
STATUTORY INSTRUMENTS

1989 No. 638

The European Economic Interest Grouping Regulations 1989

PART III

REGISTRATION ETC (ARTICLE 39 OF THE EC REGULATION)

Registration of EEIG whose official address is in Great Britain

9.—(1) The registrar for the purposes of registration of an EEIG in Great Britain where its official address is in Great Britain shall be the registrar within the meaning of the 1985 Act and the contract shall be delivered—

- (a) to the registrar or other officer performing under that Act the duty of registration of companies in England and Wales, if the contract states that the official address of the EEIG is to be situated in England and Wales, or that it is to be situated in Wales; and
- (b) to the registrar or other officer performing under that Act the duty of registration of companies in Scotland, if the contract states that the official address of the EEIG is to be situated in Scotland.

(2) With the contract there shall be delivered a registration form in Form EEIG 1 containing a statement of the names and the particulars set out in article 5 of the EC Regulation.

(3) The registrar shall not register an EEIG under this regulation unless he is satisfied that all the requirements of these Regulations and of the EC Regulation in respect of registration and of matters precedent and incidental to it have been complied with but he may accept a declaration in Form EEIG 1 as sufficient evidence of compliance.

(4) Subject to paragraph (3) above, the registrar shall retain the contract, and any certified translation, delivered to him under this regulation and register the EEIG.

(5) On the registration of an EEIG the registrar shall give a certificate that the EEIG has been registered stating the date of registration.

(6) The certificate may be signed by the registrar, or authenticated by his official seal.

(7) A certificate of registration given in respect of an EEIG under this regulation is conclusive evidence that the requirements of these Regulations and of the EC Regulation in respect of registration and of matters precedent and incidental to it have been complied with, and that the EEIG is an organisation authorised to be registered, and is duly registered, under these Regulations.

(8) Where an EEIG is to be registered with the contract written in any language other than English, the contract to be delivered under paragraph (1) above may be in the other language provided that it is accompanied by a certified translation into English.

(9) Where an EEIG has published a proposal to transfer its official address to a place in Great Britain under article 14(1) of the EC Regulation, the registrar responsible for the registration of the EEIG with the new official address shall, where the transfer of the official address has not been opposed under paragraph (4) of that article, register the EEIG with its new official address on receipt of a registration form in Form EEIG 1 containing—

- (a) evidence of the publication of the transfer proposal; and

(b) a statement that no competent authority has opposed the transfer under article 14(4) of the EC Regulation.

(10) Any communication or notice may be addressed to an EEIG where its official address is in Great Britain at its official address stated on Form EEIG 1 or in the case of any change in the situation of that address at any new official address stated on Form EEIG 4.

Prohibition on registration of certain names

10.—(1) An EEIG shall not be registered in Great Britain under regulation 9 above by a name which includes any of the following words or expressions, or abbreviations thereof, that is to say, “limited”, “unlimited” or “public limited company” or their Welsh equivalents.

(2) In determining for the purposes of section 26(1)(c) of the 1985 Act (as applied by regulation 18 of, and Schedule 4 to, these Regulations) whether one name is the same as another, there are to be disregarded the words “European Economic Interest Grouping” or the initials “EEIG” or their authorised equivalents in official languages of the Economic Community, other than English, the authorised equivalents being set out in Schedule 3 to these Regulations.

Change of name

11.—(1) Regulation 10(2) above applies in determining under section 28(2) of the 1985 Act as applied by regulation 18 of, and Schedule 4 to, these Regulations whether a name is the same as or too like another.

(2) Where an EEIG changes its name the registrar shall (subject to the provisions of section 26 of the 1985 Act which apply by virtue of regulation 18 of, and Schedule 4 to, these Regulations and regulation 10 above) enter the new name on the register in place of the former name, and shall issue a certificate of registration altered to meet the circumstances of the case.

(3) A change of name has effect from the date on which the altered certificate is issued.

Registration of establishment of EEIG whose official address is outside the United Kingdom

12.—(1) The registrar for the purposes of registration under this regulation of an EEIG establishment situated in Great Britain where the EEIG’s official address is outside the United Kingdom shall be the registrar within the meaning of the 1985 Act.

