
STATUTORY INSTRUMENTS

2001 No. 1228

The Open-Ended Investment Companies Regulations 2001

PART II

FORMATION, SUPERVISION AND CONTROL

F¹ Umbrella companies

Textual Amendments

- F1** Ss. 11A, 11B and cross-heading inserted (21.12.2011) by [The Open-Ended Investment Companies \(Amendment\) Regulations 2011 \(S.I. 2011/3049\)](#), regs. 1, **3(3)** (with regs. 4-10)

Segregated liability of sub-funds

11A.—(1) In the case of an umbrella company, the assets of a sub-fund belong exclusively to that sub-fund and shall not be used to discharge the liabilities of or claims against the umbrella company or any other person or body, or any other sub-fund, and shall not be available for any such purpose whether such liability or claim was incurred before, on or after the date this regulation first applies to such umbrella company.

(2) Any liability incurred on behalf of or attributable to any sub-fund of an umbrella company shall be discharged solely out of the assets of that sub-fund.

(3) Any provision, whether contained in an instrument of incorporation, agreement, contract or otherwise, shall be void to the extent that it is inconsistent with paragraph (1) or (2) and any application of, or agreement to apply, assets in contravention of either such paragraph shall be void.

(4) An umbrella company may allocate any assets or liabilities which —

- (a) it receives or incurs on behalf of its sub-funds or in order to enable the operation of the sub-funds; and
- (b) are not attributable to any particular sub-fund,

between its sub-funds in a manner which it considers is fair to shareholders.

(5) A sub-fund of an umbrella company is not a legal person separate from that umbrella company but the property of a sub-fund is subject to orders of the court as it would have been had the sub-fund been a separate legal person.

(6) Without prejudice to paragraphs (1) and (2) and save as provided in regulation 33C(7), an umbrella company may sue and be sued in respect of a particular sub-fund and may exercise the same rights of set-off in relation to that sub-fund as apply in respect of companies.

Cross sub-fund investment

11B. Notwithstanding section 658 of the Companies Act 2006 and any rule of law which prohibits or restricts a company from acquiring its own shares, an umbrella company may, for the account

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of any of its sub-funds, and in accordance with [FCA rules], acquire by subscription or transfer for consideration, shares of any class or classes, however described, representing other sub-funds of the same umbrella company.]

Textual Amendments

F2 Words in Regulations substituted (1.4.2013) by [The Financial Services Act 2012 \(Consequential Amendments and Transitional Provisions\) Order 2013 \(S.I. 2013/472\)](#), **Sch. 2 para. 41(2)**

Changes to legislation:

There are currently no known outstanding effects for the The Open-Ended Investment Companies Regulations 2001, Cross Heading: Umbrella companies.