

1989 No. 638

EUROPEAN COMMUNITIES

The European Economic Interest Grouping Regulations
1989

<i>Made - - - -</i>	<i>10th April 1989</i>
<i>Laid before Parliament</i>	<i>19th April 1989</i>
<i>Coming into force</i>	<i>1st July 1989</i>

The Secretary of State, being a Minister designated^(a) for the purposes of section 2(2) of the European Communities Act 1972^(b) in relation to measures relating to European Economic Interest Groupings and their members, in exercise of the powers conferred on him by that section and of all other powers enabling him in that behalf, hereby makes the following Regulations:—

PART I

GENERAL

Citation, commencement and extent

1. These Regulations, which extend to Great Britain, may be cited as the European Economic Interest Grouping Regulations 1989 and shall come into force on 1st July 1989.

Interpretation

2.—(1) In these Regulations—

“the 1985 Act” means the Companies Act 1985^(c);

“the contract” means the contract for the formation of an EEIG;

“the EC Regulation” means Council Regulation (EEC) No. 2137/85^(d) set out in Schedule 1 to these Regulations;

“EEIG” means a European Economic Interest Grouping being a grouping formed in pursuance of article 1 of the EC Regulation;

“officer”, in relation to an EEIG, includes a manager, or any other person provided for in the contract as an organ of the EEIG; and

“the registrar” has the meaning given by regulations 9(1) and 12(1) below;

and other expressions used in these Regulations and defined by section 744 of the 1985 Act or in relation to insolvency and winding up by the Insolvency Act 1986^(e) have the meanings assigned to them by those provisions as if any reference to a company in any such definition were a reference to an EEIG.

^(a) S.I. 1988/785.

^(b) 1972 c.68.

^(c) 1985 c.6.

^(d) OJ No. L199, 31.7.1985, p.1.

^(e) 1986 c.45.

(2) A Form referred to in these Regulations by "EEIG" followed by a number means the Form so numbered in Schedule 2 to these Regulations.

(3) In these Regulations, "certified translation" means a translation certified to be a correct translation—

- (a) if the translation was made in the United Kingdom, by
 - (i) a notary public in any part of the United Kingdom;
 - (ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
 - (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or
- (b) if the translation was made outside the United Kingdom, by—
 - (i) a notary public;
 - (ii) a person authorised in the place where the translation was made to administer an oath;
 - (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889(a);
 - (iv) a person certified by a person mentioned in sub-paragraph (i), (ii) or (iii) of this paragraph to be known to him to be competent to translate the document into English.

PART II

PROVISIONS RELATING TO ARTICLES 1–38 OF THE EC REGULATION

Legal personality (Article 1(3) of the EC Regulation)

3. From the date of registration of an EEIG in Great Britain mentioned in a certificate given under regulation 9(5) below the EEIG shall, subject to regulation 11 below, be a body corporate by the name contained in the contract.

Transfer of official address (Article 14 of the EC Regulation)

4.—(1) Notice of any proposal to transfer the official address of an EEIG registered in Great Britain to any other place shall, where such transfer would result in a change in the law applicable to the contract under article 2 of the EC Regulation, be filed at the registry where the EEIG was registered by delivery of a notice in Form EEIG 4 in pursuance of regulation 13(1) below.

(2) Where the registrar, being the competent authority within the meaning of article 14(4) of the EC Regulation, receives a notice under paragraph (1) above within the period of two months beginning with its publication in the Gazette under regulation 15(1) below and opposes that transfer on the grounds of public interest, that transfer shall not take effect.

Managers (Article 19(2) of the EC Regulation)

5.—(1) A manager of an EEIG registered in Great Britain may be a legal person other than a natural person, on condition that it designates one or more natural persons to represent it and notice of particulars of each such person is sent to the registrar in Form EEIG 3 as though he were a manager.

(2) Any natural person designated under paragraph (1) above shall be subject to the same liabilities as if he himself were a manager.

(a) 1889 c.10; section 6 was amended by the Oaths and Evidence (Overseas Authorities and Countries) Act 1963 (c.27), section 3.

(3) There shall be delivered to the registrar in accordance with the provisions of regulation 13(1) below notice of appointment of any manager and the following particulars with respect to each manager—

- (a) (i) his present Christian name and surname;
(ii) any former Christian name or surname;
(iii) his usual residential address;
(iv) his nationality;
(v) his business occupation (if any); and
(vi) the date of his birth; and
- (b) in the case of a legal person other than a natural person, its name and registered or principal office.

(4) Section 289(2) of the 1985 Act applies as regards the meaning of “Christian name”, “surname” and “former Christian name or surname”.

Cessation of membership (Article 28(1) of the EC Regulation)

6. For the purposes of national law on liquidation, winding up, insolvency or cessation of payments, a member of an EEIG registered under these Regulations shall cease to be a member if—

- (a) in the case of an individual—
 - (i) a bankruptcy order has been made against him in England and Wales; or
 - (ii) sequestration of his estate has been awarded by the court in Scotland under the Bankruptcy (Scotland) Act 1985(a);
- (b) in the case of a partnership—
 - (i) a winding up order has been made against the partnership in England and Wales;
 - (ii) a bankruptcy order has been made against its members in England and Wales on a bankruptcy petition presented under article 13(1) of the Insolvent Partnerships Order 1986(b); or
 - (iii) sequestration of the estate of the partnership has been awarded by the court in Scotland under the Bankruptcy (Scotland) Act 1985;
- (c) in the case of a company, the company goes into liquidation in Great Britain; or
- (d) in the case of any legal person or partnership, it is otherwise wound up or otherwise ceases to exist after the conclusion of winding up or insolvency.

Competent authority (Articles 32(1) and (3) and 38 of the EC Regulation)

7.—(1) The Secretary of State shall be the competent authority for the purposes of making an application to the court under article 32(1) of the EC Regulation (winding up of EEIG in certain circumstances).

(2) The court may, on an application by the Secretary of State, order the winding up of an EEIG which has its official address in Great Britain, if the EEIG acts contrary to the public interest and it is expedient in the public interest that the EEIG should be wound up and the court is of the opinion that it is just and equitable for it to be so.

(3) The court, on an application by the Secretary of State, shall be the competent authority for the purposes of prohibiting under article 38 of the EC Regulation any activity carried on in Great Britain by an EEIG where such an activity is in contravention of the public interest there.

Winding up and conclusion of liquidation (Articles 35 and 36 of the EC Regulation)

8.—(1) Where an EEIG is wound up as an unregistered company under Part V of the Insolvency Act 1986, the provisions of Part V shall apply in relation to the EEIG as if any reference in that Act and the 1985 Act to a director or past director of a company included a reference to a manager of the EEIG and any other person who has or has had control or management of the EEIG's business and with the modification that in section 221(1) after the words “all the provisions” there shall be added the words “of Council Regulation (EEC) No. 2137/85 and”.

(2) At the end of the period of three months beginning with the day of receipt by the registrar of a notice of the conclusion of the liquidation of an EEIG, the EEIG shall be dissolved.

(a) 1985 c.66.

(b) S.I. 1986/2142.

PART III

REGISTRATION ETC (ARTICLE 39 OF THE EC REGULATION)

Registration of EEIG whose official address is in Great Britain

9.—(1) The registrar for the purposes of registration of an EEIG in Great Britain where its official address is in Great Britain shall be the registrar within the meaning of the 1985 Act and the contract shall be delivered—

- (a) to the registrar or other officer performing under that Act the duty of registration of companies in England and Wales, if the contract states that the official address of the EEIG is to be situated in England and Wales, or that it is to be situated in Wales; and
- (b) to the registrar or other officer performing under that Act the duty of registration of companies in Scotland, if the contract states that the official address of the EEIG is to be situated in Scotland.

(2) With the contract there shall be delivered a registration form in Form EEIG 1 containing a statement of the names and the particulars set out in article 5 of the EC Regulation.

