

## SCHEDULE 1

F1 .....

### Textual Amendments

- F1** Sch. 1 revoked (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **34**

## [<sup>F2</sup>SCHEDULE 1A

Regulation 13(1B)

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

### Textual Amendments

- F2** Sch. 1A inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **37** (with reg. 2)

1. Section 1081 (annotation of the register), as if after subsection (1) there were inserted—

“(1A) Where it appears to the registrar that material on the register is misleading or confusing, the registrar may place a note in the register containing such information as appears to the registrar to be necessary to remedy, as far as possible, the misleading or confusing nature of the material.”
2. Section 1085 (inspection of the register), as if in subsection (2) the second sentence were omitted.
3. Section 1093 (registrar’s notice to resolve inconsistency on the register), as if—
  - (a) any reference to a company were a reference to [<sup>F3</sup>a UK Societas], and
  - (b) the reference in subsection (3)(b) to an officer of a company were a reference—
    - (i) in a one-tier system, to a member of the administrative organ of [<sup>F3</sup>a UK Societas], and
    - (ii) in a two-tier system, to a member of the supervisory or management organ of [<sup>F3</sup>a UK Societas].

### Textual Amendments

- F3** Words in [Sch. 1A para. 3](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **45(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)

- [<sup>F4</sup>4. Section 1094 (removal of material from the register), as if—
- (a) for subsection (2)(b) there were substituted—

“(b) on application to the registrar.”;
  - (b) in subsection (3), the reference to “the company” was a reference to “the UK Societas”.]

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

**Textual Amendments**

**F4** Sch. 1A para. 4 substituted (21.3.2024) by The Economic Crime and Corporate Transparency Act 2023 (Consequential, Supplementary and Incidental Provisions) Regulations 2024 (S.I. 2024/410), reg. 1(2), Sch. 2 para. 2(2)(a)

<sup>F5</sup>5. ....

**Textual Amendments**

**F5** Sch. 1A para. 5 omitted (21.3.2024) by virtue of The Economic Crime and Corporate Transparency Act 2023 (Consequential, Supplementary and Incidental Provisions) Regulations 2024 (S.I. 2024/410), reg. 1(2), Sch. 2 para. 2(2)(b)

6. Sections 1096(1) to (5) and 1097 (rectification of register under court order), as if any reference to a company were a reference to [<sup>F6</sup>a UK Societas].]

**Textual Amendments**

**F6** Words in Sch. 1A para. 6 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 45(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)

SCHEDULE 2

Regulation 14

[<sup>F7</sup>Provisions of the 2006 Act applying to the registration of [<sup>F8</sup>UK Societas]]

**Textual Amendments**

**F7** Sch. 2 substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), 38 (with reg. 2)

**F8** Words in Sch. 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, 46(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)

[<sup>F7</sup>1. Section 1066(1) to (5) (registered numbers), as if any reference to a company were a reference to [<sup>F9</sup>a UK Societas].

**Textual Amendments**

**F9** Words in Sch. 2 para. 1 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 46(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)

2. Section 1082 (allocation of unique identifiers), as if—  
(a) the reference in subsection (1)(a) to a director of a company were a reference—

- (i) in a one-tier system, to a member of the administrative organ of [F10a UK Societas],  
and
  - (ii) in a two-tier system, to a member of the supervisory or management organ of [F10a UK Societas],  
and
- (b) paragraphs (b) and (c) of subsection (1) were omitted.

#### Textual Amendments

**F10** Words in Sch. 2 para. 2 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 46(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)

- [F113. Section 1084 (records relating to companies that have been dissolved etc), as if—
- (a) any reference to a company being dissolved were a reference to a UK Societas being dissolved,
  - (b) the reference in subsections (1A) to (2A) to records relating to a company included a reference to—
    - (i) the documents required to be retained by the registrar under regulation 13(1), and
    - (ii) records of the information contained in those documents, and
  - (c) subsection (4) were omitted.]

#### Textual Amendments

**F11** Sch. 2 para. 3 substituted (21.3.2024) by The Economic Crime and Corporate Transparency Act 2023 (Consequential, Supplementary and Incidental Provisions) Regulations 2024 (S.I. 2024/410), reg. 1(2), Sch. 2 para. 2(3)

4. Section 1113 (enforcement of company's filing obligations), as if—
- (a) any reference to a company were a reference to [F12a UK Societas],
  - (b) any reference to an obligation under the Companies Acts were a reference to an obligation under these Regulations,
  - (c) any reference to a member of a company were a reference to a shareholder of [F12a UK Societas], and
  - (d) any reference to an officer of a company were a reference—
    - (i) in a one-tier system, to a member of the administrative organ of [F12a UK Societas],  
and
    - (ii) in a two-tier system, to a member of the supervisory or management organ of [F12a UK Societas].

