
STATUTORY INSTRUMENTS

1992 No. 225

The Uncertificated Securities Regulations 1992

PART V

REGISTRATION AND THE APPROPRIATE REGISTER

CHAPTER I

Registration and Controllers

Controller's duty to issue proper instructions

35.—(1) If a controller held, or holds, an entitlement to a unit of a security at a date:

- (a) being a fixed register date of the company concerned; or
- (b) specified in a general call for instructions,

it is his or its duty to issue a proper instruction to register with respect to the entitlement (unless there was, or (as the case may be) is, a standing instruction extant with respect to the entitlement to which regulation 36(1) does not apply).

(2) Where a controller has failed to issue a proper instruction to register with respect to any entitlement for a periodic update of the appropriate register, the company shall register the controller's default nominee as holder of the unit to which the entitlement relates.

Having registered a default nominee under this paragraph, the company shall notify the controller concerned of the registration as soon as reasonably practicable.

Controller's duty to cancel standing instructions to register or transfer

36.—(1) Where a controller has issued a standing instruction to register a person as holder of a unit of an uncertificated security, it is his or its duty to notify the company if the entitlement concerned ceases to be held by him or it for that person.

(2) Such a notification shall be issued as soon as reasonably practicable after the entitlement is no longer so held.

(3) Upon receipt of such a notification, the company shall treat the standing instruction as no longer extant or, where the standing instruction relates to other entitlements not covered by the notification, as no longer extant to the extent of the entitlements covered by the notification.

Multiple instructions by controllers

37.—(1) Subject to the provisions of this regulation, a company shall not register a person as holding a unit of any uncertificated security in response to a proper instruction to register if the controller which has issued the instruction has, for the purposes of the periodic update of the register in question, purportedly issued such instructions with respect to more units of the security than there were entitlements held by that controller in respect of the security on the date by reference to which the register is to be updated.

(2) However before a company may refuse to register a person under paragraph (1) it must first have taken such steps as are reasonably practicable, if any, to call (in the case of a commercial or alternative company controller by means of a valid communication) for further proper instructions to register with respect to the entitlements held by that controller on the date by reference to which the register is to be updated.

Consequences of refusal of registration

38.—(1) Where a company refuses for any reason to register on the appropriate register a person as a holder of a unit of an uncertificated security in response to a proper instruction to register, it shall instead register, as the holder, the default nominee of the controller that issued the proper instruction to register that person.

(2) Having registered a default nominee under this regulation, the company shall notify the controller concerned of the registration as soon as reasonably practicable.

Amendment of particulars

39.—(1) A controller shall, by issuing an instruction to a company, amend the particulars set out in any proper instruction to register issued by him or it with respect to the name or address of the person registered or to be registered as holder if it is provided with appropriate evidence that there has been a change of the holder's name or address.

(2) A company may amend the appropriate register so as to reflect an instruction amended under this regulation other than at a periodic update of the register, if the instruction amended has already been acted upon.

(3) A company need not give effect to an instruction as amended under this regulation if the amending instruction is received so close to a periodic update of the register that it is not reasonably practicable to have regard to it.

Company to inform persons of controllers holding entitlements

40. Where an application is made in writing to a company by any person who provides satisfactory evidence that, by reason of proceedings (whether administrative or judicial) in contemplation or being taken with respect to a unit of a security of the company registered in the name of a specified holder, the person has reason to know the name and address of the controller that has instructed the registration of the holder, the company shall provide that information to the applicant as soon as reasonably practicable, together (where the controller is a company controller) with any address for service on that controller set out in the list maintained under regulation 9.

CHAPTER II

Maintenance of the Appropriate Register

Maintenance of the appropriate register

41.—(1) A company having in issue an uncertificated security shall maintain the appropriate register for that security in accordance with the provisions of this Chapter of this Part of these Regulations.

(2) The appropriate register for an uncertificated security shall be made up periodically and not, subject to regulations 39, 42, 72, 73 and 78, continuously.

Accordingly, subject to those regulations, no proper instruction to register received by a company may be given effect to other than at a periodic update of the appropriate register.

(3) A periodic update of an appropriate register for an uncertificated security shall be carried out:

- (a) after each general call for instructions; and
- (b) after each fixed register date of the company.

In each case the register shall be made up from the proper instructions to register the company has received in response to the general call or with respect to the fixed register date, together with any standing instructions that are extant.

(4) A periodic update of an appropriate register for an uncertificated security shall take the form of the preparation of a new version of the register; the new version shall supersede the old version of the register with effect from the completion of the update (and not with effect from any earlier date).