(3) The registrar shall not register an EEIG under this regulation unless he is satisfied that all the requirements of these Regulations and of the EC Regulation in respect of registration and of matters precedent and incidental to it have been complied with but he may accept a declaration in Form EEIG 1 as sufficient evidence of compliance.

(4) Subject to paragraph (3) above, the registrar shall retain the contract, and any certified translation, delivered to him under this regulation and register the EEIG.

(5) On the registration of an EEIG the registrar shall give a certificate that the EEIG has been registered stating the date of registration.

(6) The certificate may be signed by the registrar, or authenticated by his official seal.

(7) A certificate of registration given in respect of an EEIG under this regulation is conclusive evidence that the requirements of these Regulations and of the EC Regulation in respect of registration and of matters precedent and incidental to it have been complied with, and that the EEIG is an organisation authorised to be registered, and is duly registered, under these Regulations.

(8) Where an EEIG is to be registered with the contract written in any language other than English, the contract to be delivered under paragraph (1) above may be in the other language provided that it is accompanied by a certified translation into English.

(9) Where an EEIG has published a proposal to transfer its official address to a place in Great Britain under article 14(1) of the EC Regulation, the registrar responsible for the registration of the EEIG with the new official address shall, where the transfer of the official address has not been opposed under paragraph (4) of that article, register the EEIG with its new official address on receipt of a registration form in Form EEIG 1 containing—

- (a) evidence of the publication of the transfer proposal; and
- (b) a statement that no competent authority has opposed the transfer under article 14(4) of the EC Regulation.

(10) Any communication or notice may be addressed to an EEIG where its official address is in Great Britain at its official address stated on Form EEIG 1 or in the case of any change in the situation of that address at any new official address stated on Form EEIG 4.

Prohibition on registration of certain names

10.—(1) An EEIG shall not be registered in Great Britain under regulation 9 above by a name which includes any of the following words or expressions, or abbreviations thereof, that is to say, “limited”, “unlimited” or “public limited company” or their Welsh equivalents.

(2) In determining for the purposes of section 26(1)(c) of the 1985 Act (as applied by regulation 18 of, and Schedule 4 to, these Regulations) whether one name is the same as another, there are to be disregarded the words "European Economic Interest Grouping" or the initials "EEIG" or their authorised equivalents in official languages of the Economic Community, other than English, the authorised equivalents being set out in Schedule 3 to these Regulations.

Change of name

11.—(1) Regulation 10(2) above applies in determining under section 28(2) of the 1985 Act as applied by regulation 18 of, and Schedule 4 to, these Regulations whether a name is the same as or too like another.

(2) Where an EEIG changes its name the registrar shall (subject to the provisions of section 26 of the 1985 Act which apply by virtue of regulation 18 of, and Schedule 4 to, these Regulations and regulation 10 above) enter the new name on the register in place of the former name, and shall issue a certificate of registration altered to meet the circumstances of the case.

(3) A change of name has effect from the date on which the altered certificate is issued.

Registration of establishment of EEIG whose official address is outside the United Kingdom

12.—(1) The registrar for the purposes of registration under this regulation of an EEIG establishment situated in Great Britain where the EEIG's official address is outside the United Kingdom shall be the registrar within the meaning of the 1985 Act.

(2) For the purposes of registration under paragraph (1) above there shall be delivered, within one month of the establishment becoming so situated at any place in Great Britain, to the registrar at the registration office in England and Wales or Scotland, according to where the establishment is situated, a certified copy of the contract together with—

- (a) a certified translation into English of the contract and other documents and particulars to be filed with it under article 10 of the EC Regulation if the contract and other documents and particulars, or any part thereof, are not in English; and
- (b) a registration form in Form EEIG 2 containing a statement of the names and particulars set out in articles 5 and 10 of the EC Regulation.

(3) Paragraph (2) above shall not apply where an establishment is already registered in Great Britain under paragraph (1) above.

(4) The registrar shall not register an EEIG establishment under this regulation unless he is satisfied that all the requirements of these Regulations and of the EC Regulation in respect of registration and of matters precedent and incidental to it have been complied with but he may accept a declaration in Form EEIG 2 as sufficient evidence of compliance.

(5) Subject to paragraph (4) above, the registrar shall retain the copy of the contract, and any certified translation, delivered to him under paragraph (2) above and register the EEIG establishment.

(6) Any communication or notice may be addressed to an EEIG where its official address is outside the United Kingdom at any of its establishments in Great Britain.

(7) Regulation 10 above shall apply to an EEIG establishment to be registered under this regulation as it applies to an EEIG to be registered under regulation 9.

(8) If an EEIG fails to comply with any provision of paragraph (2) above, the EEIG, and any officer of it who intentionally authorises or permits the default, is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale and if the failure to comply with any such provision continues after conviction, the EEIG and any such officer shall be guilty of a further offence of failure to comply with that provision and shall be liable to be proceeded against and punished accordingly.

Filing of documents

13.—(1) The documents and particulars referred to in paragraphs (a) to (j) of article 7 of the EC Regulation and required to be filed under that article in Great Britain shall be filed within 15 days (or, in the case of an EEIG whose official address is outside the United Kingdom, 30 days) of the event to which the document in question relates by delivery to the registrar for registration of a notice, together with a certified translation into English of any documents and particulars, or any part thereof, which are not in English—

- (a) in the case of paragraph (d) where the official address of the EEIG is in Great Britain, in Form EEIG 3 of the names of the managers and the particulars referred to in regulation 5(3) above, of particulars of whether they may act alone or must act jointly and of the termination of any manager's appointment;
- (b) in the case of paragraphs (a), (c) and (e) to (j), and in the case of paragraph (d) where the official address of the EEIG is outside the United Kingdom, in Form EEIG 4 of the documents and particulars referred to in that Form; and
- (c) in the case of paragraph (b), in Form EEIG 5 of the setting up or closure of an establishment of an EEIG in Great Britain, except where regulation 12(1) above applies.

(2) The registrar shall retain the documents and particulars and any certified translation delivered to him under this regulation.

(3) If an EEIG fails to comply with any provision of paragraph (1) above, the EEIG, and any officer of it who intentionally authorises or permits the default, is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale and if the failure to comply with any such provision continues after conviction, the EEIG and any such officer shall be guilty of a further offence of failure to comply with that provision and shall be liable to be proceeded against and punished accordingly.

Inspection of documents

14. Any person may—

- (a) inspect any document or particulars kept by the registrar under these Regulations or a copy thereof; and
- (b) require the registrar to deliver or send by post to him a copy or extract of any such document or particulars or any part thereof.

Publication of documents in the Gazette and Official Journal of the Communities

15.—(1) The registrar shall cause to be published in the Gazette—

- (a) the documents and particulars issued or received by him under these Regulations and referred to in article 8(a) and (b) of the EC Regulation; and
- (b) in the case of those documents and particulars referred to in article 7(b) to (j) of the EC Regulation a notice (stating in the notice the name of the EEIG, the description of the documents or particulars and the date of receipt).

(2) The registrar shall forward to the Office for Official Publications of the European Communities the information referred to in article 11 of the EC Regulation within one month of the publication of the relevant documents and particulars in the Gazette under paragraph (1) above.

EEIG identification

16.—(1) If an EEIG fails to comply with article 25 of the EC Regulation it is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale.

(2) If an officer of an EEIG or a person on its behalf issues or authorises the issue of any letter, order form or similar document not complying with the requirements of article 25 of the EC Regulation, he is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale.

PART IV

SUPPLEMENTAL PROVISIONS

Application of the Business Names Act 1985

17. The Business Names Act 1985(a) shall apply in relation to an EEIG which carries on business in Great Britain as if the EEIG were a company formed and registered under the 1985 Act.

