

Code.

Article L. 146-2

The principal provides the managing agent, before the contract is signed, with all the information necessary for his assignment, such as is defined by decree, in order to permit him to commit himself with full knowledge of the facts.

Article L. 146-3

A framework agreement concluded between the principal and the managing agents to which he is bound by a contract, or their representatives, establishes inter alia the amount of the minimum guaranteed commission in all the management agency contracts concluded by the said principal. This minimum commission takes account of the importance of the establishment and the ways in which it is run.

In default of an agreement, the Minister in charge of small and medium-sized enterprises establishes this minimum commission.

Article L. 146-4

The contract binding the principal and the managing agent may end at any time under the conditions set down by the parties. However, in the event that the principal terminates the contract, except where there is serious misconduct on the part of the managing agent, the principal must pay the agent the compensation equal, unless more favorable terms are agreed by the parties, to the amount of the commission earned, or to the minimum guaranteed commission mentioned in Article L. 146-3, during the six months preceding the termination of the contract, or during the length of the performance of the contract if this is less than six months.

**BOOK TWO
COMMERCIAL COMPANIES AND ECONOMIC INTEREST
GROUPINGS**

**TITLE I
PRELIMINARY PROVISIONS**

Article L. 210-1

The commercial character of a company is determined by its form or its purpose.

General partnerships, limited partnerships, private limited companies and stock companies are commercial companies by reason of their form and whatever their objects.

Article L. 210-2

The form of a company, its duration, which may not exceed ninety-nine years, its business name, its purpose and the amount of its share capital are determined by the statutes of the company.

Article L. 210-3

Companies whose registered office is situated on French territory are subject to French law.

Third parties may rely on the registered office, but the company may not rely on it against them if its effective seat is located in another place.

Article L. 210-4

The required publication formalities at the time a company is formed or in the event of subsequent acts and decisions are laid down by a decree approved by the Council of State.

Article L. 210-5

Transactions of private limited companies and stock companies occurring before the sixteenth day of the publication in the *Official Gazette of Civil and Commercial Notices* of the instruments and information that are subject to public notice are not binding on third parties who can prove that it was impossible for them to have knowledge of them.

The time period set down in the first paragraph runs from the date of the registration of the instruments and information in the corporate and commercial register for the private limited companies and the simplified stock companies whose single

member, being a natural person, assumes personally the management or the chair of the company.

If, in the public notices of the instruments and information concerning private limited companies and stock companies, there are discrepancies between the text filed with the corporate and commercial register and the text published in the *Official Gazette of Civil and Commercial Notices*, the latter is not binding on third parties; they may, however, rely on them unless the company proves that they had knowledge of the text filed with the corporate and commercial register.

Article L. 210-6

Commercial companies have a legal personality from the date of their registration in the corporate and commercial register. The conversion in due form of a company does not lead to the creation of a new legal person. The same is true of the extension of a company.

Persons who have acted in the name of a company during its formation before it has acquired the rights of a legal person are held jointly and severally liable for the acts that have been done, unless the company, having been properly constituted and registered, takes over the liabilities incurred. These liabilities are then deemed to have been incurred by the company from the start.

Article L. 210-7

The registration of a company takes place after the registrar of the court having jurisdiction has verified the validity of its formation in accordance with the conditions set out by the legal and regulatory provisions relating to the corporate and commercial register.

If the statutes do not contain all the statements that are required by the legal and regulatory provisions or if a formality required by them with respect to the formation of a company has been omitted or carried out improperly, any interested person may apply to the court to have the statutes corrected on pain of a fine. The State Legal Service may also act to the same end.

The provisions of the preceding paragraphs apply in the event of an amendment of the statutes.

The legal action referred to in the second paragraph is subject to a limitation period of three years either from the registration of the company in the corporate and commercial register or from the amending entry in the said register and the filing, in the appendix of the said register, of the documents amending the statutes.

Article L. 210-8

The founders of a company, as well as the initial members of the supervisory, executive, administrative and management bodies, are jointly and severally liable for any loss caused by the absence of a mandatory provision in the statutes as well as by the omission or improper performance of a formality required by law or regulation for the formation of the company.

The provisions of the preceding paragraph apply in the event of an amendment of the statutes to members of the audit, supervisory, executive, administrative and management bodies in office at the time of the said amendment.

The legal action has a limitation period of ten years from the performance of one or other, as the case may be, of the formalities referred to in Article L. 210-7.

Article L. 210-9

Neither the company nor third parties may, in order to avoid their obligations, avail themselves of an irregularity in the appointment of persons charged with managing, administering or directing the company once the appointment has been published in due form.

The company may not rely, as against third parties, on the appointment or removal of persons mentioned above unless this has been published in due form.

TITLE II

SPECIAL PROVISIONS FOR THE DIFFERENT COMMERCIAL COMPANIES

Chapter I

General Partnerships

Article L. 221-1

Partners in a general partnership all have the status of a commercial person and have unlimited joint and several liability for the debts of the partnership.

The creditors of the partnership may only bring an action against a partner for payment of the debts of the partnership after having made a demand for payment to the partnership by a formal notice that has had no effect.

Article L. 221-2

A general partnership is designated by a business name into which the name of one or more partners may be incorporated and which must be immediately preceded or followed by the words

Article L. 680-6

The judgment opening the safeguard, court-ordered restructuring or court-ordered winding-up procedure implies, by operation of law, until the closure of the procedure or, if the cases arises, until the end of the operations of the plan, a prohibition for any debtor to assign to a business activity an asset forming part of the portfolio of assets subject to the procedure or, subject to the transfer of the revenues mentioned in Article L. 526-18, to modify the assignment of such an asset, if this would result in the diminution of the assets of this portfolio.