(5) Notwithstanding the provisions of any other regulation, a company shall not update an appropriate register under this regulation unless, at the date by reference to which the register is to be updated, the sum of the entitlements recorded on the operator's and company's records of entitlements reconciled with the total number of units of the relevant security then in issue or the records have been made to so reconcile as at that date by their amendment under regulations 72 and 73.

Transfer where transferor identified

42.—(1) Notwithstanding regulation 41, a company may amend the appropriate register for an uncertificated security other than at a periodic update if it is in receipt of a proper instruction to register in respect of a unit of the security which in addition identifies the person currently registered as holder of the unit concerned.

(2) However no such instruction may be acted upon by the company unless it has been issued by the same controller as issued the instruction to register the current holder.

(3) Subject to regulation 21(2), a company shall so amend the register if it is in receipt of such an instruction and the registered holder concerned is the default nominee of the instructing controller registered in that capacity; such an amendment is to be made as soon as is reasonably practicable after receipt of the instruction.

Register events

43.—(1) Where:

- (a) the appropriate register for an uncertificated security is to be utilised to determine a matter listed in Schedule 3 to these Regulations against a security of the kind in question; and
- (b) that matter is to be determined by reference to the appropriate register as it stands on a specified date,

it is the duty of the company (or, as the case may be, the directors of the company), if practicable, to use for the purpose a version of the appropriate register that has been updated by reference to a date not more than 5 days prior to the specified date.

(2) The use of the appropriate register to determine a matter listed in Schedule 3 in circumstances where paragraph (1) applies is known in these regulations as "a register event".

Fixed register dates

44.—(1) There shall be, for every uncertificated security, at least one day in every period of five weeks by reference to which the appropriate register for that security is to be updated under these Regulations, known in these Regulations as a "fixed register date".

(2) The fixed register dates for a security shall be agreed for each period of six calendar months between the Operator and the company concerned (or, failing such agreement assigned by the Operator to the company), at least 5 working days in advance of the start of the period.

(3) The fixed register dates so agreed or assigned for a period shall be published by the company in such form as the company reasonably considers is calculated to bring the dates to the notice of those persons likely to be interested in them.

(4) Notwithstanding that a fixed register date has been so agreed or assigned, that date shall be treated as cancelled if the company has issued a general call for instructions by reference to a date within 5 working days either side of the fixed register date and notifies the Operator, prior to receiving proper instructions to register with respect to the fixed register date, that it does not wish to receive such instructions.

General calls for instructions

45.—(1) A company may issue at any time a general call for instructions specifying a date by reference to which it proposes to update the appropriate register for a security.

A date specified in a general call shall be a date prior to the date on which the general call is issued, but may not be a date prior to the last date by reference to which the appropriate register was updated.

(2) The general call shall be issued:

- (a) to each commercial and alternative company controller which held entitlements on the date specified (other than a controller which issues only standing instructions to register), by means of the Operator's part of the system; and
- (b) to each primary company controller, in such form as may be agreed between the company and the controller or, failing such agreement, in writing.

Right of controllers to trigger general call for instructions

46.—(1) A company shall, having received a requisition by one or more controllers under this regulation, forthwith issue a general call for instructions with respect to a security.

(2) A requisition under this regulation may be given by one or more controllers provided that in doing so they rely upon entitlements held by them amounting in number, at the date the requisition is made, to one tenth or more of the units of the security in question than in issue.

(3) It is the duty of a controller to make, or join in, a requisition under this regulation in reliance on an entitlement held by him or it if, but only if, he or it has been instructed to do so by the account holder for whom the entitlement is held.

(4) A requisition under this regulation must be signed by each of the requisitionists by a person authorised by him or it to do so, and is made when deposited at the company's registered office.

CHAPTER III

Winding Up

Commencement of winding up

47.—(1) This regulation applies from the commencement of the winding up, within the meaning of the Insolvency Act 1986, of a company which has in issue an uncertificated security and for as long as any winding up proceedings under that Act may subsist.

(2) An appropriate register for an uncertificated security of the company may only be updated (whether periodically or otherwise), or otherwise amended, with (in the case of a voluntary liquidation) the consent of the liquidator of the company or (in the case of a compulsory winding up) the court seised of the winding up proceedings in relation to the company.

Where an appropriate register has been updated or amended without such consent, the update shall be void save and to the extent it is ratified by (in the case of a voluntary liquidation) the liquidator or

(in the case of a compulsory winding up) the court seized of the winding up proceedings in relation to the company.

(3) Regulations 43 to 46 shall not apply.