Application of the Companies Act 1985

18. The provisions of the 1985 Act specified in Schedule 4 to these Regulations shall apply to EEIGs, and their establishments, registered or in the process of being registered under these Regulations, as if they were companies formed and registered or in the process of being registered under the 1985 Act and as if in those provisions any reference to the Companies Act included a reference to these Regulations and any reference to a registered office included a reference to an official address, but subject to any limitations mentioned in relation to those provisions in that Schedule and to the omission of any reference to a daily default fine.

Application of Insolvency Act 1986

19.—(1) Part III of the Insolvency Act 1986 shall apply to EEIGs, and their establishments, registered under these Regulations, as if they were companies registered under the 1985 Act.

(2) Section 120 of the Insolvency Act 1986 shall apply to an EEIG, and its establishments, registered under these Regulations in Scotland, as if it were a company registered in Scotland the paid-up or credited as paid-up share capital of which did not exceed £120,000 and as if in that section any reference to the Company's registered office were a reference to the official address of the EEIG.

Application of the Company Directors Disqualification Act 1986

20. Where an EEIG is wound up as an unregistered company under Part V of the Insolvency Act 1986, the provisions of sections 1, 2, 4 to 11, 12(2), 15 to 17, 20 and 22 of, and Schedule 1 to, the Company Directors Disqualification Act 1986(b) shall apply in relation to the EEIG as if any reference to a director or past director of a company included a reference to a manager of the EEIG and any other person who has or has had control or management of the EEIG's business and the EEIG were a company as defined by section 22(2)(b) of that Act.

Penalties

21. Nothing in these Regulations shall create any new criminal offence punishable to a greater extent than is permitted under paragraph 1(1)(d) of Schedule 2 to the European Communities Act 1972.

10th April 1989

Francis Maude
Parliamentary Under Secretary of State,
Department of Trade and Industry

(a) 1985 c.7.
(b) 1986 c.46.

**COUNCIL REGULATION (EEC) No. 2137/85 OF 25TH JULY 1985
on the European Economic Interest Grouping (EEIG)**

THE COUNCIL OF THE EUROPEAN COMMUNITIES

Having regard to the Treaty establishing the European Economic Community, and in particular Article 235 thereof,

Having regard to the proposal from the Commission,¹

Having regard to the opinion of the European Parliament,²

Having regard to the opinion of the Economic and Social Committee,³

Whereas a harmonious development of economic activities and a continuous and balanced expansion throughout the Community depend on the establishment and smooth functioning of a common market offering conditions analogous to those of a national market; whereas to bring about this single market and to increase its unity a legal framework which facilitates the adaptation of their activities to the economic conditions of the Community should be created for natural persons, companies, firms and other legal bodies in particular; whereas to that end it is necessary that those natural persons, companies, firms and other legal bodies should be able to co-operate effectively across frontiers;

Whereas co-operation of this nature can encounter legal, fiscal or psychological difficulties; whereas the creation of an appropriate Community legal instrument in the form of a European Economic Interest Grouping would contribute to the achievement of the abovementioned objectives and therefore proves necessary;

Whereas the Treaty does not provide the necessary powers for the creation of such a legal instrument;

Whereas a grouping's ability to adapt to economic conditions must be guaranteed by the considerable freedom for its members in their contractual relations and the internal organization of the grouping;

Whereas a grouping differs from a firm or company principally in its purpose, which is only to facilitate or develop the economic activities of its members to enable them to improve their own results, whereas, by reason of that ancillary nature, a grouping's activities must be related to the economic activities of its members but not replace them so that, to that extent, for example, a grouping may not itself, with regard to third parties, practise a profession, the concept of economic activities being interpreted in the widest sense;

Whereas access to grouping form must be made as widely available as possible to natural persons, companies, firms and other legal bodies, in keeping with the aims of this Regulation; whereas this Regulation shall not, however, prejudice the application at national level of legal rules and/or ethical codes concerning the conditions for the pursuit of business and professional activities;

Whereas this Regulation does not itself confer on any person the right to participate in a grouping, even where the conditions it lays down are fulfilled;

Whereas the power provided by this Regulation to prohibit or restrict participation in a grouping on grounds of public interest is without prejudice to the laws of Member States which govern the pursuit of activities and which may provide further prohibitions or restrictions or otherwise control or supervise participation in a grouping by any natural person, company, firm or other legal body or any class of them;

Whereas, to enable a grouping to achieve its purpose, it should be endowed with legal capacity and provision should be made for it to be represented *vis-à-vis* third parties by an organ legally separate from its membership;

Whereas the protection of third parties requires widespread publicity; whereas the members of a grouping have unlimited joint and several liability for the grouping's debts and other liabilities, including those relating to tax or social security, without, however, that principle's affecting the freedom to exclude or restrict the liability of one or more of its members in respect of a particular debt or other liability by means of a specific contract between the grouping and a third party;

¹ OJ No. C.14, 15.2.1974. p. 30 and OJ C.103, 28.4.1978. p.4.

² OJ No. C.163, 11.7.1977. p. 17.

³ OJ No. C.108, 15.5.1975. p. 46.

Whereas matters relating to the status or capacity of natural persons and to the capacity of legal persons are governed by national law;

Whereas the grounds for winding up which are peculiar to the grouping should be specific while referring to national law for its liquidation and the conclusion thereof;

Whereas groupings are subject to national laws relating to insolvency and cessation of payments; whereas such laws may provide other grounds for the winding up of groupings;

Whereas this Regulation provides that the profits or losses resulting from the activities of a grouping shall be taxable only in the hands of its members; whereas it is understood that otherwise national tax laws apply, particularly as regards the apportionment of profits, tax procedures and any obligations imposed by national tax law;

Whereas in matters not covered by this Regulation the laws of the Member States and Community law are applicable, for example with regard to:

- (a) social and labour laws,
- (b) competition law,
- (c) intellectual property law;

Whereas the activities of groupings are subject to the provisions of Member States' laws on the pursuit and supervision of activities; whereas in the event of abuse or circumvention of the laws of a Member State by a grouping or its members that Member State may impose appropriate sanctions;

Whereas the Member States are free to apply or to adopt any laws, regulations or administrative measures which do not conflict with the scope or objectives of this Regulation;

Whereas this Regulation must enter into force immediately in its entirety; whereas the implementation of some provisions must nevertheless be deferred in order to allow the Member States first to set up the necessary machinery for the registration of groupings in their territories and the disclosure of certain matters relating to groupings; whereas, with effect from the date of implementation of this Regulation, groupings set up may operate without territorial restrictions,

HAS ADOPTED THIS REGULATION:

ARTICLE 1

1. European Economic Interest Groupings shall be formed upon the terms, in the manner and with the effects laid down in this Regulation.

Accordingly, parties intending to form a grouping must conclude a contract and have the registration provided for in Article 6 carried out.

2. A grouping so formed shall, from the date of its registration as provided for in Article 6, have the capacity, in its own name, to have rights and obligations of all kinds, to make contracts or accomplish other legal acts, and to sue and be sued.

3. The Member States shall determine whether or not groupings registered at their registries, pursuant to Article 6, have legal personality.

ARTICLE 2

1. Subject to the provisions of this Regulation, the law applicable, on the one hand, to the contract for the formation of a grouping, except as regards matters relating to the status or capacity of natural persons and to the capacity of legal persons and, on the other hand, to the internal organization of a grouping shall be the internal law of the State in which the official address is situated, as laid down in the contract for the formation of the grouping.

2. Where a State comprises several territorial units, each of which has its own rules of law applicable to the matters referred to in paragraph 1, each territorial unit shall be considered as a State for the purposes of identifying the law applicable under this Article.

ARTICLE 3

1. The purpose of a grouping shall be to facilitate or develop the economic activities of its members and to improve or increase the results of those activities; its purpose is not to make profits for itself.

Its activity shall be related to the economic activities of its members and must not be more than ancillary to those activities.