(2) For the purposes of registration under paragraph (1) above there shall be delivered, within one month of the establishment becoming so situated at any place in Great Britain, to the registrar at the registration office in England and Wales or Scotland, according to where the establishment is situated, a certified copy of the contract together with—

(a) a certified translation into English of the contract and other documents and particulars to be filed with it under article 10 of the EC Regulation if the contract and other documents and particulars, or any part thereof, are not in English; and

(b) a registration form in Form EEIG 2 containing a statement of the names and particulars set out in articles 5 and 10 of the EC Regulation.

(3) Paragraph (2) above shall not apply where an establishment is already registered in Great Britain under paragraph (1) above.

(4) The registrar shall not register an EEIG establishment under this regulation unless he is satisfied that all the requirements of these Regulations and of the EC Regulation in respect of registration and of matters precedent and incidental to it have been complied with but he may accept a declaration in Form EEIG 2 as sufficient evidence of compliance.

(5) Subject to paragraph (4) above, the registrar shall retain the copy of the contract, and any certified translation, delivered to him under paragraph (2) above and register the EEIG establishment.

(6) Any communication or notice may be addressed to an EEIG where its official address is outside the United Kingdom at any of its establishments in Great Britain.

(7) Regulation 10 above shall apply to an EEIG establishment to be registered under this regulation as it applies to an EEIG to be registered under regulation 9.

(8) If an EEIG fails to comply with any provision of paragraph (2) above, the EEIG, and any officer of it who intentionally authorises or permits the default, is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale and if the failure to comply with any such provision continues after conviction, the EEIG and any such officer shall be guilty of a further offence of failure to comply with that provision and shall be liable to be proceeded against and punished accordingly.

Filing of documents

13.—(1) The documents and particulars referred to in paragraphs (a) to (j) of article 7 of the EC Regulation and required to be filed under that article in Great Britain shall be filed within 15 days (or, in the case of an EEIG whose official address is outside the United Kingdom, 30 days) of the event to which the document in question relates by delivery to the registrar for registration of a notice, together with a certified translation into English of any documents and particulars, or any part thereof, which are not in English—

- (a) in the case of paragraph (d) where the official address of the EEIG is in Great Britain, in Form EEIG 3 of the names of the managers and the particulars referred to in regulation 5(3) above, of particulars of whether they may act alone or must act jointly and of the termination of any manager's appointment;
- (b) in the case of paragraphs (a), (c) and (e) to (j), and in the case of paragraph (d) where the official address of the EEIG is outside the United Kingdom, in Form EEIG 4 of the documents and particulars referred to in that Form; and
- (c) in the case of paragraph (b), in Form EEIG 5 of the setting up or closure of an establishment of an EEIG in Great Britain, except where regulation 12(1) above applies.

(2) The registrar shall retain the documents and particulars and any certified translation delivered to him under this regulation.

(3) If an EEIG fails to comply with any provision of paragraph (1) above, the EEIG, and any officer of it who intentionally authorises or permits the default, is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale and if the failure to comply with any such provision continues after conviction, the EEIG and any such officer shall be guilty of a further offence of failure to comply with that provision and shall be liable to be proceeded against and punished accordingly.

Inspection of documents

14. Any person may—

- (a) inspect any document or particulars kept by the registrar under these Regulations or a copy thereof; and
- (b) require the registrar to deliver or send by post to him a copy or extract of any such document or particulars or any part thereof.

Publication of documents in the Gazette and Official Journal of the Communities

15.—(1) The registrar shall cause to be published in the Gazette—

- (a) the documents and particulars issued or received by him under these Regulations and referred to in article 8(a) and (b) of the EC Regulation; and

(b) in the case of those documents and particulars referred to in article 7(b) to (j) of the EC Regulation a notice (stating in the notice the name of the EEIG, the description of the documents or particulars and the date of receipt).

(2) The registrar shall forward to the Office for Official Publications of the European Communities the information referred to in article 11 of the EC Regulation within one month of the publication of the relevant documents and particulars in the Gazette under paragraph (1) above.

EEIG identification

16.—(1) If an EEIG fails to comply with article 25 of the EC Regulation it is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale.

(2) If an officer of an EEIG or a person on its behalf issues or authorises the issue of any letter, order form or similar document not complying with the requirements of article 25 of the EC Regulation, he is guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale.