

## STATUTORY INSTRUMENTS

# 2004 No. 2326

## The European Public Limited-Liability Company Regulations 2004

### 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 [<sup>F1</sup>the whole of the United Kingdom].

#### 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](#))

#### <sup>F2</sup>... EC Regulation

2. In these Regulations—

<sup>F3</sup> ...

“the EC Regulation” means Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company <sup>M1</sup>;

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

#### Textual Amendments

**F2** Words in [reg. 2](#) heading omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 3\(a\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, Sch. 5 para. 1(1)

**F3** Words in [reg. 2](#) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 3\(b\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, Sch. 5 para. 1(1)

#### Marginal Citations

**M1** OJ L 294, 10.11.2001, p. 1.

## Interpretation

### 3.—(1) In these Regulations—

<sup>F4</sup> .....

the “1996 Act” means the Employment Rights Act 1996 <sup>M2</sup>;

[<sup>F5</sup>the “2006 Act” means the Companies Act 2006;]

[<sup>F6</sup>“the Companies Acts” has the meaning given by section 2 of [<sup>F7</sup>the 2006 Act];]

“SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation [<sup>F8</sup>, as it had effect immediately before IP completion day,] and, except as provided in these Regulations, means an SE <sup>F9</sup>... [<sup>F10</sup>registered in the United Kingdom].

[<sup>F11</sup>“UK Societas” means an SE on or after IP completion day.]

(2) Except as otherwise provided in these Regulations, words and expressions [<sup>F12</sup>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 <sup>F13</sup> ... have the same meaning as they have in that Regulation<sup>F14</sup>....

(4) Where a word or expression is both [<sup>F15</sup>defined as mentioned] in paragraph (2) and used in the EC Regulation <sup>F16</sup>..., it has the meaning it has in that Regulation <sup>F17</sup>... except as otherwise provided in these Regulations.

### Textual Amendments

- F4** 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)
- F5** 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)
- F6** 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)
- F7** 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)
- F8** Words in reg. 3(1) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **4(a)(i)(aa)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **3(a)**, **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F9** Words in reg. 3(1) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **4(a)(i)(bb)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F10** 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)
- F11** Words in reg. 3(1) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **4(a)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **3(a)**, **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F12** 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)
- F13** Words in reg. 3(3) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **4(b)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

- F14** Words in reg. 3(3) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **4(b)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F15** 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)
- F16** Words in reg. 3(4) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **4(b)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F17** Words in reg. 3(4) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **4(b)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Marginal Citations**

**M2** 1996 c. 18.

## PART 2

### REGISTRATION OF [<sup>F18</sup>UK Societates] AND THE REGISTRAR ETC.

**Textual Amendments**

**F18** Words in Pt. 2 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **5** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### The registrar

4. The registrar has the functions conferred by this Part in relation to the registration, or the deletion of the registration, of [<sup>F19</sup>a UK Societas].

**Textual Amendments**

**F19** Words in reg. 4 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **6** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F20</sup>5. ....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **7** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

F206. ....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

F207. ....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

F208. ....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

F209. ....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

F2010. ....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Statement of SE's name and registered office address**

**F20 10A.** .....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Statement of proposed members**

**F20 10B.** .....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Statement of subscribed capital**

**F20 10C.** .....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Employee involvement statement**

**F20 10D.** .....

**Textual Amendments**

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F20</sup>11. ....

### Textual Amendments

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

## Statement of compliance

<sup>F20</sup>11A. ....

### Textual Amendments

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

## Registration of an SE

<sup>F20</sup>12. ....

