

COUNCIL DECISION

of 16 November 1992

extending the status of Kernkraftwerk Lingen GmbH as a joint undertaking

(92/547/Euratom)

THE COUNCIL OF THE EUROPEAN COMMUNITIES,

Having regard to the Treaty establishing the European Atomic Energy Community, and in particular Article 49 thereof,

Having regard to the proposal from the Commission,

Whereas the Council, by Decision 64/64/Euratom (1), established Kernkraftwerk Lingen GmbH as a joint undertaking within the meaning of the Treaty for a period of 25 years;

Whereas Decision 64/64/Euratom expired on 20 November 1989;

Whereas the objects of Kernkraftwerk Lingen GmbH, as established by the said Decision, were to construct, equip and operate a nuclear power station with a capacity of the order of 250 MWe at Darne, Kreis Lingen, Land Lower Saxony, Germany;

Whereas, on 24 August 1981, Kernkraftwerk Lingen GmbH decided on technical and economic grounds to decommission the nuclear power station which has been shut down since Januar 1977;

Whereas Kernkraftwerk Lingen GmbH, having put into effect a decommissioning procedure up to the safe-enclosure stage, is proposing to implement a monitoring and study programme concerning the behaviour of decommissioned installations over the period for which nuclear installations have to be kept within a safe enclosure;

Whereas, in order to put this programme in hand, Kernkraftwerk Lingen GmbH requested on 4 July 1989 that its status as a joint undertaking be extended for a period of 10 years;

Whereas the experience acquired under the programme of Kernkraftwerk Lingen GmbH will be of great use to nuclear power-station operators and will assume special

importance in the development of an optimum strategy for the decommissioning of nuclear power stations and hence in the development of nuclear energy in general;

Whereas maintaining its status as a joint undertaking will enable Kernkraftwerk Lingen GmbH to implement the proposed programme, in particular by lightening its financial burden;

Whereas the request for an extension should be granted,

HAS ADOPTED THIS DECISION:

Article 1

The status of Kernkraftwerk Lingen GmbH as a joint undertaking within the meaning of the Treaty is hereby extended for a period of ten years from 20 November 1989.

The object of Kernkraftwerk Lingen GmbH, its status as a joint undertaking having been extended by this Decision, shall be to implement a monitoring and study programme concerning the behaviour of the decommissioned nuclear power station at Lingen, Land Lower Saxony, Germany over the period for which nuclear installations have to be kept within a safe enclosure.

Artikel 2

The statutes of Kernkraftwerk Lingen GmbH appended to this Decision are hereby approved.

Article 3

If the advantages conferred on Kernkraftwerk Lingen GmbH by a special Council Decision pursuant to Annex III to the Treaty are completely withdrawn before the expiry of the period referred to in Article 1, the Council shall at

(1) OJ No 214, 24. 12. 1964, p. 3642/64.

the same time withdraw the status of Joint Undertaking
from Kernkraftwerk Lingen GmbH.

Done at Brussels, 16 November 1992.

Article 4

This Decision is addressed to the Member States and to
Kernkraftwerk Lingen GmbH.

For the Council

The President

J. GUMMER

ANNEX
STATUTES

Article 1

The name of the company is:

Kernkraftwerk Linggen
Gesellschaft mit beschränkter Haftung
(Limited liability company)

and its seat is at Linggen.

This company is established for an unlimited period.

Article 2

The objects of the undertaking are to install and operate a nuclear power station with a capacity of 250 MWe at Darne, Kreis Linggen.

The company is empowered to set up, acquire, operate and dispose of installations and undertakings of any kind needed for the carrying out and furtherance of these objects, and to participate in other undertakings.

Article 3

The company financial year is the calendar year.

Article 4

The capital of the company is DM 20 000 000 (20 million German marks).

Article 5

Disposal of any share or fraction of a share shall be subject to the assent of all members having the right to vote.

Article 6

The company shall have two administrative organs:

- a) the managers;
- b) the general meeting of the members.

Article 7

The company shall have two managers, who shall jointly represent the company. Where persons are given power of attorney, the company may also be validly represented by a manager and any such person acting jointly.

Article 8

Managers shall be appointed and dismissed by the general meeting of the members.

The grant and revocation of powers of attorney shall be effected by the managers, with the approval of the general meeting.

Appointments of managers shall be for a period not exceeding five years, and shall be renewable.

Article 9

The managers, and employees with power of attorney, shall conduct the business of the company and shall represent the company within the limits of and in accordance with the instructions laid down in the Statutes, the resolutions of the general meeting, or the individual contracts of service.

Article 10

Within six months from the end of each financial year, the management shall submit to the general meeting for approval the report for that financial year, the balance sheets and the profit and loss accounts.

Article 11

General meetings of the members shall be convened by the management 15 days before the date fixed for the meeting by notice in writing which shall state the agenda of the meeting.

Upon requisition by one of the members, the management shall forthwith convene a general meeting.

Members may waive the formalities and period of notice laid down in the first paragraph.

The Chair at the meeting shall be taken each year in rotation by a representative of one of the members having the right to vote.

Article 12

Each DM 2 500 fraction of a share shall carry the right to one vote.

Article 13

Managers shall obtain the approval of the general meeting of members, in particular:

1. to acquire or dispose of immovable property or to create charges on such property;
2. to acquire participations;
3. to appoint representatives and confer powers;
4. to conclude or amend a contract for the supply of electricity;
5. to contract loans exceeding DM 1 000 000: (one million German marks);
6. to contract loans abroad;
7. to accept liability on bills of exchange.

Article 14

The general meeting of members shall resolve upon all matters reserved to it by law or by these Statutes, in particular those concerning;

1. increase or reduction of capital;
2. amendments to the Statutes;
3. approval of the balance sheet, distribution of profits and covering of any losses;
4. dissolution of the company.

Article 15

All legal notices of the company shall be published in the *Bundesanzeiger*.

Article 16

If the Company is established as a joint undertaking within the meaning of the Treaty establishing the European Atomic Energy Community, it shall be subject, for the whole of the period of its activity as such, to the provisions of the Euratom Treaty which relate to joint undertakings

and also to the Decisions of the Council of the European Atomic Energy Community establishing it as a joint undertaking and conferring on it any of the advantages listed in Annex III to the Treaty.

In particular:

- a) amendments to these Statutes shall not enter into force until they have been approved by the Council pursuant to article 50 of the Treaty;
- b) in accordance with Article 171 (3) of the Euratom Treaty, the company's profit and loss accounts and balance sheets relating to the preceding financial year shall, within one month after their approval by the general meeting, be sent by the management to the Commission of Euratom, which shall place them before the Council of Ministers and the European Parliament. The estimates of revenue and expenditure shall be submitted in accordance with the same procedure one month at the latest before the beginning of each financial year;
- c) the transfer of shares or fractions of shares to companies with seats outside the Community or to persons who are not nationals of Community Member States and the acquisition of holdings in the event of an increase of capital by such companies or persons must be approved by the Council of the European Communities.

Subject to the foregoing provisions, the Company shall continue to be governed by German law, and in particular by the Law of 20 April 1892 relating to companies with limited liability.

Article 17

For the duration of the construction period up to completion of the start-up and trial operation, building interest of 6,5 % per annum shall be paid to the members on the capital subscribed in each case. Such payment shall end on 31 August 1969 at the latest.