

2014 No. 2382

COMPANIES

The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014

<i>Made</i>	- - - -	<i>5th September 2014</i>
<i>Laid before Parliament</i>		<i>9th September 2014</i>
<i>Coming into force</i>	- -	<i>1st October 2014</i>

The Secretary of State is a Minister designated for the purposes of section 2(2) of the European Communities Act 1972(a) in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation(b).

The Secretary of State makes the following Regulations in exercise of the powers conferred by section 2(2) of the European Communities Act 1972.

Citation and commencement

1. These Regulations may be cited as the European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 and come into force on 1st October 2014.

Amendment of the European Economic Interest Grouping Regulations 1989

2. The European Economic Interest Grouping Regulations 1989(c) are amended as follows.

3. In regulation 2 omit paragraph (2)(d).

4. In regulation 4(1)(e), for “in Form EE MP01 in pursuance of regulation 13(1B) below” substitute “in pursuance of regulation 13(2)”.

5.—(1) Regulation 5(f) is amended as follows.

(2) In paragraph (1) omit “in Form EE AP02”.

(3) For paragraph (3) substitute—

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- (a) 1972 c.68. Section 2(2) was amended by section 27(1) of the Legislative and Regulatory Reform Act 2006 (c.51) and by section 3 of, and Part 1 of the Schedule to, the European Union (Amendment) Act 2008 (c. 7).
- (b) S.I. 2007/193.
- (c) S.I. 1989/638.
- (d) Paragraph (2) of regulation 2 was amended by regulation (5)(3) of S.I. 2009/2399. There are other instruments amending regulation 2 but none is relevant.
- (e) Regulation 4 was amended by regulation 7 of S.I. 2009/2399.
- (f) Regulation 5 was amended by regulation 9 of S.I. 2009/2399.

“(3) Where a notice is required to be delivered to the registrar under article 7(d) of the EC Regulation, the notice must contain—

- (a) in the case of an individual, the particulars specified in section 163 of the 2006 Act,
- (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 164 of the 2006 Act, and section 163 of that Act in respect of the person authorised to represent the manager, and
- (c) a consent by the person appointed to act as a manager of the EEIG so to act.”

(4) In paragraph (3A), for “(3)(b)” substitute “(3)”.

(5) In paragraph (3B), for “(3)(b)” substitute “(3)”.

(6) After paragraph (3B) insert—

“(3C) A notice required to be delivered to the registrar under article 7(d) of the EC Regulation must state the date of the manager’s appointment.

(3D) Notice of any changes to the particulars of a manager delivered under paragraph (3) must be delivered to the registrar stating the manager’s name registered prior to the change and the date on which the change took place.

(3E) Notice of the termination of any manager’s appointment required to be delivered to the registrar under article 7(d) of the EC Regulation must state the manager’s name and the date on which the termination took place.

(3F) Regulation 13 shall have effect for the purpose of the delivery of the notices required to be delivered to the registrar under this regulation.”

6.—(1) Regulation 9(a) is amended as follows.

(2) For paragraph (2) substitute—

“With the contract there must be delivered an application for registration containing—

- (a) a statement of the names and particulars set out in article 5 of the EC Regulation, and
- (b) a statement that all the requirements of these Regulations and of the EC Regulation as to registration have been complied with.”

(3) In paragraph (3), for the words from “in respect of” to “Form EE FM01”, substitute “as to registration have been complied with but the registrar may accept a statement under paragraph (2)(b)”.

(4) In paragraph (9), for “on receipt of a registration form in Form EE FM01 containing” substitute “where the following have been delivered to the registrar with the application for registration”.

(5) In paragraph (10)—

- (a) for “stated on Form EE FM01”, substitute “as notified to the registrar,”, and
- (b) for “stated on Form EE MP01”, substitute “notified to the registrar”.

7.—(1) Regulation 12(b) is amended as follows.

(2) At the end of paragraph (2)(a), omit “and”.

(3) For paragraph (2)(b) substitute—

“(b) an application for registration containing the following particulars—

- (i) a statement of the names and particulars set out in articles 5 and 10 of the EC Regulation;

(a) Regulation 9 was amended by regulation 12 of S.I. 2009/2399.

(b) Regulation 12 was amended by regulation 15 of S.I. 2009/2399.

- (ii) the name of the Member State in which the official address of the EEIG is situated; and
 - (iii) the address of the EEIG's establishment being registered in the United Kingdom; and"
- (4) After paragraph (2)(b) insert—
- “(c) a statement that all the requirements of these Regulations and of the EC Regulation as to registration have been complied with.”
- (5) After paragraph (2) insert—
- “(2A) An application under paragraph (2)(b) may also contain a statement under regulation 12A(2).”
- (6) In paragraph (4), for the words from “in respect of” to “Form EE FM02” substitute “as to registration have been complied with but the registrar may accept a statement under paragraph (2)(c)”.

