

STATUTORY INSTRUMENTS

2004 No. 2326

The European Public Limited-Liability Company Regulations 2004

PART 6

PROVISIONS RELATING TO THE EFFECTIVE APPLICATION OF THE EC REGULATION

Competent authorities

75. The competent authorities designated under Article 68(2) are—

- (a) in respect of Articles [^{F1}54 and 55], the Secretary of State;
- ^{F2}(b)
- ^{F2}(c)

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| <p>F1 Words in reg. 75(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 22(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)</p> <p>F2 Reg. 75(b)(c) 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, 22(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)</p> |
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Enforcement of obligation to amend Statutes in conflict with Arrangements for Employee Involvement

76.—(1) If it appears to the Secretary of State that—

- (a) the statutes of [^{F3}a UK Societas] are in conflict with the arrangements for employee involvement determined in accordance with [^{F4}the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 or, as the case may be, the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009]; and
 - (b) the statutes have not, to the necessary extent, been amended she may direct the [^{F5}UK Societas] to amend the statutes to that extent within such period as she may specify in the direction.
- (2) A direction under this regulation is enforceable on the application of the Secretary of State—
- (a) in respect of [^{F6}a UK Societas] with its registered office in England and Wales, to the High Court [^{F7}in England and Wales] by injunction; ^{F8}...
 - (b) in respect of [^{F6}a UK Societas] with its registered office in Scotland, to the Court of Session by an order under section 45 of the Court of Session Act 1988.

[^{F9}(c) in respect of [^{F6}a UK Societas] with its registered office in Northern Ireland, to the High Court in Northern Ireland by injunction.]

- F3** Words in reg. 76(1)(a) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **23(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)
- F4** Words in reg. 76(1)(a) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **27(2)** (with reg. 2)
- F5** Words in reg. 76(1)(b) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **23(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)
- F6** Words in reg. 76(2)(a)-(c) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **23(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)
- F7** Words in reg. 76(2)(a) inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **27(3)(a)** (with reg. 2)
- F8** Word in reg. 76(2)(a) omitted (1.10.2009) by virtue of The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **27(3)(b)** (with reg. 2)
- F9** Reg. 76(2)(c) inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **27(3)(c)** (with reg. 2)

[^{F10}Records of an SE transferred under Article 8 of the EC Regulation (as it had effect immediately before IP completion day]

77.—[^{F11}(1) Where the registration of an SE is deleted under regulation 12A(5) following a transfer of its registered office to another Member State, the records of that SE kept by the registrar must continue to be kept by her for a period of twenty years following such a deletion.]

(2) Where the registration of an SE is deleted, [^{F12}the application and documents delivered to the registrar] under regulation 11 [^{F13}of these Regulations, as they had effect at the time of delivery], together with a copy of the certificate issued under Article 8(8) [^{F14}of the EC Regulation, as it had effect at the time of issue,] shall be deemed to be documents to be retained by the registrar under regulation 13 and the provisions of these Regulations apply accordingly.

- F10** Reg. 77 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **24(a)** (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), **3(c)**, **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F11** Reg. 77(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **24(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)
- F12** Words in reg. 77 substituted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, **26**
- F13** Words in reg. 77(2) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **24(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)
- F14** Words in reg. 77(2) inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **24(c)(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)

Application of enactments to members of supervisory, management and administrative organs

78.—(1) This regulation applies to enactments relating to public companies to the extent that they are required, by the EC Regulation, in the manner described in paragraph 2, to be applied in relation to [^{F15}UK Societates].

(2) Enactments are required to be applied for the purposes of paragraph (1) where—

- (a) any provision of the EC Regulation, other than Article 9, requires the application of any enactment relating to public companies to determine any question or matter; or
- (b) in the case of any matter not regulated by the EC Regulation or, where matters are partly regulated by it, of those aspects not covered by it, Article 9 requires the application of any enactment relating to public companies.

(3) Subject to paragraphs (4), (5) and (6) references to “directors” or “board of directors” in any enactment to which this regulation applies shall have effect as if they were references—

- (a) in a one-tier system, to the members of the administrative organ; and
- (b) in a two-tier system, to the members of the supervisory and management organs.

(4) Any enactment so applied in relation to a two-tier system shall be applied separately in respect of the members of the supervisory organ and the members of the management organ in relation to the functions of the organ, and in respect of the acts and omissions of the members of those organs.

(5) Where, in a two-tier system, any function relates to the management of the [^{F16}UK Societas] and, by virtue of Articles 39(1) or 40(1), is a function that cannot be carried out by the supervisory organ, nothing in paragraph (3) has the effect of permitting or requiring the members of the supervisory organ to carry out any such functions.

