
STATUTORY RULES OF NORTHERN IRELAND

2004 No. 417

**The European Public Limited-Liability
Company Regulations (Northern Ireland) 2004**

PART VII

**PROVISIONS RELATING TO THE CONVERSION OF AN SE TO A PUBLIC
COMPANY IN ACCORDANCE WITH ARTICLE 66 OF THE EC REGULATION**

Registration of a public company by the conversion of an SE

83. Where it is proposed to convert an SE to a public company in accordance with Article 66 there shall be delivered to the registrar a registration form in Form SE83(NI) set out in Schedule 1 together with the documents specified in that Form; and, for the purposes of registering the SE, (in this Part referred to as the “converting SE”), as a public company under the provisions of the 1986 Order, the provisions of that Order shall have effect with the modifications set out in paragraph 1 of Schedule 4 and subject to the provisions of this Part.

Publication of draft terms of conversion

84. Where under Article 66(4) draft terms of conversion are required to be publicised there shall be delivered to the registrar a copy of such draft terms accompanied by Form SE84(NI) set out in Schedule 1 and the registrar shall cause to be published in the Belfast Gazette notice of the receipt by him of the copy of the draft terms.

Registration under the 1986 Order

85.—(1) On and after the day on which Form SE83(NI) is delivered to the registrar Article 23(2) of the 1986 Order (duty of registrar) shall apply in relation to the memorandum and articles of association of the converting SE delivered with Form SE83(NI) as if –

- (a) they have been delivered under Article 21 of the 1986 Order (documents to be sent to registrar), and
- (b) the requirements of that Order in respect of registration and of matters precedent and incidental to it had been complied with.

(2) The registrar shall carry out his duty under Article 23 of the 1986 Order to register the memorandum and articles of the converting SE.

(3) On registration of the memorandum and articles of association of the converting SE the registrar shall give a certificate –

- (a) that the converting SE is incorporated and retains the legal personality it had when an SE;
- (b) that its memorandum and articles of association are registered under the 1986 Order, and
- (c) that it is a public company limited by shares.

(4) The certificate is conclusive evidence –

- (a) that the requirements of the 1986 Order in respect of registration and of matters precedent and incidental to it have been complied with, and
- (b) that on and after the registration the converting SE is a public company limited by shares.

Effect of registration

86.—(1) In its application to a converting SE on or after registration the 1986 Order and the Insolvency (Northern Ireland) Order 1989 shall have effect with the modifications set out in paragraphs 2 to 10 of Schedule 4.

(2) On and after registration a converting SE shall be known by the name contained in its memorandum (subject to Article 38 of the 1986 Order).

(3) The persons named in Form SE83(NI) shall be deemed to have been appointed as the first directors or secretary of a converting SE on registration.

Records of a converting SE

87. The records of a converting SE, when the converting SE has been registered as a public company limited by shares under the provisions of this Part, relating to any period before its registration as a public company shall be treated for the purposes of the 1986 Order as if they were records of that public company.