

SCHEDULE 1

THE REGULATION

Seat of company, or other legal person or association for purposes of Article 22(2) (section 43)

10.—(1) The following provisions of this paragraph determine where a company, legal person or association has its seat for the purposes of Article 22(2) (which confers exclusive jurisdiction over proceedings relating to the formation or dissolution of such bodies, or to the decisions of their organs).

(2) A company, legal person or association has its seat in the United Kingdom if and only if—

- (a) it was incorporated or formed under the law of a part of the United Kingdom; or
- (b) its central management and control is exercised in the United Kingdom.

(3) Subject to sub-paragraph (4), a company, legal person or association has its seat in a Regulation State other than the United Kingdom if and only if—

- (a) it was incorporated or formed under the law of that state; or
- (b) its central management and control is exercised in that state.

(4) A company, legal person or association shall not be regarded as having its seat in a Regulation State other than the United Kingdom if -

- (a) it has its seat in the United Kingdom by virtue of sub-paragraph (2)(a); or
- (b) it is shown that the courts of that other state would not regard it for the purposes of Article 22(2) as having its seat there.