

2018 No. 1299

EXITING THE EUROPEAN UNION

COMPANIES

FEES AND CHARGES

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

Sift requirements satisfied 21st November 2018

Made - - - - 3rd December 2018

Laid before Parliament 5th December 2018

Coming into force in accordance with regulation 1

The Secretary of State makes these Regulations in exercise of the powers conferred by section 8(1) of, and paragraph 21(b) of Schedule 7 to, the European Union (Withdrawal) Act 2018(a).

The requirements of paragraph 3(2) of Schedule 7 to that Act (relating to the appropriate Parliamentary procedure for these Regulations) have been satisfied.

PART 1

Citation and commencement

1. These Regulations may be cited as the European Economic Interest Grouping (Amendment) (EU Exit) Regulations 2018 and come into force on exit day(b).

PART 2

Amendment of subordinate legislation

Amendment of the European Economic Interest Grouping Regulations 1989

2. The European Economic Interest Grouping Regulations 1989(c) are amended in accordance with regulations 3 to 22.

(a) 2018 c. 16.

(b) Section 20(1) of the European Union (Withdrawal) Act 2018 defines “exit day”.

(c) S.I. 1989/638, amended by S.I. 2008/948, 2009/2399, 2011/1043, 2014/2382, 2015/17 and 2015/1695.

3. In regulation 2(1)—

- (a) in the definition of “the contract”, for “an EEIG” substitute “a UKEIG or an EEIG, as the case may be”;
- (b) in the definition of “the EC Regulation” for “set out in Schedule 1 to these Regulations” substitute “on the European Economic Interest Grouping (EEIG)”;
- (c) for the definition of “EEIG” substitute—
 - ““EEIG” means a European Economic Interest Grouping, being a grouping—
 - (a) formed in pursuance of Article 1 of Council Regulation (EEC) No 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG) as it applies in the European Union and as amended from time to time^(a); and
 - (b) registered in a Member State;”;
- (d) after the definition of “EEIG”, insert—
 - ““EEIG establishment” means an establishment of an EEIG where the establishment is registered in the United Kingdom;”;
- (e) for the definition of “officer” substitute—
 - ““officer”, in relation to a UKEIG or an EEIG, includes a manager, or any other person provided for in the contract as an organ of the UKEIG or the EEIG, as the case may be;”;
- (f) after the definition of “the registrar”, insert—
 - ““UKEIG” means a UK Economic Interest Grouping;”;
- (g) in the words after the definition of “UKEIG”, at the end, for “an EEIG” substitute “a UKEIG or an EEIG, as the case may be”.

4. Omit regulations 3 and 4.

5. In regulation 5(b)—

- (a) in paragraph (1), for “an EEIG registered in the United Kingdom” substitute “a UKEIG”;
- (b) in paragraph (3)(c), for “EEIG” substitute “UKEIG”;
- (c) in paragraph (3B), for “EEIG’s” substitute “UKEIG’s”.

6. In regulation 6(c), in the words before paragraph (a), for “an EEIG” substitute “a UKEIG”.

7. In regulation 7(d)—

- (a) in the heading—
 - (i) for “Articles” substitute “Article”;
 - (ii) omit “and (3) and 38”;
- (b) in paragraph (1)—
 - (i) in the words before sub-paragraph (a), for “EEIG” substitute “UKEIG”;
 - (ii) in sub-paragraph (a), for “an EEIG” substitute “a UKEIG”;
- (c) in paragraph (2)—
 - (i) for “an EEIG which has its official address in the United Kingdom” substitute “a UKEIG”;
 - (ii) for “the EEIG”, in both places it occurs, substitute “the UKEIG”;
- (d) in paragraph (2A), in sub-paragraphs (a) and (b), for “an EEIG” substitute “a UKEIG”;

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

(b) Regulation 5 was amended by S.I. 2009/2399, 2014/238 and 2015/1695.

(c) Regulation 6 was amended by S.I. 2009/2399.

(d) Regulation 7 was amended by S.I. 2009/2399.

- (e) in paragraph (3), for the words from “shall” to “an EEIG” substitute “may prohibit any activity carried on in the United Kingdom by a UKEIG”.

