

STATUTORY INSTRUMENTS

2018 No. 1298

The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018

PART 2

Amendment of subordinate legislation

Amendment of the European Public Limited-Liability Company Regulations 2004

2. The European Public Limited-Liability Company Regulations 2004 ^{M1} are amended in accordance with regulations 3 to 47.

Commencement Information

I1 [Reg. 2](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M1 [S.I. 2004/2326](#); amended by the [Companies Act 2006 \(c.46\)](#), [S.I. 2008/948](#), [S.I. 2009/2400](#), [S.I. 2009/3348](#), [S.I. 2014/2382](#), [S.I. 2015/1695](#), [S.I. 2016/375](#) and [S.I. 2016/599](#).

3. In regulation 2 (EC Directive and EC Regulation)—

- (a) in the heading omit “EC Directive and”;
- (b) omit the definition of “the EC Directive”.

Commencement Information

I2 [Reg. 3](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

4. In regulation 3 (interpretation) ^{M2}—

- (a) in paragraph (1)—
 - (i) in the definition of “SE”—
 - (aa) after “EC Regulation ^{M3}” insert “, as it had effect immediately before [^{F1}IP completion day], ”;
 - (bb) omit “which is to be, or is,”;
 - (ii) after the definition of “SE”, insert—

““UK Societas” means an SE on or after [^{F1}IP completion day].”;
- (b) in paragraphs (3) and (4)—

- (i) omit “or the EC Directive”;
- (ii) omit “or Directive”.

F1 Words in [reg. 4\(a\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [3\(a\)](#)

Commencement Information

I3 Reg. 4 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M2 Regulation 3 was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

M3 OJ L No. 294, 10.11.2001, p.1.

5. In the heading to Part 2 (registration of SEs and the registrar etc.), for “SEs” substitute “ UK Societates ”.

Commencement Information

I4 [Reg. 5](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

6. In regulation 4 (the registrar), for “an SE” substitute “ a UK Societas ”.

Commencement Information

I5 [Reg. 6](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

7. Omit regulations 5 to 12.

Commencement Information

I6 [Reg. 7](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

8. Before regulation 13 (documents sent to the registrar) insert—

“Conversion of an SE to a UK Societas: obligations on the registrar

12A.—(1) In respect of any SE which remains registered in the United Kingdom immediately before [^{F2}IP completion day], the registrar must—

(a) amend the register, so that on and after [^{F3}IP completion day]—

(i) “UK Societas” replaces “SE” in the SE's name, and

(ii) where appropriate, any use of “European Public Limited-Liability Company” or “Societas Europaea”, is replaced by “ United Kingdom Societas ”,

save that this shall not apply where this information is recorded in documents registered in respect of that SE before [F³IP completion day];

(b) within 21 days of [F⁴IP completion day], issue to the UK Societas a certificate (a “certificate of conversion”) confirming that the UK Societas—

(i) has been converted to a UK Societas on [F⁴IP completion day] pursuant to Articles AA1 and AAA1 of the EC Regulation,

(ii) is governed by the law of—

(aa) England and Wales, where its registered office is situated in England or Wales,

(bb) Scotland, where its registered office is situated in Scotland, or

(cc) Northern Ireland, where its registered office is situated in Northern Ireland.

(2) The certificate in paragraph (1)(b)—

(a) must be signed by the registrar or authenticated by the registrar's official seal; and

(b) is conclusive evidence that on and after [F⁵IP completion day] the SE is a UK Societas.

(3) Paragraphs (1) and (2) do not apply to an SE in respect of which a transfer proposal has been drawn up, delivered and published under Article 8 until such time as the registrar is satisfied that the transfer did not take effect before [F⁶IP completion day].

(4) Paragraph (5) applies in relation to an SE—

(a) which immediately before [F⁷IP completion day] is registered in a Member State pursuant to a transfer of its registered office from the United Kingdom to that Member State in accordance with Article 12; but

(b) whose registration in the United Kingdom has not been deleted in accordance with Article 8 before [F⁷IP completion day].

(5) The registrar must delete the registration of an SE to which this paragraph applies from the register as soon as reasonably practicable and must cause to be published in the Gazette notice of that deletion.

(6) In this regulation, “Article 8” and “Article 12” mean Article 8 and Article 12 of the EC Regulation, as it had effect immediately before [F⁸IP completion day].

References in the Companies Act 2006 to a certificate of incorporation

12B.—(1) Following the conversion of an SE to a UK Societas, references in sections 80 (change of name: registration and issue of new certificate of incorporation), 1064 (public notice of issue of certificate of incorporation) and 1065 (right to certificate of incorporation) of the Companies Act 2006 ^{M4} to a company's certificate of incorporation shall be construed as a reference to the certificate of conversion given under regulation 12A(1)(b).

(2) A requirement in those sections for the registrar to issue a certificate of incorporation to a company shall—

(a) be construed as a requirement to issue a certificate of conversion similar to the certificate under regulation 12A(1)(b); and

(b) apply with such other modifications as the registrar considers necessary in consequence of sub-paragraph (a).”.