(6) Where, by virtue of any provision in the EC Regulation or in the statutes, any transaction or function carried out by the management organ in a two-tier system requires the authorisation of the supervisory organ, nothing in paragraph (3) affects, or removes, the requirement for such authorisation.

F15 Words in reg. 78(1) substituted (31.12.2020) by *The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018* (S.I. 2018/1298), regs. 1, **25(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. 78(5) substituted (31.12.2020) by *The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018* (S.I. 2018/1298), regs. 1, **25(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)

[^{F17}Register of members of supervisory organ

79.—(1) Every [^{F18}UK Societas] which has adopted the form of a two-tier system in its statutes must keep a register of the members of its supervisory organ (“the register of SO members”).

(2) The register must contain the required particulars (see regulations 80 and 80A) of each of the members of the supervisory organ.

(3) The register must be kept available for inspection—

- (a) at the [^{F19}UK Societas's] registered office, or
- (b) at such place as may for the time being be specified in regulations under section 1136 of the 2006 Act in the case of a company and its register of directors under section 162 of that Act.

(4) The [^{F20}UK Societas] must give notice to the registrar—

- (a) of the place at which the register is kept available for inspection, and
- (b) of any change in that place,

unless the register has at all times been kept at the [F21UK Societas's] registered office.

(5) The register must be open to the inspection—

- (a) of any shareholder of the [F22UK Societas] without charge, and
- (b) of any other person on payment of a fee of £3.50 for each hour or part of an hour during which the right of inspection is exercised.

(6) If—

- (a) default is made in complying with paragraph (1), (2) or (3),
- (b) default is made for 14 days in complying with paragraph (4), or
- (c) an inspection required under paragraph (5) is refused,

an offence is committed by the [F23UK Societas] and by every officer of the [F23UK Societas] who is in default.

For this purpose a person who, by virtue of section 251 of the 2006 Act (shadow directors) as it applies in relation to [F24a UK Societas], is a shadow director of the [F23UK Societas] is treated as an officer of the [F23UK Societas].

(7) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

(8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

(9) For the meaning of “the court” in this regulation see section 1156 of the 2006 Act.

(10) Where [F25a UK Societas] is required by this regulation to keep a register of SO members, the application of regulation 78 to that [F26UK Societas] does not require particulars of members of the supervisory organ to be kept on any register under section 162 of the 2006 Act (register of directors).

- F17** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F18** Words in [reg. 79\(1\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(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)
- F19** Words in [reg. 79\(3\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(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)
- F20** Words in [reg. 79\(4\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(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)
- F21** Words in [reg. 79\(4\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(c)(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)
- F22** Words in [reg. 79\(5\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(d)** (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)
- F23** Words in [reg. 79\(6\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **26(e)(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)

- F24** Words in reg. 79(6) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **26(e)(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)
- F25** Words in reg. 79(10) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **26(f)(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)
- F26** Words in reg. 79(10) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **26(f)(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)

Particulars of members to be registered under regulation 79: individuals

80.—(1) [^{F27}a UK Societas's] register of SO members must contain the following particulars in the case of any member of the supervisory organ who is an individual—

- (a) name and any former name;
- (b) a service address;
- (c) the country or state (or part of the United Kingdom) in which the member is usually resident;
- (d) nationality;
- (e) business occupation (if any);
- (f) date of birth.

(2) For the purposes of this regulation “name” means a person’s Christian name (or other forename) and surname, except that in the case of—

- (a) a peer, or
- (b) an individual usually known by a title,

the title may be stated instead of the person’s Christian name (or other forename) and surname or in addition to either or both of them.

(3) For the purposes of this regulation a “former name” means a name by which the individual was formerly known for business purposes.

Where a person is or was formerly known by more than one such name, each of them must be stated.

(4) It is not necessary for the register to contain particulars of a former name in the following cases—

- (a) in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of, or succession to, the title;
- (b) in the case of any person, where the former name—
 - (i) was changed or disused before the person attained the age of 16 years, or
 - (ii) has been changed or disused for 20 years or more.

(5) A person’s service address may be stated to be “[^{F28}The UK Societas's] registered office”.

(6) For the meaning of “service address” see section 1141 of the 2006 Act.