8. In regulation 12A(a), for paragraphs (2) and (3) substitute—

“(2) The EEIG may at any time deliver to the registrar a statement specifying a name, other than its grouping name, under which it proposes to carry on business in the United Kingdom.

(3) A statement under paragraph (2) must contain the following particulars—

- (a) the EEIG's registered number and name;
- (b) the Member State in which the EEIG's official address is situated;
- (c) the proposed name; and
- (d) in cases where a duty arises under section 56 of the 2006 Act (as it applies in accordance with regulation 10) to seek comments of a specified government department or other body regarding the proposed name, a statement that such a request has been made and a copy of any response received.

(3A) An EEIG that has delivered a statement under paragraph (2) may at any time deliver to the registrar a further statement specifying a name, other than its grouping name, under which it proposes to carry on business in the United Kingdom.

(3B) The statement under paragraph (3A) must contain the particulars specified in subparagraphs (a) to (d) of paragraph (3).”

9. For regulation 13(b) substitute—

“Delivery of documents

13.—(1) This regulation applies to the documents and particulars which are—

- (a) referred to in paragraphs (a) to (j) of article 7 of the EC Regulation, and
- (b) are required to be filed in the United Kingdom in accordance with these Regulations.

(2) The documents and particulars referred to in paragraph (1) must be delivered to the registrar—

- (a) in the case of an EEIG whose official address is in the United Kingdom, within 15 days of the event to which the document in question relates;
- (b) in the case of an EEIG whose official address is outside the United Kingdom, within 30 days of such event.

(3) The following must be delivered to the registrar with any documents and particulars under paragraph (1)—

(a) Regulation 12A was inserted by regulation 16 of S.I. 2009/2399.
 (b) Regulation 13 was amended by regulation 17 of S.I. 2009/2399.

- (a) particulars of the EEIG's registered number and name, and the Member State in which the official address of the EEIG is situated, and
 - (b) a translation into English of any documents and particulars being delivered, or any part of those documents and particulars that are not in English, certified as an accurate translation.
- (4) Where a notice is filed in accordance with article 7(b) of the EC Regulation—
- (a) the notice must contain particulars of the address at which the establishment has been set up or closed, and
 - (b) where the EEIG's official address is not in the United Kingdom, and following the opening or closure of the establishment the EEIG will have more than one address in the UK, the notice may contain particulars of an address in the United Kingdom at which the EEIG wishes to receive correspondence.

(5) If an EEIG fails to comply with any provision of this regulation, the EEIG, and any officer of the EEIG 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.”

10. Schedule 2(a) is revoked.

Amendment of the European Public Limited-Liability Company Regulations 2004

11. The European Public Limited-Liability Company Regulations 2004(b) are amended as follows.

12. For regulation 5(c) substitute—

“Registration of an SE formed by merger in accordance with Article 2(1)

5.—(1) Where it is proposed to register an SE formed by merger in accordance with Article 2(1), there must be delivered to the registrar an application for registration together with—

- (a) a copy of the statutes of the proposed SE, and
- (b) a copy of a court order from the relevant competent authority under regulation 75(c) confirming compliance with the requirements of Article 26.

(2) The application must contain the following particulars in respect of each public limited-liability company merging to form the proposed SE—

- (a) its name;
- (b) its registered number (if any);
- (c) its registered office address;
- (d) the Member State in which it is registered; and
- (e) the address of the registry where its documents are filed.

(3) The application must also contain—

- (a) a statement of whether the merger is by acquisition or by the formation of a new SE, and in cases where the merger is by acquisition, which of the merging companies is the acquiring company;
- (b) a statement of the SE's name and registered office address (see regulation 10A);

(a) Schedule 2 was amended by regulation 22 of, and the schedule to, S.I. 2009/2399.

(b) S.I. 2004/2326, amended by S.I. 2009/2400.

(c) Regulation 5 was amended by regulation 6 of S.I. 2009/2400.

- (c) a statement of proposed members (see regulation 10B); and
- (d) a statement of subscribed capital (see regulation 10C).”