### Textual Amendments

**F20** Regs. 5-12 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, 7 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

## [<sup>F21</sup>Conversion of an SE to a UK Societas: obligations on the registrar

**12A.—(1)** In respect of any SE which remains registered in the United Kingdom immediately before IP completion day, the registrar must—

- (a) amend the register, so that on and after IP completion day—
  - (i) “UK Societas” replaces “SE” in the SE’s name, and
  - (ii) where appropriate, any use of “European Public Limited-Liability Company” or “Societas Europaea”, is replaced by “United Kingdom Societas”,
 save that this shall not apply where this information is recorded in documents registered in respect of that SE before IP completion day;
- (b) within 21 days of IP completion day, issue to the UK Societas a certificate (a “certificate of conversion”) confirming that the UK Societas—
  - (i) has been converted to a UK Societas on IP completion day pursuant to Articles AA1 and AAA1 of the EC Regulation,
  - (ii) is governed by the law of—
    - (aa) England and Wales, where its registered office is situated in England or Wales,
    - (bb) Scotland, where its registered office is situated in Scotland, or

- (cc) Northern Ireland, where its registered office is situated in Northern Ireland.
- (2) The certificate in paragraph (1)(b)—
- (a) must be signed by the registrar or authenticated by the registrar's official seal; and
  - (b) is conclusive evidence that on and after IP completion day the SE is a UK Societas.
- (3) Paragraphs (1) and (2) do not apply to an SE in respect of which a transfer proposal has been drawn up, delivered and published under Article 8 until such time as the registrar is satisfied that the transfer did not take effect before IP completion day.
- (4) Paragraph (5) applies in relation to an SE—
- (a) which immediately before IP completion day is registered in a Member State pursuant to a transfer of its registered office from the United Kingdom to that Member State in accordance with Article 12; but
  - (b) whose registration in the United Kingdom has not been deleted in accordance with Article 8 before IP completion day.
- (5) The registrar must delete the registration of an SE to which this paragraph applies from the register as soon as reasonably practicable and must cause to be published in the Gazette notice of that deletion.
- (6) In this regulation, “Article 8” and “Article 12” mean Article 8 and Article 12 of the EC Regulation, as it had effect immediately before IP completion day.

#### Textual Amendments

**F21** Regs. 12A, 12B inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 8 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 3(b), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

#### References in the Companies Act 2006 to a certificate of incorporation

**12B.**—(1) Following the conversion of an SE to a UK Societas, references in sections 80 (change of name: registration and issue of new certificate of incorporation), 1064 (public notice of issue of certificate of incorporation) and 1065 (right to certificate of incorporation) of the Companies Act 2006 to a company's certificate of incorporation shall be construed as a reference to the certificate of conversion given under regulation 12A(1)(b).

- (2) A requirement in those sections for the registrar to issue a certificate of incorporation to a company shall—
- (a) be construed as a requirement to issue a certificate of conversion similar to the certificate under regulation 12A(1)(b); and
  - (b) apply with such other modifications as the registrar considers necessary in consequence of sub-paragraph (a).]

#### Textual Amendments

**F21** Regs. 12A, 12B inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 8 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 3(b), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

**Documents sent to the registrar**

**13.**—<sup>F22</sup>(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.]

<sup>F23</sup>(2) .....

**Textual Amendments**

**F22** 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)

**F23** Reg. 13(2) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 9 (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1)

**[<sup>F24</sup>Application of language requirements to documents relating to [<sup>F25</sup>UK Societates]**

**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—

- <sup>F26</sup>(a) .....
- <sup>F26</sup>(b) .....
- <sup>F26</sup>(c) .....

- (d) copies of amendments to statutes required to be delivered under regulation 82(1) (a) of [<sup>F27</sup>the European Public Limited-Liability Company Regulations 2004] (notification of amendments to statutes);
- (e) documents required to be delivered <sup>F28</sup>... under regulation 85 of those Regulations (registration of a public company by conversion of [<sup>F29</sup>UK Societas]);
- (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 [<sup>F30</sup>a UK Societas].



(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 [<sup>F31</sup>a UK Societas].

(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 [<sup>F32</sup>as it had effect at the time of such delivery.] on or after 1st January 2007.

<sup>F33</sup>(5) . . . . .]

