
STATUTORY INSTRUMENTS

2001 No. 3755

The Uncertificated Securities Regulations 2001

PART 5

MISCELLANEOUS AND SUPPLEMENTAL

MISCELLANEOUS

Certain formalities and requirements not to apply

38.—(1) Any requirements in an enactment or rule of law which apply in respect of the transfer of securities otherwise than by means of a relevant system shall not prevent—

- (a) an Operator from registering a transfer of title to uncertificated units of a security upon settlement of a transfer of such units in accordance with his rules; or
- (b) an Operator-instruction from requiring a participating issuer to register a transfer of title to uncertificated units of a security.

(2) Subject to regulation 32(7), notwithstanding any enactment, instrument or rule of law, a participating issuer shall not issue a certificate in relation to any uncertificated units of a participating security.

(3) A document issued by or on behalf of a participating issuer purportedly evidencing title to an uncertificated unit of a participating security shall not be evidence of title to the unit of the security; and in particular—

- (a) section 186 of the 1985 Act shall not apply to any document issued with respect to uncertificated shares; and
- (b) regulation 3(2) of the 1965 Regulations and regulation 6(3) of the 1974 Regulations shall not apply to any document issued with respect to uncertificated units of a public sector security.

(4) Any requirement in or under any enactment to endorse any statement or information on a certificate evidencing title to a unit of a security—

- (a) shall not prohibit the conversion into, or issue of, units of the security in uncertificated form; and
- (b) in relation to uncertificated units of the security, shall be taken to be a requirement for the relevant participating issuer to provide the holder of the units with the statement or information on request by him.

(5) Sections 53(1)(c) and 136 of the Law of Property Act 1925 (which impose requirements for certain dispositions and assignments to be in writing) shall not apply (if they would otherwise do so) to—

- (a) any transfer of title to uncertificated units of a security by means of a relevant system; and
- (b) any disposition or assignment of an interest in uncertificated units of a security title to which is held by a relevant nominee.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Uncertificated Securities Regulations 2001. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

(6) In paragraph (5) “relevant nominee” means a subsidiary undertaking of an Operator designated by him as a relevant nominee in accordance with such rules and practices as are mentioned in paragraph 25(f) of Schedule 1.

(7) Subsection (4) of section 183 of the 1985 Act shall not apply in relation to the transfer of uncertificated units of a security by means of a relevant system.

Commencement Information

11 Reg. 38 in force at 26.11.2001, see [reg. 1](#)

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Changes and effects yet to be applied to :

- Regulations amendment to earlier affecting provision S.I. 2021/716, reg. 5 by S.I. 2023/1399 reg. 4
- Regulations applied (with modifications) by S.I. 2011/245 Sch. 3 para. 6(1)(b)para. 6(3)(b)
- Regulations applied (with modifications) by S.I. 2021/716 Sch. 1 para. 5(b)(ii)
- Regulations applied (with modifications) (temp.) by S.I. 2023/1398 reg. 6Sch. Pt. 5
- Regulations applied (with modifications) by S.I. 2021/716, Sch. 1A para. 5 (as inserted) by S.I. 2023/1399 Sch. 1
- Regulations continued by S.I. 2004/1611 reg. 15(3)(4)
- Regulations power to amend or revoke conferred by 2023 c. 29 s. 1517
- Regulations power to modify conferred by 2023 c. 29 s. 1317
- reg. 38(3)(a) words substituted by S.I. 2009/1889 reg. 2(16)(a)
- reg. 38(3)(b) words substituted by S.I. 2004/1662 Sch. para. 29(4)
- reg. 38(7) words substituted by S.I. 2009/1889 reg. 2(16)(b)

Changes and effects yet to be applied to the whole Instrument associated Parts and Chapters:

Whole provisions yet to be inserted into this Instrument (including any effects on those provisions):