- F17** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F27** Words in reg. 80(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **27(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)

F28 Words in reg. 80(5) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **27(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)

Particulars of members to be registered under regulation 79: corporate members and firms

80A. [^{F29}A UK Societas's] register of SO members must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed,—

- (a) corporate or firm name;
- (b) registered or principal office;
- (c) [^{F30}in the case of a limited company that is a UK-registered company, the registered number;]
- (d) in any other case, particulars of—
 - (i) the legal form of the company or firm and the law by which it is governed, and
 - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.

F17 Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **28** (with reg. 2, Sch. 2)

F29 Words in reg. 80A substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **28(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)

F30 Reg. 80A(c) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **28(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)

Register of residential addresses of members of [^{F31}a UK Societas's] supervisory organ

80B.—(1) Every [^{F32}UK Societas] which has adopted the form of a two-tier system in its statutes must keep a register of the residential addresses of the members of its supervisory organ (the “register of SO members’ residential addresses”).

(2) The register must state the usual residential address of each of those members.

(3) If a member’s usual residential address is the same as the member’s service address, as stated in the [^{F33}UK Societas's] register of SO members, the register of SO members’ residential addresses need only contain an entry to that effect.

This does not apply if the member’s service address is stated to be “The [^{F33}UK Societas's] registered office”.

(4) If default is made in complying with this regulation, an offence is committed by—

- (a) the [^{F34}UK Societas], and
- (b) every officer of the [^{F34}UK Societas] who is in default.

For this purpose a person who, by virtue of section 251 of the 2006 Act (shadow directors) as it applies in relation to [^{F35}a UK Societas], is a shadow director of the [^{F34}UK Societas] is treated as an officer of the [^{F34}UK Societas].

(5) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

(6) This regulation applies only to members who are individuals, not where the member is a body corporate or a firm that is a legal person under the law by which it is governed.

(7) Where [^{F36}a UK Societas] is required by this regulation to keep a register of SO members' residential addresses, the application of regulation 78 to that [^{F37}UK Societas] does not require particulars of members of the supervisory organ to be kept on any register under section 165 of the 2006 Act (register of directors' usual residential addresses).

- F17** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F31** Words in reg. 80B heading substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(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)
- F32** Words in reg. 80B(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(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)
- F33** Words in reg. 80B(3) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(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)
- F34** Words in reg. 80B(4) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(d)(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)
- F35** Words in reg. 80B(4) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(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)
- F36** Words in reg. 80B(7) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(e)(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)
- F37** Words in reg. 80B(7) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **29(e)(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)

Duty to notify registrar of changes

80C.—(1) [^{F38}A UK Societas] which has adopted the form of a two-tier system in its statutes must, within the period of 14 days from—

- (a) a person becoming or ceasing to be a member of the supervisory organ of the [^{F39}UK Societas], or
- (b) the occurrence of any change in the particulars contained in its register of SO members or its register of SO members' residential addresses,

give to the registrar notice of the change^{F40}

[^{F41}(1A) Any notice given under paragraph (1) must contain the following particulars—

- (a) the [^{F42}UK Societas's] name and registered number; and
- (b) the date on which the change occurred.]

(2) Notice of a person having become a member of the supervisory organ must—

- (a) contain a statement of the particulars of the new member which are required to be included in the [^{F43}UK Societas's] register of SO members and those which are required to be included in its register of SO members' residential addresses,
- (b) be accompanied by a [^{F44}statement that the person has consented] to act in that capacity.

(3) Where—

- (a) [^{F45}a UK Societas] gives notice of a change of a member of its supervisory organ's service address as stated in the [^{F46}UK Societas's] register of SO members, and
- (b) the notice is not accompanied by notice of any resulting change in the particulars contained in the [^{F46}UK Societas's] register of SO members' residential addresses,

the notice must be accompanied by a statement that no such change is required.

[^{F47}(3A) Where notice is given of a change of a member's particulars, or the termination of the appointment of a member, the notice must contain particulars of the name currently appearing on the [^{F48}UK Societas's] register of SO members.

(3B) Where notice is given of a new member's usual residential address or a change of a member's usual residential address, the notice must contain an indication, where applicable, that an application is being made, or has been granted, for an exemption to the disclosure of a usual residential address under section 243 of the 2006 Act.]

(4) If default is made in complying with this regulation, an offence is committed by—

- (a) the [^{F49}UK Societas], and
- (b) every officer of the SE who is in default.

For this purpose a person who, by virtue of section 251 of the 2006 Act (shadow directors) as it applies in relation to [^{F50}a UK Societas], is a shadow director of the [^{F49}UK Societas] is treated as an officer of the [^{F49}UK Societas].