#### Textual Amendments

- F24** 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))
- F25** Words in reg. 13A heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F26** Words in reg. 13A(2)(b) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(b)(i)(aa)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F27** Words in reg. 13A(2)(b) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(b)(i)(bb)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F28** 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)**
- F29** Words in reg. 13A(2)(b) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(b)(i)(cc)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F30** Words in reg. 13A(2)(c) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(b)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F31** Words in reg. 13A(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F32** Words in reg. 13A(4) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(d)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F33** Reg. 13A(5) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **10(e)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### [<sup>F34</sup>Application of the 2006 Act to the registration of [<sup>F35</sup>UK Societates]]

14.—[<sup>F36</sup>(1)] The provisions of [<sup>F37</sup>the 2006 Act] specified in Schedule 2 to these Regulations shall apply in respect of

- (a) the registration or the deletion of registration of [<sup>F38</sup>UK Societates] under these Regulations and the EC Regulation [<sup>F39</sup>, including as they had effect at the time of any such registration];
- (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.

[<sup>F40</sup>(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

- F34** 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)
- F35** Words in [reg. 14](#) heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **11(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F36** 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)
- F37** 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)
- F38** Words in [reg. 14\(1\)\(a\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **11(b)(i)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F39** Words in [reg. 14\(1\)\(a\)](#) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **11(b)(ii)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F40** 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 [<sup>F41</sup>delivered to the registrar]

15. Any person who makes a false statement:

- (a) in any [<sup>F42</sup>application for registration delivered] to the registrar under <sup>F43</sup>... regulation 85,
- <sup>F44</sup>(b) .....
- (c) in any document [<sup>F45</sup>required to be delivered with such an application], or
- (d) in any other document required to be [<sup>F46</sup>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

- F41** 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)**
- F42** 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)**
- F43** Words in [reg. 15\(a\)](#) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **12(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

- F44** Reg. 15(b) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **12(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F45** 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)**
- F46** 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)**

### **F47** PART 3

#### EMPLOYEE INVOLVEMENT

.....

##### **Textual Amendments**

- F47** 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)

##### **Modifications etc. (not altering text)**

- C1** Pt. 3 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 40(2) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **113(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1))

### **PART 4**

#### EXERCISE OF MEMBER STATES OPTIONS UNDER THE EC REGULATION

##### **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))**

**F48** 55. ....

##### **Textual Amendments**

- F48** Regs. 55-58 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **13** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

**F48** 56. ....

#### Textual Amendments

- F48** Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F48</sup>57. ....

#### Textual Amendments

- F48** Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F48</sup>58. ....

#### Textual Amendments

- F48** Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### Power of the management or administrative organ of [<sup>F49</sup>a UK Societas] 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 [<sup>F50</sup>UK Societas] may amend the statutes to the extent necessary to resolve the conflict without any further decision from the general shareholders meeting.

#### Textual Amendments

- F49** Words in [reg. 59](#) heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **14(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F50** Words in [reg. 59](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **14(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### Modifications etc. (not altering text)

- C2** [Reg. 59](#) applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 59(1) (as amended by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I.](#)

2018/1298), regs. 1, **128(a)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

### **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)**

<sup>F51</sup>**60.** .....

#### **Textual Amendments**

**F51** 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 [<sup>F52</sup>a UK Societas] is two.

#### **Textual Amendments**

**F52** Words in reg. 61 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **15** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

#### **Modifications etc. (not altering text)**

**C3** Reg. 61 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 39(4) (as amended by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **112(d)(i)** (with regs. 140-145)) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

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

**62.** The minimum number of the members of the supervisory organ of [<sup>F53</sup>a UK Societas] is two.

#### **Textual Amendments**

**F53** Words in reg. 62 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **15** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

#### **Modifications etc. (not altering text)**

**C4** Reg. 62 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 40(3) (as amended by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **113(c)(i)** (with regs. 140-145)) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

### 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 [F54 a UK Societas] is two.

#### Textual Amendments

**F54** Words in reg. 64 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **15** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### Modifications etc. (not altering text)

**C5** Reg. 64 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 43(2) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **115(b)(i)** (with regs. 140-145)) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### Timing of the first general meeting of [F55 a UK Societas] (Article 54(1))

65. The first general meeting of [F56 a UK Societas] may be held at any time in the 18 months following [F57 its] incorporation [F58 as an SE].

