

EXPLANATORY MEMORANDUM TO
THE REGISTRAR OF COMPANIES (FEES) (EUROPEAN ECONOMIC INTEREST
GROUPING AND EUROPEAN PUBLIC LIMITED-LIABILITY COMPANY)
REGULATIONS 2009

2009 No. 2403

1. This explanatory memorandum has been prepared by Companies House, an Executive Agency of the Department for Business, Innovation and Skills, and is laid before Parliament by Command of Her Majesty.

2. Purpose of the instrument

2.1. These Regulations make new statutory fees to be charged by the Registrar of Companies for document registration functions in respect of European Economic Interest Groupings (EEIG) and European Public Limited-Liability Companies (SE), and for the dissemination of information in respect of EEIGs.

3. Matters of special interest to the Joint Committee on Statutory Instruments

3.1. None

4. Legislative Context

4.1. These Regulations are introduced because of the implementation of the Companies Act 2006 and the need to introduce a new set of statutory fees under the provision of sections 1063(1) to (3) and 1292(1) of that Act.

4.2. The existing fees for EEIGs and SEs were set under the Finance Act 1973, and are revoked, with savings for transitional arrangements in a separate instrument; The European Economic Interest Grouping and European Public Limited-Liability Company (Fees) Revocation Regulations 2009.

4.3. Regulations have already been made to set fees for Companies, Overseas Companies and Limited Liability Partnerships in the Registrar of Companies (Fees) (Companies, Overseas Companies and Limited Liability Partnerships) Regulations 2009 (S.I. 2009 No. 2101), and for Limited Partnerships and Newspaper Proprietors in the Registrar of Companies (Fees) (Limited Partnerships and Newspaper Proprietors) Regulations 2009 (S.I. 2009 No. 2392).

5. Territorial Extent and Application

This instrument applies to all of the United Kingdom.

6. European Convention on Human Rights

As the instrument is subject to negative resolution procedure and does not amend primary legislation, no statement is required.

7. Policy background

7.1. The Companies Act 2006, which replaces almost all earlier companies' legislation, provides a modern company law framework for the whole of the United Kingdom. The functions of the Registrar of Companies for EEIGs and SEs remain broadly unchanged, but fees are to be set under Companies Act 2006 for the first time. This will provide for more flexibility in setting fees in the future.

7.2. Companies House holds registered information on approximately 205 EEIGs. The fees remain unchanged and there are no new products.

7.3. Companies House holds registered information on 19 active SEs. The fees remain broadly unchanged, although Companies House will no longer be charging for a certificate attesting to the completion of formalities prior to a transfer of the registered office of an SE from the UK. There are no new products.

8. Consultation outcome

8.1. Companies House has not consulted on the level of fees it charges since as a Trading Fund it must recover the full costs for the services it provides without cross-subsidising.

9. Guidance

9.1. Customers have been made aware that a draft price list has been available on the Companies House web site since 1 July 2009. Once these Regulations are made, all references to fees on the relevant forms and references in guidance will be finalised.

9.2. Full details of registration requirements and search services are made available on the Companies House website, in customer focus groups and through Companies House information days.

10. Impact

10.1 The fees must be paid as prescribed in these Regulations when filing relevant documents for registration at Companies House. The fees are equivalent to existing fees for registration of companies and paper copies of documents. Businesses, charities or voluntary bodies must also pay the prescribed fees in respect of the inspection of documents or disclosure of information held by the Registrar of Companies.

10.2 The regulations will apply to the whole of the UK for the first time, replacing equivalent fees previously set in Northern Ireland. Two fees will apply in Northern Ireland in respect of EEIGs for the first time: registration under regulation 12 of the European Economic Interest Grouping Regulations 1989 (S.I. 1989/638) (“the EEIG Regulations”) of an EEIG that is situating an establishment in the United Kingdom but whose official address is outside the United Kingdom, for which the fee is £20; and registration of a charge under paragraph 26 of Schedule 4 to the EEIG Regulations, for which the fee is £13.

10.3 The impact on the public sector is negligible, although public sector bodies are required to purchase information in the same way as other organisations (unless that information is required under a statutory authority).

10.4 An Impact Assessment has not been prepared for this instrument. As explained in paragraph 8.1 above, Companies House, as a Trading Fund, must always recover the full costs for the service it provides without cross-subsidising.

11. Regulating small business

11.1 The legislation applies to small business.

11.2 Under the Competition Act 1998, Companies House is prohibited from setting differential prices for the same product to different customers, as this might distort competition.

11.3 Registration costs must be the same for all customers as fees are set on a strict cost recovery basis, and European law is clear that there can be no cross-subsidisation.

12. Monitoring & review

12.1. The aim of the Regulations is to achieve full cost recovery on the registration and dissemination of information relating to EEIGs and the registration of SE information.

12.2. Companies House regularly reviews the fees it charges and the next review of its fees is scheduled for 2010.

13. Contact

Mark Buckley at Companies House can answer any queries regarding the instrument. He can be contacted on 02920 380 063 or email:

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