8. In regulation 8(a)—

- (a) for “an EEIG”, in each place it occurs, substitute “a UKEIG”;
- (b) for “the EEIG”, in each place it occurs, substitute “the UKEIG”;
- (c) for “EEIG’s”, in both places it occurs, substitute “UKEIG’s”.

9. For regulation 9 substitute—

“Amendment of the register on conversion and issue of certificate of conversion

9.—(1) The registrar must, within the period beginning with exit day and ending at the end of the day after the day on which exit day falls, amend the name of a grouping which is converted from an EEIG to a UKEIG under Article 1 of the EC Regulation to reflect that conversion on the register.

(2) But the registrar is not required to amend the name of a grouping for the purposes of paragraph (1) in documents and particulars relating to that grouping and filed with the registrar before exit day.

(3) The registrar must issue a certificate to the UKEIG (a “certificate of conversion”) to confirm that the UKEIG has converted, on exit day, pursuant to Article 1 of the EC Regulation.

(4) The certificate of conversion must be—

- (a) signed by the registrar or authenticated by the registrar’s official seal; and
- (b) issued to the UKEIG within the period of 21 days beginning with exit day.

(5) Any communication or notice may be addressed to a UKEIG at its official address as notified to the registrar or in the case of any change of that address at any new official address notified to the registrar.

(6) Where, before exit day, a transfer proposal in relation to a grouping has been drawn up, filed and published under Article 14, paragraphs (1) to (4) do not apply in relation to that grouping, until such time as the registrar is satisfied that the transfer did not take effect before exit day.

(7) Paragraph (8) applies in relation to an EEIG—

- (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.

(8) The registrar must delete the registration of an EEIG to which this paragraph applies as soon as reasonably practicable.

(9) In this regulation, “Article 14” means Article 14 of Council Regulation (EEC) No. 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG)(b) as it applied in the European Union immediately before exit day.”.

10. In regulation 10(c)—

(a) before paragraph (1), insert—

“(A1) This regulation applies for the purposes of registering—

- (a) a new name under regulation 11; or
- (b) an EEIG establishment under regulation 12.”;

(a) Regulation 8 was amended by S.I. 2008/948 and 2009/2399.

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

(c) Regulation 10 was amended by S.I. 2009/2399 and 2015/2017.

- (b) in paragraph (1)—
 - (i) in the words before sub-paragraph (a)—
 - (aa) for “An EEIG” substitute “A UKEIG or an EEIG establishment”;
 - (bb) omit “under regulation 9”;
 - (ii) for sub-paragraph (c) substitute—
 - “(c) in the case of a UKEIG, any of the expressions or abbreviations specified in inverted commas in sub-paragraphs (a) to (j) and (l) to (y) of paragraph 3 of that Schedule;”;
 - (iii) after sub-paragraph (c), insert—
 - “(ca) in the case of an EEIG establishment, any of the expressions or abbreviations specified in inverted commas in sub-paragraphs (a) to (y) of paragraph 3 of that Schedule;”;
 - (iv) in sub-paragraph (d), for “(c) above” substitute “(c) or sub-paragraph (ca), as the case may be”;
- (c) in paragraph (1A), for “EEIGs” substitute “UKEIGs and EEIG establishments”;
- (d) in paragraph (1C)—
 - (i) in sub-paragraph (b), for “EEIG” substitute “UKEIG or the EEIG establishment”;
 - (ii) in sub-paragraph (c), for the words from “European” to “the abbreviation” substitute ““UK Economic Interest Grouping”, “European Economic Interest Grouping” or the abbreviations “UKEIG” or”.

11. In regulation 11(a)—

- (a) in paragraph (1A), for “EEIGs, and their”, substitute “UKEIGs and EEIG”;
- (b) in paragraph (1B)—
 - (i) in the words before sub-paragraph (a), for “EEIGs and their” substitute “UKEIGs and EEIG”;
 - (ii) in sub-paragraph (a)(i), for “EEIG” substitute “UKEIG or the EEIG”;
- (c) in paragraphs (2) and (3), for “an EEIG’s name” substitute “name for a UKEIG or an EEIG establishment”;
- (d) in paragraph (4), for “EEIG” substitute “UKEIG or the EEIG establishment”.

