
EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend a number of instruments relating to European Economic Interest Groupings (“EEIGs”) and European Public Limited-Liability Companies (known as a Societas Europaea) (“SEs”). These Regulations extend to the United Kingdom.

EEIGs are formed under Article 1 of [Council Regulation \(EEC\) No. 2137/85](#) (“the EEIG EC Regulation”). The EEIG EC Regulation provides a legal framework for groupings of natural persons, companies, firms and other legal entities to enable them to co-operate effectively when carrying on business activities across national frontiers within the European Union.

SEs are formed under Article 2 of [Council Regulation \(EC\) No. 2157/2001](#) (“the SE EC Regulation”) as a form of public limited-liability company. They are governed by the SE EC Regulation, and in matters where the Regulation provides, by the law applying to public limited-liability companies of the Member State in which the SE is, or is proposed to be, registered.

Both the EEIG EC Regulation and the SE EC Regulation are directly applicable in the territory of the European Union, but it was necessary to make Regulations under domestic law to implement certain matters in respect of EEIGs and SEs. This implementation was made through the European Economic Interest Grouping Regulations ([S.I. 1989/638](#)) (“the EEIG Regulations”) and European Public Limited-Liability Company Regulations 2004 ([S.I. 2004/2326](#)) (“the SE Regulations”). It is these instruments (as amended) which these Regulations amend.

The EEIG Regulations and the SE Regulations include provisions in respect of the registration of EEIGs and SEs in the United Kingdom. These Regulations remove references in the EEIG Regulations and the SE Regulations to specific statutory forms used to make notifications to the registrar of companies in connection with the registration of EEIGs and SEs. Documents that are delivered to the registrar of companies from 1st October 2014 will be subject to requirements as to form, authentication and manner of delivery set by the registrar in rules made under section 1068 of the Companies Act 2006 ([c.46](#)).

These statutory forms are currently contained in Schedule 2 to the EEIG Regulations and in Schedule 1 to the SE Regulations. These Regulations repeal these schedules and insert the relevant information derived from the forms into the bodies of the instruments themselves. Where the forms previously required declarations to be made, these have been replaced with statements of compliance in order to bring the requirements for filing into line with those for the delivery of documents and notifications to the registrar under the Companies Act 2006.

Regulations 2 to 10 make these changes to the EEIG Regulations in relation to EEIGs, and regulations 11 to 35 make the changes to the SE Regulations in relation to SEs. Regulation 36 makes a consequential amendment in relation to SEs.

A regulatory impact assessment has not been prepared for this instrument as it has no impact on business, charities or the voluntary sector.