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STATUTORY INSTRUMENTS

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**2001 No. 544**

The Financial Services and Markets Act  
2000 (Regulated Activities) Order 2001

PART II

SPECIFIED ACTIVITIES

CHAPTER XVII

Exclusions Applying to Several Specified Kinds of Activity

**Groups and joint enterprises**

**69.**—(1) There is excluded from article 14 any transaction into which a person enters as principal with another person if that other person is also acting as principal and—

- (a) they are members of the same group; or
- (b) they are, or propose to become, participators in a joint enterprise and the transaction is entered into for the purposes of or in connection with that enterprise.

(2) There is excluded from article 21 any transaction into which a person enters as agent for another person if that other person is acting as principal, and the condition in paragraph (1)(a) or (b) is met, provided that—

- (a) where the investment to which the transaction relates is a security, the agent does not hold himself out (other than to members of the same group or persons who are or propose to become participators with him in a joint enterprise) as engaging in the business of buying securities of the kind to which the transaction relates with a view to selling them, and does not regularly solicit members of the public for the purpose of inducing them (as principals or agents) to buy, sell, subscribe for or underwrite securities;
- (b) where the investment to which the transaction relates is a contractually based investment, the agent enters into the transaction—
  - (i) with or through an authorised person, or an exempt person acting in the course of a business comprising a regulated activity in relation to which he is exempt; or
  - (ii) through an office outside the United Kingdom maintained by a party to the transaction, and with or through a person whose head office is situated outside the United Kingdom and whose ordinary business involves him in carrying on activities of the kind specified by any of articles 14, 21, 25, 37, 40, 45, 51, 52 and 53 or, so far as relevant to any of those articles, article 64, or would do so apart from any exclusion from any of those articles made by this Order.

(3) In paragraph (2)(a), “members of the public” has the meaning given by article 15(2), references to “A” being read as references to the agent.

(4) There are excluded from article 25(1) and (2) arrangements made by a person if—

- (a) he is a member of a group and the arrangements in question are for, or with a view to, a transaction which is or is to be entered into, as principal, by another member of the same group; or
  - (b) he is or proposes to become a participator in a joint enterprise, and the arrangements in question are for, or with a view to, a transaction which is or is to be entered into, as principal, by another person who is or proposes to become a participator in that enterprise, for the purposes of or in connection with that enterprise.
- (5) There is excluded from article 37 any activity carried on by a person if—
- (a) he is a member of a group and the assets in question belong to another member of the same group; or
  - (b) he is or proposes to become a participator in a joint enterprise with the person to whom the assets belong, and the assets are managed for the purposes of or in connection with that enterprise.
- (6) There is excluded from article 40 any activity carried on by a person if—
- (a) he is a member of a group and the assets in question belong to another member of the same group; or
  - (b) he is or proposes to become a participator in a joint enterprise, and the assets in question—
    - (i) belong to another person who is or proposes to become a participator in that joint enterprise; and
    - (ii) are or are to be safeguarded and administered for the purposes of or in connection with that enterprise.
- (7) A person who is a member of a group does not carry on an activity of the kind specified by article 45 where he sends a dematerialised instruction, or causes one to be sent, on behalf of another member of the same group, if the investment to which the instruction relates is one in respect of which a member of the same group is registered as holder in the appropriate register of securities, or will be so registered as a result of the instruction.
- (8) In paragraph (7), “dematerialised instruction” and “register of securities” have the meaning given by regulation 3 of the Uncertificated Securities Regulations 1995.
- (9) There is excluded from article 53 the giving of advice by a person if—
- (a) he is a member of a group and gives the advice in question to another member of the same group; or
  - (b) he is, or proposes to become, a participator in a joint enterprise and the advice in question is given to another person who is, or proposes to become, a participator in that enterprise for the purposes of or in connection with that enterprise.