
STATUTORY INSTRUMENTS

2004 No. 2326

EUROPEAN COMMUNITIES

The European Public Limited-
Liability Company Regulations 2004

Made - - - - 6th September 2004
Laid before Parliament 13th September 2004
Coming into force - - 8th October 2004

The Secretary of State, being a Minister designated ^{M1} for the purposes of section 2(2) of the European Communities Act 1972 ^{M2} in relation to measures relating to the registration, operation and regulation of European public limited liability companies, in exercise of the powers conferred on her by section 2(2) of that Act and of all other powers enabling her in that behalf, hereby makes the following Regulations:

Modifications etc. (not altering text)

C1 Instrument extended (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), **ss. 1285(1)**, 1300(2); S.I. 2008/2860, art. 3(z) (with arts. 7, 8, Sch. 2 para. 1)

Marginal Citations

M1 [S.I. 2003/2901](#).

M2 1972 c. 68; as amended by the [European Economic Area Act 1989 \(c. 40\)](#).

PART 1

GENERAL

Citation, commencement and extent

1.—(1) These Regulations may be cited as the European Public Limited-Liability Company Regulations 2004.

(2) These Regulations come into force on 8th October 2004.

(3) These Regulations extend to [^{F1}the whole of the United Kingdom].

Status: Point in time view as at 27/06/2020.

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

Textual Amendments

F1 Words in [reg. 1\(3\)](#) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), 4 (with [reg. 2](#))

EC Directive and EC Regulation

2. In these Regulations—

“the EC Directive” means Council Directive [2001/86/EC](#) of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees ^{M3};

“the EC Regulation” means Council Regulation [2157/2001/EC](#) of 8 October 2001 on the Statute for a European Company ^{M4};

and references to numbered Articles are, unless otherwise specified, references to Articles in the EC Regulation.

Marginal Citations

M3 OJ L 294, 10.11.2001, p. 22.

M4 OJ L 294, 10.11.2001, p. 1.

Interpretation

3.—(1) In these Regulations—

^{F2}

the “1996 Act” means the Employment Rights Act 1996 ^{M5};

[^{F3}the “2006 Act” means the Companies Act 2006;]

[^{F4}“the Companies Acts” has the meaning given by section 2 of [^{F5}the 2006 Act];]

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation and, except as provided in these Regulations, means an SE which is to be, or is, [^{F6}registered in the United Kingdom].

(2) Except as otherwise provided in these Regulations, words and expressions [^{F7}defined for the purposes of the Companies Acts have the same meaning in these Regulations].

(3) Except as otherwise provided in these Regulations, words and expressions which are used in the EC Regulation or the EC Directive have the same meaning as they have in that Regulation or Directive.

(4) Where a word or expression is both [^{F8}defined as mentioned] in paragraph (2) and used in the EC Regulation or the EC Directive, it has the meaning it has in that Regulation or Directive except as otherwise provided in these Regulations.

Textual Amendments

F2 Words in [reg. 3\(1\)](#) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), 5(a) (with [reg. 2](#))

F3 Words in [reg. 3\(1\)](#) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), 5(b) (with [reg. 2](#))

- F4** Words in reg. 3(1) inserted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), art. 2(2), **Sch. 1 para. 235(2)(a)** (with arts. 6, 11, 12)
- F5** Words in reg. 3(1) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **5(c)** (with reg. 2)
- F6** Words in reg. 3(1) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **5(d)** (with reg. 2)
- F7** Words in reg. 3(2) 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(2)(b)** (with arts. 6, 11, 12)
- F8** Words in reg. 3(4) 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(2)(c)** (with arts. 6, 11, 12)

Marginal Citations

- M5** 1996 c. 18.

PART 2

REGISTRATION OF SEs AND THE REGISTRAR ETC.

The registrar

4. The registrar has the functions conferred by this Part in relation to the registration, or the deletion of the registration, of an SE.

[^{F9}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);
- (c) a statement of proposed members (see regulation 10B); ^{F10} ...
- (d) a statement of subscribed capital [^{F11}(see regulation 10C); and
- (e) a statement of initial significant control (see section 12A of the 2006 Act).]]

Textual Amendments

- F9** Reg. 5 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, **12**
- F10** Word in reg. 5(3)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(2)(a)**
- F11** Words in Reg. 5(3) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(2)(b)**

[^{F12}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); ^{F13}...
- (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 [^{F14}proposed SE; and
- (e) a statement of initial significant control (see section 12A of the 2006 Act).]

(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—
 - (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).]

Textual Amendments

- F12** Reg. 6 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, **13**
- F13** Word in reg. 6(3)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(3)(a)**
- F14** Words in reg. 6(3) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(3)(b)**

[^{F15}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); ^{F16}...
- (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 [^{F17}subsidiary SE; and

Status: Point in time view as at 27/06/2020.

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- (e) a statement of initial significant control (see section 12A of the 2006 Act).]]

Textual Amendments

- F15** Reg. 7 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, **14**
- F16** Word in reg. 7(3)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(4)(a)**
- F17** Words in reg. 7(3) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(4)(b)**

[^{F18}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
 - (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); ^{F19}...
 - (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 ^{F20}company; and
 - (e) a statement of initial significant control (see section 12A of the 2006 Act).]]

Textual Amendments

- F18** Reg. 8 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, **15**
- F19** Word in reg. 8(3)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(5)(a)**

F20 Words in reg. 8(3) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(5)(b)**

[^{F21}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); ^{F22}...
 - (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 [^{F23}subsidiary SE; and
 - (e) a statement of initial significant control (see section 12A of the 2006 Act).]]

Textual Amendments

- F21** Reg. 9 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, **16**
- F22** Word in reg. 9(3)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(6)(a)**
- F23** Words in reg. 9(3) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(6)(b)**

[^{F24}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).

Status: Point in time view as at 27/06/2020.

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

- (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);^{F25} ...
 - (b) a statement of its proposed members [^{F26}(see regulation 10B); and
 - (c) a statement of initial significant control (see section 12A of the 2006 Act).]
- (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.]

Textual Amendments

- F24** Reg. 10 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, **17**
- F25** Word in reg. 10(3)(a) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(7)(a)**
- F26** Words in reg. 10(3) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(7)(b)**

^{F27}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.

Textual Amendments

- F27** Regs. 10A-10D inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **18**

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.
- (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 [^{F28}statement that] each of the persons named a proposed member [^{F29}has consented] 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 [^{F30}statement] 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 [^{F31}was given] 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 [^{F31}was given] to act as a member of the administrative organ.

Textual Amendments

- F27** Regs. 10A-10D inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **18**
- F28** Words in [reg. 10B\(2\)\(b\)](#) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(2)(a)(i)** (with [reg. 2](#))
- F29** Words in [reg. 10B\(2\)\(b\)](#) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(2)(a)(ii)** (with [reg. 2](#))
- F30** Word in [reg. 10B\(5\)](#) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(2)(b)(i)** (with [reg. 2](#))
- F31** Words in [reg. 10B\(5\)](#) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(2)(b)(ii)** (with [reg. 2](#))

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.