#### Textual Amendments

**F55** Words in reg. 65 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F56** Words in reg. 65 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F57** Word in reg. 65 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F58** Words in reg. 65 inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### Proportion of shareholders of [F59 a UK Societas] 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 [F60 a UK Societas] 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 [F61 the UK Societas's] subscribed capital.

**Textual Amendments**

- F59** Words in [reg. 66](#) heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **17(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F60** Words in [reg. 66](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **17(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F61** Words in [reg. 66](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **17(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**[<sup>F62</sup>UK Societates] subject to law on public limited liability companies as regard the expression of their capital (Article 67(1))**

67. [<sup>F63</sup>A UK Societas] 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.

**Textual Amendments**

- F62** Words in [reg. 67](#) heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **18(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F63** Words in [reg. 67](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **18(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Modifications etc. (not altering text)**

- C6** [Reg. 67](#) applied (31.12.2020) by [Regulation \(EC\) No. 2157/2001, Art. 67\(1\)](#) (as amended by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **136(a)(ii)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

## PART 5

### PROVISIONS REQUIRED BY THE EC REGULATION

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

<sup>F64</sup>68. ....

**Textual Amendments**

- F64** [Regs. 68-70](#) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **19** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)



**Modifications etc. (not altering text)**

**C7** Reg. 68 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 54(1) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **124(a)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

**Publication of completion of merger (Article 28)**

<sup>F64</sup>**69.** . . . . .

**Textual Amendments**

**F64** Regs. 68-70 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **19** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F64</sup>**70.** . . . . .

**Textual Amendments**

**F64** Regs. 68-70 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **19** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**Publication of other documents or information (Articles <sup>F65</sup>... 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.

<sup>F66</sup>(3) . . . . .

<sup>F66</sup>(4) . . . . .

**Textual Amendments**

**F65** Words in reg. 71 heading omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **20(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F66** Reg. 71(3)(4) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **20(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)



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

<sup>F67</sup>72. ....

### Textual Amendments

**F67** Regs. 72-74 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **21** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F67</sup>73. ....

### Textual Amendments

**F67** Regs. 72-74 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **21** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

<sup>F67</sup>74. ....

### Textual Amendments

**F67** Regs. 72-74 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **21** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

## 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 [<sup>F68</sup>54 and 55], the Secretary of State;

<sup>F69</sup>(b) .....

<sup>F69</sup>(c) .....

### Textual Amendments

**F68** Words in reg. 75(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **22(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F69** Reg. 75(b)(c) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **22(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### 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 [<sup>F70</sup>a UK Societas] are in conflict with the arrangements for employee involvement determined in accordance with [<sup>F71</sup>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 [<sup>F72</sup>UK Societas] 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 [<sup>F73</sup>a UK Societas] with its registered office in England and Wales, to the High Court [<sup>F74</sup>in England and Wales] by injunction; <sup>F75</sup> ...
  - (b) in respect of [<sup>F73</sup>a UK Societas] with its registered office in Scotland, to the Court of Session by an order under section 45 of the Court of Session Act 1988.
- [<sup>F76</sup>(c) in respect of [<sup>F73</sup>a UK Societas] with its registered office in Northern Ireland, to the High Court in Northern Ireland by injunction.]

#### Textual Amendments

- F70** Words in reg. 76(1)(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **23(a)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F71** 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)
- F72** Words in reg. 76(1)(b) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **23(a)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F73** Words in reg. 76(2)(a)-(c) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **23(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F74** 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)
- F75** 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)
- F76** 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)

### **[<sup>F77</sup>Records of an SE transferred under Article 8 of the EC Regulation (as it had effect immediately before IP completion day]**

77.—[<sup>F78</sup>(1) Where the registration of an SE is deleted under regulation 12A(5) following a transfer of its registered office to another Member State, the records of that SE kept by the registrar must continue to be kept by her for a period of twenty years following such a deletion.]