2. Consequently, a grouping may not:

- (a) exercise, directly or indirectly, a power of management or supervision over its members' own activities or over the activities of another undertaking, in particular in the fields of personnel, finance and investment;

- (b) directly or indirectly, on any basis whatsoever, hold shares of any kind in a member undertaking; the holding of shares in another undertaking shall be possible only in so far as it is necessary for the achievement of the grouping's objects and if it is done on its members' behalf;
- (c) employ more than 500 persons;
- (d) be used by a company to make a loan to a director of a company, or any person connected with him, when the making of such loans is restricted or controlled under the Member States' laws governing companies. Nor must a grouping be used for the transfer of any property between a company and a director, or any person connected with him, except to the extent allowed by the Member States' laws governing companies. For the purposes of this provision the making of a loan includes entering into any transaction or arrangement of similar effect, and property includes moveable and immoveable property;
- (e) be a member of another European Economic Interest Grouping.

ARTICLE 4

1. Only the following may be members of a grouping:
 - (a) companies or firms within the meaning of the second paragraph of Article 58 of the Treaty and other legal bodies governed by public or private law, which have been formed in accordance with the law of a Member State and which have their registered or statutory office and central administration in the Community; where, under the law of a Member State, a company, firm or other legal body is not obliged to have a registered or statutory office, it shall be sufficient for such a company, firm or other legal body to have its central administration in the Community;
 - (b) natural persons who carry on any industrial, commercial, craft or agricultural activity or who provide professional or other services in the Community.
2. A grouping must comprise at least:
 - (a) two companies, firms or other legal bodies, within the meaning of paragraph 1, which have their central administrations in different Member States, or
 - (b) two natural persons, within the meaning of paragraph 1, who carry on their principal activities in different Member States, or
 - (c) a company, firm or other legal body within the meaning of paragraph 1 and a natural person, of which the first has its central administration in one Member State and the second carries on his principal activity in another Member State.
3. A Member State may provide that groupings registered at its registries in accordance with Article 6 may have no more than 20 members. For this purpose, that Member State may provide that, in accordance with its laws, each member of a legal body formed under its laws, other than a registered company, shall be treated as a separate member of a grouping.
4. Any Member State may, on grounds of that State's public interest, prohibit or restrict participation in groupings by certain classes of natural persons, companies, firms, or other legal bodies.

ARTICLE 5

A contract for the formation of a grouping shall include at least:

- (a) the name of the grouping preceded or followed either by the words 'European Economic Interest Grouping' or by the initials 'EEIG', unless those words or initials already form part of the name;
- (b) the official address of the grouping;
- (c) the objects for which the grouping is formed;
- (d) the name, business name, legal form, permanent address or registered office, and the number and place of registration, if any, of each member of the grouping;
- (e) the duration of the grouping, except where this is indefinite.

ARTICLE 6

A grouping shall be registered in the State in which it has its official address, at the registry designated pursuant to Article 39(1).

ARTICLE 7

A contract for the formation of a grouping shall be filed at the registry referred to in Article 6.

The following documents and particulars must also be filed at that registry:

- (a) any amendment to the contract for the formation of a grouping, including any change in the composition of a grouping;

- (b) notice of the setting up or closure of any establishment of the grouping;
- (c) any judicial decision establishing or declaring the nullity of a grouping, in accordance with Article 15;
- (d) notice of the appointment of the manager or managers of a grouping, their names and any other identification particulars required by the law of the Member State in which the register is kept, notification that they may act alone or must act jointly, and the termination of any manager's appointment;
- (e) notice of a member's assignment of his participation in a grouping or a proportion thereof, in accordance with Article 22(1);
- (f) any decision by members ordering or establishing the winding up of a grouping, in accordance with Article 31, or any judicial decision ordering such winding up, in accordance with Articles 31 or 32;
- (g) notice of the appointment of the liquidator or liquidators of a grouping, as referred to in Article 35, their names and any other identification particulars required by the law of the Member State in which the register is kept, and the termination of any liquidator's appointment;
- (h) notice of the conclusion of a grouping's liquidation, as referred to in Article 35(2);
- (i) any proposal to transfer the official address, as referred to in Article 14(1);
- (j) any clause exempting a new member from the payment of debts and other liabilities which originated prior to his admission, in accordance with Article 26(2).

ARTICLE 8

The following must be published, as laid down in Article 39, in the gazette referred to in paragraph 1 of that Article:

- (a) the particulars which must be included in the contract for the formation of a grouping pursuant to Article 5, and any amendments thereto;
- (b) the number, date and place of registration as well as notice of the termination of that registration;
- (c) the documents and particulars referred to in Article 7(b) to (j).

The particulars referred to in (a) and (b) must be published in full. The documents and particulars referred to in (c) may be published either in full or in extract form or by means of a reference to their filing at the registry, in accordance with the national legislation applicable.

ARTICLE 9

1. The documents and particulars which must be published pursuant to this Regulation may be relied on by a grouping as against third parties under the conditions laid down by the national law applicable pursuant to Article 3(5) and (7) of Council Directive 68/151/EEC of 9 March 1968 on co-ordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 58 of the Treaty, with a view to making such safeguards equivalent throughout the Community.¹

2. If activities have been carried on on behalf of a grouping before its registration in accordance with Article 6 and if the grouping does not, after its registration, assume the obligations arising out of such activities, the natural persons, companies, firms or other legal bodies which carried on those activities shall bear unlimited joint and several liability for them.

ARTICLE 10

Any grouping establishment situated in a Member State other than that in which the official address is situated shall be registered in that State. For the purpose of such registration, a grouping shall file, at the appropriate registry in that Member State, copies of the documents which must be filed at the registry of the Member State in which the official address is situated, together, if necessary, with a translation which conforms with the practice of the registry where the establishment is registered.

ARTICLE 11

Notice that a grouping has been formed or that the liquidation of a grouping has been concluded stating the number, date and place of registration and the date, place and title of publication, shall be given in the *Official Journal of the European Communities* after it has been published in the gazette referred to in Article 39(1).

¹ OJ No. L65, 14.3.1968, p.8.

ARTICLE 12

The official address referred to in the contract for the formation of a grouping must be situated in the Community.

The official address must be fixed either:

- (a) where the grouping has its central administration, or
- (b) where one of the members of the grouping has its central administration or, in the case of a natural person, his principal activity, provided that the grouping carries on an activity there.

ARTICLE 13

The official address of a grouping may be transferred within the Community.

When such a transfer does not result in a change in the law applicable pursuant to Article 2, the decision to transfer shall be taken in accordance with the conditions laid down in the contract for the formation of the grouping.

ARTICLE 14

1. When the transfer of the official address results in a change in the law applicable pursuant to Article 2, a transfer proposal must be drawn up, filed and published in accordance with the conditions laid down in Articles 7 and 8.

No decision to transfer may be taken for two months after publication of the proposal. Any such decision must be taken by the members of the grouping unanimously. The transfer shall take effect on the date on which the grouping is registered, in accordance with Article 6, at the registry for the new official address. That registration may not be effected until evidence has been produced that the proposal to transfer the official address has been published.

2. The termination of a grouping's registration at the registry for its old official address may not be effected until evidence has been produced that the grouping has been registered at the registry for its new official address.

3. Upon publication of a grouping's new registration the new official address may be relied on as against third parties in accordance with the conditions referred to in Article 9(1); however, as long as the termination of the grouping's registration at the registry for the old official address has not been published, third parties may continue to rely on the old official address unless the grouping proves that such third parties were aware of the new official address.

4. The laws of a Member State may provide that, as regards groupings registered under Article 6 in that Member State, the transfer of an official address which would result in a change of the law applicable shall not take effect if, within the two-month period referred to in paragraph 1, a competent authority in that Member State opposes it. Such opposition may be based only on grounds of public interest. Review by a judicial authority must be possible.

ARTICLE 15

1. Where the law applicable to a grouping by virtue of Article 2 provides for the nullity of that grouping, such nullity must be established or declared by judicial decision. However, the court to which the matter is referred must, where it is possible for the affairs of the grouping to be put in order, allow time to permit that to be done.