13. For regulation 6(a) substitute—

“Registration of the formation of a holding SE in accordance with Article 2(2)

6.—(1) Where it is proposed to register a holding SE formed in accordance with Article 2(2), there must be delivered to the registrar an application for registration together with—

- (a) a copy of the statutes of the proposed holding SE;
- (b) copies of the written report or reports by independent experts given in accordance with Article 32(4);
- (c) a copy of the resolution of each promoting company approving the draft terms for the formation of the proposed holding SE in accordance with Article 32(6);
- (d) if rights are reserved under Article 32(6), a copy of the resolution of each promoting company giving express ratification of the employee involvement arrangements; and
- (e) a statement of compliance (see regulation 11A).

(2) The application must contain the following particulars in respect of each company promoting the formation of the proposed holding SE—

- (a) its name;
- (b) its registered number (if any);
- (c) its registered office address;
- (d) the Member State in which it is registered; and
- (e) the address of the registry where its documents are filed.

(3) The application must also contain—

- (a) a statement of the SE’s name and address (see regulation 10A);
- (b) a statement of its proposed members (see regulation 10B);
- (c) a statement of subscribed capital (see regulation 10C); and
- (d) an employee involvement statement (see regulation 10D) made—
 - (i) in the case of a statement under paragraph 10D(2), on behalf of the special negotiating body and by a proposed member of the management or administrative organ of the proposed SE; or
 - (ii) in the case of a statement under paragraph 10D(3), by a proposed member of the management or administrative organ of the proposed SE.

(4) The application must also contain the following particulars in respect of the formation of the holding SE—

- (a) the dates on which the draft terms for the formation of the proposed SE were publicised in accordance with Article 32(3);
- (b) the dates on which the written reports delivered with the application in accordance with paragraph (1)(b) were drawn up in accordance with Articles 32(4) and (5) and particulars of who drew them up; and
- (c) the dates on which the draft terms of formation of the SE were approved under Article 32(6) in general meetings of the promoting companies and whether such general meetings—

(a) Regulation 6 was amended by regulation 6 of S.I. 2009/2400.

- (i) did not reserve the right to make registration of the proposed SE conditional upon its or their express ratification of the employee involvement arrangements in accordance with the EC Directive, or
- (ii) did make the reservation set out in sub-paragraph (i) but ratified the employee involvement arrangements (specifying the dates on which such ratifications occurred).”

14. For regulation 7(a) substitute—

“Registration of the formation of a subsidiary SE in accordance with Article 2(3)

7.—(1) Where it is proposed to register a subsidiary SE formed in accordance with Article 2(3), there must be delivered to the registrar an application for registration together with—

- (a) a copy of the statutes of the proposed subsidiary SE, and
- (b) a statement of compliance (see regulation 11A).

(2) The application must contain the following particulars in respect of each company or firm forming the proposed subsidiary SE—

- (a) its name;
- (b) its registered number (if any);
- (c) its registered office address;
- (d) the Member State in which it is registered; and
- (e) the address of the registry where its documents are filed.

(3) The application must also contain—

- (a) a statement of the SE’s name and registered office address (see regulation 10A);
- (b) a statement of its proposed members (see regulation 10B);
- (c) a statement of subscribed capital (see regulation 10C); and
- (d) an employee involvement statement (see regulation 10D) made—
 - (i) in the case of a statement under paragraph 10D(2), on behalf of the special negotiating body and by a proposed member of the management or administrative organ of the proposed subsidiary SE, or
 - (ii) in the case of a statement under paragraph 10D(3), by a proposed member of the management or administrative organ of the proposed subsidiary SE.”

15. For regulation 8(b) substitute—

“Registration of an SE by the transformation of a public company in accordance with Article 2(4)

8.—(1) Where it is proposed to register an SE by the transformation of a public company in accordance with Article 2(4), there must be delivered to the registrar an application for registration together with—

- (a) a copy of the statutes of the proposed SE;
- (b) a copy of the report explaining and justifying the legal and economic aspects of the conversion in accordance with Article 37(4);
- (c) copies of the certificates made in accordance with Article 37(6);
- (d) a copy of the resolution approving the draft statutes and draft terms of conversion to SE of the public company in accordance with Article 37(7); and

(a) Regulation 7 was amended by regulation 8 of S.I. 2009/2400.
 (b) Regulation 8 was amended by regulation 9 of S.I. 2009/2400.

- (e) a statement of compliance (see regulation 11A).
- (2) The application must state—
 - (a) the public company’s registered number and name;
 - (b) the date on which the certificate was prepared in accordance with Article 37(6); and
 - (c) the date on which the general meeting of the public company approved the draft terms of conversion in accordance with Article 37(7).
- (3) The application must also contain —
 - (a) a statement of the SE’s name and registered office address (see regulation 10A);
 - (b) a statement of its proposed members (see regulation 10B);
 - (c) a statement of subscribed capital (see regulation 10C); and
 - (d) an employee involvement statement (see regulation 10D) made—
 - (i) in the case of a statement under paragraph 10D(2), on behalf of the special negotiating body and by a director of the public company; or
 - (ii) in the case of a statement under paragraph 10D(3), by a director of the public company.”