- F2** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(i)(aa)**
- F3** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(i)(bb)**
- F4** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(i)(cc)**
- F5** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(ii)**
- F6** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(iii)**
- F7** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(iv)**
- F8** Words in [reg. 8](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), **3(b)(v)**

Commencement Information

- I7** [Reg. 8](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M4** [2006 c.46.](#)

9. In regulation 13 (documents sent to the registrar) ^{M5}, omit paragraph (2).

Commencement Information

- I8** [Reg. 9](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M5** [Regulation 13](#) was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

10. In regulation 13A (application of language requirements to documents relating to SEs) ^{M6}—

- (a) in the heading, for “SEs” substitute “UK Societates”;
- (b) in paragraph (2)—
 - (i) in sub-paragraph (b), in the substituted section (2)—
 - (aa) omit sub-paragraphs (a) to (c);
 - (bb) in sub-paragraph (d), for “those Regulations” substitute “the European Public Limited-Liability Company Regulations 2004”;
 - (cc) in sub-paragraph (e), for “SE” substitute “UK Societas”;
 - (ii) in sub-paragraph (c), for “an SE” substitute “a UK Societas”;

- (c) in paragraph (3), for “an SE” substitute “ a UK Societas ”;
- (d) in paragraph (4) after “the EC Regulation”, insert “ as it had effect at the time of such delivery, ”;
- (e) omit paragraph (5).

Commencement Information

I9 [Reg. 10](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M6 [Regulation 13A](#) was inserted by [S.I. 2009/2400](#) and amended by [S.I. 2014/2382](#).

11. In regulation 14 (application of the 2006 Act to the registration of SEs) ^{M7}—

- (a) in the heading, for “SEs” substitute “ UK Societates ”;
- (b) in sub-paragraph (1)(a)—
 - (i) for “SEs” substitute “ UK Societates ”;
 - (ii) after “the EC Regulation”, insert “ , including as they had effect at the time of any such registration ”.

Commencement Information

I10 [Reg. 11](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M7 [Regulation 14](#) was amended by [S.I. 2009/2400](#).

12. In regulation 15 (false statements in documents delivered to the registrar) ^{M8}—

- (a) in paragraph (a), omit “regulations 5 to 10 and”;
- (b) omit paragraph (b).

Commencement Information

I11 [Reg. 12](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M8 [Regulation 15](#) was amended by [S.I. 2014/2382](#).

13. Omit regulations 55 to 58.

Commencement Information

I12 [Reg. 13](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

14. In regulation 59 (power of the management or administrative organ of an SE to amend statutes where in conflict with employee involvement arrangements (Article 12(4)))—

- (a) in the heading, for “an SE” substitute “ a UK Societas ”;
- (b) for “SE” substitute “ UK Societas ”.

Commencement Information

I13 Reg. 14 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

15. In regulations 61, 62 and 64, for “an SE”, in each place it occurs, substitute “ a UK Societas ”.

Commencement Information

I14 Reg. 15 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

16. In regulation 65 (timing of the first general meeting of an SE (Article 54(1)))—

- (a) in both the heading and the text of the regulation, for “an SE” substitute “ a UK Societas ”;
- (b) for “an SE's” substitute “ its ”;
- (c) after “incorporation”, insert “ as an SE ”.

Commencement Information

I15 Reg. 16 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

17. In regulation 66 (proportion of shareholders of an SE who may require one or more additional items to be put on the agenda of any general meeting (Article 56))—

- (a) in both the heading and the text of the regulation, for “an SE” substitute “ a UK Societas ”;
- (b) for “the SE's” substitute “the UK Societas's”.

Commencement Information

I16 Reg. 17 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

18. In regulation 67 (SEs subject to law on public limited liability companies as regard the expression of their capital (Article 67(1)))—

- (a) in the heading, for “SEs” substitute “ UK Societates ”;
- (b) for “an SE” substitute “ a UK Societas ”.

Commencement Information

I17 Reg. 18 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

19. Omit regulations 68 to 70.

Commencement Information

I18 [Reg. 19](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

20. In regulation 71 (publication of other documents or information (Articles 8(12), 15(2), 59(3) and 65))—

- (a) in the heading, omit “8(12), 15(2),”;
- (b) omit paragraphs (3) and (4).

Commencement Information

I19 [Reg. 20](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

21. Omit regulations 72 to 74.

Commencement Information

I20 [Reg. 21](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

22. In regulation 75 (competent authorities) ^{M9}—

- (a) in paragraph (a), for “8, 54, 55 and 64” substitute “ 54 and 55 ”;
- (b) omit paragraphs (b) and (c).

Commencement Information

I21 [Reg. 22](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M9 [Regulation 75](#) was amended by [S.I. 2009/2400](#).

23. In regulation 76 (enforcement of obligation to amend statutes in conflict with arrangements for employee involvement) ^{M10}—

- (a) in paragraph (1)—
 - (i) in sub-paragraph (a), for “an SE” substitute “ a UK Societas ”;
 - (ii) in sub-paragraph (b), for “SE” substitute “ UK Societas ”;
- (b) in sub-paragraphs (2)(a)-(c), for “an SE”, in each place it occurs, substitute “ a UK Societas ”.

Commencement Information

I22 Reg. 23 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M10 Regulation 76 was amended by S.I. 2009/2400.