Any act in contravention of the provisions of this Article is declared null and void on the application of any interested party or the State Legal Service within three years from its date.

Article L. 680-7

Without prejudice to the powers granted to the supervising judge by Article L. 624-19, the court with jurisdiction over a safeguard, court-ordered restructuring and court-ordered winding-up procedure that been opened with respect to a sole proprietor with limited liability rules on the disputes relating to the assignment of items of the portfolio of assets of this proprietor that arise on the occasion of this procedure.

BOOK SEVEN**COMMERCIAL COURTS AND THE ORGANIZATION OF COMMERCE****TITLE I****THE NETWORK OF THE CHAMBERS OF COMMERCE AND INDUSTRY****Article L. 710-1**

The departmental establishments or chambers of the network of the chambers of commerce and industry each have, in their quality as an intermediary body of the state, the function of representing the interests of industry, commerce and services before the public and foreign authorities. Assuring the interface between the different actors concerned, they exercise their activity without prejudice to the representative missions conferred on the occupational and inter-occupational organization by the legislative or regulatory provisions in force and the missions led by the territorial collectivities within the framework of their free administration.

The network and, within its membership, each departmental establishment or chamber contributes to the economic development, attractiveness and planning of the territories as well as to the support of the undertakings and their associations by carrying out, under conditions set down by decree, every public service task and every task of general interest that are necessary for fulfilling these missions.

For this purpose, each departmental establishment or chamber of the network may take on while respecting, if necessary, the sectoral schemes that apply to it:

1. The tasks of general interest that are conferred on it by the laws and the regulations;
2. The tasks of supporting, monitoring, relating to and advising the creators and purchasers of undertakings and undertakings while respecting the legislative and regulatory provisions in force with respect to anti-trust law;
3. A task of support and advice for the international development of undertakings and the exportation of their production, in partnership with the French Agency for the International Development of Undertakings;
4. A mission in favor of initial and continuing occupational training, notably in the public and private teaching establishments that they create, manage or finance;

5. A mission for the creation and management of facilities, in particular port and airport facilities;
6. The tasks of a trade nature that have been entrusted to them by a public person or which prove to be necessary for carrying out their other tasks.
7. Any valuation or consultation task or any study requested by the public authorities on a question relating to industry, commerce, services, economic development, occupational training or land-use planning, without prejudice to the work that they may undertake on their own initiative.

The network of chambers of commerce and industry is composed of the Assembly of French Chambers of Commerce and Industry, the regional chambers of commerce and industry, the territorial chambers of commerce and industry, the departmental chambers of commerce and industry of Ile-de-France as well as the intertrade groupings that may form several regional or territorial chambers between themselves.

The Assembly of French Chambers of Commerce and Industry, the regional chambers of commerce and industry, the territorial chambers of commerce and industry and the intertrade groupings are public bodies that are placed under the supervision of the State and administered by elected corporate executives. The departmental chambers of commerce and industry of Ile-de-France are attached to the Paris regional chamber of commerce and industry; they do not a legal personality.

The regional chambers of commerce and industry benefit from the taxes of all kinds that are assigned to them by law.

The resources of the public establishments of the network are also provided by:

1. Every other legal resource coming within their statutory objects;
2. The sale or remuneration of their activities or of the services that they manage;
3. The dividends and other proceeds from the shares that they hold in their subsidiaries;
4. The subsidies, gifts and legacies that they are granted to them

Each of the establishments of the network of the chambers of commerce and industry maintains an analytical accounting system that is placed at the disposal of the supervisory authorities in order to prove that the public resources have been used in conformity with the national and EU anti-trust rules and have not financed trading activities.

Under conditions laid down by decree, the public establishments of the network may settle and submit matters for arbitration. They are subject, for their debts, to the provisions of Law No. 68-

1250 of December 31, 1968 on the limitation period for claims on the State, the departments, the communes and public institutions.

They may, with the agreement of the supervising authority, participate in the formation and capital of non-commercial partnerships and stock companies whose corporate objects come within the field of their tasks. They may participate, under the same conditions, in the formation of public or private interest groupings.

Chapter I

Organization and Tasks of the Network of the Chambers of Commerce and Industry

Section 1

The Territorial Chambers of Commerce and Industry and the Departmental Chambers of Ile-de-France

Article L. 711-1

The territorial chambers of commerce and industry are created by a decree on the basis of the master plan mentioned in 2 of Article L. 711-8. The instrument creating them establishes the district of the chamber and its seat as well as the regional chamber of commerce and industry to which it is attached. Any change must be made in the same manner.

A chamber of commerce and industry located within the perimeter of a metropole as defined by the General Code of the Territorial Collectivities may take on the designation of metropolitan chamber of commerce and industry. It then replaces the pre-existing territorial chamber of commerce and industry. Subject to the guidelines set down by the relevant regional chamber of commerce and industry and within the framework of the regional sectoral schemes, the metropolitan chamber of commerce and industry disposes on a priority basis of the powers provided for the territorial chambers of commerce and industry in Article L. 710-1 for stimulating the economic, industrial and commercial life of the basin corresponding to its district, without prejudice to the powers devolved upon the territorial collectivities.

Article L. 711-2

The territorial chambers of commerce and industry and those of the Department of Ile-de-France represent to the public authorities and local actors the interests of the industry, commerce and services of their district.

Under the conditions set out in the Town and Country Planning Code, they are associated with drawing up the territorially coherent plans and the local town and country planning plans.