16. For regulation 9(a) substitute—

“Registration of an SE formed as the subsidiary of an SE in accordance with Article 3(2)

9.—(1) Where it is proposed to register an SE formed as the subsidiary of an SE in accordance with Article 3(2), there must be delivered to the registrar an application for registration together with—

- (a) a copy of the statutes of the proposed subsidiary SE; and
- (b) a statement of compliance (see regulation 11A).

(2) The application must contain the following particulars in respect of each subscribing SE—

- (a) its name;
- (b) its registered number (if any);
- (c) its registered office address;
- (d) the Member State in which it is registered; and
- (e) the address of the registry where its documents are filed.

(3) The application must also contain—

- (a) a statement of the new SE’s name and registered office address (see regulation 10A);
- (b) a statement of its proposed members (see regulation 10B);
- (c) a statement of subscribed capital (see regulation 10C); and
- (d) an employee involvement statement (see regulation 10D) made—
 - (i) in the case of a statement under paragraph 10D(2), on behalf of the special negotiating body and by a proposed member of the management or administrative organ of the proposed subsidiary SE; or
 - (ii) in the case of a statement under paragraph 10D(3), by a proposed member of the management or administrative organ of the proposed subsidiary SE.”

(a) Regulation 9 was amended by regulation 10 of S.I. 2009/2400.

17. For regulation 10(a) substitute—

“Registration of an SE on the transfer of its registered office to the United Kingdom in accordance with Article 8

10.—(1) Where it is proposed to transfer to the United Kingdom the registered office of an SE whose registered office is situated in another Member State, there must be delivered to the registrar an application for registration together with—

- (a) a copy of the statutes of the SE; and
- (b) a copy of the certificate issued in accordance with Article 8(8).

(2) The application must contain the following particulars—

- (a) the SE’s name and registered number (if any);
- (b) the date of the SE’s current registration;
- (c) the SE’s current registered office address and the Member State in which this is situated;
- (d) the name and address of the SE’s current registry;
- (e) the SE’s principal business activities; and
- (f) the date of the last balance sheet drawn up prior to the proposed transfer to the United Kingdom or, where no such balance sheet was drawn up, the date of formation of the SE.

(3) The application must also contain—

- (a) a statement of the SE’s registered office address on transfer and any new name (see regulation 10A); and
- (b) a statement of its proposed members (see regulation 10B).

(4) For the purpose of paragraph (2)(e), the information as to the SE’s principal business activities may be given by reference to one or more categories of any system of classifying business activities prescribed pursuant to section 855(3) of the 2006 Act.”

18. After regulation 10 insert—

“Statement of SE’s name and registered office address

10A.—(1) Any statement of the SE’s name and registered office address required to be delivered to the registrar under regulations 5 to 10 must, in cases where a duty arises under section 56 of the 2006 Act to seek the view of a specified government department or other body regarding the SE’s name, contain a statement that such a request has been made and a copy of any response received.

(2) In the case of an application under regulation 10, it is not obligatory to propose a new name on transfer of the SE.

Statement of proposed members

10B.—(1) The statement of proposed members required to be delivered to the registrar under regulations 5 to 10 must contain the following particulars in respect of the persons who are to be (or in the case of regulation 10, are) the members of the SE—

- (a) in the case of an individual, the particulars specified in section 163 of the 2006 Act and the member’s usual residential address;
- (b) in the case of body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 164 of the 2006 Act.

(a) Regulation 10 was amended by regulation 11 of S.I. 2009/2400.

(2) The statement must also contain—

- (a) an indication, where applicable, that an application is being made, or has been granted, for an exemption to the disclosure of a usual residential address under section 243 of the 2006 Act; and
- (b) a consent by each of the persons named a proposed member to act as a member of the SE.

(3) Subsections (2) to (4) of section 163 of the 2006 Act apply for the purposes of paragraph (1)(a) above as they apply for the purposes of that section.

(4) For the purposes of paragraph (1) a person's service address may be stated to be "The SE's Registered Office".

(5) Any consent under paragraph (2)(b) must state—

- (a) in the case of an SE which has adopted the form of a two-tier system in its statutes, whether the consent is to act as a member of—
 - (i) the supervisory organ, or
 - (ii) the management organ; and
- (b) in the case of an SE which has adopted the form of a one-tier system in its statutes, that the consent is to act as a member of the administrative organ.

