

Royal Decree-law 21/2020, of 9 June, on urgent prevention, containment and coordination measures to deal with the health crisis caused by COVID-19

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On 10 June 2020, [Royal Decree-law 21/2020, of 9 June, on urgent prevention, containment and coordination measures to deal with the health crisis caused by COVID-19 \(“RDL 21/2020”\)](#) was published in the Official State Bulletin.

The purpose of RDL 21/2020 is to establish urgent prevention, containment and coordination measures which are needed to deal with the health crisis caused by COVID-19, to prevent further waves of infection, and with a view to some provinces, islands and territorial units passing Phase III of the Plan for the Transition to a New Normal, and eventually, the expiration of the validity of the state of alarm declared by Royal Decree 463/2020, of 14 March, and its successive extensions.

This legal briefing analyses the commercial measures, as well as those related to the termination of certain contracts entered into by consumers and users, introduced by RDL 21/2020.

1. Commercial measures

A. Amendment of article 40 of Royal Decree-law 8/2020

The fourth final provision of RDL 21/2020 amends, once again, article 40 of Royal Decree-law 8/2020, of 17 March, on extraordinary urgent measures to address the economic and social impact of COVID-19 (“RDL 8/2020”), which established an extraordinary regulation of the deadlines for the drafting, verification and approval of annual accounts of legal entities governed by private law not covered by article 41 of that legal text, which relates to listed companies.

In particular, sections 1 and 2 of article 40 are amended to extend the following possibilities beyond the duration of the state of alarm and, specifically, until 31 December 2020, even if not provided for in the articles of association:

- (i) That the meetings of the governing and management bodies of associations, civil and commercial companies, as well as those of the governing boards of cooperatives and the board of trustees of foundations, and the meetings of delegated committees and other mandatory or voluntary committees that have been set up, be held by videoconference or by multiple telephone conference.

This will be possible provided that (i) all members of the body have the necessary means to do so, (ii) the secretary of the body recognises their identity, and (iii) this information is included in the corresponding minutes, which must be forwarded immediately to the e-mail addresses of each of the participants.

In these situations, the meeting will be deemed to have been held at the registered address of the legal entity.

- (ii) That meetings or assemblies of associates or partners be held by videoconference or by multiple telephone conference, provided that (i) all persons that are entitled to attend, or their representatives, have the necessary means to do so, (ii) the secretary of the body recognises their identity, and (iii) this information is included in the corresponding minutes, which must be forwarded immediately to the corresponding e-mail addresses.
- (iii) That the resolutions of the governing and management bodies of associations, civil and commercial companies, as well as those of the governing boards of cooperatives and the board of trustees of foundations, and the resolutions of delegated committees and other mandatory or voluntary committees that have been set up, be adopted in writing and without holding a meeting.

This will be possible provided that it has been decided by the chairman and requested by at least two of the members of the relevant body. In these situations, the meeting will be deemed to have been held at the registered address of the legal entity.

B. Time limits for entries in the register suspended under Royal Decree-law 8/2020

Article 42 of RDL 8/2020 suspended the period of expiration of registry entries during the period of validity of the Royal Decree that declared the state of alarm. RDL 21/2020 now lifts this suspension, repealing article 42 of RDL 8/2020 and establishing that, from 10 June 2020, the suspension of the period of expiration of registry entries subject to cancellation due to the passing of time has been lifted, and that the calculation of the time limit resumed on that same date.

2. Measures concerning the termination of certain contracts entered into by consumers and users

Article 36 of Royal Decree-law 11/2020, of 31 March, adopting additional urgent social and economic measures to deal with COVID-19 (“**RDL 11/2020**”) established the right for consumers and users to terminate certain contracts without penalty. The fifth final provision of RDL 21/2020 now amends sections 1 and 4 of this article as follows:

- (i) By extending the application of article 36.1 to contracts where performance has become impossible as a result of the measures imposed by the different authorities during the de-escalation or “new normal” phases, once the state of alarm is no longer in force.
- (ii) By adapting it to the content of [Recommendation \(EU\) 2020/648, on vouchers offered to passengers and travellers as an alternative to reimbursement for cancelled package travel and transport services in the context of the COVID-19 pandemic](#):
 - on the one hand, it is pointed out that the possibility of issuing vouchers in

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place of a refund will be subject to acceptance by the consumer or user; and

- on the other hand, a maximum period of 14 days is established for the reimbursement of the voucher amount at the end of its validity period, if it has not been redeemed by that date.

The information contained in this Information Briefing is of a general nature and does not constitute legal advice. This Briefing was prepared on 11 June 2020 and Pérez-Llorca does not undertake any commitment whatsoever to update or review its content.