- Sch. 1 para. 28 inserted by S.I. 2007/124 reg. 3
- Sch. 1 para. 5(7)(ba) inserted by S.I. 2013/504 reg. 36(2)(b)
- Sch. 1 para. 28(3) omitted by S.I. 2017/701 Sch. 5 para. 3(a)
- Sch. 1 para. 28 omitted by S.I. 2019/679 reg. 4(9)(h)
- Sch. 1 para. 28(4) word substituted by S.I. 2017/701 Sch. 5 para. 3(b)(i)
- Sch. 1 para. 28(4) word substituted by S.I. 2017/701 Sch. 5 para. 3(b)(ii)
- Sch. 1 para. 28(4) word substituted by S.I. 2017/701 Sch. 5 para. 3(b)(iii)
- Sch. 1 para. 28(4) words inserted by S.I. 2010/2628 Sch. 2 para. 4(a)
- Sch. 1 para. 28(4) words omitted by S.I. 2013/3115 Sch. 2 para. 59(a)
- Sch. 1 para. 5(7)(ba) words omitted by S.I. 2019/679 reg. 14(3)(a)
- Sch. 1 para. 28(4) words substituted by S.I. 2012/917 Sch. 2 para. 3(a)
- Sch. 1 para. 28(4) words substituted by S.I. 2013/3115 Sch. 2 para. 59(b)
- Sch. 1 para. 28(4) words substituted by S.I. 2013/3115 Sch. 2 para. 59(c)
- Sch. 1 para. 28(4) words substituted by S.I. 2013/472 Sch. 2 para. 73(c)
- Sch. 1 para. 28(4) words substituted by S.I. 2017/701 Sch. 5 para. 3(b)(iv)
- Sch. 2 para. 4A4B inserted by S.I. 2003/1398 Sch. para. 43(2)(c)
- Sch. 3 para. 910 inserted by S.I. 2019/679 reg. 4(11)(f)
- Sch. 3 para. 6(1)(a) omitted by S.I. 2019/679 reg. 4(11)(e)(i)
- Sch. 3 para. 6(1)(b) omitted by S.I. 2019/679 reg. 4(11)(e)(i)
- Sch. 3 para. 6(1) words inserted by S.I. 2019/679 reg. 4(11)(e)(ii)
- Sch. 4 para. 19(2A) inserted by S.I. 2003/1633 reg. 8(4)(c)
- Sch. 4 para. 19(2A) revoked by S.I. 2004/2044 art. 6(3)
- Sch. 4 para. 19(4)(c)-(f) substituted for para. 19(4)(c)(d) by S.I. 2004/1662 Sch. para. 29(6)(c)
- reg. 3(b) words substituted by S.I. 2003/1633 reg. 3(o)
- reg. 3(1)(b) substituted by S.I. 2003/1633 reg. 3(j)
- reg. 3(3)(a)(iii) revoked by S.I. 2004/2044 art. 6(1)(d)(ii)
- reg. 3(3)(iii) and word inserted by S.I. 2003/1633 reg. 4(1)(b)
- reg. 3(4) added by S.I. 2003/1633 reg. 4(2)

- reg. 9(10)(fa)-(fd) inserted by S.I. 2013/1773 Sch. 2 para. 15
- reg. 9(13) inserted by S.I. 2013/472 Sch. 2 para. 73(b)(ii)
- reg. 11A11B substituted for reg. 11 by S.I. 2013/632 reg. 2(10)
- reg. 16(7)(7A) substituted for reg. 16(7) by S.I. 2007/2194 Sch. 4 para. 97(2)
- reg. 16(8A) inserted by S.I. 2007/2194 Sch. 4 para. 97(3)
- reg. 16(8A) words substituted by S.I. 2009/1889 reg. 2(3)
- reg. 21(3)(c) and word inserted by S.I. 2003/1633 reg. 8(1)(b)
- reg. 21(3)(c) revoked by S.I. 2004/2044 art. 6(2)(a)(ii)
- reg. 21(6) added by S.I. 2003/1633 reg. 8(3)
- reg. 21(6) revoked by S.I. 2004/2044 art. 6(2)(b)
- reg. 22(3A) inserted by S.I. 2003/1633 reg. 9(2)
- reg. 23(5) inserted by S.I. 2009/1889 reg. 2(9)
- reg. 24(8) added by S.I. 2003/1633 reg. 10
- reg. 27(7A) inserted by S.I. 2003/1633 reg. 11(b)
- reg. 41(6) inserted by S.I. 2009/1889 reg. 2(18)(c)
- reg. 48(c)-(f) substituted for reg. 48(c)(d) by S.I. 2004/1662 Sch. para. 29(5)