

6. July 2021

SHAREHOLDERS' MEETINGS IN TIMES OF COVID-19: ON THE RANGE OF § 2 COVMG

THE COVID-19 PANDEMIC MAKES PHYSICAL MEETINGS DIFFICULT DUE TO TRAVEL RESTRICTIONS AND CONTACT BANS. THESE OFTEN ALSO HINDER THE HOLDING OF SHAREHOLDERS' MEETINGS OF LIMITED LIABILITY COMPANIES (*GESELLSCHAFT MIT BESCHRÄNKTER HAFTUNG - GMBH*). FOR THIS REASON, THE GERMAN LEGISLATOR HAS TEMPORARILY FACILITATED THE ADOPTION OF RESOLUTIONS, ACCORDING TO WHICH THESE ARE NO LONGER (AS THE LAW ACTUALLY PROVIDES) ONLY POSSIBLE WITH THE CONSENT OF ALL SHAREHOLDERS OUTSIDE OF SHAREHOLDERS' MEETINGS. THE REGIONAL COURT OF STUTTGART HAS NOW RULED THAT THIS FACILITATION DOES NOT MODIFY EXISTING, POSSIBLY RESTRICTIVE, PROVISIONS OF THE ARTICLES OF ASSOCIATION ON THE ADOPTION OF RESOLUTIONS BY WRITTEN PROCEDURE AND THUS CLEARLY LIMITS THE SCOPE OF APPLICATION OF THE STATUTORY PROVISIONS. THIS RULING HAS FAR-REACHING CONSEQUENCES FOR PRACTICE. THE ARTICLE FIRST INTRODUCES THE PROBLEM (I.), THEN DISCUSSES THE RULING OF THE REGIONAL COURT OF STUTTGART (II.) AND FINALLY GIVES AN ASSESSMENT AND AN OUTLOOK ON THE CONSEQUENCES FOR THE PRACTICE (III.). [\(more...\)](#)