24. In regulation 77 (records of an SE transferred under Article 8(11) or a public company ceasing to exist under Article 29(1) and (2)) ^{M11}—

(a) for the heading substitute “ records of an SE transferred under Article 8 of the EC Regulation (as it had effect immediately before [^{F9}IP completion day]) ”;

(b) for paragraph (1) substitute—

“(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.”;

(c) in paragraph (2)—

(i) after “regulation 11”, insert “ of these Regulations, as they had effect at the time of delivery ”;

(ii) after “Article 8(8)”, insert “ of the EC Regulation, as it had effect at the time of issue, ”.

F9 Words in reg. 24(a) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(c)

Commencement Information

I23 Reg. 24 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M11 Regulation 77 was amended by S.I. 2014/2382.

25. In regulation 78 (application of enactments to members of supervisory, management and administrative organs)—

(a) in paragraph (1), for “SEs” substitute “ UK Societates ”;

(b) in paragraph (5), for “SE” substitute “ UK Societas ”.

Commencement Information

I24 Reg. 25 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

26. In regulation 79 (register of members of supervisory organ) ^{M12}—

(a) in paragraph (1), for “SE” substitute “ UK Societas ”;

(b) in paragraph (3), for “SE's” substitute “UK Societas's”;

- (c) in paragraph (4)—
 - (i) in the words before sub-paragraph (a), for “SE” substitute “ UK Societas ”;
 - (ii) in the words after sub-paragraph (b), for “SE's” substitute “UK Societas's”;
- (d) in paragraph (5), for “SE” substitute “ UK Societas ”;
- (e) in paragraph (6)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for each of the remaining occurrences of “SE” substitute “ UK Societas ”;
- (f) in paragraph (10)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrence of “SE” substitute “ UK Societas ”.

Commencement Information

I25 [Reg. 26](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M12 [Regulation 79](#) was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

27. In regulation 80 (particulars of members to be registered under regulation 79: individuals)
^{M13}—

- (a) in paragraph (1), in the words before sub-paragraph (a), for “an SE's” substitute “a UK Societas's”;
- (b) in paragraph (5), for “The SE's” substitute “The UK Societas's”.

Commencement Information

I26 [Reg. 27](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M13 [Regulation 80](#) was amended by [S.I. 2008/948](#) and [S.I. 2009/2400](#).

28. In regulation 80A (particulars of members to be registered under regulation 79: corporate members and firms)
^{M14}—

- (a) for “an SE's” substitute “a UK Societas's”;
- (b) for paragraph (c) substitute—
 - “(c) in the case of a limited company that is a UK-registered company, the registered number;”.

Commencement Information

I27 [Reg. 28](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M14 Regulation 80A was inserted by S.I. 2009/2400.

29. In regulation 80B (register of residential addresses of members of an SE's supervisory organ)
M15 —

- (a) in the heading, for “an SE's” substitute “a UK Societas's”;
- (b) in paragraph (1), for “SE” substitute “ UK Societas ”;
- (c) in paragraph (3), for “SE's”, in both places, substitute “UK Societas's”;
- (d) in paragraph (4)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for each of the remaining occurrences of “SE” substitute “ UK Societas ”;
- (e) in paragraph (7)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrence of “SE” substitute “ UK Societas ”.

Commencement Information

I28 Reg. 29 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M15 Regulation 80B was inserted by S.I. 2009/2400.

30. In regulation 80C (duty to notify registrar of changes) M16 —

- (a) in paragraph (1)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrence of “SE” substitute “ UK Societas ”;
- (b) in paragraphs (1A) and (2), for “SE's” substitute “UK Societas's”;
- (c) in paragraph (3)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for “SE's”, in both places, substitute “UK Societas's”;
- (d) in paragraph (3A), for “SE's” substitute “UK Societas's”;
- (e) in paragraph (4)—
 - (i) for “an SE” substitute “ a UK Societas ”;
 - (ii) for the remaining occurrences of “SE” substitute “ UK Societas ”.

Commencement Information

I29 Reg. 30 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M16 Regulation 80C was inserted by S.I. 2009/2400 and amended by S.I. 2015/1695 and S.I. 2014/2382.

31. In regulation 80D (protected information: restriction on use or disclosure by SE) ^{M17}—
- (a) in the heading, for “SE” substitute “ UK Societas ”;
 - (b) for “an SE” substitute “ a UK Societas ”.

Commencement Information

I30 [Reg. 31](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M17 [Regulation 80D](#) was inserted by [S.I. 2009/2400](#).

32. In regulation 80DA (information within section 790ZF(2): restriction on use or disclosure by an SE) ^{M18}—
- (a) in both the heading and the text of the regulation, for “an SE” substitute “ a UK Societas ”;
 - (b) after “regulations 5 to 10 and 85”, insert “ of these Regulations, as they had effect at the time such protected information was delivered to the registrar ”.

Commencement Information

I31 [Reg. 32](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M18 [Regulation 80DA](#) was inserted by [S.I. 2016/375](#).

33. In regulation 80E (putting a member of the supervisory organ's address on the public record) ^{M19}—
- (a) for “an SE” substitute “ a UK Societas ”;
 - (b) for “SE's”, in both places, substitute “UK Societas's”.

Commencement Information

I32 [Reg. 33](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M19 [Regulation 80E](#) was inserted by [S.I. 2009/2400](#).

