



The new directors' liability regime

6

The directors' liability regime has not been immune to the recent reform of company law, which has essentially resulted in the following changes:

- the general regime is regulated in **a single text**, which applies to all legal persons covered by the CCA (non-profit associations and foundations included);
- before deciding whether a decision, act or conduct alleged against a director is wrongful or not, the judge has **marginal control** and must therefore determine which decisions, acts and conduct clearly exceed those that normally prudent and diligent directors would have taken in the same circumstances;
- the joint and several **liability** now applies to **all mismanagement**;
- to **escape** liability, the director must no longer prove the absence of fault or causal relation to escape joint and several liability; a **report** to the **board of directors** is sufficient;
- the liability of directors is now **limited** following the introduction of a system of **quantified caps**, which vary between EUR 125,000 for the smallest companies and EUR 12,000,000 for the largest, the application of which is excluded in several cases.

[Read more](#)



d e m i n o r

SHAREHOLDER & GOVERNANCE SERVICES