Status: Point in time view as at 27/06/2020.

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

(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.

Textual Amendments

F27 Regs. 10A-10D inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **18**

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

Textual Amendments

F27 Regs. 10A-10D inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **18**

[^{F32}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;
- (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.]

Textual Amendments

F32 [Reg. 11](#) 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, **19**

[^{F33}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,

Status: Point in time view as at 27/06/2020.

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

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.]

Textual Amendments

F33 Reg. 11A inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **20**

Registration of an SE

12. The registrar shall register an SE formed or transformed under the provisions of Articles 2 and 3 or an SE whose registered office is transferred to [^{F34}the United Kingdom] under Article 8 where she is satisfied that all the requirements of these Regulations and the EC Regulation in respect of such formation, transformation or transfer of an SE, as the case may be, have been complied with in respect of that SE.

Textual Amendments

F34 Words in reg. 12 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **13** (with reg. 2)

Documents sent to the registrar

13.—[^{F35}(1) The registrar shall retain any document delivered to the registrar under any provision of these Regulations or the EC Regulation.

- (1A) Any reference in the 2006 Act to “the register” is to be read as including a reference to—
- (a) the documents required to be retained by the registrar under paragraph (1), and
 - (b) records of the information contained in those documents.

(1B) In the application of the 2006 Act in relation to those documents and records by virtue of paragraph (1A), the provisions specified in Schedule 1A to these Regulations have effect with the modifications specified in relation to each such provision in that Schedule.]

(2) For the purposes of this regulation documents delivered to the Secretary of State under regulation 11 shall be treated as documents delivered to the registrar on the deletion of the registration of the SE making the application under the regulation and the provisions of regulation 14 will apply accordingly.

Textual Amendments

F35 Reg. 13(1)-(1B) substituted for reg. 13(1) (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **14** (with reg. 2)

[^{F36}Application of language requirements to documents relating to SEs

13A.—(1) The following provisions of the 2006 Act apply in relation to documents required to be delivered to the registrar under these Regulations or the EC Regulation—

- (a) section 1103 (documents to be drawn up and delivered in English);
 - (b) section 1105 (documents that may be drawn up and delivered in other languages);
 - (c) section 1107 (certified translations).
- (2) In the application of the provisions listed in paragraph (1) in relation to the documents referred to in that paragraph—
- (a) section 1103 applies as if the reference to section 1104 of the 2006 Act were omitted;
 - (b) section 1105 applies as if for subsections (2) and (3) there were substituted—
 - “(2) This section applies to—
 - (a) documents specified ^{F37}... in regulations 5 to 11 of the European Public Limited-Liability Company Regulations 2004 (provisions relating to registration etc);
 - (b) copies of transfer proposals required to be delivered under regulation 68(1)(a) of those Regulations (publication of terms of transfer);
 - (c) copies of draft terms required to be delivered under regulation 68(2)(a) or (3) (a) of those Regulations (publication of terms for formation of holding SE or conversion of company into SE);
 - (d) copies of amendments to statutes required to be delivered under regulation 82(1) (a) of those Regulations (notification of amendments to statutes);
 - (e) documents required to be delivered ^{F38}... under regulation 85 of those Regulations (registration of a public company by conversion of SE);
 - (f) copies of draft terms required to be delivered under regulation 86 of those Regulations (publication of draft terms of conversion).”;
 - (c) section 1107 applies as if any reference to a company were a reference to an SE.
- (3) Section 1106(1) and (4) of the 2006 Act (voluntary filing of translations), and any provision of regulations made under section 1106(2) which specifies the languages in relation to which the facility in section 1106(1) is available, apply in relation to documents within paragraph (4), as if any reference to a company were a reference to an SE.
- (4) The documents referred to in paragraph (3) are documents that are or have been delivered to the registrar under these Regulations or the EC Regulation on or after 1st January 2007.
- (5) For the purposes of this regulation documents required to be delivered to the Secretary of State under regulation 11 shall be treated as documents required to be delivered to the registrar under that regulation.]

Textual Amendments

- F36** Reg. 13A inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **15** (with regs. 2, 15(2))
- F37** Words in reg. 13A(2)(b) omitted (1.10.2014) by virtue of [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **21(a)**
- F38** Words in reg. 13A(2)(b) omitted (1.10.2014) by virtue of [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **21(b)**

Status: Point in time view as at 27/06/2020.

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

[^{F39}Application of the 2006 Act to the registration of SEs]

14.—[^{F40}(1)] The provisions of [^{F41}the 2006 Act] specified in Schedule 2 to these Regulations shall apply in respect of

- (a) the registration or the deletion of registration of SEs under these Regulations and the EC Regulation;
- (b) the functions of the registrar in respect of such registrations or deletions.

Those provisions shall apply under this regulation subject to any limitations or qualifications specified in relation to each such provision in that Schedule.

[^{F42}(2) This regulation does not affect the application of provisions of the 2006 Act in respect of the matters referred to in paragraph (1)(a) or (b) otherwise than by virtue of this regulation.]

Textual Amendments

- F39** Reg. 14 heading substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **16(5)** (with reg. 2)
- F40** Reg. 14 renumbered as reg. 14(1) (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **16(2)** (with reg. 2)
- F41** Words in reg. 14(1) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **16(3)** (with reg. 2)
- F42** Reg. 14(2) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **16(4)** (with reg. 2)

False statements in documents [^{F43}delivered to the registrar]

15. Any person who makes a false statement:

- (a) in any [^{F44}application for registration delivered] to the registrar under regulations 5 to 10 and regulation 85,
- (b) in any [^{F45}application delivered to the registrar] under regulation 11,
- (c) in any document [^{F46}required to be delivered with such an application], or
- (d) in any other document required to be [^{F47}delivered] to the registrar under these Regulations,

which he knows to be false or does not believe to be true is liable, on conviction on indictment to imprisonment not exceeding two years, or to a fine, or to both, and on summary conviction to imprisonment not exceeding three months, or to a fine not exceeding the statutory maximum or to both.

Textual Amendments

- F43** Words in [reg. 15](#) heading 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, **22(2)**
- F44** Words in [reg. 15\(a\)](#) 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, **22(3)**
- F45** Words in [reg. 15\(b\)](#) 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, **22(4)**

- F46** Words in reg. 15(c) 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, 22(5)
- F47** Word in reg. 15(d) 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, 22(6)

F48 PART 3

EMPLOYEE INVOLVEMENT

Textual Amendments

- F48** Pt. 3 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), 17 (with reg. 2)

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Status: Point in time view as at 27/06/2020.

