



# Netherlands Legal Requirement

Companies pursuing B Corp Certification in the Netherlands will need to have or adopt governing documents which include a commitment to a 'triple bottom line' approach to business. In practice, for a typical business, this is likely to mean having an objects clause which states that it exists to promote the success of the business for the benefit of its shareholders but also to have a material positive impact on society and the environment.

The governing documents of B Corps will also need to state that the board members of the company need to consider a range of 'stakeholder interests' – including shareholders, employees, suppliers, society and the environment – when making decisions and, critically, that shareholder value is not the supreme consideration but is one factor amongst the many stakeholder interests which board members need to take into account when running the business.

The following language should be used by both Besloten vennootschap (BV) and Naamloze vennootschap (NV).

*Amendment to the company object: “Een van de doelen van de Vennootschap is door middel van haar bedrijfsvoering en activiteiten, een significant positieve invloed te hebben op de maatschappij en het milieu in zijn algemeenheid.”*

*Amendment to the articles of association in the chapter regarding Directors: "Bij hun besluitvorming zullen de bestuurders ook rekening houden met de sociale, economische, juridische of andere gevolgen van de bedrijfsuitvoering van de Vennootschap ten aanzien van (i) de werknemers, de dochtermaatschappijen en leveranciers (ii) de belangen van de klanten van de Vennootschap en haar dochtermaatschappijen, (iii) de gemeenschappen en de samenleving waarin de Vennootschap, haar dochtermaatschappijen en leveranciers hun bedrijf uitvoeren, (iv) het lokale en globale milieu en (v) de korte en lange termijn belangen van de onderneming."*

Amendment to the articles can be amended with shareholders' resolution with a majority vote or other threshold if specified.

For further clarification or if you have any questions about how the legal requirement for B Corp Certification applies to companies in the Netherlands, please contact us at [info@bcorporation.eu](mailto:info@bcorporation.eu).