#### Textual Amendments

**F12** Words in Sch. 2 para. 4 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 46(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)

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

5. Section 1117 (registrar’s rules), so far as relating to section 1066(2).]

<sup>F13</sup>SCHEDULE 3

Regulation 32

**Textual Amendments**

**F13** Sch. 3 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **39** (with reg. 2)

SCHEDULE 4

Regulations 85 and 88

<sup>F14</sup>**Modifications of the Companies Acts etc]**

**Textual Amendments**

**F14** Sch. 4 heading substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(12)** (with reg. 2)

<sup>F15</sup>1. ....

**Textual Amendments**

**F15** Sch. 4 para. 1 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(2)** (with reg. 2)

*Modifications applying on or after registration*

<sup>F16</sup>2. A reference to a company’s incorporation shall be construed as a reference to the registration of the documents delivered with the application for registration under regulation 85.]

**Textual Amendments**

**F16** Sch. 4 para. 2 substituted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **35**

3. A reference to documents delivered under <sup>F17</sup>the 2006 Act] shall be taken to include a reference to documents delivered under regulation 85.

**Textual Amendments**

**F17** Words in Sch. 4 para. 3 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(4)** (with reg. 2)

4.—(1) A reference to a company’s certificate of incorporation shall be construed as a reference to the certificate given under regulation 87(3).

(2) A requirement for the registrar of companies to issue a certificate of incorporation to a company shall—

- (a) be construed as a requirement to issue a certificate of registration similar to the certificate under regulation 87(3), and
- (b) apply with such other modifications as the registrar considers necessary in consequence of paragraph (a).

[<sup>F18</sup>5. The converting [<sup>F19</sup>UK Societas] is treated as if it had been formed (as well as registered) under the 2006 Act.]

**Textual Amendments**

- F18** Sch. 4 para. 5 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(5)** (with reg. 2)
- F19** Words in Sch. 4 para. 5 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **47(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)

**Effect of registration**

6. [<sup>F20</sup>Section 16 of the 2006 Act] (effect of registration) shall not apply.

**Textual Amendments**

- F20** Words in Sch. 4 para. 6 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(6)** (with reg. 2)

7. [<sup>F21</sup>Section 112(1) of the 2006 Act] (definition of “member”) shall not apply.

**Textual Amendments**

- F21** Words in Sch. 4 para. 7 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(7)** (with reg. 2)

**Textual Amendments**

- F20** Words in Sch. 4 para. 6 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(6)** (with reg. 2)
- F21** Words in Sch. 4 para. 7 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(7)** (with reg. 2)

<sup>F22</sup>8. ....

**Textual Amendments**

- F22** Sch. 4 para. 8 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(8)** (with reg. 2)

**Certificate as to share capital**

9. The following provisions shall not apply—
- (a) [<sup>F23</sup>section 761 of [<sup>F24</sup>the 2006 Act]] (public company share capital requirements), <sup>F25</sup> ...
  - (b) section 122(1)(b) of the Insolvency Act 1986 (winding up by the court: lack of certificate under [<sup>F23</sup>section 761 of [<sup>F24</sup>the 2006 Act]]).
  - <sup>F26</sup>(c) Article 102(1)(b) of the Insolvency (Northern Ireland) Order 1989 (which corresponds to section 122(1)(b) of the Insolvency Act 1986).]

**Textual Amendments**

**F23** Words in Sch. 4 para. 9(a)(b) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(9)(b)** (with arts. 6, 11, 12)

**F24** Words in Sch. 4 para. 9 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(9)(a)** (with reg. 2)

**F25** Word in Sch. 4 para. 9(a) omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(9)(b)** (with reg. 2)

**F26** Sch. 4 para. 9(c) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(9)(c)** (with reg. 2)

<sup>F27</sup>**10.** .....

**Textual Amendments**

**F27** Sch. 4 para. 10 omitted (1.10.2009) by virtue of [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(10)** (with reg. 2)

**Accounting Reference Date**

11. No modification made under this Schedule shall affect the determination of the accounting reference date of a converting [<sup>F28</sup>UK Societas] by the application of [<sup>F29</sup>section 391(4) of [<sup>F30</sup>the 2006 Act]], by virtue of Article 61 of the EC Regulation, or of regulation 83 prior to the registration of the converting [<sup>F28</sup>UK Societas] under regulation 87.

**Textual Amendments**

**F28** Words in Sch. 4 para. 11 substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **47(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)

**F29** Words in Sch. 4 para. 11 substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(9)(c)** (with arts. 6, 11, 12)

**F30** Words in Sch. 4 para. 11 substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **40(11)** (with reg. 2)

**Changes to legislation:**

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