Statement of subscribed capital

10C.—(1) The statement of subscribed capital required to be delivered to the registrar under regulations 5 to 9 must contain the following particulars in respect of the subscribed capital of the proposed SE—

- (a) the subscribed capital in pounds sterling or in euros;
- (b) the subscribed capital in other currencies, specifying any such currencies;
- (c) confirmation that the total subscribed capital is in accordance with Article 4(2); and
- (d) the principal business activities of the proposed SE.

(2) For the purpose of paragraph (1)(d), the information as to the principal business activities of the proposed SE may be given by reference to one or more categories of any system of classifying business activities prescribed pursuant to section 855(3) of the 2006 Act.

Employee involvement statement

10D.—(1) The employee involvement statement required to be delivered to the registrar under regulations 6 to 9 must contain either a statement under paragraph (2) or a statement under paragraph (3) of this regulation.

(2) An employee involvement statement under this paragraph is a statement that—

- (a) there are no outstanding disputes concerning employee involvement under the Great Britain Regulations or, where applicable, the Northern Ireland Regulations, or any equivalent legislation of any other relevant Member State implementing the EC Directive; and
- (b) where applicable, the relevant entities have fulfilled their obligations in accordance with the Great Britain Regulations or the Northern Ireland Regulations as appropriate, and that—
 - (i) an employee involvement agreement has been reached in accordance with regulation 15 of the Great Britain Regulations or, as the case may be, regulation 15 of the Northern Ireland Regulations;
 - (ii) the special negotiating body established under regulations 8 to 41 of the Great Britain Regulations or, as the case may be, regulations 8 to 39 of the Northern

Ireland Regulations, has taken the decision in accordance with regulation 17 of the Great Britain Regulations or, as the case may be, regulation 17 of the Northern Ireland Regulations, not to open, or to terminate, the negotiations but instead to rely upon national rules for information and consultation; or

(iii) it has been agreed to apply the standard rules on employee involvement in accordance with regulation 19 of the Great Britain Regulations or, as the case may be, regulation 19 of the Northern Ireland Regulations.

(3) An employee involvement statement under this paragraph is a statement that—

- (a) there are no outstanding disputes concerning employee involvement under the Great Britain Regulations, Northern Ireland Regulations, or any equivalent legislation of any other relevant Member State implementing the EC Directive;
- (b) the relevant companies or SEs have fulfilled their obligations under these Regulations;
- (c) no employee involvement agreement has been reached in the timeframe specified in regulation 14 of the Great Britain Regulations, or as the case may be, regulation 14 of the Northern Ireland Regulations, and no decision has been taken in accordance with regulation 17 of the Great Britain Regulations or, as the case may be, regulation 17 of the Northern Ireland Regulations, not to open, or to terminate, negotiations; and
- (d) that the standard rules on employee involvement in accordance with regulation 19 of the Great Britain Regulations or, as the case may be, regulation 19 of the Northern Ireland Regulations, will therefore apply.

(4) In this regulation—

- (a) “Great Britain Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009(a); and
- (b) “Northern Ireland Regulations” means the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009(b).”

19. For regulation 11(c) substitute—

“Certificate of the competent authority under Article 8(8)

11.—(1) Where it is proposed to transfer the registered office of an SE from the United Kingdom to another Member State, there must be delivered to the registrar an application for the issue by the Secretary of State of a certificate under Article 8(8), together with—

- (a) a copy of the general meeting resolution approving the transfer of the SE;
- (b) the statement of solvency required by regulation 72;
- (c) a copy of the report required by Article 8(3); and
- (d) a statement of compliance.

(2) The application must contain the following particulars—

- (a) the SE’s name and registered number;
- (b) any proposed new name for the SE on transfer;
- (c) the name of the Member State to which it is proposed that the SE transfer and the address of that Member State’s registry;
- (d) the proposed registered office address of the SE on transfer;
- (e) the principal business activities of the SE;

(a) S.I. 2009/2401, amended by S.I. 2010/93, S.I. 2013/1956, S.I. 2014/386, S.I. 2014/431.

(b) S.I. 2009/2402, amended by S.I. 2011/350.

(c) Regulation 11 was amended by regulation 12 of S.I. 2009/2400.

- (f) the date on which the report required by Article 8(3) was drawn up in accordance with that Article; and
- (g) the date on which the general meeting of the SE approved the transfer proposal in accordance with Article 59.

(3) The registrar must deliver any application and other documents received under paragraph (1) to the Secretary of State for the Secretary of State to consider the issue of a certificate under Article 8(8).

(4) For the purpose of paragraph (2)(e), the information as to the principal business activities of the SE may be given by reference to one or more categories of any system of classifying business activities prescribed pursuant to section 855(3) of the 2006 Act.”