34. In regulation 81 (the SE as a body corporate) ^{M20}—
- (a) in the heading, for “SE” substitute “ UK Societas ”;
 - (b) in paragraph (1)—
 - (i) for “an SE”, in both places, substitute “ a UK Societas ”;
 - (ii) omit “whether or not registered in the United Kingdom”;
 - (c) in paragraph (2), for “an SE” substitute “ a UK Societas ”.

Commencement Information

I33 Reg. 34 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M20 Regulation 81 was amended by S.I. 2009/2400.

35. In regulation 82 (notification of amendments to statutes and insolvency events (Articles 59(3) and 65)) ^{M21}—

- (a) in paragraph (1), for “SE” substitute “ UK Societas ”;
- (b) in paragraph (1A), for “SE's”, substitute “UK Societas's”;
- (c) in paragraph (2), for “SE” substitute “ UK Societas ”.

Commencement Information

I34 Reg. 35 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M21 Regulation 82 was amended by S.I. 2009/2400 and S.I. 2014/2382.

36. In regulation 83 (accounting reference period and financial year of transferring SE) ^{M22}—

- (a) in the heading, for “SE” substitute “ UK Societas ”;
- (b) in paragraph (1), in the words before sub-paragraph (a)—
 - (i) for “an SE transfers” substitute “ a UK Societas had before [^{F10}IP completion day], and while an SE, transferred ”;
 - (ii) after “Article 8”, insert “of the EC Regulation, as it had effect at the time of that transfer, that UK Societas's”;
- (c) in sub-paragraph (1)(a), omit “its”;
- (d) in sub-paragraph (1)(b)—
 - (i) omit “its”;
 - (ii) for “SE” substitute “ UK Societas ”;
- (e) in sub paragraphs (2) and (3), for “transferring SE” substitute “ UK Societas ”.

F10 Words in reg. 36(b)(i) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(d)

Commencement Information

I35 Reg. 36 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M22 Regulation 83 was amended by S.I. 2008/948 and 2009/2400.

37. Omit regulation 84.

Commencement Information

I36 [Reg. 37](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

38. In the heading to Part 7 (provisions relating to the conversion of an SE to a public company in accordance with Article 66 of the EC Regulation), for “an SE” substitute “ a UK Societas ”.

Commencement Information

I37 [Reg. 38](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

39. In regulation 85 (registration of a public company by the conversion of an SE) ^{M23}—
- (a) in the heading, for “an SE” substitute “ a UK Societas ”;
 - (b) in paragraph (1)—
 - (i) in the words before sub-paragraph (a), for “an SE” substitute “ a UK Societas ”;
 - (ii) in sub-paragraph (d), for “SE” substitute “ UK Societas ”;
 - (c) in paragraph (2), for “SE's” substitute “UK Societas's”;
 - (d) in paragraphs (5), (8) and (9), for “SE”, in each place it occurs, substitute “ UK Societas ”;
 - (e) in paragraph (11), sub-paragraph (a)—
 - (i) for “SE” substitute “ UK Societas ”;
 - (ii) after “registered” insert “ as an SE ”;
 - (f) in paragraph (12), for “SE”, in both places, substitute “ UK Societas ”.

Commencement Information

I38 [Reg. 39](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M23 [Regulation 85](#) was amended by [S.I. 2009/2400](#), [S.I. 2014/2382](#), [S.I. 2015/1695](#), [S.I. 2016/375](#) and [S.I. 2016/599](#).

40. In regulation 85A (statement of compliance) ^{M24}, for “an SE” substitute “ a UK Societas ”.

Commencement Information

I39 [Reg. 40](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M24 [Regulation 85A](#) was inserted by [S.I. 2014/2382](#).

41. In regulation 86 (publication of draft terms of conversion) ^{M25}, for “SE’s” substitute “UK Societas’s”.

Commencement Information

I40 Reg. 41 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M25 Regulation 86 was amended by S.I. 2014/2382 and S.I. 2009/2400.

42. In regulation 87 (registration under the 2006 Act) ^{M26}—

(a) in paragraph (3)—

(i) for “an SE” substitute “ a UK Societas ”;

(ii) for the remaining occurrence of “SE” substitute “ UK Societas ”;

(b) in paragraph (4), for “SE” substitute “ UK Societas ”.

Commencement Information

I41 Reg. 42 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M26 Regulation 87 was amended by S.I. 2014/2382 and S.I. 2009/2400.

43. In regulation 88 (effect of registration) ^{M27}, for “SE”, in each place it occurs, substitute “ UK Societas ”.

Commencement Information

I42 Reg. 43 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M27 Regulation 88 was amended by S.I. 2008/948, S.I. 2009/2400 and S.I. 2014/2382.

44. In regulation 89 (records of a converting SE) ^{M28} for “SE”, in each place it occurs, substitute “ UK Societas ”.

Commencement Information

I43 Reg. 44 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M28 Regulation 89 was amended by S.I. 2008/948.

45. In Schedule 1A (modifications of provisions of the 2006 Act applying in relation to documents sent to the registrar etc) ^{M29}—

- (a) in paragraph 3, for “an SE”, in each place it occurs, substitute “ a UK Societas ”;
- (b) in paragraph 4(a)—
 - (i) for “SE” substitute “ UK Societas ”;
 - (ii) after “registration”, insert “ or its conversion from an SE ”;
- (c) in paragraph 4(b), for “an SE” substitute “ a UK Societas ”;
- (d) in paragraphs 5 and 6, for “an SE” substitute “ a UK Societas ”.

