
STATUTORY INSTRUMENTS

2018 No. 1299

The European Economic Interest Grouping
(Amendment) (EU Exit) Regulations 2018

PART 3

Amendment of retained direct EU legislation

Amendment of Council Regulation (EEC) No. 2137/85

31. Council Regulation (EEC) No. 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG) is amended in accordance with regulations 32 to 61.

32. Before Article 1, insert—

“Article A1

1. In this Regulation—
 - (a) “the EEIG Regulations” means the European Economic Interest Grouping Regulations 1989;
 - (b) “registrar” has the meaning given in section 1060 of the Companies Act 2006⁽¹⁾.
2. In this Regulation—
 - (a) except in Articles 1(1) and 1A, references to a European Economic Interest Grouping are references to a European Economic Interest Grouping that has its official address in a Member State;
 - (b) unless the contrary intention appears, references to a grouping are references to a UK Economic Interest Grouping;
 - (c) references to the law of the appropriate part of the United Kingdom are references to—
 - (i) the law of England and Wales, in relation to a grouping that is registered in England and Wales;
 - (ii) the law of Scotland, in relation to a grouping that is registered in Scotland;
 - (iii) the law of Northern Ireland, in relation to a grouping that is registered in Northern Ireland.”.

33. For Article 1 substitute—

“Article 1

1. A European Economic Interest Grouping registered in the United Kingdom immediately before exit day—

- (a) is, on exit day, converted into a UK Economic Interest Grouping; and
 - (b) accordingly, on and after exit day, is to be known by that name (see Article 5).
2. A UK Economic Interest Grouping—
- (a) is a body corporate and continues to be registered as such;
 - (b) is, on and after exit day, deemed to be formed upon the terms, in the manner and with the effects laid down in this Regulation in relation to such groupings;
 - (c) has the capacity, in its own name, to have rights and obligations of all kinds, to make contracts or accomplish other legal acts, and to sue and be sued.
3. Paragraph 1 does not apply to an outgoing grouping (as to which, see regulation 9 of the EEIG Regulations).
4. In paragraph 3, an “outgoing grouping” means a European Economic Interest Grouping—
- (a) which, immediately before exit day, is registered in a Member State pursuant to a transfer of its official address from the United Kingdom to that Member State in accordance with Article 14; but
 - (b) whose registration in the United Kingdom has not been terminated before exit day.
5. In paragraph 4(a), the reference to Article 14 is a reference to Article 14 of [Council Regulation \(EEC\) No. 2137/85](#) of 25 July 1985 on the European Economic Interest Grouping (EEIG)⁽²⁾ as it applied in the European Union immediately before exit day.”
34. After Article 1, insert—

“Article 1A

- 1. The conversion of a European Economic Interest Grouping into a UK Economic Interest Grouping pursuant to Article 1(1) does not affect any rights or obligations of the European Economic Interest Grouping or render defective any legal proceedings by or against it.
 - 2. Any legal proceedings that might have been continued or commenced against the European Economic Interest Grouping before its conversion, may be continued or commenced against the UK Economic Interest Grouping into which it has converted.
 - 3. Any document which—
 - (a) relates to anything done by a European Economic Interest Grouping registered in the United Kingdom, and
 - (b) is in effect immediately before exit day,
 is to be read as if references to the European Economic Interest Grouping in that document were references to the UK Economic Interest Grouping into which it has converted.”
35. Omit Article 2.
36. In Article 3, in paragraph 2—
- (a) in point (d), for “Member States’ laws governing”, both times it occurs, substitute “law of the appropriate part of the United Kingdom relating to”;
 - (b) in point (e), for “another”, substitute “a”;
 - (c) after point (e), insert—

(2) OJ L No. 199, 31.07.1985, p.1

- “(f) be a member of another UK Economic Interest Grouping;
- (g) have a European Economic Interest Grouping as a member.”;

37. In Article 4—

- (a) in paragraph 1(a)—
 - (i) after “Member State”, both times it occurs, insert “or the law of the appropriate part of the United Kingdom”;
 - (ii) after “Community”, both times it occurs, insert “or in the United Kingdom”;
- (b) in paragraph 1(b), after “Community”, insert “or in the United Kingdom”;
- (c) for paragraph 2 substitute—
 - “2. A grouping must comprise at least—
 - (a) two companies, firms or other legal bodies, within the meaning of paragraph 1—
 - (i) which have their central administrations in different Member States; or
 - (ii) at least one of which has its central administration in the United Kingdom and one of which has its central administration in a Member State; or
 - (b) two natural persons, within the meaning of paragraph 1—
 - (i) who carry on their principal activities in different Member States; or
 - (ii) at least one of whom carries on his or her principal activities in the United Kingdom and one of whom carries on his or her principal activities in a Member State; or
 - (c) a company, firm or other legal body within the meaning of paragraph 1 and a natural person, of which the first has its central administration in one Member State and the second carries on his or her principal activity in another Member State; or
 - (d) a company, firm or other legal body within the meaning of paragraph 1 (“the first body”) that has its central administration in a Member State or in the United Kingdom and a natural person that carries on his or her principal activity in the United Kingdom (where the first body has its central administration in a Member State) or in a Member State (where the first body has its central administration in the United Kingdom).”;
- (d) omit paragraphs 3 and 4.