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

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Status: Point in time view as at 27/06/2020.

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

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Participation in the formation of an SE by a company formed under the law of a Member State whose head office is not in the Community (Article 2(5))

55. A company, formed under the law of a Member State, the head office of which is not in the Community, may participate in the formation of an SE where the company's registered office is in that Member State and it has a real and continuous link with a Member State's economy.

Additional forms of publication of transfer proposal (Article 8(2))

56.—(1) The SE shall notify in writing its shareholders, and every creditor of whose claim and address it is aware, of the right to examine the transfer proposal and the report drawn up under Article 8(3), at its registered office and, on request, to obtain copies of those documents free of charge, not later than one month before the general meeting called to decide on the transfer.

(2) Every invoice, order for goods or business letter, which, at any time between the date on which the transfer proposal and report become available for inspection at the registered office of the SE and the deletion of its registration on transfer, is issued by or on behalf of the SE, shall contain a statement that the SE is proposing to transfer its registered office to another Member State under Article 8 and identifying that Member State.

(3) If default is made in complying with [F49 paragraph (1) or (2)] above the SE is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

Textual Amendments

F49 Words in reg. 56(3) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 18 (with reg. 2)

Extension of protection given by Article 8(7) to liabilities incurred prior to transfer (Article 8(7))

57. The first sub-paragraph of Article 8(7) shall apply to liabilities that arise (or may arise) prior to the transfer.

Power of the competent authorities of a Member State to oppose a transfer on public interest grounds (Article 8(14))

58. If a transfer of a registered office of an SE would result in a change in the law applicable to the SE, the competent authorities may, within the two month period referred to within Article 8(6), oppose the transfer, on public interest grounds.

Power of the management or administrative organ of an SE to amend statutes where in conflict with employee involvement arrangements (Article 12(4))

59. Where there is a conflict between the arrangements for employee involvement and the existing statutes the management or administrative organ of the SE may amend the statutes to the extent necessary to resolve the conflict without any further decision from the general shareholders meeting.

Status: Point in time view as at 27/06/2020.

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

Power of the competent authorities of a Member State to oppose the participation of a merging company governed by its law on public interest grounds (Article 19)

^{F50}60.

Textual Amendments

F50 Reg. 60 omitted (1.10.2009) by virtue of The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **19** (with reg. 2)

Minimum number of members of the management organ (Article 39(4))

61. The minimum number of the members of the management organ of an SE is two.

Minimum number of members of the supervisory organ (Article 40(3))

62. The minimum number of the members of the supervisory organ of an SE is two.

Members of the supervisory organ to be entitled to require the management organ to provide certain information (Article 41(3))

63. Each member of the supervisory organ is entitled to require the management organ to provide to that member information of a kind which the supervisory organ needs to exercise supervision in accordance with Article 40(1).

Minimum number of members of an administrative organ (Article 43(2))

64. The minimum number of the members of the administrative organ of an SE is two.

Timing of the first general meeting of an SE (Article 54(1))

65. The first general meeting of an SE may be held at any time in the 18 months following an SE's incorporation.

Proportion of shareholders of an SE who may require one or more additional items to be put on the agenda of any general meeting (Article 56)

66. The proportion of the shareholders of an SE who may require one or more additional items put on the agenda of any general meeting is to be the holders of at least 5% of the SE's subscribed capital.

SEs subject to law on public limited liability companies as regard the expression of their capital (Article 67(1))

67. An SE shall be subject to the provisions of the enactments and rules of law applying to a public company as regards the expression of its capital.

PART 5

PROVISIONS REQUIRED BY THE EC REGULATION

[^{F51}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.

(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.]

Textual Amendments

F51 Reg. 68 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, **23**

Publication of completion of merger (Article 28)

69. Where an SE is formed by merger, whether its registered office is in [^{F52}the United Kingdom] or not, and a public company has taken part in that procedure, the registrar shall cause to be published in the Gazette notice that the merger has been completed.

Textual Amendments

F52 Words in reg. 69 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **21** (with reg. 2)

Publication of fulfilment of conditions for the formation of a holding SE (Article 33(3))

70.—(1) Where, in respect of a company of a type specified in relation to the United Kingdom in Annex II to the EC Regulation, the conditions for the formation of a holding SE, whether or not it is to be [^{F53}registered in the United Kingdom], are fulfilled, the company shall deliver to the registrar within 14 days of such fulfilment notice of that event ^{F54}... and the registrar shall cause to be published in the Gazette notice that these conditions have been fulfilled.

[^{F55}(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.]

(2) If default is made in complying with paragraph (1), the company is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

Textual Amendments

- F53** Words in reg. 70(1) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **22(a)** (with reg. 2)
- F54** Words in reg. 70(1) omitted (1.10.2014) by virtue of [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **24(2)**
- F55** Reg. 70(1A) inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **24(3)**

Publication of other documents or information (Articles 8(12), 15(2), 59(3) and 65)

71.—(1) Where, under the Articles of the EC Regulation listed in paragraph (2), the occurrence of an event is required to be publicised, the registrar shall cause to be published in the Gazette notice of receipt of the particulars of that event described in those Articles.

(2) The Articles referred to in paragraph (1) above are:

- Article 59(3)
- Article 65.

(3) Where, under the Articles listed in paragraph (4), the registration of an SE, whether on formation under Title II of the EC Regulation, or on the transfer of the registered office of an SE under Article 8 or the deletion of a registration under that Article is required to be publicised, the registrar shall cause to be published in the Gazette notice of that registration or the deletion of that registration and of the receipt of the documents and particulars related to that registration or deletion required to be delivered to the registrar by the EC Regulation or these Regulations.

(4) The Articles referred to in paragraph (3) are:

- Article 8(12)
- Article 15(2).

Protection of creditors and others on a transfer (Article 8(7))

72.—(1) Where an SE proposes to transfer its registered office to another Member State under Article 8 the SE shall satisfy the Secretary of State that the interests of creditors and holders of other rights in respect of the SE (including those of public bodies) have been adequately protected in respect of any liabilities arising (or that may arise) prior to the transfer by the making of a statement of solvency in the terms set out in paragraphs (4) and (5).

(2) The statement of solvency must be made by all the members of the administrative organ in the case of an SE within the one-tier system and by all the members of the management organ in the case of an SE within the two-tier system.

(3) In the case of an SE within the two-tier system the statement of solvency may not be made unless authorised by the supervisory organ.

(4) The statement shall state that the members of the administrative or management organ, as the case may be, have formed the opinion—

- (a) as regards its financial situation immediately following the date on which the transfer is proposed to be made, that there will be no grounds on which the SE could then be found to be unable to pay its debts, and
- (b) as regards its prospects for the year immediately following that date, that, having regard to their intentions with respect to the management of the SE's business during that year and to the amount and character of the financial resources which will in their view be available to the SE during that year, the SE will be able to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due throughout that year).