Commencement Information

I44 [Reg. 45](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M29 [Schedule 1A](#) was inserted by [S.I. 2009/2400](#).

46. In Schedule 2 (provisions of the 2006 Act applying to the registration of SEs) ^{M30}—

- (a) in the heading, for “SEs” substitute “ UK Societates ”;
- (b) in paragraphs 1, 2, 3 and 4, for “an SE”, in each place it occurs, substitute “ a UK Societas ”.

Commencement Information

I45 [Reg. 46](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M30 [Schedule 2](#) was amended by [S.I. 2009/2400](#).

47. In Schedule 4 (modifications of the Companies Acts etc) ^{M31}—

- (a) in paragraph 5, for “SE” substitute “ UK Societas ”;
- (b) in paragraph 11, for “SE”, in both places, substitute “ UK Societas ”.

Commencement Information

I46 [Reg. 47](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M31 [Schedule 4](#) was amended by [S.I. 2008/948](#), [S.S.I. 2009/2400](#) and [S.I. 2014/2382](#).

Amendment of the European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009

48. The European Public Limited-Liability Company (Employee Involvement) (Great Britain) Regulations 2009 ^{M32} are amended in accordance with regulations 49 to 65.

Commencement Information

I47 Reg. 48 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M32 S.I. 2009/2401; amended by S.I. 2010/93, S.I. 2013/1956, S.I. 2014/386, S.I. 2014/431.

49. In regulation 3 (interpretation) ^{M33}—

(a) in paragraph (1)—

- (i) omit the definitions of “absolute majority vote” and “agency worker”;
- (ii) for the definition of “employee involvement agreement” substitute—

““employee involvement agreement” means—

- (a) an agreement reached before [F11IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the UK Societas,
- (b) an agreement reached before or after [F11IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the SE,
- (c) an agreement reached after [F11IP completion day] following a special negotiating body having been reconvened under regulation 17 of these Regulations, which governs the arrangements for the involvement of employees within the UK Societas;”;

(iii) for the definition of “information and consultation representative” substitute—

““information and consultation representatives” means representatives elected or appointed to act pursuant to information and consultation procedures established in an employee involvement agreement instead of a representative body;”;

(iv) omit the definition of “participation”;

(v) before the definition of “representative body” insert—

““Relevant State” means an EEA State or the United Kingdom;”;

(vi) for the definition of “SE” substitute—

““SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it has effect in EU law as amended from time to time;”;

(vii) omit the definitions of “SE established by merger”, “SE established by formation of a holding company or subsidiary company” and “SE established by transformation”;

(viii) for the definition of “standard rules on employee involvement” substitute—

““standard rules on employee involvement” means—

- (a) in respect of a UK Societas the rules on employee involvement which apply by virtue of regulation 19, as it had effect immediately before [F12IP completion day],
- (b) in respect of an SE the rules laid down by the EEA State in which it has its registered office;”;

- (ix) omit the definitions of “suitable information relating to the use of agency workers”, “two thirds majority vote” and “UK members of the special negotiating body”;
- (x) at the end, insert—
 - ““UK Societas” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [F13IP completion day], which on [F13IP completion day] converted to a United Kingdom Societas within the meaning of the EC Regulation.”;
- (b) in paragraph (2)—
 - (i) after “the EC Directive”, insert “, subject to the stated modifications ”;
 - (ii) for “information” substitute—
 - ““information”, read as if—
 - (a) for “Member State” there were substituted “ Relevant State ”,
 - (b) after each occurrence of “SE” there were inserted “ or the UK Societas ””;
 - (iii) after “consultation” insert “, read as if after each occurrence of “ SE ” there were inserted “or the UK Societas”;
- (c) after paragraph (2) insert—
 - “(2A) Where an employee involvement agreement was reached before [F14IP completion day] for a UK Societas, or where the standard rules on employee involvement apply in respect of that UK Societas, on and after [F14IP completion day] any reference to an “EEA State” in that agreement or those rules, insofar as they apply to that UK Societas, must, where appropriate, be read as if they were to “an EEA State and the United Kingdom.”;
- (d) omit paragraph (4).

- F11** Words in [reg. 49\(a\)\(ii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(c\)\(i\)\(aa\)](#)
- F12** Words in [reg. 49\(a\)\(viii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(e\)\(i\)\(bb\)](#)
- F13** Words in [reg. 49\(a\)\(x\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(e\)\(i\)\(cc\)](#)
- F14** Words in [reg. 49\(c\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(e\)\(ii\)](#)

Commencement Information

- I48** Reg. 49 in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

- M33** Regulation 3 was amended by [S.I. 2010/93](#).

50. In regulation 4 (application of these regulations)—

- (a) for paragraph (1) substitute—
 - “(1) These Regulations apply in respect of a UK Societas.”;

- (b) omit paragraph (2);
- (c) in paragraph (3), for sub-paragraph (d) substitute—
 - “(d) an employee of an SE or a representative of such an employee.”.

