)*
- *Persons and Companies Act of 20 January 1926 (Personen- und Gesellschaftsrecht ("PGR") vom 20. Januar 1926 (LGBl. 1926 No. 4))*
- *Commercial Register Ordinance (Handelsregisterverordnung – "HRV") of 11 February 2003 (LGBl. 2003 No. 66)*

¹⁰ Art. 3 Para. 1 EWIV Regulation

¹¹ Art. 24 Para. 1 EWIV Regulation

¹² Art. 8 EWIVG

¹³ Art. 9 EWIVG

¹⁴ Art. 10 EWIVG