(2) Where the registration of an SE is deleted, [<sup>F79</sup>the application and documents delivered to the registrar] under regulation 11 [<sup>F80</sup>of these Regulations, as they had effect at the time of delivery], together with a copy of the certificate issued under Article 8(8) [<sup>F81</sup>of the EC Regulation, as it had effect at the time of issue,] 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**

- F77** Reg. 77 heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **24(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **3(c)**, **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F78** Reg. 77(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **24(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F79** 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**
- F80** Words in reg. 77(2) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **24(c)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F81** Words in reg. 77(2) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **24(c)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### **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 [<sup>F82</sup>UK Societates].

- (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 [F83UK Societas] 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.

#### Textual Amendments

- F82** Words in [reg. 78\(1\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018](#) (S.I. 2018/1298), [regs. 1, 25\(a\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, Sch. 5 para. 1(1)
- F83** Words in [reg. 78\(5\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018](#) (S.I. 2018/1298), [regs. 1, 25\(b\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, Sch. 5 para. 1(1)

#### [F84Register of members of supervisory organ

**79.**—(1) Every [F85UK Societas] 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 [F86UK Societas'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 [F87UK Societas] 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 [F88UK Societas's] registered office.

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

- (a) of any shareholder of the [F89UK Societas] 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 [F90UK Societas] and by every officer of the [F90UK Societas] 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 [<sup>F91</sup>a UK Societas], is a shadow director of the [<sup>F90</sup>UK Societas] is treated as an officer of the [<sup>F90</sup>UK Societas].

(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 [<sup>F92</sup>a UK Societas] is required by this regulation to keep a register of SO members, the application of regulation 78 to that [<sup>F93</sup>UK Societas] 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

- F84** 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)
- F85** Words in [reg. 79\(1\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F86** Words in [reg. 79\(3\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F87** Words in [reg. 79\(4\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(c)(i)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F88** Words in [reg. 79\(4\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(c)(ii)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F89** Words in [reg. 79\(5\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(d)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F90** Words in [reg. 79\(6\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(e)(ii)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F91** Words in [reg. 79\(6\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(e)(i)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F92** Words in [reg. 79\(10\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(f)(i)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F93** Words in [reg. 79\(10\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(f)(ii)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### Particulars of members to be registered under regulation 79: individuals

**80.**—(1) [<sup>F94</sup>a UK Societas'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 “[<sup>F95</sup>The UK Societas's] registered office”.

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

#### Textual Amendments

- F84** 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)
- F94** Words in reg. 80(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **27(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F95** Words in reg. 80(5) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **27(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

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

**80A.** [<sup>F96</sup>A UK Societas'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) [<sup>F97</sup>in the case of a limited company that is a UK-registered company, the registered number;]
- (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

- F84** 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)
- F96** Words in reg. 80A substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **28(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F97** Reg. 80A(c) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **28(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### Register of residential addresses of members of [<sup>F98</sup>a UK Societas's] supervisory organ

**80B.**—(1) Every [<sup>F99</sup>UK Societas] 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 [<sup>F100</sup>UK Societas'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 [<sup>F100</sup>UK Societas's] registered office”.

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

- (a) the [<sup>F101</sup>UK Societas], and
- (b) every officer of the [<sup>F101</sup>UK Societas] 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 [<sup>F102</sup>a UK Societas], is a shadow director of the [<sup>F101</sup>UK Societas] is treated as an officer of the [<sup>F101</sup>UK Societas].