Commencement Information

I49 [Reg. 50](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

51. Omit regulations 5 to 16.

Commencement Information

I50 [Reg. 51](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

52. In regulation 17 (decision not to open, or to terminate, negotiations)—

- (a) omit paragraphs (1) and (2);
- (b) in paragraph (3)—
 - (i) omit sub-paragraphs (a) and (b);
 - (ii) in sub-paragraph (c), for “the special negotiating body” substitute “ a special negotiating body ”;
- (c) in paragraph (4)—
 - (i) for sub-paragraph (b) substitute—
 - “(b) by at least 10% of the employees of the UK Societas and its subsidiaries, or by employees' representatives representing at least that percentage of those employees;”;
 - (ii) in sub-paragraph (c)(ii)—
 - (aa) omit “every participating company or, where the SE has been registered,”;
 - (bb) for “SE” substitute “ UK Societas ”;
 - (iii) after paragraph (c), insert—
 - “(d) references in this regulation to paragraph (1) and regulation 16(4) are to those provisions in these Regulations, as they had effect at the time of that decision and publication.”.

Commencement Information

I51 [Reg. 52](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

53. Omit regulations 18 and 19.

Commencement Information

I52 [Reg. 53](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

54. In regulation 20 (disputes about the operation of an employee involvement agreement or the standard rules on employee involvement)—

- (a) in paragraph (1), for “or of the SE” substitute “, the SE or the UK Societas”;
- (b) in sub-paragraphs (3)(b), (4)(b), (5)(a) and in both places in the words before sub-paragraph (a) of paragraph (7), after “the SE”, insert “ or the UK Societas”;
- (c) in paragraph (9), for “or the SE” substitute “, the SE or the UK Societas”.

Commencement Information

I53 Reg. 54 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

55. In regulation 21 (penalties), in the words after sub-paragraph (5)(b), after “the SE” insert “ or the UK Societas”.

Commencement Information

I54 Reg. 55 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

56. In regulation 22 (misuse of procedures)—

- (a) in paragraph (1)—
 - (i) in the words before sub-paragraph (a)—
 - (aa) for “or an SE” substitute “, an SE or a UK Societas”;
 - (bb) after “the SE”, insert “ or the UK Societas”;
 - (ii) in sub-paragraph (a)—
 - (aa) after “the SE”, insert “ or the UK Societas”;
 - (bb) for the second occurrence of “its” substitute “ their”;
- (b) in sub-paragraph (2)(b), after “its registration”, insert “as an SE (including registration as an SE which subsequently converted to a UK Societas on [^{F15}IP completion day]);
- (c) in sub-paragraph (3)(b), after “the SE”, insert “ or the UK Societas”.

F15 Words in reg. 56(b) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(f)

Commencement Information

I55 Reg. 56 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

57. In regulation 24 (breach of statutory duty), in paragraph (1)—

- (a) after sub-paragraph (a), insert—
 - “(aa) a UK Societas,”;
- (b) in sub-paragraph (b), after “an SE”, insert “ or a UK Societas”.

Commencement Information

I56 [Reg. 57](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

58. In regulation 25 (withholding of information)—

(a) in paragraph (1)—

(i) in the words before sub-paragraph (a), after “neither an SE”, insert “ , nor a UK Societas, ”;

(ii) in sub-paragraph (a), after “the SE”, in both places, insert “ or the UK Societas, ”;

(b) in paragraph (2)—

(i) in the words before sub-paragraph (a), after “the SE” insert “ , the UK Societas ”;

(ii) in the words after sub-paragraph (b), after “the SE”, in both places, insert “ , UK Societas ”.

Commencement Information

I57 [Reg. 58](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

59. In regulation 26 (right to time off for members of special negotiating body etc.) in sub-paragraph (1)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas, ”.

Commencement Information

I58 [Reg. 59](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

60. In regulation 29 (unfair dismissal)—

(a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”;

(b) in paragraph (6)—

(i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;

(ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;

(iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I59 [Reg. 60](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

61. In regulation 31 (detriment)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”;
- (b) in paragraph (6)—
 - (i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I60 [Reg. 61](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

- 62.** In regulation 34 (CAC proceedings)—
- (a) in the words before sub-paragraph (3)(a)—
 - (i) omit “participating company,”;
 - (ii) for “SE” substitute “ UK Societas ”;
 - (b) in the words before sub-paragraph (4)(a)—
 - (i) omit “participating company or”;
 - (ii) for “an SE” substitute “ a UK Societas ”.

Commencement Information

I61 [Reg. 62](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

- 63.** In regulation 35 (appeal tribunal: location of certain proceedings under these regulations), in sub-paragraphs (1)(a) and (1)(b)—
- (a) omit “participating company,”;
 - (b) for “SE” substitute “ UK Societas ”.

Commencement Information

I62 [Reg. 63](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

- 64.** In regulation 41 (existing employee involvement rights)—
- (a) in paragraph (1)—
 - (i) after “an SE” for “, its” substitute “ or a UK Societas, or their ”;
 - (ii) for “EEA State” substitute “ Relevant State ”;
 - (iii) after “registration of the SE” insert “ (including an SE which converted to a UK Societas on [^{F16}IP completion day]) ”;
 - (b) after paragraph (2) insert—

“(2A) In this regulation “participation” means the influence of the representative body and the employees' representatives in the SE or the UK Societas by way of the right to—

- (a) elect or appoint some of the members of the SE or the UK Societas's supervisory or administrative organ, or
- (b) recommend or oppose the appointment of some or all of the members of the SE or the UK Societas's supervisory or administrative organ.”.