38. In Article 5—

- (a) in the words before point (a), after “shall”, insert “continue to”;
- (b) in point (a), omit the words from “preceded” to the end;
- (c) at the end, insert the following un-numbered paragraph—

“Where, immediately before exit day, the name of a grouping in the contract for its formation—

 - (a) includes—
 - (i) the words “European Economic Interest Grouping”,
 - (ii) the initials “EEIG”, or
 - (iii) an authorised equivalent of those words or initials in a Community official language, set out in Schedule 3 to the EEIG Regulations, or
 - (b) is preceded or followed by any of those words or initials,

those words or initials have effect on and after exit day as if they were substituted by “UK Economic Interest Grouping” or “UKEIG”, as the case may be.”.

39. Omit Article 6.

40. In Article 7—

- (a) omit the first paragraph;
- (b) in the second paragraph—
 - (i) in the words before point (a), for “also be filed at that registry” substitute “be filed with the registrar”;—
 - (ii) in point (b), omit “setting up or”;
 - (iii) in points (d) and (g), for “Member State in which the register is kept” substitute “appropriate part of the United Kingdom”;
 - (iv) in point (h), omit “, as referred to in Article 35(2)”;
 - (v) omit point (i).

41. Omit Article 8.

42. In Article 9—

- (a) in paragraph 1, for “applicable pursuant to” substitute “which implements”;
- (b) in paragraph 2, omit “in accordance with Article 6”.

43. For Article 10 substitute—

“Article 10

1. A European Economic Interest Grouping that has an establishment in the United Kingdom must register that establishment with the registrar.

2. For the purposes of such registration, a grouping must file, with the registrar, copies of the documents which must be filed at the registry of the Member State in which the official address is situated, together, if necessary, with a translation which conforms with the registrar’s practice.”.

44. For Article 11 substitute—

“Article 11

Notice that the liquidation of a grouping has been concluded stating the number, date and place of registration and the date, place and title of publication, must be given in the gazette.

In this Article, “the gazette” has the meaning given in the definition of “the Gazette” in section 1173 of the Companies Act 2006 as if any reference to “companies” in that definition were a reference to “groupings”.”.

45. Omit Article 12.

46. For Article 13 substitute—

“Article 13

1. The official address of a UK Economic Interest Grouping must not be transferred outside of the United Kingdom.

2. Any term in the contract for the formation of a grouping which permits a transfer of the official address within the Community is to cease to have effect on exit day.”.
47. Omit Article 14.
48. In Article 19 —
- (a) in paragraph 1, in the second subparagraph—
 - (i) in the second indent, for the words from “internal” to the end substitute “law of the appropriate part of the United Kingdom”;
 - (ii) in the third indent, at the end, insert “or in the United Kingdom”;
 - (iii) at the end, after “European Economic Interest Grouping”, insert “or another UK Economic Interest Grouping”;
 - (b) omit paragraph 2.
49. In Article 20(2), for “Article 8” substitute “regulation 15 of the EEIG Regulations”.
50. In Article 24(1), omit the second sentence.
51. In Article 25—
- (a) in the first paragraph—
 - (i) in point (a)—
 - (aa) for “European” substitute “UK”;
 - (bb) for “EEIG” substitute “UKEIG”;
 - (ii) omit point (b);
 - (b) in the second paragraph, for “grouping” substitute “European Economic Interest Grouping”.
52. In Article 26(2), in the second subparagraph, for “Article 8” substitute “regulation 15 of the EEIG Regulations”.
53. In Article 28(1), omit the second subparagraph.
54. In Articles 29 and 31(4), for “Articles 7 and 8” substitute “Article 7”.
55. In Article 32—
- (a) in paragraph 1, omit “, 12”;
 - (b) omit paragraph 3.
56. In Article 35—
- (a) omit paragraph 2;
 - (b) in paragraph 4, for “Articles 7 and 8” substitute “Article 7”.
57. In Article 36, omit the first sentence.
58. In Article 37, in paragraphs 1 and 2, for “Article 8” substitute “regulation 15 of the EEIG Regulations”.
59. Omit Articles 38 and 39.
60. Omit Articles 41 and 42.
61. After Article 43, omit the sentence which begins “This Regulation shall be”.