2. The nullity of a grouping shall entail its liquidation in accordance with the conditions laid down in Article 35.

3. A decision establishing or declaring the nullity of a grouping may be relied on as against third parties in accordance with the conditions laid down in Article 9(1).

Such a decision shall not of itself affect the validity of liabilities, owed by or to a grouping, which originated before it could be relied on as against third parties in accordance with the conditions laid down in the previous subparagraph.

ARTICLE 16

1. The organs of a grouping shall be the members acting collectively and the manager or managers.

A contract for the formation of a grouping may provide for other organs; if it does it shall determine their powers.

2. The members of a grouping, acting as a body, may take any decision for the purpose of achieving the objects of the grouping.

ARTICLE 17

1. Each member shall have one vote. The contract for the formation of a grouping may, however, give more than one vote to certain members, provided that no one member holds a majority of the votes.

2. A unanimous decision by the members shall be required to:
 - (a) alter the objects of a grouping;
 - (b) alter the number of votes allotted to each member;
 - (c) alter the conditions for the taking of decisions;
 - (d) extend the duration of a grouping beyond any period fixed in the contract for the formation of the grouping;
 - (e) alter the contribution by every member or by some members to the grouping's financing;
 - (f) alter any other obligation of a member, unless otherwise provided by the contract for the formation of the grouping;
 - (g) make any alteration to the contract for the formation of the grouping not covered by this paragraph, unless otherwise provided by that contract.
3. Except where this Regulation provides that decisions must be taken unanimously, the contract for the formation of a grouping may prescribe the conditions for a quorum and for a majority, in accordance with which the decisions, or some of them, shall be taken. Unless otherwise provided for by the contract, decisions shall be taken unanimously.
4. On the initiative of a manager or at the request of a member, the manager or managers must arrange for the members to be consulted so that the latter can take a decision.

ARTICLE 18

Each member shall be entitled to obtain information from the manager or managers concerning the grouping's business and to inspect the grouping's books and business records.

ARTICLE 19

1. A grouping shall be managed by one or more natural persons appointed in the contract for the formation of the grouping or by decision of the members.

No person may be a manager of a grouping if:

- (a) by virtue of the law applicable to him, or
- (b) by virtue of the internal law of the State in which the grouping has its official address, or
- (c) following a judicial or administrative decision made or recognized in a Member State

he may not belong to the administrative or management body of a company, may not manage an undertaking or may not act as manager of a European Economic Interest Grouping.

2. A Member State may, in the case of groupings registered at their registries pursuant to Article 6, provide that legal persons may be managers on condition that such legal persons designate one or more natural persons, whose particulars shall be the subject of the filing provisions of Article 7(d) to represent them.

If a Member State exercises this option, it must provide that the representative or representatives shall be liable as if they were themselves managers of the groupings concerned.

The restrictions imposed in paragraph 1 shall also apply to those representatives.

3. The contract for the formation of a grouping or, failing that, a unanimous decision by the members shall determine the conditions for the appointment and removal of the manager or managers and shall lay down their powers.

ARTICLE 20

1. Only the manager or, where there are two or more, each of the managers shall represent a grouping in respect of dealings with third parties.

Each of the managers shall bind the grouping as regards third parties when he acts on behalf of the grouping, even where his acts do not fall within the objects of the grouping, unless the grouping proves that the third party knew or could not, under the circumstances, have been unaware that the act fell outside the objects of the grouping; publication of the particulars referred to in Article 5(c) shall not of itself be proof thereof.

No limitation on the powers of the manager or managers, whether deriving from the contract for the formation of the grouping or from a decision by the members, may be relied on as against third parties even if it is published.

2. The contract for the formation of the grouping may provide that the grouping shall be validly bound only by two or more managers acting jointly. Such a clause may be relied on as against third parties in accordance with the conditions referred to in Article 9(1) only if it is published in accordance with Article 8.

ARTICLE 21

1. The profits resulting from a grouping's activities shall be deemed to be the profits of the members and shall be apportioned among them in the proportions laid down in the contract for the formation of the grouping or, in the absence of any such provision, in equal shares.
2. The members of a grouping shall contribute to the payment of the amount by which expenditure exceeds income in the proportions laid down in the contract for the formation of the grouping or, in the absence of any such provision, in equal shares.

ARTICLE 22

1. Any member of a grouping may assign his participation in the grouping, or a proportion thereof, either to another member or to a third party; the assignment shall not take effect without the unanimous authorization of the other members.
2. A member of a grouping may use his participation in the grouping as security only after the other members have given their unanimous authorization, unless otherwise laid down in the contract for the formation of the grouping. The holder of the security may not at any time become a member of the grouping by virtue of that security.

ARTICLE 23

No grouping may invite investment by the public.

ARTICLE 24

1. The members of a grouping shall have unlimited joint and several liability for its debts and other liabilities of whatever nature. National law shall determine the consequences of such liability.
2. Creditors may not proceed against a member for payment in respect of debts and other liabilities, in accordance with the conditions laid down in paragraph 1, before the liquidation of a grouping is concluded, unless they have first requested the grouping to pay and payment has not been made within an appropriate period.

ARTICLE 25

Letters, order forms and similar documents must indicate legibly:

- (a) the name of the grouping preceded or followed either by the words 'European Economic Interest Grouping' or by the initials 'EEIG', unless those words or initials already occur in the name;
- (b) the location of the registry referred to in Article 6, in which the grouping is registered, together with the number of the grouping's entry at the registry;
- (c) the grouping's official address;
- (d) where applicable, that the managers must act jointly;
- (e) where applicable, that the grouping is in liquidation, pursuant to Article 15, 31, 32 or 36.

Every establishment of a grouping, when registered in accordance with Article 10, must give the above particulars, together with those relating to its own registration, on the documents referred to in the first paragraph of this Article uttered by it.

ARTICLE 26

1. A decision to admit new members shall be taken unanimously by the members of the grouping.
2. Every new member shall be liable, in accordance with the conditions laid down in Article 24, for the grouping's debts and other liabilities, including those arising out of the grouping's activities before his admission.

He may, however, be exempted by a clause in the contract for the formation of the grouping or in the instrument of admission from the payment of debts and other liabilities which originated before his admission. Such a clause may be relied on as against third parties, under the conditions referred to in Article 9(1), only if it is published in accordance with Article 8.

ARTICLE 27

1. A member of a grouping may withdraw in accordance with the conditions laid down in the contract for the formation of a grouping or, in the absence of such conditions, with the unanimous agreement of the other members.

Any member of a grouping may, in addition, withdraw on just and proper grounds.

2. Any member of a grouping may be expelled for the reasons listed in the contract for the formation of the grouping and, in any case, if he seriously fails in his obligations or if he causes or threatens to cause serious disruption in the operation of the grouping.

Such expulsion may occur only by the decision of a court to which joint application has been made by a majority of the other members, unless otherwise provided by the contract for the formation of a grouping.

ARTICLE 28

1. A member of a grouping shall cease to belong to it on death or when he no longer complies with the conditions laid down in Article 4(1).

In addition, a Member State may provide, for the purposes of its liquidation, winding up, insolvency or cessation of payments laws, that a member shall cease to be a member of any grouping at the moment determined by those laws.

2. In the event of the death of a natural person who is a member of a grouping, no person may become a member in his place except under the conditions laid down in the contract for the formation of the grouping or, failing that, with the unanimous agreement of the remaining members.

ARTICLE 29

As soon as a member ceases to belong to a grouping, the manager or managers must inform the other members of that fact; they must also take the steps required as listed in Articles 7 and 8. In addition, any person concerned may take those steps.

ARTICLE 30

Except where the contract for the formation of a grouping provides otherwise and without prejudice to the rights acquired by a person under Articles 22(1) or 28(2), a grouping shall continue to exist for the remaining members after a member has ceased to belong to it, in accordance with the conditions laid down in the contract for the formation of the grouping or determined by unanimous decision of the members in question.