20. After regulation 11 insert—

“Statement of compliance

11A.—(1) The statement of compliance required to be delivered to the registrar with an application for registration of a formation, transformation or transfer of an SE under regulations 6, 7, 8, 9 and 11 is a statement that all the requirements of these Regulations and the EC Regulation in respect of such formation, transformation or transfer (including as to registration) have been complied with.

(2) The registrar and Secretary of State may accept the statement of compliance as sufficient evidence of compliance.”

21. In regulation 13A(2)(b) omit—

- (a) “in respect of any of the Forms mentioned”; and
- (b) “with Form SE CV01”.

22.—(1) Regulation 15 is amended as follows.

(2) In the heading, for “sent to the registrar or the Secretary of State” substitute “delivered to the registrar”.

(3) In sub-paragraph (a), for “registration form sent” substitute “application for registration delivered”.

(4) In sub-paragraph (b), for “transfer form sent to the Secretary of State” substitute “application delivered to the registrar”.

(5) In sub-paragraph (c), for “, specified in such a form” substitute “required to be delivered with such an application”.

(6) In sub-paragraph (d), for “sent” substitute “delivered”.

23. For regulation 68(a) substitute—

“Publication of terms of transfer, formation and conversion (Articles 8(2), 32(3) and 37(5))

68.—(1) Where a transfer proposal is drawn up under Article 8(2), a notice of the transfer proposal must be delivered to the registrar.

(2) The notice under paragraph (1) must contain—

- (a) the SE’s name and registered number, and
- (b) a copy of the proposal.

(3) The registrar must cause notice of the receipt of the copy of the proposal under paragraph (2)(b) to be published in the Gazette.

(a) Regulation 68 was amended by regulation 20 of S.I. 2009/2400.

(4) Where draft terms for the formation of a holding SE, whether or not its registered office is to be in the United Kingdom, are drawn up under Article 32(2), notice of the draft terms must be delivered to the registrar.

(5) The notice under paragraph (4) must contain—

- (a) the company's name and registered number, and
- (b) a copy of the draft terms.

(6) The registrar must cause notice of the receipt of the copy of the draft terms under paragraph (5)(b) to be published in the Gazette.

(7) Where draft terms for the conversion of a public company into an SE are drawn up under Article 37(4), notice of the draft terms must be delivered to the registrar.

(8) The notice under paragraph (7) must contain—

- (a) the registered number and name of the public company, and
- (b) a copy of the draft terms.

(9) The registrar must cause notice of the receipt of the copy of the draft terms under paragraph (8)(b) to be published in the Gazette.”

24.—(1) Regulation 70(a) is amended as follows.

(2) In paragraph (1) omit “in the Form SE SC01 set out in Schedule 1”.

(3) After paragraph (1) insert—

“(1A) A notice under paragraph (1) must contain—

- (a) the company's name and registered number, and
- (b) the proposed name of the holding SE.”

25. In regulation 72(b), for paragraph (6) substitute—

“(6) The statement required by this regulation must contain the following particulars—

- (a) details of the SE's name and registered number;
- (b) any proposed new name of the SE;
- (c) the proposed date of transfer of the SE; and
- (d) confirmation that the liabilities referred to in paragraph (5) were taken into account in forming the statement.”

26. In regulation 77, for “the Form, and the documents accompanying it, delivered to the Secretary of State”, substitute “the application and documents delivered to the registrar”.

27.—(1) Regulation 80C(c) is amended as follows.

(2) In paragraph (1) omit “and the date when it occurred, in whichever of the Forms SE AP01, SE AP02, SE TM01, SE CH01 or SE CH02 set out in Schedule 1 is appropriate”.

(3) After paragraph (1) insert—

“(1A) Any notice given under paragraph (1) must contain the following particulars—

- (a) the SE's name and registered number; and
- (b) the date on which the change occurred.”

(4) After paragraph (3) insert—

“(3A) Where notice is given of a change of a member's particulars, or the termination of the appointment of a member, the notice must contain particulars of the name currently appearing on the SE's register of SO members.

(a) Regulation 70 was amended by regulation 22 of S.I. 2009/2400.
(b) Regulation 72 was amended by regulation 23 of S.I. 2009/2400.
(c) Regulation 80C was inserted by regulation 28 of S.I. 2009/2400.

(3B) Where notice is given of a new member's usual residential address or a change of a member's usual residential address, the notice must contain an indication, where applicable, that an application is being made, or has been granted, for an exemption to the disclosure of a usual residential address under section 243 of the 2006 Act."

28.—(1) Regulation 82(a) is amended as follows.