12. In regulation 12(b)—

- (a) in paragraph (2)(b)(i), for “articles 5 and” substitute “the first paragraph of Article 5 and in Article”;
- (b) omit paragraph (7);
- (c) after paragraph (8), insert—
 - “(9) For the purposes of carrying out the obligation at paragraph (2)(b)(i), the first paragraph of Article 5 of the EC Regulation must be read as if references in that paragraph to “the grouping” or “a grouping” were references to “the EEIG” or “an EEIG”.”.

13. In regulation 13(c)—

- (a) in paragraph (1)(b), omit “in the United Kingdom”;
- (b) in paragraph (2)—
 - (i) in sub-paragraph (a), for the words from “an EEIG” to “Kingdom” substitute “a UKEIG”;

(a) Regulation 11 was amended by S.I. 2009/2399.
 (b) Regulation 12 was amended by S.I. 2009/2399 and 2014/2382.
 (c) Regulation 13 was substituted by S.I. 2014/2382.

- (ii) in sub-paragraph (b) omit “whose official address is outside the United Kingdom”;
- (c) in paragraph (3), for sub-paragraph (a) substitute—
 - “(a) particulars of the UKEIG’s or the EEIG’s registered number and name, and, in the case of an EEIG, the Member State in which its official address is situated,”;
- (d) in paragraph (4)(b), for the words from “the EEIG’s” to “establishment” substitute “, in the case of the closure of an EEIG establishment,”;
- (e) in paragraph (5)—
 - (i) after “if”, in the first place it occurs, insert “a UKEIG or”;
 - (ii) before “the EEIG”, in each place it occurs, insert “the UKEIG or”.

14. For regulation 15 substitute—

“Publication of documents in the Gazette

15. The registrar must cause to be published in the Gazette—

- (a) any amendments (stated in full) to the particulars which must be included in the contract for the formation of a grouping pursuant to the first paragraph of Article 5 of the EC Regulation and which are filed with the registrar;
- (b) notice (stated in full) of the termination of a grouping’s registration;
- (c) in the case of those documents and particulars referred to in Article 7(b) to (j) of the EC Regulation, a notice stating the name of the UKEIG or the EEIG, the description of the documents or particulars and the date of receipt.”.

15. In regulation 16—

- (a) in the heading, for “EEIG” substitute “UKEIG and EEIG establishment”;
- (b) in paragraphs (1) and (2), for “an EEIG” substitute “a UKEIG or an EEIG”.

16. In regulation 18(a)—

- (a) in paragraph (1), for “EEIGs, and their establishments,” substitute “UKEIGs and EEIG establishments”;
- (b) in paragraph (2)—
 - (i) in sub-paragraph (ba), for “EEIG” substitute “Groupings”;
 - (ii) in sub-paragraph (bb), for “an EEIG” substitute “a UKEIG or an EEIG”;
- (c) in paragraph (4)—
 - (i) in the words before sub-paragraph (a), for “EEIG” substitute “Groupings”;
 - (ii) in sub-paragraph (b), for “EEIGs or their establishments” substitute “UKEIGs or EEIG establishments”;
- (d) in paragraph (5), for “EEIGs or their establishments” substitute “UKEIGs or EEIG establishments”.

17. In regulation 19(b)—

- (a) in paragraphs (1) and (1A), for “EEIGs, and their establishments,” substitute “UKEIGs and EEIG establishments”;
- (b) in paragraph (2)—
 - (i) for “an EEIG, and its establishments,” substitute “a UKEIG and an EEIG establishment”;
 - (ii) for “the EEIG” substitute “the UKEIG or the EEIG”.

(a) Regulation 18 was amended by S.I. 2008/948 and 2009/2399.

(b) Regulation 19 was amended by S.I. 2009/2399.