(5) In forming their opinion for the purposes of paragraph (4)(a), the members of the administrative or the management organ, as the case may be, shall take into account the same liabilities (including prospective and contingent liabilities) as would be relevant under section 122 of the Insolvency Act 1986 ^{M6}[^{F56}or, as the case may be, Article 102 of the Insolvency (Northern Ireland) Order 1989] (winding up by the court) to the question whether a company is unable to pay its debts.

[^{F57}(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.]

(7) A member of an administrative or management organ who makes a statement under this regulation without having reasonable grounds for the opinion expressed in the statement is liable, on conviction on indictment, to imprisonment not exceeding two years, or to a fine, or to both, and on summary conviction to imprisonment not exceeding three months, or to a fine not exceeding the statutory maximum, or to both.

Textual Amendments

F56 Words in reg. 72(5) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **23(a)** (with reg. 2)

F57 Reg. 72(6) 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, **25**

Marginal Citations

M6 1986 c. 45.

Power of Secretary of State where an SE no longer complies with the requirements of Article 7

73.—(1) If it appears that an SE no longer complies with the requirements laid down in Article 7, the Secretary of State may direct the SE to regularise its position in accordance with Article 64(1) (a) or (b) within such period as may be specified in the direction.

(2) A direction under paragraph (1) is enforceable by the Secretary of State—

(a) in the case of an SE whose registered office is in England and Wales, by an application to the High Court [^{F58}in England and Wales] for an injunction; ^{F59} ...

(b) in the case of an SE whose registered office is in Scotland, by an application to the Court of Session for an order under section 45 of the Court of Session Act 1988 ^{M7}.

[^{F60}(c) in the case of an SE whose registered office is in Northern Ireland, by an application to the High Court in Northern Ireland for an injunction.]

(3) After section 124A of the Insolvency Act 1986 insert—

“ 124B Petition for winding up of SE

(“ Where—

(a) an SE whose registered office is in Great Britain is not in compliance with Article 7 of Council Regulation (EC) No 2157/2001 on the Statute for a European company (the “EC Regulation”) (location of head office and registered office), and

(b) it appears to the Secretary of State that the SE should be wound up, he may present a petition for it to be wound up if the court thinks it is just and equitable for it to be so.

(2) This section does not apply if the SE is already being wound up by the court.

(3) In this section “SE” has the same meaning as in the EC Regulation.”

(4) The Insolvency Act 1986 is consequentially amended as follows—

(a) in section 124 (application for winding up), in subsection (4)(b) after “124A” insert “ or 124B ”;

(b) in Schedule A1 (moratorium where directors propose voluntary arrangement), in paragraph 12(5)(a), after “124A” insert “ or 124B ”;

(c) in Schedule B1 (administration), in paragraphs 40(2)(a), 42(4)(a) and 82(1)(a) after “124A (public interest),” insert

“(aa) section 124B (SEs),”.

Textual Amendments

F58 Words in reg. 73(2)(a) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **24(a)** (with reg. 2)

F59 Word in reg. 73(2)(a) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **24(b)** (with reg. 2)

F60 Reg. 73(2)(c) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **24(c)** (with reg. 2)

Marginal Citations

M7 1988 c. 36.

Review of decisions of a competent authority (Articles 8(14) and 19)

74.—(1) Where any competent authority or competent authorities oppose—

- (a) the transfer of the registered office of an SE under Article 8(14); or
- (b) the taking part by a company of the type specified in relation to the United Kingdom in Annex 1 to the EC Regulation in the formation of an SE by merger under Article 19 whether or not its registered office is to be in [^{F61}the United Kingdom],

the provisions of paragraphs (2) to (5) shall apply.

(2) An SE, the transfer of whose registered office is opposed by a competent authority or authorities under Article 8(14) or a company whose taking part in the formation of an SE by merger, whether or not its registered office is to be in [^{F62}the United Kingdom], is opposed by a competent authority or competent authorities under Article 19, may appeal to the relevant court on the grounds that the opposition:

- (a) is unlawful; or
- (b) is irrational or unreasonable; or
- (c) has been made on the basis of a procedural impropriety or otherwise contravenes the rules of natural justice.

(3) For the purposes of this regulation the “relevant court” is in the case of—

- (a) an SE, or a company, whose registered office is in England or Wales, the High Court [^{F63}in England and Wales]; ^{F64} ...
- (b) an SE, or a company, whose registered office is in Scotland, the Court of Session.
- [^{F65}(c) an SE, or a company, whose registered office is in Northern Ireland, the High Court in Northern Ireland.]

(4) An appeal may only be brought under this regulation with the permission of the court.

(5) The court determining an appeal may—

- (a) dismiss the appeal; or
- (b) quash the opposition, and where the court quashes an opposition it may refer the matter to the opposing competent authority or authorities with a direction to reconsider it and to make a determination in accordance with the findings of the court.

Textual Amendments

- F61** Words in reg. 74(1)(b) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **25(2)** (with reg. 2)
- F62** Words in reg. 74(2) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **25(3)** (with reg. 2)
- F63** Words in reg. 74(3)(a) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **25(4)(a)** (with reg. 2)
- F64** Word in reg. 74(3)(a) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **25(4)(b)** (with reg. 2)
- F65** Reg. 74(3)(c) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **25(4)(c)** (with reg. 2)

PART 6

PROVISIONS RELATING TO THE EFFECTIVE APPLICATION OF THE EC REGULATION

Competent authorities

75. The competent authorities designated under Article 68(2) are—

- (a) in respect of Articles 8, 54, 55 and 64, the Secretary of State;
- [^{F66}(b) in respect of Article 25—
 - (i) the High Court in England and Wales, in relation to a public company whose registered office is in England and Wales,
 - (ii) the Court of Session, in relation to a public company whose registered office is in Scotland,
 - (iii) the High Court in Northern Ireland, in relation to a public company whose registered office is in Northern Ireland; and]
- [^{F67}(c) in respect of Article 26—
 - (i) the High Court in England and Wales, in relation to an SE where the registered office is proposed to be in England and Wales,
 - (ii) the Court of Session, in relation to an SE where the registered office is proposed to be in Scotland,
 - (iii) the High Court in Northern Ireland, in relation to an SE where the registered office is proposed to be in Northern Ireland.]

Textual Amendments

- F66** Reg. 75(b) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **26(2)** (with reg. 2)
- F67** Reg. 75(c) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **26(3)** (with reg. 2)

Enforcement of obligation to amend Statutes in conflict with Arrangements for Employee Involvement

- 76.—(1) If it appears to the Secretary of State that—
- (a) the statutes of an SE are in conflict with the arrangements for employee involvement determined in accordance with [^{F68}the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 or, as the case may be, the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009]; and
 - (b) the statutes have not, to the necessary extent, been amended she may direct the SE to amend the statutes to that extent within such period as she may specify in the direction.
- (2) A direction under this regulation is enforceable on the application of the Secretary of State—
- (a) in respect of an SE with its registered office in England and Wales, to the High Court [^{F69}in England and Wales] by injunction; ^{F70}...
 - (b) in respect of an SE with its registered office in Scotland, to the Court of Session by an order under section 45 of the Court of Session Act 1988.