F16 Words in [reg. 64\(a\)\(iii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(g\)](#)

Commencement Information

I63 [Reg. 64](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

65. Omit the Schedule.

Commencement Information

I64 [Reg. 65](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Amendment of the European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009

66. The European Public Limited-Liability Company (Employee Involvement) (Northern Ireland) Regulations 2009 ^{M34} are amended in accordance with regulations 67 to 82.

Commencement Information

I65 [Reg. 66](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M34 [S.I. 2009/2402](#).

67. In regulation 3 (interpretation) ^{M35}—

(a) in paragraph (1)—

- (i) omit the definitions of “absolute majority vote” and “agency worker”;
- (ii) for the definition of “employee involvement agreement” substitute—

““employee involvement agreement” means—

- (a) an agreement reached before [^{F17}IP completion day] between the special negotiating body and the competent organs of the participating companies which governs the arrangements for the involvement of employees within the UK Societas,
- (b) an agreement reached before or after [^{F17}IP completion day] between the special negotiating body and the competent organs of the participating

- companies which governs the arrangements for the involvement of employees within the SE,
- (c) an agreement reached after [F17IP completion day] following a special negotiating body having been reconvened under regulation 17 of these Regulations, which governs the arrangements for the involvement of employees within the UK Societas;”;
- (iii) for the definition of “information and consultation representative” substitute—
- ““information and consultation representatives” means representatives elected or appointed to act pursuant to information and consultation procedures established in an employee involvement agreement instead of a representative body;”;
- (iv) omit the definition of “participation”;
- (v) before the definition of “representative body” insert—
- ““Relevant State” means an EEA State or the United Kingdom;”;
- (vi) for the definition of “SE” substitute—
- ““SE” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it has effect in EU law as amended from time to time;”;
- (vii) omit the definitions of “SE established by merger”, “SE established by formation of a holding company or subsidiary company” and “SE established by transformation”;
- (viii) for the definition of “standard rules on employee involvement” substitute—
- ““standard rules on employee involvement” means—
- (a) in respect of a UK Societas the rules on employee involvement which apply by virtue of regulation 19, as it had effect immediately before [F18IP completion day],
- (b) in respect of an SE the rules laid down by the EEA State in which it has its registered office;”;
- (ix) omit the definitions of “suitable information relating to the use of agency workers”, “two thirds majority vote” and “UK members of the special negotiating body”;
- (x) at the end, insert—
- ““UK Societas” means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the EC Regulation, as it had effect immediately before [F19IP completion day], which on [F19IP completion day] converted to a United Kingdom Societas within the meaning of the EC Regulation.”;
- (b) in paragraph (2)—
- (i) after “the EC Directive”, insert “, subject to the stated modifications ”;
- (ii) for “information” substitute—
- ““information”, read as if—
- (a) for “Member State”, there were substituted “ Relevant State ”,
- (b) after each occurrence of “SE” there were inserted “ or the UK Societas ””;
- (iii) after “consultation” insert “, read as if after each occurrence of “ SE ” there were inserted “or the UK Societas”;
- (c) after paragraph (2) insert—
- “(2A) Where an employee involvement agreement was reached before [F20IP completion day] for a UK Societas, or where the standard rules on employee involvement

apply in respect of that UK Societas, on and after [^{F20}IP completion day], any reference to an “EEA State” in that agreement or those rules, insofar as they apply to that UK Societas, must, where appropriate, be read as if they were to “an EEA State and the United Kingdom.”;

(d) omit paragraph (4).

- F17** Words in [reg. 67\(a\)\(ii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(i\)\(aa\)](#)
- F18** Words in [reg. 67\(a\)\(viii\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(i\)\(bb\)](#)
- F19** Words in [reg. 67\(a\)\(x\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(i\)\(cc\)](#)
- F20** Words in [reg. 67\(c\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\)](#), [3\(h\)\(ii\)](#)

Commencement Information

I66 Reg. 67 in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M35 Regulation 3 was amended by S.R. [2011 No. 350](#).

68. In regulation 4 (application of these regulations)—

(a) for paragraph (1) substitute—

“(1) These Regulations apply in respect of a UK Societas.”;

(b) omit paragraph (2);

(c) in paragraph (3), for sub-paragraph (c) substitute—

“(d) an employee of an SE or a representative of such an employee.”.

Commencement Information

I67 [Reg. 68](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

69. Omit regulations 5 to 16.

Commencement Information

I68 [Reg. 69](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

70. In regulation 17 (decision not to open, or to terminate, negotiations)—

(a) omit paragraphs (1) and (2);

(b) in paragraph (3)—

- (i) omit sub-paragraphs (a) and (b);
- (ii) in sub-paragraph (c), for “the special negotiating body” substitute “ a special negotiating body ”;
- (c) in paragraph (4)—
 - (i) for sub-paragraph (b) substitute—
 - “(b) by at least 10% of the employees of the UK Societas and its subsidiaries, or by employees' representatives representing at least that percentage of those employees;”;
 - (ii) in sub-paragraph (c)(ii)—
 - (aa) omit “every participating company or, where the SE has been registered,”;
 - (bb) for “SE” substitute “ UK Societas ”;
 - (iii) after paragraph (c), insert—
 - “(d) references in this regulation to paragraph (1) and regulation 16(4) are to those provisions in these Regulations, as they had effect at the time of that decision and publication.”.

