
STATUTORY INSTRUMENTS

1996 No. 2827

The Open-Ended Investment Companies (Investment Companies with Variable Capital) Regulations 1996

PART I
GENERAL

Interpretation

- 2.—(1) In these Regulations, except where the context otherwise requires—
- “the 1985 Act” means the Companies Act 1985(1);
 - “the 1986 Act” means the Financial Services Act 1986(2);
 - “annual general meeting” has the meaning given in regulation 31(1) below;
 - “annual report” has the meaning given in regulation 60(1)(a) below;
 - “authorisation order” means an order made by SIB under regulation 9 below;
 - “bearer shares” has the meaning given in regulation 42 below;
 - “court”, in relation to any proceedings under these Regulations involving an investment company with variable capital the head office of which is situated in England and Wales, means the High Court and in relation to such a company the head office of which is situated in Scotland, means the Court of Session;
 - “depository”, in relation to an investment company with variable capital, has the meaning given in regulation 5(1) below;
 - “director”, in relation to an investment company with variable capital, includes a person occupying in relation to it the position of director (by whatever name called);
 - “investment company with variable capital” has the meaning given in regulation 3(2) below;
 - “larger denomination share” has the meaning given in regulation 39(5) below;
 - “officer”, in relation to an investment company with variable capital, includes a director or any secretary or manager;
 - “participating issuer” and “participating security” have the same meaning as in the Uncertificated Securities Regulations 1995(3);
 - “prospectus” has the meaning given in regulation 6(2) below;
 - “register of shareholders” means the register kept under paragraph 1(1) of Schedule 4 to these Regulations;

(1) 1985 c. 6.

(2) 1986 c. 60; various functions of the Secretary of State under the Financial Services Act 1986 have been transferred to the Treasury by the Transfer of Functions (Financial Services) Order 1992 (S.I.1992/1315).

(3) S.I. 1995/3272.

“scheme property”, in relation to an investment company with variable capital, means the property subject to the collective investment scheme constituted by the company;

“shadow director”, in relation to an investment company with variable capital, means a person in accordance with whose directions or instructions (not being advice given in a professional capacity) the directors of that company are accustomed to act;

“share certificate” has the meaning given in regulation 40(1) below;

“SIB” means the body known as the Securities and Investments Board(4);

“SIB regulations” means any regulations made by SIB under regulation 6(1) below;

“smaller denomination share” has the meaning given in regulation 39(5) below;

“transfer documents” has the meaning given in paragraph 5(3) of Schedule 5 to these Regulations;

“transferable securities” has the same meaning as in the UCITS Directive;

“UCITS Directive” means the Council Directive co-ordinating the laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (No.85/611/EEC(5));

“umbrella company” means an investment company with variable capital whose instrument of incorporation provides for such pooling as is mentioned in subsection (3)(a) of section 75 of the 1986 Act (collective investment schemes: interpretation) in relation to separate parts of the scheme property and whose shareholders are entitled to exchange rights in one part for rights in another; and

“uncertificated unit of a security” has the same meaning as in the Uncertificated Securities Regulations 1995.

(2) In these Regulations any reference to a shareholder of an investment company with variable capital is a reference to—

- (a) the person who holds the share certificate, or other documentary evidence of title, mentioned in regulation 42 below; and
- (b) the person whose name is entered on the company’s register of shareholders in relation to any share or shares other than a bearer share.

(3) In these Regulations, any reference to a controller shall be construed in accordance with subsection (5) of section 207 of the 1986 Act (interpretation); and any reference to a manager shall be construed in accordance with subsection (6) of that section.

(4) In these Regulations, unless the contrary intention appears, expressions which are also used in the 1985 Act or the 1986 Act have the same meanings as in that Act.

(4) Various functions under the Financial Services Act 1986 have been transferred to the Securities and Investments Board by the Financial Services Act 1986 (Delegation) Order 1987 (S.I. 1987/942), the Financial Services Act 1986 (Delegation) (No. 2) Order 1988 (S.I. 1988/738), the Companies Act 1989 (Commencement No. 3, Transitional Provisions and Transfer of Functions under the Financial Services Act 1986) Order 1990 (S.I. 1990/354), the Financial Services Act 1986 (Delegation) Order 1991 (S.I. 1991/200) and the Financial Services Act 1986 (Delegation) (No. 2) Order 1991 (S.I. 1991/1256).

(5) OJ No. L 375, 31.12.1985, p. 3—18, as amended by Council Directive 88/220/EEC (OJ No. L 100, 19.04.1988, p. 31—32).