[^{F71}(c) in respect of an SE with its registered office in Northern Ireland, to the High Court in Northern Ireland by injunction.]

Textual Amendments

- F68** Words in reg. 76(1)(a) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **27(2)** (with reg. 2)
- F69** Words in reg. 76(2)(a) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **27(3)(a)** (with reg. 2)
- F70** Word in reg. 76(2)(a) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **27(3)(b)** (with reg. 2)
- F71** Reg. 76(2)(c) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **27(3)(c)** (with reg. 2)

Records of an SE transferred under Article 8(11) or a public company ceasing to exist under Article 29(1) and (2)

77.—(1) Where—

- (a) the registration of an SE is deleted under Article 8(11) pursuant to a transfer of its registered office to another Member State; or
- (b) a public company ceases to exist under Article 29(1)(c) or (2)(c), the records of that SE or public company, as the case may be, kept by the registrar shall continue to be kept by her for a period of twenty years following such a deletion or cessation of existence.

(2) Where the registration of an SE is deleted, [^{F72}the application and documents delivered to the registrar] under regulation 11, together with a copy of the certificate issued under Article 8(8) shall be deemed to be documents to be retained by the registrar under regulation 13 and the provisions of these Regulations apply accordingly.

Textual Amendments

- F72** Words in reg. 77 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, **26**

Application of enactments to members of supervisory, management and administrative organs

78.—(1) This regulation applies to enactments relating to public companies to the extent that they are required, by the EC Regulation, in the manner described in paragraph 2, to be applied in relation to SEs.

(2) Enactments are required to be applied for the purposes of paragraph (1) where—

- (a) any provision of the EC Regulation, other than Article 9, requires the application of any enactment relating to public companies to determine any question or matter; or
- (b) in the case of any matter not regulated by the EC Regulation or, where matters are partly regulated by it, of those aspects not covered by it, Article 9 requires the application of any enactment relating to public companies.

(3) Subject to paragraphs (4), (5) and (6) references to “directors” or “board of directors” in any enactment to which this regulation applies shall have effect as if they were references—

- (a) in a one-tier system, to the members of the administrative organ; and

(b) in a two-tier system, to the members of the supervisory and management organs.

(4) Any enactment so applied in relation to a two-tier system shall be applied separately in respect of the members of the supervisory organ and the members of the management organ in relation to the functions of the organ, and in respect of the acts and omissions of the members of those organs.

(5) Where, in a two-tier system, any function relates to the management of the SE and, by virtue of Articles 39(1) or 40(1), is a function that cannot be carried out by the supervisory organ, nothing in paragraph (3) has the effect of permitting or requiring the members of the supervisory organ to carry out any such functions.

(6) Where, by virtue of any provision in the EC Regulation or in the statutes, any transaction or function carried out by the management organ in a two-tier system requires the authorisation of the supervisory organ, nothing in paragraph (3) affects, or removes, the requirement for such authorisation.

[^{F73}Register of members of supervisory organ

79.—(1) Every SE which has adopted the form of a two-tier system in its statutes must keep a register of the members of its supervisory organ (“the register of SO members”).

(2) The register must contain the required particulars (see regulations 80 and 80A) of each of the members of the supervisory organ.

(3) The register must be kept available for inspection—

- (a) at the SE’s registered office, or
- (b) at such place as may for the time being be specified in regulations under section 1136 of the 2006 Act in the case of a company and its register of directors under section 162 of that Act.

(4) The SE must give notice to the registrar—

- (a) of the place at which the register is kept available for inspection, and
- (b) of any change in that place,

unless the register has at all times been kept at the SE’s registered office.

(5) The register must be open to the inspection—

- (a) of any shareholder of the SE without charge, and
- (b) of any other person on payment of a fee of £3.50 for each hour or part of an hour during which the right of inspection is exercised.

(6) If—

- (a) default is made in complying with paragraph (1), (2) or (3),
- (b) default is made for 14 days in complying with paragraph (4), or
- (c) an inspection required under paragraph (5) is refused,

an offence is committed by the SE and by every officer of the SE who is in default.

For this purpose a person who, by virtue of section 251 of the 2006 Act (shadow directors) as it applies in relation to an SE, is a shadow director of the SE is treated as an officer of the SE.

(7) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

(8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

(9) For the meaning of “the court” in this regulation see section 1156 of the 2006 Act.

(10) Where an SE is required by this regulation to keep a register of SO members, the application of regulation 78 to that SE does not require particulars of members of the supervisory organ to be kept on any register under section 162 of the 2006 Act (register of directors).

Textual Amendments

F73 Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)

Particulars of members to be registered under regulation 79: individuals

80.—(1) An SE’s register of SO members must contain the following particulars in the case of any member of the supervisory organ who is an individual—

- (a) name and any former name;
- (b) a service address;
- (c) the country or state (or part of the United Kingdom) in which the member is usually resident;
- (d) nationality;
- (e) business occupation (if any);
- (f) date of birth.

(2) For the purposes of this regulation “name” means a person’s Christian name (or other forename) and surname, except that in the case of—

- (a) a peer, or
- (b) an individual usually known by a title,

the title may be stated instead of the person’s Christian name (or other forename) and surname or in addition to either or both of them.

(3) For the purposes of this regulation a “former name” means a name by which the individual was formerly known for business purposes.

Where a person is or was formerly known by more than one such name, each of them must be stated.

(4) It is not necessary for the register to contain particulars of a former name in the following cases—

- (a) in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of, or succession to, the title;
- (b) in the case of any person, where the former name—
 - (i) was changed or disused before the person attained the age of 16 years, or
 - (ii) has been changed or disused for 20 years or more.

(5) A person’s service address may be stated to be “The SE’s registered office”.

(6) For the meaning of “service address” see section 1141 of the 2006 Act.

Textual Amendments

F73 Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)

Status: Point in time view as at 27/06/2020.

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

Particulars of members to be registered under regulation 79: corporate members and firms

80A. An SE's register of SO members must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed,—

- (a) corporate or firm name;
- (b) registered or principal office;
- (c) in the case of an EEA company to which the First Company Law Directive (68/151/EEC) applies, particulars of—
 - (i) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and
 - (ii) the registration number in that register;
- (d) in any other case, particulars of—
 - (i) the legal form of the company or firm and the law by which it is governed, and
 - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.

Textual Amendments

F73 Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)

Register of residential addresses of members of an SE's supervisory organ

80B.—(1) Every SE which has adopted the form of a two-tier system in its statutes must keep a register of the residential addresses of the members of its supervisory organ (the “register of SO members' residential addresses”).

(2) The register must state the usual residential address of each of those members.

(3) If a member's usual residential address is the same as the member's service address, as stated in the SE's register of SO members, the register of SO members' residential addresses need only contain an entry to that effect.

This does not apply if the member's service address is stated to be “The SE's registered office”.

(4) If default is made in complying with this regulation, an offence is committed by—

- (a) the SE, and
- (b) every officer of the SE who is in default.

For this purpose a person who, by virtue of section 251 of the 2006 Act (shadow directors) as it applies in relation to an SE, is a shadow director of the SE is treated as an officer of the SE.

(5) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

(6) This regulation applies only to members who are individuals, not where the member is a body corporate or a firm that is a legal person under the law by which it is governed.

(7) Where an SE is required by this regulation to keep a register of SO members' residential addresses, the application of regulation 78 to that SE does not require particulars of members of the supervisory organ to be kept on any register under section 165 of the 2006 Act (register of directors' usual residential addresses).

Textual Amendments

F73 Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)

Duty to notify registrar of changes

80C.—(1) An SE which has adopted the form of a two-tier system in its statutes must, within the period of 14 days from—

- (a) a person becoming or ceasing to be a member of the supervisory organ of the SE, or
- (b) the occurrence of any change in the particulars contained in its register of SO members or its register of SO members' residential addresses,

give to the registrar notice of the change^{F74}

[^{F75}(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.]

(2) Notice of a person having become a member of the supervisory organ must—

- (a) contain a statement of the particulars of the new member which are required to be included in the SE's register of SO members and those which are required to be included in its register of SO members' residential addresses,
- (b) be accompanied by a [^{F76}statement that the person has consented] to act in that capacity.

(3) Where—

- (a) an SE gives notice of a change of a member of its supervisory organ's service address as stated in the SE's register of SO members, and
- (b) the notice is not accompanied by notice of any resulting change in the particulars contained in the SE's register of SO members' residential addresses,

the notice must be accompanied by a statement that no such change is required.

[^{F77}(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.

(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.]

(4) If default is made in complying with this regulation, an offence is committed by—

- (a) the SE, and
- (b) every officer of the SE who is in default.

For this purpose a person who, by virtue of section 251 of the 2006 Act (shadow directors) as it applies in relation to an SE, is a shadow director of the SE is treated as an officer of the SE.

(5) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

Status: Point in time view as at 27/06/2020.

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

Textual Amendments

- F73** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F74** Words in reg. 80C(1) omitted (1.10.2014) by virtue of [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **27(2)**
- F75** Reg. 80C(1A) inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **27(3)**
- F76** Words in reg. 80C(2)(b) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(3)** (with reg. 2)
- F77** Reg. 80C(3A)(3B) inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **27(4)**

Modifications etc. (not altering text)

- C2** [Reg. 80C](#): power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), ss. **39(1)**, 40(d), 49(1) (with ss. 2(2), 5(2), 39(8)(9))
- C3** [Reg. 80C\(1\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **40**

Protected information: restriction on use or disclosure by SE

80D. In the application of section 241(1)(b) of the 2006 Act in relation to an SE, the reference to any requirement of the Companies Acts includes a reference to any requirement of regulation 80C.]

Textual Amendments

- F73** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)

[^{F78}Information within section 790ZF(2): restriction on use or disclosure by an SE

80DA. In the application to an SE of section 241(1)(b) of the 2006 Act as applied by section 790ZF of that Act, the reference to any requirement of the Companies Acts includes a reference to any requirement in regulations 5 to 10 and 85.]

Textual Amendments

- F78** Reg. 80DA inserted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(8)**

[^{F73}Putting a member of the supervisory organ's address on the public record

80E.—(1) In the application of section 246 of the 2006 Act (putting a director's usual residential address on the public record) in relation to a member of the supervisory organ of an SE—

- (a) the references in subsections (3)(a) and (4)(a) to the company's register of directors are references to the SE's register of SO members, and
- (b) the reference in subsection (3)(b) to the company's register of directors' residential addresses is a reference to the SE's register of SO members' residential addresses.

(2) Paragraph (1) is without prejudice to the generality of regulation 78.]

Textual Amendments

F73 Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)

The SE as a body corporate

81.—(1) Where—

- (a) any enactment is applied in the manner described in regulation 78(2); or
- (b) any enactment applies to an SE otherwise than in the manner described in regulation 78(2)

and those enactments are expressed to apply to, or in respect of, a body corporate, an SE, [^{F79}whether or not registered in the United Kingdom], shall be treated for the purposes of the application of those enactments as if it were a body corporate.

(2) Nothing in this regulation has the effect of constituting an SE as a body corporate [^{F80}incorporated in, or formed under the law of, the United Kingdom (or any part of the United Kingdom)].

Textual Amendments

F79 Words in reg. 81(1) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **29(a)** (with reg. 2)

F80 Words in reg. 81(2) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **29(b)** (with reg. 2)

Notification of Amendments to Statutes and Insolvency Events (Articles 59(3) and 65)

82.—[^{F81}(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.]

(2) If default is made in complying with paragraph (1)(a) or (b) the SE is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

Status: Point in time view as at 27/06/2020.

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

Textual Amendments

- F81** Reg. 82(1)(1A) substituted for reg. 82(1) (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **28(2)**

Accounting Reference Period and Financial Year of Transferring SE

- 83.**—(1) Where an SE transfers its registered office to [^{F82}the United Kingdom] under Article 8—
- (a) its first accounting reference period, for the purposes of [^{F83}section 391 of [^{F84}the 2006 Act]], is the period of twelve months beginning with its last balance sheet date before the registration of the transfer and the date on which that period ends is its accounting reference date for those purposes; and
 - (b) its first financial year for the purposes of [^{F85}section 390 of [^{F84}the 2006 Act]] begins with the first day of its first accounting reference period and ends with the last day of that period or such other date, not more than seven days before or after the end of that period as the SE may determine.

(2) For purposes of this regulation “the last balance sheet date” is the date as at which the balance sheet of the transferring SE was required to be drawn up under the provisions of the law of the Member State in which it had its registered office, where the balance sheet was the last one required to be drawn up before the registration of the transfer in [^{F86}the United Kingdom].

(3) Where the transferring SE has not been required to draw up a balance sheet under the provisions of the law of the Member State where it had its registered office, or, if different, of the Member State where it was first registered, before the registration of the transfer in [^{F87}the United Kingdom], its accounting reference date for the purposes of [^{F88}section 391 of [^{F89}the 2006 Act]] is the last day of the month in which the anniversary of its registration on formation falls and its first accounting reference period is the period beginning with its date of registration on formation and ending with its accounting reference date; and paragraph (1)(b) above applies in respect of its first financial year accordingly.