(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 [<sup>F103</sup>a UK Societas] is required by this regulation to keep a register of SO members’ residential addresses, the application of regulation 78 to that [<sup>F104</sup>UK Societas] 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

- F84** 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)

- F98** Words in reg. 80B heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F99** Words in reg. 80B(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F100** Words in reg. 80B(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F101** Words in reg. 80B(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(d)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F102** Words in reg. 80B(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(d)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F103** Words in reg. 80B(7) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(e)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F104** Words in reg. 80B(7) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **29(e)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### Duty to notify registrar of changes

**80C.**—(1) [<sup>F105</sup>A UK Societas] 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 [<sup>F106</sup>UK Societas], 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<sup>F107</sup>....

[<sup>F108</sup>(1A) Any notice given under paragraph (1) must contain the following particulars—

- (a) the [<sup>F109</sup>UK Societas'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 [<sup>F110</sup>UK Societas'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 [<sup>F111</sup>statement that the person has consented] to act in that capacity.

(3) Where—

- (a) [<sup>F112</sup>a UK Societas] gives notice of a change of a member of its supervisory organ's service address as stated in the [<sup>F113</sup>UK Societas's] register of SO members, and
- (b) the notice is not accompanied by notice of any resulting change in the particulars contained in the [<sup>F113</sup>UK Societas's] register of SO members' residential addresses,

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



[<sup>F114</sup>(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 [<sup>F115</sup>UK Societas'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 [<sup>F116</sup>UK Societas], 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 [<sup>F117</sup>a UK Societas], is a shadow director of the [<sup>F116</sup>UK Societas] is treated as an officer of the [<sup>F116</sup>UK Societas].

(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.

#### Textual Amendments

- F84** 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)
- F105** Words in reg. 80C(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(a)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F106** Words in reg. 80C(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(a)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F107** 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)**
- F108** 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)**
- F109** Words in reg. 80C(1A) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F110** Words in reg. 80C(2) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F111** 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)
- F112** Words in reg. 80C(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(c)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F113** Words in reg. 80C(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(c)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F114** 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)**
- F115** Words in reg. 80C(3A) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(d)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

- F116** Words in reg. 80C(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(e)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F117** Words in reg. 80C(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(e)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### Modifications etc. (not altering text)

- C8** 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))
- C9** 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 <sup>F118</sup>UK Societas]

**80D.** In the application of section 241(1)(b) of the 2006 Act in relation to <sup>F119</sup>a UK Societas], the reference to any requirement of the Companies Acts includes a reference to any requirement of regulation 80C.]

#### Textual Amendments

- F84** 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)
- F118** Words in reg. 80D heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **31(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F119** Words in reg. 80D substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **31(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### <sup>F120</sup>Information within section 790ZF(2): restriction on use or disclosure by <sup>F121</sup>a UK Societas]

**80DA.** In the application to <sup>F122</sup>a UK Societas] 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 <sup>F123</sup>of these Regulations, as they had effect at the time such protected information was delivered to the registrar].]

#### Textual Amendments

- F120** 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)**
- F121** Words in reg. 80DA heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **32(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F122** Words in reg. 80DA substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **32(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F123** Words in reg. 80DA inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **32(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### **[<sup>F84</sup>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 [<sup>F124</sup>a UK Societas]—

- (a) the references in subsections (3)(a) and (4)(a) to the company's register of directors are references to the [<sup>F125</sup>UK Societas'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 [<sup>F125</sup>UK Societas's] register of SO members' residential addresses.

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

#### **Textual Amendments**

**F84** 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)

**F124** Words in reg. 80E substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **33(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F125** Words in reg. 80E substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **33(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### **The [<sup>F126</sup>UK Societas] 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 [<sup>F127</sup>a UK Societas] 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, [<sup>F128</sup>a UK Societas], <sup>F128</sup>... 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 [<sup>F129</sup>a UK Societas] as a body corporate [<sup>F130</sup>incorporated in, or formed under the law of, the United Kingdom (or any part of the United Kingdom)].