- 18.** In regulation 20, in paragraphs (1) and (2)—
- (a) for “an EEIG”, in both places it occurs, substitute “a UKEIG or an EEIG establishment”;
 - (b) for “the EEIG”, in each place it occurs, substitute “the UKEIG or the EEIG establishment”;
 - (c) for “the EEIG’s”, in both places it occurs, substitute “the UKEIG’s or the EEIG establishment’s”.
- 19.** Omit regulation 21.
- 20.** Omit Schedule 1.
- 21.** In Schedule 3, in the heading, omit “other”.
- 22.** In Schedule 4—
- (a) in the heading, for “EEIGs and their establishments” substitute “UKEIGs and EEIG establishments”;
 - (b) in paragraphs 30(a) and 32A(1), for “an EEIG” substitute “a UKEIG or an EEIG”;
 - (c) in paragraph 34(a), for the words from “Article” to the end, substitute “Part 3 of the European Economic Interest Grouping Regulations 1989”;
 - (d) in paragraph 40, for “an EEIG” substitute “a UKEIG or an EEIG”.

Amendment of the Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012

23. The Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012(a) are amended in accordance with regulations 24 to 30.

- 24.** In regulation 2—
- (a) for the definition of “EEIG” substitute—
 - ““EEIG establishment” has the meaning given in regulation 2(1) of the EEIG Regulations;”;
 - (b) after the definition of “SE”, insert—
 - ““UKEIG” has the meaning given in regulation 2(1) of the EEIG Regulations;”.
- 25.** In regulation 3, for “EEIGs,” substitute “UKEIGs, EEIG establishments”.
- 26.** In regulation 4, in both places it occurs (including in the heading), for “EEIGs” substitute “UKEIGs and EEIG establishments”.
- 27.** In regulation 4A(b), for “an EEIG” substitute “a UKEIG or an EEIG establishment”.
- 28.** In Schedule 1, in Part 2, in paragraph 5(c)—
- (a) for the heading, substitute—
 - “**UK Economic Interest Groupings and EEIG establishments**”;
 - (b) in the words before the table, for “EEIGs” substitute “UKEIGs and EEIG establishments”;
 - (c) in the table—
 - (i) omit the entry at (a);

(a) S.I. 2012/1908, amended by S.I. 2016/621.
 (b) Regulation 4A was inserted by S.I. 2016/621.
 (c) Paragraph 5 was amended by S.I. 2016/621.

- (ii) in the entry at (b), for the words from “that is” to the end substitute “establishment”;
- (iii) in the entry at (c), for “an EEIG” substitute “a UKEIG”.

29. In Schedule 2(a)—

- (a) in the heading, for “EEIGs” substitute “UKEIGs and EEIG establishments”;
- (b) in Part 2—
 - (i) in paragraphs 3 and 4—
 - (aa) in the words before the tables, in each case, for “EEIGs” substitute “UKEIGs and EEIG establishments”;
 - (bb) in the tables, for “an EEIG”, in each place it occurs, substitute “a UKEIG or an EEIG establishment”;
 - (ii) in paragraphs 5 and 6, for “an EEIG” substitute “a UKEIG or an EEIG establishment”;
 - (iii) in paragraphs 7 and 8—
 - (aa) in the words before the tables, in each case, for “EEIGs” substitute “UKEIGs and EEIG establishments”;
 - (bb) for “an EEIG”, in each place it occurs, substitute “a UKEIG or an EEIG establishment”.

30. In Schedule 3(b), in paragraph 1—

- (a) for “EEIGs”, in both places it occurs (including in the table), substitute “UKEIGs and EEIG establishments”;
- (b) in the table, in the entry at (b), for “an EEIG” substitute “a UKEIG or an EEIG establishment”.

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 1A

- 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(c).
- 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;

(a) Schedule 2 was amended by S.I. 2016/621.
(b) Schedule 3 was inserted by S.I. 2016/621.
(c) 2006 c. 46.

- (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)(a) 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,

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

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—
 - “(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”.