Textual Amendments

- F82** Words in reg. 83(1) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(2)(a)** (with reg. 2)
- F83** Words in reg. 83(1)(a) 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(6)(a)** (with arts. 6, 11, 12)
- F84** Words in reg. 83(1) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(2)(b)** (with reg. 2)
- F85** Words in reg. 83(1)(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(6)(b)** (with arts. 6, 11, 12)
- F86** Words in reg. 83(2) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(3)** (with reg. 2)
- F87** Words in reg. 83(3) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(4)(a)** (with reg. 2)
- F88** Words in reg. 83(3) 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(6)(a)** (with arts. 6, 11, 12)
- F89** Words in reg. 83(3) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(4)(b)** (with reg. 2)

Penalties for Breach of Article 11 (use of SE in name)

84. Where:

- (a) an SE fails to comply with Article 11(1); or
- (b) any person fails to comply with Article 11(2)

the SE or that person is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

PART 7

PROVISIONS RELATING TO THE CONVERSION OF AN SE TO A PUBLIC COMPANY IN ACCORDANCE WITH ARTICLE 66 OF THE EC REGULATION

[^{F90}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; ^{F91}...
- (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 [^{F92}Northern Ireland; and
- (e) a statement of initial significant control (see section 12A of the 2006 Act).]

(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) 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

Status: Point in time view as at 27/06/2020.

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

(b) a [F93 statement that] each of the persons named as a proposed director [F94 has consented] 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 [F95 statement that] each of the persons [F96 has consented] 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; F97 ...

[F98 (ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium); 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; F99 ...

F100 (d)

(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”.]

Textual Amendments

- F90** Reg. 85 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, **29**
- F91** Word in reg. 85(2)(c) omitted (30.6.2016) by virtue of [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(9)(a)**
- F92** Words in reg. 85(2) substituted (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), **3(9)(b)**
- F93** Words in reg. 85(5)(b) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(a)(i)** (with reg. 2)
- F94** Words in reg. 85(5)(b) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(a)(ii)** (with reg. 2)
- F95** Words in reg. 85(6)(c) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(b)(i)** (with reg. 2)
- F96** Words in reg. 85(6)(c) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(4)(b)(ii)** (with reg. 2)
- F97** Word in reg. 85(9)(b) omitted (30.6.2016) by virtue of [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 3 para. 7(a)**
- F98** Reg. 85(9)(ba) inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 3 para. 7(b)**
- F99** Word in reg. 85(9)(c)(iii) omitted (30.6.2016) by virtue of [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 3 para. 7(c)**
- F100** Reg. 85(9)(d) omitted (30.6.2016) by virtue of [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 3 para. 7(d)**

[^{F101}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.]

Textual Amendments

- F101** [Reg. 85A](#) inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **30**

Publication of draft terms of conversion

86.—[^{F102}(1)] Where under Article 66(4) draft terms of conversion are required to be publicised there shall be delivered to the registrar [^{F103}a notice, together with a copy of the draft terms,] and the registrar shall cause to be published in the Gazette notice of the receipt by her of the copy of the draft terms.

[^{F104}(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.]

Status: Point in time view as at 27/06/2020.

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

Textual Amendments

- F102** Reg. 86 renumbered as reg. 86(1) (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **31(2)**
- F103** Words in [reg. 86\(1\)](#) 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, **31(2)**
- F104** Reg. 86(2) inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **31(3)**

[^{F105}Registration under the 2006 Act]

87.—[^{F106}(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.]

^{F107}(2)

(3) On registration of [^{F108}the documents referred to in paragraph (1)] the registrar shall give a certificate—

- (a) that the converting SE is incorporated and retains the legal personality it had when an SE;
- [^{F109}(b) that those documents are registered under the 2006 Act; and]
- (c) that it is a public company limited by shares.
- (4) The certificate is conclusive evidence—
 - (a) that the requirements of [^{F110}the 2006 Act] in respect of registration ^{F111}... have been complied with, and
 - (b) that on and after the registration the converting SE is a public company limited by shares.

Textual Amendments

- F105** Reg. 87 heading substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **34(6)** (with reg. 2)
- F106** Reg. 87(1) 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, **32**
- F107** Reg. 87(2) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **34(3)** (with reg. 2)
- F108** Words in reg. 87(3) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **34(4)(a)** (with reg. 2)
- F109** Reg. 87(3)(b) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **34(4)(b)** (with reg. 2)
- F110** Words in reg. 87(4)(a) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **34(5)(a)** (with reg. 2)
- F111** Words in reg. 87(4)(a) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **34(5)(b)** (with reg. 2)

Effect of registration

88.—(1) In its application to a converting SE on or after registration [^{F112}the Companies Acts] shall have effect with the modifications set out in [^{F113}paragraphs 2 to 9] of Schedule 4 to these Regulations.

(2) On and after registration a converting SE shall be known by the name contained in [^{F114}the certificate given under regulation 87(3)] (subject to [^{F115}any change of name by the converting SE]).

(3) The persons named in [^{F116}the application for registration] shall be deemed to have been appointed as the first directors or secretaries of a converting SE on registration.

Textual Amendments

- F112** Words in reg. 88(1) 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(7)** (with arts. 6, 11, 12)
- F113** Words in reg. 88(1) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **35(2)** (with reg. 2)
- F114** Words in reg. 88(2) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **35(3)(a)** (with reg. 2)
- F115** Words in reg. 88(2) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **35(3)(b)** (with reg. 2)
- F116** Words in reg. 88(3) 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, **33**

Records of a converting SE

89. The records of a converting SE, when the converting SE has been registered as a public company limited by shares under the provisions of this Part, relating to any period before its registration as a public company shall be treated for the purposes of [^{F117}the Companies Acts] as if they were records of that public company.

Textual Amendments

- F117** Words in reg. 89 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(8)** (with arts. 6, 11, 12)

Gerry Sutcliffe,
Parliamentary Under Secretary of State for
Employment Relations, Competition and
Consumers,
Department of Trade and Industry

Status: Point in time view as at 27/06/2020.

