

of directors who do not put at the disposal of the partners, within the deadlines and according to the procedure provided for by this Code, the documents and reports having to be submitted to the general meeting.

Article 284 (subparagraph 3) :

In the event of litigation on the merits, the plaintiff may ask the court ruling the case to fix an audience in order to hear the two parties. The plaintiff may address questions to the defendant(s).

Article 284 bis :

Every shareholder in possession of, at least, 5 % of the capital of a limited company not calling public for savings, or 3 % of the capital of a limited company calling public for savings or holding a participation in the capital of a value, at least, equal to a million dinars, without being member or members with the board of directors, may ask the board of directors, at least, twice a year, written questions about any act or fact likely to put in danger the interests of the company.

The board of directors shall answer in writing in the month which follows the reception of the question. A copy of the question and answer are obligatorily communicated to the auditor. These documents are put at the disposal of the shareholders in the first following general meeting.

Article 289 (subparagraph 3) :

The action for the return of the fictitious dividends is time-barred by a term of five years with effect from the date of the distribution. It is time-barred in all the cases by ten years with effect from the date of the decision of distribution. This deadline is raised to fifteen years for the actions for return brought against the executives responsible for the decision of distribution of the fictitious dividends.

Article 290 ter :

The shareholder(s) in possession of a fraction not exceeding 5% of the registered capital of the company not calling public for savings may propose to withdraw from the company and to impose to the shareholder holding individually the remainder of the registered capital or by concert, the purchase of their shares at a price fixed by an expertise ordered by the president of the court in the area of which is located the registered office of the company. In the event of disagreement of the shareholder holding individually the remainder of the registered capital or by concert on the proposed price within a deadline of one month with effect from the notification of the expertise report, the price shall be fixed by the competent court which determines the value of the actions and orders the payment.

The provisions above do not apply to the companies calling public for savings, which remain submitted to the legislation in force.

Article 291 (subparagraph 4) :

The provisions of the memorandum and articles of association may be amended by its Chief Executive Officer, the general manager, the chairman of the management or its sole managing director, when this modification is carried out in application of legal or regulatory provisions which prescribe it. The provisions of the memorandum and articles of association are submitted in their amended version to the approval of the first following general meeting.

Article three :

The provisions of subparagraph 4 of article 55 and 1st subparagraph of article 318 of the Commercial Companies Code are repealed.

Article four :

The existing commercial companies at the date of entry into force of this law shall regularize their situations in

accordance with these provisions, within a deadline of one year.

The pending cases at the date of the entry into force of this law will remain submitted to the legal provisions that were in force at the date in which the case was brought before the court irrespective of the degree of jurisdiction before which they are pending and until a decision having the authority of the final decision is rendered.

The law herein shall be published in the Official Gazette of the Republic of Tunisia and implemented as law of the state.

Tunis, 16 March 2009.

**Zine El Abidine Ben Ali**

### **Law n° 2009-17 dated 16 March 2009, relating to the system of biologic rest in the field of fishing and its financing (1).**

In the name of the People,

The Chamber of Deputies and the Chamber of Advisors having adopted,

The President of the Republic enacts the following law:

Article one - Article 7 bis is added to the provisions of law n° 94-13 dated 31 January 1994 relating to fishing as follows:

Article 7 bis - The Minister in charge of fishing may decide the following consultation with the commission provided for by paragraph one of article 7 of the law herein the institution of a system of biologic rest in a definite zone for a limited period.

The system of biologic rest is the compulsory interruption of one or many fishing activities for no more than three renewable months in sea zones threatened by intensive use or by decreasing their living sea resources.

Art. 2 -

I- A tax is set to finance the biologic rest due during the production and export of the fishing products provided for by article 14 of law n° 82-27 dated 23 March 1982, relating to the complementary finance law for the fiscal year 1982, as amended by the subsequent texts and notably article 82 of law n° 2006-85 dated 25 December 2006, relating to the finance law for the year 2007 notwithstanding any contrary legislation.

II- The tax provided for by paragraph I of the article herein is due:

-at 1% on the turnover during the local sale. It is payable by the producer

-at 2% on the customs value during the export.

III- The tax is collected:

(1) Preparatory works :

Discussion and adoption by the Chamber of Deputies during its session held on 3 March 2009.

Discussion and adoption by the Chamber of Advisors during its session held on 12 March 2009.

- for the local sales such as the tax due on the fishing products for the benefit of the development and competitiveness fund in the sectors of agriculture and fishing provided for by article 14 of law n° 82-27 dated 23 March 1982, as amended by the subsequent texts and notably article 82 of law n° 2006-85 dated 25 December 2006.

-for the export such as the customs duties.

IV- The same rules applicable to the customs duties are applicable to the tax due when exporting as regards collection, control, offences noticing, sanctions, disputes, limitation and restitution.

Art. 3 - The product of the tax set by article 2 of the law herein is appropriated for the benefit of the development and competitiveness fund in the sectors of agriculture and fishing.

The conditions and rules of intervention characteristic for the system of biologic rest and the institution in charge of managing the said system are set by decree.

Art. 4 - The offender of the provisions of paragraph 2 of article 7 bis is liable for the sanctions provided for by article 36 of law n° 94-13 dated 31 January 1994, relating to fishing.

Art. 5 - The provisions of paragraph 2 of article 7 of law n° 94-13 dated 31 January 1994, relating to fishing are repealed.

The law herein shall be published in the Official Gazette of the Republic of Tunisia and implemented as law of the state.

Tunis, 16 March 2009.

**Zine El Abidine Ben Ali**

## **CONSTITUTIONAL COUNCIL (\*)**

**Opinion n° 65-2008 of the constitutional council , on a draft law relating to the establishment of the national institute of field crops.**

**Opinion n° 09-2009 of the constitutional council, on a draft law amending and completing the commercial companies code.**

**Opinion n° 10-2009 of the constitutional council, on a draft law relating to the system of biologic rest in the field of fishing and its financing.**

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(\*) These opinions are published only in Arabic and French.