PART 4

Consequential provisions

Amendment of primary legislation

- 62.**—(1) The Companies Act 2006(**a**) is amended in accordance with this regulation.
- (2) In section 1099(3), for paragraph (c) substitute—
- “(c) UK Economic Interest Groupings;
 - (ca) EEIG establishments, within the meaning of regulation 2(1) of the European Economic Interest Grouping Regulations 1989;”.
- (3) In section 1286(1)—
- (a) at the end of paragraph (c), omit “and”;
 - (b) at the end of paragraph (d), insert “and”;
 - (c) after paragraph (d), insert—
- “(e) UK Economic Interest Groupings.”.

Amendment of secondary legislation

- 63.** In the Merchant Shipping (Registration of Ships) Regulations 1993(**b**)—
- (a) in regulation 7(1), for sub-paragraph (h) substitute—
- “(h) UK Economic Interest Groupings.”;
- (b) in regulation 12, for paragraph (c) substitute—
- “(c) UK Economic Interest Groupings;”;
- (c) in regulation 21(1)(c), for “European” substitute “UK”.
- 64.** In the Contracting Out (Functions in relation to the Registration of Companies) Order 1995(**c**)—
- (a) in article 2(1)—
- (i) for the definition of “EEIG” substitute—
- ““EEIG establishment” has the meaning given in regulation 2(1) of the Regulations;”;
- (ii) after the definition of “EEIG establishment”, insert—
- ““UKEIG” has the meaning given in regulation 2(1) of the Regulations”;
- (b) in Schedule 1, in paragraph 8, for “EEIGs” substitute “UKEIGs or EEIG establishments”;
 - (c) in Schedule 2, in paragraph 4, for “EEIGs” substitute “UKEIGs or EEIG establishments”.
- 65.** In the Registrar of Companies and Applications for Striking Off Regulations 2009(**d**), in regulation 8(2)(k), for “European” substitute “UK”.
- 66.** In the Registrar of Companies (Fees) (Limited Partnerships and Newspaper Proprietors) Regulations 2009(**e**)—
- (a) in regulation 2, omit the definition of “European Economic Interest Grouping”;
 - (b) in regulation 4(2), for “European” substitute “UK”.

(a) 2006 c. 46.

(b) S.I. 1993/3138, to which there are amendments not relevant to these Regulations.

(c) S.I. 1995/1013, to which there are amendments not relevant to these Regulations.

(d) S.I. 2009/1803. In regulation 8(2), sub-paragraph (k) was inserted by S.I. 2009/2399.

(e) S.I. 2009/2392, to which there are amendments not relevant to these Regulations.

67. In the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015(a), in Schedule 2, in paragraph 3, for sub-paragraph (k) substitute—

“(k) “UK ECONOMIC INTEREST GROUPING” or the abbreviation (with or without full stops) “UKEIG”;;”.

68. In the Risk Transformation Regulations 2017(b), in regulation 17—

(a) in paragraph (2)(b), for paragraph (iii), substitute—

“(iii) UK Economic Interest Grouping;;”;

(b) in paragraph (3)(b), for the entry “European Economic Interest Grouping”, insert—

““UK Economic Interest Grouping”;;”.

Kelly Tolhurst

Minister for Small Business, Consumers and Corporate Responsibility
Department for Business, Energy and Industrial Strategy

3rd December 2018

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations are made in exercise of the powers in section 8(1) of the European Union (Withdrawal) Act 2018 (c. 16) in order to address failures of retained EU law to operate effectively and other deficiencies (in particular under paragraphs (a), (b), (d) and (g) of section 8(2)) arising from the withdrawal of the United Kingdom from the European Union.

These Regulations make amendments to legislation in the field of companies and, in particular, amend legislation relating to the creation and operation of European Economic Interest Groupings. The Regulations provide that, on exit day, European Economic Interest Groupings that are registered in the United Kingdom immediately before that day are to be converted into “UK Economic Interest Groupings” or “UKEIGs”. The Regulations also make provision in respect of “EEIG establishments”: establishments in the United Kingdom of European Economic Interest Groupings that are registered in a Member State.

A full impact assessment has not been prepared for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.

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(a) S.I. 2015/17, to which there are amendments not relevant to these Regulations.

(b) S.I. 2017/1212.

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