
STATUTORY INSTRUMENTS

2004 No. 2326

The European Public Limited-Liability Company Regulations 2004

PART 4

EXERCISE OF MEMBER STATES OPTIONS UNDER THE EC REGULATION

Participation in the formation of an SE by a company formed under the law of a Member State whose head office is not in the Community (Article 2(5))

^{F1}55.

F1 Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Additional forms of publication of transfer proposal (Article 8(2))

^{F1}56.

F1 Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Extension of protection given by Article 8(7) to liabilities incurred prior to transfer (Article 8(7))

^{F1}57.

F1 Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Power of the competent authorities of a Member State to oppose a transfer on public interest grounds (Article 8(14))

^{F1}58.

F1 Regs. 55-58 omitted (31.12.2020) by virtue of [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **13** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Power of the management or administrative organ of [^{F2}a UK Societas] to amend statutes where in conflict with employee involvement arrangements (Article 12(4))

59. Where there is a conflict between the arrangements for employee involvement and the existing statutes the management or administrative organ of the [^{F3}UK Societas] may amend the statutes to the extent necessary to resolve the conflict without any further decision from the general shareholders meeting.

- F2** Words in reg. 59 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **14(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F3** Words in reg. 59 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **14(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Modifications etc. (not altering text)

- C1** Reg. 59 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 59(1) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **128(a)(i)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

Power of the competent authorities of a Member State to oppose the participation of a merging company governed by its law on public interest grounds (Article 19)

^{F4}60.

- F4** Reg. 60 omitted (1.10.2009) by virtue of The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **19** (with reg. 2)

Minimum number of members of the management organ (Article 39(4))

61. The minimum number of the members of the management organ of [^{F5}a UK Societas] is two.

- F5** Words in reg. 61 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **15** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Modifications etc. (not altering text)

- C2** Reg. 61 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 39(4) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **112(d)(i)** (with regs. 140-145)) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

Minimum number of members of the supervisory organ (Article 40(3))

62. The minimum number of the members of the supervisory organ of [^{F6}a UK Societas] is two.

- F6** Words in reg. 62 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **15** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Modifications etc. (not altering text)

- C3** Reg. 62 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 40(3) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **113(c)(i)** (with regs. 140-145)) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**

Members of the supervisory organ to be entitled to require the management organ to provide certain information (Article 41(3))

63. Each member of the supervisory organ is entitled to require the management organ to provide to that member information of a kind which the supervisory organ needs to exercise supervision in accordance with Article 40(1).

Minimum number of members of an administrative organ (Article 43(2))

64. The minimum number of the members of the administrative organ of [^{F7}a UK Societas] is two.

- F7** Words in reg. 64 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **15** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**

Modifications etc. (not altering text)

- C4** Reg. 64 applied (31.12.2020) by Regulation (EC) No. 2157/2001, Art. 43(2) (as amended by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **115(b)(i)** (with regs. 140-145)) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**

Timing of the first general meeting of [^{F8}a UK Societas] (Article 54(1))

65. The first general meeting of [^{F9}a UK Societas] may be held at any time in the 18 months following [^{F10}its] incorporation [^{F11}as an SE].

- F8** Words in reg. 65 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F9** Words in reg. 65 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F10** Word in reg. 65 substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(b)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F11** Words in reg. 65 inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **16(c)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**

Proportion of shareholders of [^{F12}a UK Societas] who may require one or more additional items to be put on the agenda of any general meeting (Article 56)

66. The proportion of the shareholders of [^{F13}a UK Societas] who may require one or more additional items put on the agenda of any general meeting is to be the holders of at least 5% of [^{F14}the UK Societas's] subscribed capital.

- F12** Words in [reg. 66](#) heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **17(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F13** Words in [reg. 66](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **17(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F14** Words in [reg. 66](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **17(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

[^{F15}UK Societates] subject to law on public limited liability companies as regard the expression of their capital (Article 67(1))

67. [^{F16}A UK Societas] shall be subject to the provisions of the enactments and rules of law applying to a public company as regards the expression of its capital.

- F15** Words in [reg. 67](#) heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **18(a)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)
- F16** Words in [reg. 67](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **18(b)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1)

Modifications etc. (not altering text)

- C5** [Reg. 67](#) applied (31.12.2020) by [Regulation \(EC\) No. 2157/2001, Art. 67\(1\)](#) (as amended by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **136(a)(ii)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

Changes to legislation:

There are currently no known outstanding effects for the The European Public Limited-Liability Company Regulations 2004, PART 4.