(2) For paragraph (1) substitute—

“(1) Where, under Articles 59(3) and 65, publication by the registrar in the Gazette of the events described in those Articles is required by regulation 71(1)—

- (a) in the case of Article 59(3), notice of the amendments must be delivered to the registrar within 14 days of the adoption of those amendments together with a copy of the amendments;
- (b) in the case of Article 65, notice of the relevant event must be delivered to the registrar by the SE within 14 days of the occurrence of the event.

(1A) A notice under paragraph (1)(a) or (b) must contain the following particulars—

- (a) the SE's name and registered number; and
- (b) the date on which—
 - (i) in the case of a notice under paragraph (1)(a), the amendments came into effect, or
 - (ii) in the case of a notice under paragraph (1)(b), the event occurred."

29. For regulation 85(b) substitute—

“Registration of a public company by the conversion of an SE

85.—(1) Where it is proposed to convert an SE to a public company in accordance with Article 66, there must be delivered to the registrar an application for registration together with—

- (a) a copy of the report drawn up in accordance with Article 66(3);
- (b) a copy of every experts' certificate in accordance with Article 66(5);
- (c) a copy of the proposed articles of association of the proposed public company;
- (d) a copy of the resolution approving the conversion of the converting SE into a public company in accordance with Article 66(6); and
- (e) a statement of compliance (see regulation 85A).

(2) The application must contain the following particulars—

- (a) the converting SE's name and registered number;
- (b) the proposed name of the public company;
- (c) in cases where a duty arises under section 56 of the 2006 Act to seek the view of a specified government department or other body regarding the proposed name of the public company, a statement that such a request has been made and a copy any response received; and
- (d) the proposed registered office address of the public company and whether that office is to be situated in England and Wales (or Wales), in Scotland or in Northern Ireland.

(3) The application must also contain the following particulars in respect of the persons who are to be the first directors of the public company—

(a) Regulation 82 was amended by regulation 30 of S.I. 2009/2400.
(b) Regulation 85 was amended by regulation 32 of S.I. 2009/2400.

- (a) in the case of an individual, the particulars specified in section 163 of the 2006 Act and the director's usual residential address;
 - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 164 of the 2006 Act.
- (4) Subsections (2) to (5) of section 163 of the 2006 Act apply for the purposes of paragraph (3)(a) as they apply for the purposes of that section.
- (5) Any notification of the proposed directors of a converting SE must also contain—
- (a) an indication, where applicable, that an application is being made, or has been granted, for an exemption to the disclosure of a usual residential address under section 243 of the 2006 Act; and
 - (b) a consent by each of the persons named as a proposed director to act as a director of the proposed public company.
- (6) The application must also contain the following particulars in respect of the person who is (or persons who are) to be the first secretary (or joint secretaries) of the public company—
- (a) in the case of an individual, the particulars specified in section 277 of the 2006 Act,
 - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed, the particulars specified in section 278 of the 2006 Act, and
 - (c) a consent by each of the persons to act as a secretary of the proposed public company,
- save that, if all the partners in a firm are to be joint secretaries, consent may be given by one partner on behalf of all of them.
- (7) Subsections (2) to (5) of section 277 of the 2006 Act apply for the purposes of paragraph (6)(a) and subsection (2) of section 278 of the 2006 Act applies for the purposes of paragraph (6)(b) as they apply for the purposes of those subsections.
- (8) The application must contain a statement of capital in respect of the converting SE.
- (9) For the purpose of paragraph (8), a statement of capital means a statement of—
- (a) the total number of shares of the converting SE;
 - (b) the aggregate nominal value of those shares; and
 - (c) for each class of shares—
 - (i) particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class; and
 - (d) the amount to be paid up and the amount (if any) to be unpaid on each share (whether on account of the nominal value of the share or by way of premium).
- (10) For the purpose of paragraph (9)(c)(i), the particulars are—
- (a) particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances;
 - (b) particulars of any rights attached to the shares, as respects dividends, to participate in a distribution;
 - (c) particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up); and
 - (d) whether the shares are to be redeemed, or are liable to be redeemed, at the option of the company or the shareholder.
- (11) The application must also contain a statement of the dates on which—
- (a) the converting SE was registered;
 - (b) the report was drawn up in accordance with Article 66(3);

- (c) the experts' certificates were drawn up in accordance with Article 66(5); and
 - (d) the approval of the conversion took place in accordance with Article 66(6).
- (12) In this Part the SE is referred to as the “converting SE”.”