#### **Textual Amendments**

**F126** Words in reg. 81 heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **34(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F127** Words in reg. 81(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **34(b)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

- F128** Words in reg. 81(1) omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **34(b)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F129** Words in reg. 81(2) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **34(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F130** 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.**—<sup>[F131]</sup>(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 <sup>[F132]</sup>UK Societas] 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 <sup>[F133]</sup>UK Societas'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 <sup>[F134]</sup>UK Societas] is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

### Textual Amendments

- F131** 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)**
- F132** Words in reg. 82(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **35(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F133** Words in reg. 82(1A) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **35(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F134** Words in reg. 82(2) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **35(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### Accounting Reference Period and Financial Year of Transferring <sup>[F135]</sup>UK Societas]

**83.**—(1) Where <sup>[F136]</sup>a UK Societas had before IP completion day, and while an SE, transferred] its registered office to <sup>[F137]</sup>the United Kingdom] under Article 8 <sup>[F138]</sup>of the EC Regulation, as it had effect at the time of that transfer, that UK Societas's]—

- (a) <sup>F139</sup>... first accounting reference period, for the purposes of <sup>[F140]</sup>section 391 of <sup>[F141]</sup>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) <sup>F142</sup>... first financial year for the purposes of [<sup>F143</sup>section 390 of [<sup>F141</sup>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 [<sup>F144</sup>UK Societas] may determine.

(2) For purposes of this regulation “the last balance sheet date” is the date as at which the balance sheet of the [<sup>F145</sup>UK Societas] 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 [<sup>F146</sup>the United Kingdom].

(3) Where the [<sup>F147</sup>UK Societas] 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 [<sup>F148</sup>the United Kingdom], its accounting reference date for the purposes of [<sup>F149</sup>section 391 of [<sup>F150</sup>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

- F135** Words in [reg. 83 heading](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(a\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F136** Words in [reg. 83\(1\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(b\)\(i\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 3\(d\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F137** 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](#))
- F138** Words in [reg. 83\(1\)](#) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(b\)\(ii\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F139** Word in [reg. 83\(1\)\(a\)](#) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(c\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F140** 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](#))
- F141** 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](#))
- F142** Word in [reg. 83\(1\)\(b\)](#) omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(d\)\(i\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F143** 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](#))
- F144** Words in [reg. 83\(1\)\(b\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(d\)\(ii\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F145** Words in [reg. 83\(2\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), [regs. 1, 36\(e\)](#) (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 5\(a\)-\(f\)](#)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)



- F146** 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)
- F147** Words in reg. 83(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **36(e)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F148** 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)
- F149** 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)
- F150** 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)

<sup>F151</sup>**84.** .....

#### Textual Amendments

- F151** Reg. 84 omitted (31.12.2020) by virtue of The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **37** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

## PART 7

### PROVISIONS RELATING TO THE CONVERSION OF [<sup>F152</sup>UK SOCIETATES] TO A PUBLIC COMPANY IN ACCORDANCE WITH ARTICLE 66 OF THE EC REGULATION

#### Textual Amendments

- F152** Words in Pt. 7 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **38** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### [<sup>F153</sup>Registration of a public company by the conversion of [<sup>F154</sup>a UK Societas]

**85.**—(1) Where it is proposed to convert [<sup>F155</sup>a UK Societas] 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 [<sup>F156</sup>UK Societas] 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 [<sup>F157</sup>UK Societas'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; <sup>F158</sup>...
  - (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 [<sup>F159</sup>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 [<sup>F160</sup>UK Societas] 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 [<sup>F161</sup>statement that] each of the persons named as a proposed director [<sup>F162</sup>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 [<sup>F163</sup>statement that] each of the persons [<sup>F164</sup>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 [<sup>F165</sup>UK Societas].
- (9) For the purpose of paragraph (8), a statement of capital means a statement of—
- (a) the total number of shares of the converting [<sup>F166</sup>UK Societas];
  - (b) the aggregate nominal value of those shares; <sup>F167</sup>...
  - [<sup>F168</sup>(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; <sup>F169</sup>...