ARTICLE 31

1. A grouping may be wound up by a decision of its members ordering its winding up. Such a decision shall be taken unanimously, unless otherwise laid down in the contract for the formation of the grouping.

2. A grouping must be wound up by a decision of its members:

- (a) noting the expiry of the period fixed in the contract for the formation of the grouping or the existence of any other cause for winding up provided for in the contract, or
- (b) noting the accomplishment of the grouping's purpose or the impossibility of pursuing it further.

Where, three months after one of the situations referred to in the first subparagraph has occurred, a members' decision establishing the winding up of the grouping has not been taken, any member may petition the court to order winding up.

3. A grouping must also be wound up by a decision of its members or of the remaining member when the conditions laid down in Article 4(2) are no longer fulfilled.

4. After a grouping has been wound up by decision of its members, the manager or managers must take the steps required as listed in Articles 7 and 8. In addition, any person concerned may take those steps.

ARTICLE 32

1. On application by any person concerned or by a competent authority, in the event of the infringement of Articles 3, 12 or 31(3), the court must order a grouping to be wound up, unless its affairs can be and are put in order before the court has delivered a substantive ruling.

2. On application by a member, the court may order a grouping to be wound up on just and proper grounds.

3. A Member State may provide that the court may, on application by a competent authority, order the winding up of a grouping which has its official address in the State to which that authority belongs, wherever the grouping acts in contravention of that State's public interest, if the law of that State provides for such a possibility in respect of registered companies or other legal bodies subject to it.

ARTICLE 33

When a member ceases to belong to a grouping for any reason other than the assignment of his rights in accordance with the conditions laid down in Article 22(1), the value of his rights and obligations shall be determined taking into account the assets and liabilities of the grouping as they stand when he ceases to belong to it.

The value of the rights and obligations of a departing member may not be fixed in advance.

ARTICLE 34

Without prejudice to Article 37(1), any member who ceases to belong to a grouping shall remain answerable, in accordance with the conditions laid down in Article 24, for the debts and other liabilities arising out of the grouping's activities before he ceased to be a member.

ARTICLE 35

1. The winding up of a grouping shall entail its liquidation.
2. The liquidation of a grouping and the conclusion of its liquidation shall be governed by national law.
3. A grouping shall retain its capacity, within the meaning of Article 1(2), until its liquidation is concluded.
4. The liquidator or liquidators shall take the steps required as listed in Articles 7 and 8.

ARTICLE 36

Groupings shall be subject to national laws governing insolvency and cessation of payments. The commencement of proceedings against a grouping on grounds of its insolvency or cessation of payments shall not by itself cause the commencement of such proceedings against its members.

ARTICLE 37

1. A period of limitation of five years after the publication, pursuant to Article 8, of notice of a member's ceasing to belong to a grouping shall be substituted for any longer period which may be laid down by the relevant national law for actions against that member in connection with debts and other liabilities arising out of the grouping's activities before he ceased to be a member.
2. A period of limitation of five years after the publication, pursuant to Article 8, of notice of the conclusion of the liquidation of a grouping shall be substituted for any longer period which may be laid down by the relevant national law for actions against a member of the grouping in connection with debts and other liabilities arising out of the grouping's activities.

ARTICLE 38

Where a grouping carries on any activity in a Member State in contravention of that State's public interest, a competent authority of that State may prohibit that activity. Review of that competent authority's decision by a judicial authority shall be possible.

ARTICLE 39

1. The Member States shall designate the registry or registries responsible for effecting the registration referred to in Articles 6 and 10 and shall lay down the rules governing registration. They shall prescribe the conditions under which the documents referred to in Articles 7 and 10 shall be filed. They shall ensure that the documents and particulars referred to in Article 8 are published in the appropriate official gazette of the Member State in which the grouping has its official address, and may prescribe the manner of publication of the documents and particulars referred to in Article 8(c).

The Member States shall also ensure that anyone may, at the appropriate registry pursuant to Article 6 or, where appropriate, Article 10, inspect the documents referred to in Article 7 and obtain, even by post, full or partial copies thereof.

The Member States may provide for the payment of fees in connection with the operations referred to in the preceding subparagraphs; those fees may not, however, exceed the administrative cost thereof.

2. The member states shall ensure that the information to be published in the *Official Journal of the European Communities* pursuant to Article 11 is forwarded to the Office for Official Publications of the European Communities within one month of its publication in the official gazette referred to in paragraph 1.

3. The Member States shall provide for appropriate penalties in the event of failure to comply with the provisions of Articles 7, 8 and 10 on disclosure and in the event of failure to comply with Article 25.

ARTICLE 40

The profits or losses resulting from the activities of a grouping shall be taxable only in the hands of its members.

ARTICLE 41

1. The Member States shall take the measures required by virtue of Article 39 before 1 July 1989. They shall immediately communicate them to the Commission.
2. For information purposes, the Member States shall inform the Commission of the classes of natural persons, companies, firms and other legal bodies which they prohibit from participating in groupings pursuant to Article 4(4). The Commission shall inform the other Member States.

ARTICLE 42

1. Upon the adoption of this Regulation, a Contact Committee shall be set up under the auspices of the Commission. Its function shall be:
 - (a) to facilitate, without prejudice to Articles 169 and 170 of the Treaty, application of this Regulation through regular consultation dealing in particular with practical problems arising in connection with its application;
 - (b) to advise the Commission, if necessary, on additions or amendments to this Regulation.
2. The Contact Committee shall be composed of representatives of the Member States and representatives of the Commission. The chairman shall be a representative of the Commission. The Commission shall provide the secretariat.
3. The Contact Committee shall be convened by its chairman either on his own initiative or at the request of one of its members.

ARTICLE 43

This Regulation shall enter into force on the third day following its publication in the *Official Journal of the European Communities*.

It shall apply from 1 July 1989, with the exception of Articles 39, 41 and 42 which shall apply as from the entry into force of the Regulation.

This Regulation shall be binding in its entirety and directly applicable in all Member States.

Done at Brussels, 25 July 1985.

For the Council
The President
J. POOS

SCHEDULE 2

FORMS RELATING TO EEIGS

EUROPEAN ECONOMIC INTEREST
GROUPING FORM No. 1

EEIG1

**Statement of name, official
address, members, objects
and duration for EEIG whose
official address is in Great Britain**

Please do not
write in
this margin

Pursuant to Articles 5, 6, 7 and 39 of Council Regulation (EEC) No. 2137/85
and Regulation 9 of the European Economic Interest Grouping
Regulations 1989

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(address overleaf)

For official use

Name of grouping

* insert full name
of grouping

The official address of the grouping is as stated below

delete if inappropriate

1. The contract establishing the above named grouping [and that contract not being written in English, a certified translation of it] is/are delivered for registration.
2. The name(s) (include business name if different) and particulars of the members of the grouping are as follows:

§ Insert "natural
person" if an
individual, "legal
person" if a body
corporate or
"partnership" as
appropriate

† Business address
or registered
office address
as appropriate

Name	
Registered Number and Place of Registration (if any)	
Legal Form§	
Address†	
	Postcode
Name	
Registered Number and Place of Registration (if any)	
Legal Form§	
Address†	
	Postcode

Particulars of further members should be given on the prescribed continuation sheet

PLEASE TURN OVER

Presenter's name address telephone
number and reference (if any):

For official Use

Post room

The objects of the grouping are:-

Please do not
write in
this margin

The duration of the grouping (if indefinite this should be noted)

Complete this section only if this form relates to an existing grouping transferring its official address to a place in Great Britain in accordance with Article 14(1) of the EC Regulation.

I attach a copy of _____ as evidence of the publication of the transfer proposal and confirm that no competent authority has opposed the transfer under Article 14(4) of the EC Regulation.