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

SCHEDULE 1

F118

Textual Amendments

F118 Sch. 1 revoked (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **34**

[^{F119}SCHEDULE 1A

Regulation 13(1B)

Modifications of provisions of the 2006 Act applying in relation to documents sent to the registrar etc

Textual Amendments

F119 Sch. 1A inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **37** (with reg. 2)

1. Section 1081 (annotation of the register), as if after subsection (1) there were inserted—
 - “(1A) Where it appears to the registrar that material on the register is misleading or confusing, the registrar may place a note in the register containing such information as appears to the registrar to be necessary to remedy, as far as possible, the misleading or confusing nature of the material.”
2. Section 1085 (inspection of the register), as if in subsection (2) the second sentence were omitted.
3. Section 1093 (registrar’s notice to resolve inconsistency on the register), as if—
 - (a) any reference to a company were a reference to an SE, and
 - (b) the reference in subsection (3)(b) to an officer of a company were a reference—
 - (i) in a one-tier system, to a member of the administrative organ of an SE, and
 - (ii) in a two-tier system, to a member of the supervisory or management organ of an SE.
4. Section 1094 (administrative removal of material from the register), as if—
 - (a) for paragraph (a) of subsection (3) there were substituted—
 - “(a) anything whose registration has had legal consequences in relation to the SE as regards its registration;”, and
 - (b) any reference in subsection (4) to a company were a reference to an SE.
5. Section 1095 (rectification of register on application to registrar), as if any reference to a company were a reference to an SE.
6. Sections 1096(1) to (5) and 1097 (rectification of register under court order), as if any reference to a company were a reference to an SE.]

SCHEDULE 2

Regulation 14

[^{F120}Provisions of the 2006 Act applying to the registration of SEs]

Textual Amendments

F120 Sch. 2 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **38** (with reg. 2)

[^{F120}**1.** Section 1066(1) to (5) (registered numbers), as if any reference to a company were a reference to an SE.

- 2.** Section 1082 (allocation of unique identifiers), as if—
 - (a) the reference in subsection (1)(a) to a director of a company were a reference—
 - (i) in a one-tier system, to a member of the administrative organ of an SE, and
 - (ii) in a two-tier system, to a member of the supervisory or management organ of an SE,and
 - (b) paragraphs (b) and (c) of subsection (1) were omitted.
- 3.** Section 1084 (records relating to companies that have been dissolved etc), as if—
 - (a) any reference to a company being dissolved were a reference to an SE being dissolved,
 - (b) the reference in subsection (2) to records relating to a company included a reference to—
 - (i) the documents required to be retained by the registrar under regulation 13(1), and
 - (ii) records of the information contained in those documents,and
 - (c) subsection (4) were omitted.
- 4.** Section 1113 (enforcement of company’s filing obligations), as if—
 - (a) any reference to a company were a reference to an SE,
 - (b) any reference to an obligation under the Companies Acts were a reference to an obligation under these Regulations,
 - (c) any reference to a member of a company were a reference to a shareholder of an SE, and
 - (d) any reference to an officer of a company were a reference—
 - (i) in a one-tier system, to a member of the administrative organ of an SE, and
 - (ii) in a two-tier system, to a member of the supervisory or management organ of an SE.
- 5.** Section 1117 (registrar’s rules), so far as relating to section 1066(2).]

^{F121}SCHEDULE 3

Regulation 32

Textual Amendments

F121 Sch. 3 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **39** (with reg. 2)

Status: Point in time view as at 27/06/2020.

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

SCHEDULE 4

Regulations 85 and 88

[^{F122}Modifications of the Companies Acts etc]

Textual Amendments

F122 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)

^{F123}1.

Textual Amendments

F123 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

[^{F124}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.]

Textual Amendments

F124 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 [^{F125}the 2006 Act] shall be taken to include a reference to documents delivered under regulation 85.

Textual Amendments

F125 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).

[^{F126}5. The converting SE is treated as if it had been formed (as well as registered) under the 2006 Act.]

Textual Amendments

F126 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)

Effect of registration

6. [^{F127}Section 16 of the 2006 Act] (effect of registration) shall not apply.

Textual Amendments

F127 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. [^{F128}Section 112(1) of the 2006 Act] (definition of “member”) shall not apply.

Textual Amendments

F128 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)

Textual Amendments

F127 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)

F128 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)

^{F129}8.

Textual Amendments

F129 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) [^{F130}section 761 of [^{F131}the 2006 Act]] (public company share capital requirements), ^{F132}...
 - (b) section 122(1)(b) of the Insolvency Act 1986 (winding up by the court: lack of certificate under [^{F130}section 761 of [^{F131}the 2006 Act]]).
 - [^{F133}(c) Article 102(1)(b) of the Insolvency (Northern Ireland) Order 1989 (which corresponds to section 122(1)(b) of the Insolvency Act 1986).]

Textual Amendments

F130 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)

Status: Point in time view as at 27/06/2020.

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

- F131** 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)
- F132** 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)
- F133** 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)

^{F134}**10.**

Textual Amendments

- F134** 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 SE by the application of [^{F135}section 391(4) of [^{F136}the 2006 Act]], by virtue of Article 61 of the EC Regulation, or of regulation 83 prior to the registration of the converting SE under regulation 87.

Textual Amendments

- F135** 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)
- F136** 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)

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations implement Council Directive [2001/86/EC](#) supplementing the Statute for a European Company with regard to the involvement of employees (“the Directive”) and also make provision for the parts of Council Regulation 2157/2001 on the Statute for a European Company (“the Regulation”) which permit or oblige the Member States to make certain provisions in their national law including provision for the effective application of the Regulation.

The Regulation provides for the creation of a new form of public limited-liability company, the *Societas Europaea*, known as the “SE”. This type of company can be formed in a number of ways set out in the Regulation. It will be governed by the Regulation and, in respect of matters where the Regulation so provides, by the law applying to public limited-liability companies of the Member State in which it is, or is proposed to be, registered. The Regulation, although directly applicable in the territory of the Community, obliges Member States to make arrangements in relation to SEs which register in their territory. The Regulations therefore:

- 1 make provision as to the registration and transfer of SEs and the registration authority (Part 2);
- 2 contain provisions required by the Regulation that Member States enact particular measures (Part 5);
- 3 contain provisions needed to achieve the effective application of the Regulation (Part 6); and
- 4 provide for an SE to convert to a public company (Part 7).

The Regulation also gives Member States the discretion as to whether to implement options set out in the Regulation and which is exercised in Part 4 of the Regulations.

Part 3 of the Regulations implements the Directive and sets out the provisions relating to employee involvement in the SE. The principal provisions are:

- 1 the establishment of a special negotiating body (Chapter 2);
- 2 election or appointment of UK members of the special negotiating body (Chapter 3);
- 3 negotiation of an employee involvement agreement (Chapter 4);
- 4 standard rules on employee involvement (Chapter 5);
- 5 compliance and enforcement (Chapter 6);
- 6 treatment of confidential information (Chapter 7); and
- 7 employee protection (Chapter 8).

A full Regulatory Impact Assessment of the effect that this instrument will have on the costs of business has been prepared and placed in the library of both Houses of Parliament. This document can be obtained from the Department of Trade and Industry, Corporate Law and Governance Directorate, 1 Victoria Street, London SW1H 0ET and can be downloaded from <http://www.dti.gov.uk/cld/condocs.htm>. Transposition notes setting out how these Regulations implement the Directive have been placed in the libraries of both Houses of Parliament and are also available from the above address.

Status:

Point in time view as at 27/06/2020.

Changes to legislation:

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