<sup>F170</sup>(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 [<sup>F171</sup>UK Societas] was registered [<sup>F172</sup>as an SE];
- (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 [<sup>F173</sup>UK Societas] is referred to as the “converting [<sup>F172</sup>UK Societas]”.]

#### Textual Amendments

- F153** 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**
- F154** Words in reg. 85 heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F155** Words in reg. 85(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(b)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F156** Words in reg. 85(1)(d) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(b)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F157** Words in reg. 85(2) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F158** 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)**
- F159** 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)**
- F160** Words in reg. 85(5) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **39(d)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F161** 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)
- F162** 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)
- F163** 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)



- F164** 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)
- F165** Words in reg. 85(8) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(d)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F166** Words in reg. 85(9) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(d)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F167** 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)**
- F168** 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)**
- F169** 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)**
- F170** 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)**
- F171** Words in reg. 85(11)(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(e)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F172** Words in reg. 85(11)(a) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(e)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F173** Words in reg. 85(12) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **39(f)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### **[<sup>F174</sup>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 [<sup>F175</sup>a UK Societas] 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**

- F174** 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**
- F175** Words in reg. 85A substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **40** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### **Publication of draft terms of conversion**

**86.—[<sup>F176</sup>(1)]** Where under Article 66(4) draft terms of conversion are required to be publicised there shall be delivered to the registrar [<sup>F177</sup>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.

[<sup>F178</sup>(2) A notice under paragraph (1) must contain the following particulars—

- (a) the [<sup>F179</sup>UK Societas's] name and registered number; and

(b) the proposed name of the public company.]

#### Textual Amendments

- F176** 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)**
- F177** 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)**
- F178** 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)**
- F179** Words in reg. 86 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **41** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

#### Modifications etc. (not altering text)

- C10** Reg. 86 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 66(4) (as amended by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **135(d)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

#### [<sup>F180</sup>Registration under the 2006 Act]

**87.**—[<sup>F181</sup>(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.]

[<sup>F182</sup>(2) .....

(3) On registration of [<sup>F183</sup>the documents referred to in paragraph (1)] the registrar shall give a certificate—

- (a) that the converting [<sup>F184</sup>UK Societas] is incorporated and retains the legal personality it had when [<sup>F185</sup>a UK Societas];

[<sup>F186</sup>(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 [<sup>F187</sup>the 2006 Act] in respect of registration [<sup>F188</sup>... have been complied with, and
- (b) that on and after the registration the converting [<sup>F189</sup>UK Societas] is a public company limited by shares.

#### Textual Amendments

- F180** 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)

- F181** 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**
- F182** 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)
- F183** 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)
- F184** Words in reg. 87(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **42(a)(ii)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F185** Words in reg. 87(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **42(a)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F186** 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)
- F187** 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)
- F188** 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)
- F189** Words in reg. 87(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **42(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

### Effect of registration

**88.**—(1) In its application to a converting [<sup>F190</sup>UK Societas] on or after registration [<sup>F191</sup>the Companies Acts] shall have effect with the modifications set out in [<sup>F192</sup>paragraphs 2 to 9] of Schedule 4 to these Regulations.

(2) On and after registration a converting [<sup>F190</sup>UK Societas] shall be known by the name contained in [<sup>F193</sup>the certificate given under regulation 87(3)] (subject to [<sup>F194</sup>any change of name by the converting [<sup>F190</sup>UK Societas]]).

(3) The persons named in [<sup>F195</sup>the application for registration] shall be deemed to have been appointed as the first directors or secretaries of a converting [<sup>F190</sup>UK Societas] on registration.

### Textual Amendments

- F190** Words in reg. 88 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **43** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F191** 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)
- F192** 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)
- F193** 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)
- F194** 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)
- F195** 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 [<sup>F196</sup>UK Societas], when the converting [<sup>F196</sup>UK Societas] 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 [<sup>F197</sup>the Companies Acts] as if they were records of that public company.

### Textual Amendments

**F196** Words in reg. 89 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **44** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

**F197** 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

**Changes to legislation:**

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