Signed _____ member/on behalf of a member

I, _____ a member/authorised on behalf of a member² of the above grouping, declare that all the requirements of the above Regulations in respects of the registration of the above grouping and of matters precedent and incidental to it have been complied with. This declaration is made by virtue of the provisions of the Statutory Declarations Act 1835.

² delete as appropriate

Declared by _____
at _____
on _____
before me _____

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Number of continuation sheets attached

If the official address is in England and Wales or Wales this form together with the contract establishing the grouping, a certified translation if the contract is written other than in English and the appropriate fee must be sent to:-

or, if the official address is in Scotland to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

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EUROPEAN ECONOMIC INTEREST
GROUPING FORM No. 2

**Statement of name, establishment
address in Great Britain and
members of an EEIG whose
official address is outside the UK**

EEIG2

Pursuant to Articles 5 and 10 of Council Regulation (EEC) No. 2137/85
and Regulation 12 of the European Economic Interest
Grouping Regulations 1989

Please do not
write in
this margin

To the Registrar of Companies
(address overleaf)

For official use

Name of grouping

Please complete
legibly, preferably
in black type, or
bold block lettering

Member State in which official address is situated	

Establishment address in Great Britain is situated at

	Postcode

† delete if
inappropriate

1 A certified copy of the contract of the above-named grouping (and, that contract not being written
in English, a certified translation of it)†[is][are] delivered for registration

2 The name(s) (include business name if different) and particulars of the members of the grouping are
as follows:

§ insert "natural
person" if an
individual, "legal
person" if a body
corporate or
"partnership" as
appropriate

• Business address
or registered office
address as
appropriate

Name	
Registered Number and Place of Registration (if any)	
Legal Form§	
Address •	
	Postcode

Name	
Registered Number and Place of Registration (if any)	
Legal Form§	
Address •	
	Postcode

PLEASE TURN OVER

Presenter's name address, telephone
number and reference (if any):

For official Use

Post room

Name	
Registered Number and Place of Registration (if any)	
Legal Form§	
Address #	
	Postcode

Please do not write in this margin.

Please complete legibly, preferably in black type, or bold block lettering

§ Insert "natural person" if an individual, "legal person" if a body corporate or "partnership" as appropriate

Business address or registered office address as appropriate

Name	
Registered Number and Place of Registration (if any)	
Legal Form§	
Address #	
	Postcode

Particulars of further members should be given on the prescribed continuation sheet.

I, _____ a member/authorised on behalf of a member† of the above grouping, declare that all the requirements of the above Regulations in respect of the registration of the above grouping and of matter precedent and incidental to it have been complied with. This declaration is made by virtue of the provisions of the Statutory Declarations Act 1835.

† Delete as appropriate

Declared by _____
at _____

on _____
before me _____

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Number of continuation sheets attached

If the address of the establishment is in England and Wales or Wales this form and the certified copy of the contract must be sent to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, if the address of the establishment is in Scotland to:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Page 2

EUROPEAN ECONOMIC INTEREST
GROUPING FORM No. 3

**Notice of manager's particulars,
and of termination of appointment
where the official address of the
EEIG is in Great Britain**

EEIG3

Please do not
write in
this margin

Pursuant to Article 7(d) of Council Regulation (EEC) No. 2137/85
and Regulations 5 and 13(1)(a) of the European Economic
Interest Grouping Regulations 1989

To the Registrar of Companies
(address overleaf)

Grouping number

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of grouping

• specify the
change (including
termination of an
appointment) and
date thereof
and if this
consists of the
appointment of
a manager
complete the
box below.

Name of grouping

*

notifies you of the following details (see note 1 overleaf):

•

Particulars of manager (note 2 overleaf)

Name (note 3)		Business occupation
Previous name(s)		Nationality
Address (note 4)		Date of birth
	Postcode	
I consent to act singly/jointly† as manager of the grouping named above		
Signature		Date

† delete as
appropriate

If the grouping has more than one manager does the manager have the power to bind the grouping
acting singly? YES/NO†

If NO please specify the conditions under which managers can bind the grouping:

Signature [Member][Manager]† Date

Presenter's name address, telephone
number and reference (if any):

For official Use

Post room

Notes

1. Notice relating to managers of an EEIG with an official address outside Great Britain must be given by form EEIG 4
2. A separate form must be completed in respect of each manager and if that manager is not a natural person it must designate one or more natural persons to represent it (regulation 5(1)). A Form EEIG3 must also be completed in respect of each natural person and be sent to the relevant Registrar.
3. For a natural person, his present christian name(s) and surname must be given, together with any previous Christian name(s) or surname(s).

"Christian name" includes a forename. In the case of a peer or person usually known by a title different from his surname, "surname" means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:-
 - (a) in the case of a married woman, it was a name by which she was known before her marriage; or
 - (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
 - (c) in the case of a peer or person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.
4. Usual residential address must be given. In the case of a corporation, give the registered or principal office.
5. If the official address is in England and Wales or Wales this form must be sent to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or,

if the official address is in Scotland this form must be sent to:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

EUROPEAN ECONOMIC INTEREST
GROUPING FORM No. 4

**Notice of documents and
particulars required to be filed**

EEIG4

Pursuant to Articles 7 and 10 of Council Regulation (EEC) No. 2137/85
and Regulations 4(1) and 13(1)(b) of the European Economic Interest
Grouping Regulations 1989

Please do not
write in
this margin

To the Registrar of Companies
(address overleaf)

Grouping number

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of grouping

Name of grouping

*
Member State in which official address is situated

gives notice that the following is/are† attached:

Please tick appropriate box(es)

† delete as
appropriate

Except where stated
all items apply
irrespective of the
situation of the
official address of
the grouping

- | | | |
|--------------------------|---|--|
| <input type="checkbox"/> | 1 | an amendment to the grouping's formation contract |
| <input type="checkbox"/> | 2 | a document evidencing a judicial decision regarding nullity |
| <input type="checkbox"/> | 3 | an assignment of all/part† of a member's participation |
| <input type="checkbox"/> | 4 | a members' order/judicial decision† to wind up the grouping |
| <input type="checkbox"/> | 5 | Liquidator(s) appointment/termination of appointment† |
| <input type="checkbox"/> | 6 | a document evidencing the conclusion of liquidation |
| <input type="checkbox"/> | 7 | a proposal to transfer the official address as referred to in Article 14(1) of the EC Regulation |
| <input type="checkbox"/> | 8 | an exemption clause relieving a new member from payment of debts and other liabilities which originated before his admission |

The following apply only if the grouping has its official address outside the United Kingdom.

- | | | |
|--------------------------|----|--|
| <input type="checkbox"/> | 9 | notice of the appointment of a manager or managers, name(s) and other identification particulars as required by the Member State where the grouping has its official address together with notification as to whether they may act alone or must act jointly |
| <input type="checkbox"/> | 10 | notice of termination of a manager's appointment |

Note

If any document or particulars are not written in English a certified translation must also be attached

Signed

[Member][Manager]† Date

Presenter's name address, telephone
number and reference (if any):

For official Use

Post room

Notes

If the official address is in England and Wales or Wales or Form EEIG2 has been delivered to the Registrar of Companies in Cardiff this form must be sent to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, if the official address is in Scotland or Form EEIG2 has been delivered to the Registrar of Companies in Edinburgh this form must be sent to:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Notice of setting up or closure of an establishment of an EEIG

EEIG5

**Pursuant to Articles 7(b) and 10 of Council Regulation (EEC) No. 2137/85
and Regulation 13(1)(c) of the European Economic Interest
Grouping Regulations 1989**

**To the Registrar of Companies
(address overleaf)**

Grouping number

* insert full name
of grouping

Name of grouping

* _____

Member State in which official address is situated

SECTION A to be completed in all cases

gives notice that it has set up/closed † an establishment at:

	Postcode

SECTION B to be completed in appropriate circumstances

If: (a) this notice is in respect of an EEIG whose official address is not in the United Kingdom, and
(b) this form is being used to report the opening or closure of an establishment in Great Britain, and
(c) the EEIG will then have more than one establishment in the United Kingdom,

then it may if it wishes write in this box an address in the United Kingdom at which it would be most convenient to receive correspondence.

