

SCHEDULE 4

Regulations 85 and 88

[^{F1}Modifications of the Companies Acts etc]

F1 Sch. 4 heading substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(12)** (with reg. 2)

F2 1.

F2 Sch. 4 para. 1 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(2)** (with reg. 2)

Modifications applying on or after registration

[^{F3}2. A reference to a company’s incorporation shall be construed as a reference to the registration of the documents delivered with the application for registration under regulation 85.]

F3 Sch. 4 para. 2 substituted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **35**

3. A reference to documents delivered under **[^{F4}the 2006 Act]** shall be taken to include a reference to documents delivered under regulation 85.

F4 Words in Sch. 4 para. 3 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(4)** (with reg. 2)

4.—(1) A reference to a company’s certificate of incorporation shall be construed as a reference to the certificate given under regulation 87(3).

(2) A requirement for the registrar of companies to issue a certificate of incorporation to a company shall—

(a) be construed as a requirement to issue a certificate of registration similar to the certificate under regulation 87(3), and

(b) apply with such other modifications as the registrar considers necessary in consequence of paragraph (a).

[^{F5}5. The converting **[^{F6}UK Societas]** is treated as if it had been formed (as well as registered) under the 2006 Act.]

F5 Sch. 4 para. 5 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(5)** (with reg. 2)

F6 Words in Sch. 4 para. 5 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **47(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Effect of registration

6. **[^{F7}Section 16 of the 2006 Act]** (effect of registration) shall not apply.

Changes to legislation: There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, SCHEDULE 4. (See end of Document for details)

F7 Words in Sch. 4 para. 6 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(6)** (with reg. 2)

7. [^{F8}Section 112(1) of the 2006 Act] (definition of “member”) shall not apply.

F8 Words in Sch. 4 para. 7 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(7)** (with reg. 2)

F7 Words in Sch. 4 para. 6 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(6)** (with reg. 2)
F8 Words in Sch. 4 para. 7 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(7)** (with reg. 2)

^{F9}8.

F9 Sch. 4 para. 8 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(8)** (with reg. 2)

Certificate as to share capital

9. The following provisions shall not apply—
- (a) [^{F10}section 761 of [^{F11}the 2006 Act]] (public company share capital requirements), ^{F12}...
 - (b) section 122(1)(b) of the Insolvency Act 1986 (winding up by the court: lack of certificate under [^{F10}section 761 of [^{F11}the 2006 Act]]).
 - [^{F13}(c) Article 102(1)(b) of the Insolvency (Northern Ireland) Order 1989 (which corresponds to section 122(1)(b) of the Insolvency Act 1986).]

F10 Words in Sch. 4 para. 9(a)(b) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(9)(b)** (with arts. 6, 11, 12)
F11 Words in Sch. 4 para. 9 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(9)(a)** (with reg. 2)
F12 Word in Sch. 4 para. 9(a) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(9)(b)** (with reg. 2)
F13 Sch. 4 para. 9(c) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(9)(c)** (with reg. 2)

^{F14}10.

F14 Sch. 4 para. 10 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(10)** (with reg. 2)

Accounting Reference Date

11. No modification made under this Schedule shall affect the determination of the accounting reference date of a converting [^{F15}UK Societas] by the application of [^{F16}section 391(4) of [^{F17}the

2006 Act]], by virtue of Article 61 of the EC Regulation, or of regulation 83 prior to the registration of the converting [^{F15}UK Societas] under regulation 87.

- F15** Words in Sch. 4 para. 11 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **47(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F16** Words in Sch. 4 para. 11 substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(9)(c)** (with arts. 6, 11, 12)
- F17** Words in Sch. 4 para. 11 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(11)** (with reg. 2)

Changes to legislation:

There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, SCHEDULE 4.