

## corporate - legal changes published in August 2018

**The Decision of the Constitutional Court of Romania no. 382 / 31.05.2018 was published on August 1, 2018 whereby the provisions of Law no. 31/1990 by which the decisions of the Board of Directors regarding the increase of the share capital could not be challenged with an action for annulment in court were declared unconstitutional.**

The Constitutional Court has stated, in essence, that art. 114 par. (3) of the Law no. 31/1990 refers only to the delegated powers of change of the headquarter and change of the corporate object, not to the delegated power to increase the share capital, a situation in which the inability to address a court, in the latter case, by the interested person constitutes a violation of their right of access to justice.

The Constitutional Court upheld the exception of unconstitutionality and found that the legislative solution contained in art. 114 par. (3) of the Companies Law no. 31/1990, which does not allow challenge before a court, through the action for annulment provided by art. 132 of the law, the decisions of the board of directors, respectively of the directorate, taken in exercising the delegated power to increase the share capital, was unconstitutional.

**Decision of the Constitutional Court of Romania no. 382 / 31.05.2018 was published in the Official Gazette of Romania, Part I, no. 668 of August 1, 2018 and is applicable from the same date.**