(5) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

- F17** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F38** Words in reg. 80C(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **30(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)
- F39** Words in reg. 80C(1) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **30(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)
- F40** Words in reg. 80C(1) omitted (1.10.2014) by virtue of [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **27(2)**
- F41** Reg. 80C(1A) inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **27(3)**
- F42** Words in reg. 80C(1A) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **30(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)
- F43** Words in reg. 80C(2) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **30(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)
- F44** Words in reg. 80C(2)(b) substituted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **7(3)** (with reg. 2)
- F45** Words in reg. 80C(3) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **30(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)

- F46** Words in reg. 80C(3) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(c)(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)
- F47** Reg. 80C(3A)(3B) inserted (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, **27(4)**
- F48** Words in reg. 80C(3A) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(d)** (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)
- F49** Words in reg. 80C(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(e)(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)
- F50** Words in reg. 80C(4) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **30(e)(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)

Modifications etc. (not altering text)

- C1** Reg. 80C: power to modify conferred (temp.) (26.6.2020) by Corporate Insolvency and Governance Act 2020 (c. 12), ss. **39(1)**, 40(d), 49(1) (with ss. 2(2), 5(2), 39(8)(9))
- C2** Reg. 80C(1) modified (temp.) (27.6.2020) by The Companies etc. (Filing Requirements) (Temporary Modifications) Regulations 2020 (S.I. 2020/645), regs. 2, **40**

Protected information: restriction on use or disclosure by [F51 UK Societas]

80D. In the application of section 241(1)(b) of the 2006 Act in relation to [F52a UK Societas], the reference to any requirement of the Companies Acts includes a reference to any requirement of regulation 80C.]

- F17** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F51** Words in reg. 80D heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **31(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)
- F52** Words in reg. 80D substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **31(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)

[F53 Information within section 790ZF(2): restriction on use or disclosure by [F54a UK Societas]

80DA. In the application to [F55a UK Societas] of section 241(1)(b) of the 2006 Act as applied by section 790ZF of that Act, the reference to any requirement of the Companies Acts includes a reference to any requirement in regulations 5 to 10 and 85 [F56 of these Regulations, as they had effect at the time such protected information was delivered to the registrar.]

- F53** Reg. 80DA inserted (30.6.2016) by The European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016 (S.I. 2016/375), regs. 1(2), **3(8)**
- F54** Words in reg. 80DA heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **32(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)

- F55** Words in reg. 80DA substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **32(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)
- F56** Words in reg. 80DA inserted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **32(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)

[^{F17}Putting a member of the supervisory organ's address on the public record

80E.—(1) In the application of section 246 of the 2006 Act (putting a director's usual residential address on the public record) in relation to a member of the supervisory organ of [^{F57}a UK Societas]—

- (a) the references in subsections (3)(a) and (4)(a) to the company's register of directors are references to the [^{F58}UK Societas's] register of SO members, and
- (b) the reference in subsection (3)(b) to the company's register of directors' residential addresses is a reference to the [^{F58}UK Societas's] register of SO members' residential addresses.

(2) Paragraph (1) is without prejudice to the generality of regulation 78.]

- F17** Regs. 79-80E substituted for regs. 79, 80 (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **28** (with reg. 2, Sch. 2)
- F57** Words in reg. 80E substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **33(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)
- F58** Words in reg. 80E substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **33(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)

The [^{F59}UK Societas] as a body corporate

81.—(1) Where—

- (a) any enactment is applied in the manner described in regulation 78(2); or
- (b) any enactment applies to [^{F60}a UK Societas] otherwise than in the manner described in regulation 78(2)

and those enactments are expressed to apply to, or in respect of, a body corporate, [^{F61}a UK Societas], ^{F61}... shall be treated for the purposes of the application of those enactments as if it were a body corporate.

(2) Nothing in this regulation has the effect of constituting [^{F62}a UK Societas] as a body corporate [^{F63}incorporated in, or formed under the law of, the United Kingdom (or any part of the United Kingdom)].