[illegible]

† delete as appropriate

Signed

[Member][Manager]† Date

Presenter's name address, telephone number and reference (if any):

For official Use	Post room
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Notes

If the official address is in England and Wales or Wales or Form EEIG2 has been delivered to the Registrar of Companies in Cardiff this form must be sent to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, if the official address is in Scotland or Form EEIG2 has been delivered to the Registrar of Companies in Edinburgh this form must be sent to:—

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

EUROPEAN ECONOMIC INTEREST
GROUPING FORM No. 6

EEIG6

**Statement of name, other than
registered name, under which
an EEIG whose official address
is outside Great Britain proposes
to carry on business in Great Britain**

Please do not
write in
this margin

Pursuant to Article 39 of Council Regulation (EEC) No. 2137/85 and Section
694(4)(a) of the Companies Act 1985 as applied by Regulation 18 of and
Schedule 4 to the European Economic Interest Grouping Regulations 1989

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(address overleaf)

Grouping number

* enter registered
name

Name of grouping

§ enter name
approved by the
Secretary of State

The name approved by the Secretary of State, other than its registered name in the Member State
where it has its official address, under which the grouping proposes to carry on business in Great
Britain is §

† delete as
appropriate

Signed

[Member][Manager]†

Date

Presenter's name address, telephone
number and reference (if any):

For official Use

Post room

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Notes

If the address of the establishment is in England and Wales or Wales this form must be sent to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, if the address of the establishment is in Scotland to:—

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

EUROPEAN ECONOMIC INTEREST
GROUPING FORM No. 7

EEIG7

**Statement of name, other than
registered name, under which
an EEIG whose official address
is outside Great Britain proposes
to carry on business in substitution
for name previously approved**

Please do not
write in
this margin

Pursuant to Article 39 of Council Regulation (EEC) No. 2137/85 and Section
694(4)(b) of the Companies Act 1985 as applied by Regulation 18 of and
Schedule 4 to the European Economic Interest Grouping Regulations 1989

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(address overleaf)

Grouping number

Name of grouping

* insert present
name approved
by Secretary of State

*

• enter registered
name in the Member
State where the
grouping has its
official address

The name approved by the Secretary of State, other than its registered name, under which •

§ enter name
approved by the
Secretary of State

proposes to carry on business in Great Britain is §

This name is in substitution for that currently approved.

† delete as
appropriate

Signed

[Member][Manager]†

Date

Presenator's name address, telephone
number and reference (if any):

For official Use

Post room

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Notes

If the address of the establishment is in England and Wales or Wales this form must be sent to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, if the address of the establishment is in Scotland to:—

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

**EUROPEAN ECONOMIC INTEREST
GROUPING FORMS Nos 1 and 2 (cont)**

Statement of members (continuation)

Continuation sheet No _____
to Form No EEIG [1][2]†

† Delete as appropriate

Name of grouping

*

Name		
Registered Number and Place of Registration (if any)		
Legal Form		
Address		
		Postcode

Name		
Registered Number and Place of Registration (if any)		
Legal Form		
Address		
		Postcode

Name		
Registered Number and Place of Registration (if any)		
Legal Form		
Address		
		Postcode

**AUTHORISED EQUIVALENTS IN OTHER COMMUNITY OFFICIAL
LANGUAGES OF "EUROPEAN ECONOMIC INTEREST GROUPING" AND
"EEIG"**

DANISH:	Europæiske Økonomiske Firmagruppe (EØFG)
DUTCH:	Europese Economische Samenwerkingsverbanden (EESV)
FRENCH:	Groupement Européen d'intérêt économique (GEIE)
GERMAN:	Europäische Wirtschaftliche Interessenvereinigung (EWIV)
GREEK:	Ευρωπαϊκός όμιλος οικονομικού σκοπού (ΕΟΟΣ) (written phonetically in letters of the Latin alphabet as "Evropaikos omilos economicou skopou (EOOS)")
IRISH:	Grupail Eorpach um Leas Eacnamaíoch (GELE)
ITALIAN:	Gruppo Europeo di Interesse Economico (GEIE)
PORTUGUESE:	Agrupamento Europeu de Interesse Económico (AEIE)
SPANISH:	Agrupación Europea de Interés Económico (AEIE)

SCHEDULE 4

Regulation 18

**PROVISIONS OF COMPANIES ACT 1985 APPLYING TO EEIGS AND THEIR
ESTABLISHMENTS**

1. section 26(1)(c) to (e), (2) and (3).
2. section 28(2) to (5) and (7) so far as it relates to a direction given under subsection (2).
3. section 29(1)(a).
4. Part XII for the purpose of the creation and registration of charges to which it applies.
5. section 432(1) and (2).
6. section 434 so far as it refers to inspectors appointed under section 432 as applied by regulation 18 above and this Schedule.
7. section 436 so far as it refers to inspectors appointed under section 432, and to section 434, as applied by regulation 18 above and this Schedule.
8. sections 437 to 439.
9. section 441 so far as it applies to inspectors appointed under section 432 as applied by regulation 18 above and this Schedule.
10. section 447, as if paragraph (1)(d) referred to any EEIG which is carrying on business in Great Britain or has at any time carried on business there, whether or not any such EEIG is a body corporate.
11. sections 448 to 452.
12. section 458.
13. Part XVIII relating to floating charges and receivers (Scotland).
14. section 694 as if it referred to—
 - (a) the registered name of an EEIG whose establishment is registered or is in the process of being registered under regulation 12 above with the necessary modifications;
 - (b) regulation 10 above as applied by regulation 12(7) in addition to section 26;
 - (c) in subsection (4)(a), a statement in Form EEIG 6; and
 - (d) in subsection (4)(b), a statement in Form EEIG 7.

15. section 697(2) as if it referred to an EEIG whose establishment is registered or is in the process of being registered under regulation 12 above.
 16. section 704(5).
 17. section 705(2).
 18. sections 706, 707 and 710(1) to (3) and (5) as if they referred to documents and particulars delivered to or furnished by the registrar under these Regulations.
 19. section 714(1) as if it referred to EEIGs or their establishments registered under these Regulations or in Northern Ireland.
 20. section 718(2) as if it included a reference to an EEIG registered in Great Britain under these Regulations.
 21. section 725.
 22. section 730 and Schedule 24 so far as they refer to offences under sections applied by regulation 18 above and this Schedule.
 23. section 731.
 24. sections 732 and 733 so far as they refer to sections 447 to 451 as applied by regulation 18 above and this Schedule.
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EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations make provisions in respect of European Economic Interest Groupings formed under article 1 of the Council Regulation (EEC) No. 2137/85, which provides a legal framework for groupings of natural persons, companies, firms and other legal entities to enable them to co-operate effectively when carrying on business activities across national frontiers within the European Community. Such groupings, which have their official address in Great Britain, when registered there under these Regulations are bodies corporate and their members have unlimited joint and several liability for the debts and liabilities of such groupings.

The EC Regulation is directly applicable in UK law but these Regulations are necessary for implementation in part of the Community obligations and for other purposes mentioned in section 2(2) of the European Communities Act 1972. In particular certain provisions are left for national law by the EC Regulation. Articles 35 and 36 provide that groupings shall be subject to national laws governing their winding up and the conclusion of their liquidation and insolvency and cessation of payments. Regulation 8 of these Regulations provides for modifications to Part V of the Insolvency Act 1986, where a grouping is wound up as an unregistered company under Part V. Accordingly the Court has power to wind up a grouping in the circumstances set out in articles 31 and 32 or the grouping may be wound up voluntarily in the circumstances set out in article 31; and a grouping is dissolved after 3 months of the receipt by the registrar of a notice of the conclusion of the liquidation, whether or not the grouping has been wound up by the Court.