30. After regulation 85 insert—

“Statement of compliance

85A.—(1) The statement of compliance required to be delivered with an application for registration under regulation 85 is a statement that all the requirements of these Regulations and the EC Regulation in respect of the conversion of an SE into a public company (including as to registration) have been complied with.

(2) The registrar may accept the statement of compliance as sufficient evidence of compliance.”

31.—(1) Regulation 86(a) is amended as follows.

(2) Regulation 86 is renumbered as paragraph (1) of that regulation and in that paragraph as so renumbered for “a copy of such draft terms accompanied by Form SE DT03 set out in Schedule 1” substitute “a notice, together with a copy of the draft terms,”.

(3) After paragraph (1) as so renumbered, insert—

“(2) A notice under paragraph (1) must contain the following particulars—

- (a) the SE’s name and registered number; and
- (b) the proposed name of the public company.”

32. In regulation 87(b), for paragraph (1) substitute—

“(1) As from the date on which the application for registration is delivered to the registrar under regulation 85, section 14 of the 2006 Act (registration) shall apply in relation to the documents delivered with the application for registration as if—

- (a) they have been delivered under section 9 of that Act (registration documents), and
- (b) the requirements of that Act in respect of registration had been complied with.”

33. In regulation 88(3)(c), for “Form SE CV01” substitute “the application for registration”.

34. Schedule 1(d) is revoked.

35. In schedule 4(e), for paragraph 2 substitute—

“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.”

(a) Regulation 86 was amended by regulation 33 of S.I. 2009/2400.
(b) Regulation 87 was amended by regulation 34 of S.I. 2009/2400.
(c) Regulation 88 was amended by regulation 35 of S.I. 2009/2400. There is another amending instrument that is not relevant.
(d) Schedule 1 was amended by regulation 36 of, and schedule 1 to, S.I. 2009/2400.
(e) Schedule 4 was amended by regulation 40 of S.I. 2009/2400.

Amendment of the Registrar of Companies and Applications for Striking Off Regulations 2009

36. In regulation 8(q) of the Registrar of Companies and Applications for Striking Off Regulations 2009(a) omit “with Form SE CV01”.

Jo Swinson

Parliamentary Under Secretary of State for Employment Relations and Consumer Affairs
5th September 2014

Department for Business, Innovation and Skills

(a) S.I. 2009/1803; regulation 8 was amended by regulation 43 of S.I. 2009/2400. There are other instruments amending regulation 8 but none is relevant.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend a number of instruments relating to European Economic Interest Groupings (“EEIGs”) and European Public Limited-Liability Companies (known as a *Societas Europaea*) (“SEs”). These Regulations extend to the United Kingdom.

EEIGs are formed under Article 1 of Council Regulation (EEC) No. 2137/85 (“the EEIG EC Regulation”). The EEIG EC Regulation 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 Union.

SEs are formed under Article 2 of Council Regulation (EC) No. 2157/2001 (“the SE EC Regulation”) as a form of public limited-liability company. They are governed by the SE EC Regulation, and in matters where the Regulation provides, by the law applying to public limited-liability companies of the Member State in which the SE is, or is proposed to be, registered.

Both the EEIG EC Regulation and the SE EC Regulation are directly applicable in the territory of the European Union, but it was necessary to make Regulations under domestic law to implement certain matters in respect of EEIGs and SEs. This implementation was made through the European Economic Interest Grouping Regulations (S.I. 1989/638) (“the EEIG Regulations”) and European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326) (“the SE Regulations”). It is these instruments (as amended) which these Regulations amend.

The EEIG Regulations and the SE Regulations include provisions in respect of the registration of EEIGs and SEs in the United Kingdom. These Regulations remove references in the EEIG Regulations and the SE Regulations to specific statutory forms used to make notifications to the registrar of companies in connection with the registration of EEIGs and SEs. Documents that are delivered to the registrar of companies from 1st October 2014 will be subject to requirements as to form, authentication and manner of delivery set by the registrar in rules made under section 1068 of the Companies Act 2006 (c.46).

These statutory forms are currently contained in Schedule 2 to the EEIG Regulations and in Schedule 1 to the SE Regulations. These Regulations repeal these schedules and insert the relevant information derived from the forms into the bodies of the instruments themselves. Where the forms previously required declarations to be made, these have been replaced with statements of compliance in order to bring the requirements for filing into line with those for the delivery of documents and notifications to the registrar under the Companies Act 2006.

Regulations 2 to 10 make these changes to the EEIG Regulations in relation to EEIGs, and regulations 11 to 35 make the changes to the SE Regulations in relation to SEs. Regulation 36 makes a consequential amendment in relation to SEs.

A regulatory impact assessment has not been prepared for this instrument as it has no impact on business, charities or the voluntary sector.

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