- F59** Words in reg. 81 heading substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **34(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)
- F60** Words in reg. 81(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **34(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)

- F61** Words in reg. 81(1) 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, **34(b)(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)
- F62** Words in reg. 81(2) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **34(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)
- F63** Words in reg. 81(2) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **29(b)** (with reg. 2)

Notification of Amendments to Statutes and Insolvency Events (Articles 59(3) and 65)

82.—^{F64}(1) Where, under Articles 59(3) and 65, publication by the registrar in the Gazette of the events described in those Articles is required by regulation 71(1)—

- (a) in the case of Article 59(3), notice of the amendments must be delivered to the registrar within 14 days of the adoption of those amendments together with a copy of the amendments;
 - (b) in the case of Article 65, notice of the relevant event must be delivered to the registrar by the ^{F65}UK Societas] within 14 days of the occurrence of the event.
- (1A) A notice under paragraph (1)(a) or (b) must contain the following particulars—
- (a) the ^{F66}UK Societas's] name and registered number; and
 - (b) the date on which—
 - (i) in the case of a notice under paragraph (1)(a), the amendments came into effect, or
 - (ii) in the case of a notice under paragraph (1)(b), the event occurred.]

(2) If default is made in complying with paragraph (1)(a) or (b) the ^{F67}UK Societas] is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

- F64** Reg. 82(1)(1A) substituted for reg. 82(1) (1.10.2014) by The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014 (S.I. 2014/2382), regs. 1, **28(2)**
- F65** Words in reg. 82(1) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **35(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)
- F66** Words in reg. 82(1A) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **35(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)
- F67** Words in reg. 82(2) substituted (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, **35(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)

Accounting Reference Period and Financial Year of Transferring ^{F68}UK Societas]

83.—(1) Where ^{F69}a UK Societas had before IP completion day, and while an SE, transferred] its registered office to ^{F70}the United Kingdom] under Article 8 ^{F71}of the EC Regulation, as it had effect at the time of that transfer, that UK Societas's]—

- (a) ^{F72}... first accounting reference period, for the purposes of ^{F73}section 391 of ^{F74}the 2006 Act]], is the period of twelve months beginning with its last balance sheet date before the registration of the transfer and the date on which that period ends is its accounting reference date for those purposes; and

- (b) ^{F75}... first financial year for the purposes of [^{F76}section 390 of [^{F74}the 2006 Act]] begins with the first day of its first accounting reference period and ends with the last day of that period or such other date, not more than seven days before or after the end of that period as the [^{F77}UK Societas] may determine.

(2) For purposes of this regulation “the last balance sheet date” is the date as at which the balance sheet of the [^{F78}UK Societas] was required to be drawn up under the provisions of the law of the Member State in which it had its registered office, where the balance sheet was the last one required to be drawn up before the registration of the transfer in [^{F79}the United Kingdom].

(3) Where the [^{F80}UK Societas] has not been required to draw up a balance sheet under the provisions of the law of the Member State where it had its registered office, or, if different, of the Member State where it was first registered, before the registration of the transfer in [^{F81}the United Kingdom], its accounting reference date for the purposes of [^{F82}section 391 of [^{F83}the 2006 Act]] is the last day of the month in which the anniversary of its registration on formation falls and its first accounting reference period is the period beginning with its date of registration on formation and ending with its accounting reference date; and paragraph (1)(b) above applies in respect of its first financial year accordingly.

- F68** Words in [reg. 83 heading](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **36(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)
- F69** Words in [reg. 83\(1\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **36(b)(i)** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), **3(d)**, **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F70** Words in [reg. 83\(1\)](#) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(2)(a)** (with reg. 2)
- F71** Words in [reg. 83\(1\)](#) inserted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **36(b)(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)
- F72** Word in [reg. 83\(1\)\(a\)](#) 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, **36(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)
- F73** Words in [reg. 83\(1\)\(a\)](#) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(6)(a)** (with arts. 6, 11, 12)
- F74** Words in [reg. 83\(1\)](#) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(2)(b)** (with reg. 2)
- F75** Word in [reg. 83\(1\)\(b\)](#) 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, **36(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)
- F76** Words in [reg. 83\(1\)\(b\)](#) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 235(6)(b)** (with arts. 6, 11, 12)
- F77** Words in [reg. 83\(1\)\(b\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **36(d)(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)
- F78** Words in [reg. 83\(2\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **36(e)** (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)
- F79** Words in [reg. 83\(2\)](#) substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **31(3)** (with reg. 2)
- F80** Words in [reg. 83\(3\)](#) substituted (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **36(e)** (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)

- F81** Words in reg. 83(3) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **31(4)(a)** (with reg. 2)
- F82** Words in reg. 83(3) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), art. 2(2), **Sch. 1 para. 235(6)(a)** (with arts. 6, 11, 12)
- F83** Words in reg. 83(3) substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), regs. 1(2), **31(4)(b)** (with reg. 2)

Penalties for Breach of Article 11 (use of SE in name)

^{F84}**84.**

- F84** Reg. 84 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, **37** (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 6.