Commencement Information

I69 [Reg. 70](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

71. Omit regulations 18 and 19.

Commencement Information

I70 [Reg. 71](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

72. In regulation 20 (disputes about the operation of an employee involvement agreement or the standard rules on employee involvement)—

- (a) in paragraph (1), for “or of the SE” substitute “ , the SE or the UK Societas ”;
- (b) in sub-paragraphs (3)(b), (4)(b), (5)(a) and in both places in the words before sub-paragraph (a) of paragraph (7), after “the SE”, insert “ or the UK Societas ”;
- (c) in paragraph (9), for “or the SE” substitute “ , the SE or the UK Societas ”.

Commencement Information

I71 [Reg. 72](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

73. In regulation 21 (penalties), in the words after sub-paragraph (5)(b), after “the SE” insert “ or the UK Societas ”.

Commencement Information

I72 [Reg. 73](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

74. In regulation 22 (misuse of procedures)—

- (a) in paragraph (1)—
 - (i) in the words before sub-paragraph (a)—
 - (aa) for “or an SE” substitute “ , an SE or a UK Societas ”;
 - (bb) after “the SE”, insert “ or the UK Societas ”;
 - (ii) in sub-paragraph (a)—
 - (aa) after “the SE”, insert “ or the UK Societas ”;
 - (bb) for the second occurrence of “its” substitute “ their ”;
- (b) in sub-paragraph (2)(b), after “its registration”, insert “as an SE (including registration as an SE which subsequently converted to a UK Societas on [F21IP completion day]);
- (c) in sub-paragraph (3)(b), after “the SE”, insert “ or the UK Societas ”.

F21 Words in [reg. 74\(b\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), [regs. 1\(2\), 3\(i\)](#)

Commencement Information

I73 Reg. 74 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

75. In regulation 24 (breach of statutory duty), in paragraph (1)—

- (a) after sub-paragraph (a), insert—
 - “(aa) a UK Societas,”;
- (b) in sub-paragraph (b), after “an SE”, insert “ or a UK Societas ”.

Commencement Information

I74 [Reg. 75](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

76. In regulation 25 (withholding of information)—

- (a) in paragraph (1)—
 - (i) in the words before sub-paragraph (a), after “neither an SE”, insert “ , nor a UK Societas , ”;
 - (ii) in sub-paragraph (a), after “the SE”, in both places, insert “ or the UK Societas , ”;
- (b) in paragraph (2)—
 - (i) in the words before sub-paragraph (a), after “the SE” insert “ , the UK Societas ”;
 - (ii) in the words after sub-paragraph (b), after “the SE”, in both places, insert “ , UK Societas ”.

Commencement Information

I75 [Reg. 76](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

77. In regulation 26 (right to time off for members of special negotiating body etc.) in sub-paragraph (1)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas,”.

Commencement Information

I76 [Reg. 77](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

78. In regulation 29 (unfair dismissal)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas”;
- (b) in paragraph (6)—
 - (i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I77 [Reg. 78](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

79. In regulation 31 (detriment)—

- (a) in sub-paragraph (2)(a), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas”;
- (b) in paragraph (6)—
 - (i) in sub-paragraph (c), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (ii) in sub-paragraph (d), after “special negotiating body” insert “ (including one reconvened under regulation 17, in a UK Societas) ”;
 - (iii) in sub-paragraph (e), after “special negotiating body” insert “ reconvened under regulation 17, in a UK Societas ”.

Commencement Information

I78 [Reg. 79](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

80. In regulation 34 (Industrial Court proceedings), in the words before sub-paragraph (3)(a)—

- (a) omit “participating company,”;
- (b) for “SE” substitute “ UK Societas ”.

Commencement Information

I79 Reg. 80 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

81. In regulation 39 (existing employee involvement rights)—

(a) in paragraph (1)—

(i) after “an SE” for “, its” substitute “ or a UK Societas, or their ”;

(ii) for “EEA State” substitute “ Relevant State ”;

(iii) after “registration of the SE” insert “ (including an SE which converted to a UK Societas on [F22IP completion day]) ”;

(b) after paragraph (2) insert—

“(2A) In this regulation “participation” means the influence of the representative body and the employees' representatives in the SE or the UK Societas by way of the right to—

(a) elect or appoint some of the members of the SE or the UK Societas's supervisory or administrative organ, or

(b) recommend or oppose the appointment of some or all of the members of the SE or the UK Societas's supervisory or administrative organ.”.

F22 Words in reg. 81(a)(iii) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(j)

Commencement Information

I80 Reg. 81 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

82. Omit the Schedule.

Commencement Information

I81 Reg. 82 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Amendment of the Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012

83. The Registrar of Companies (Fees) (European Economic Interest Grouping and European Public Limited-Liability Company) Regulations 2012 ^{M36} are amended in accordance with regulations 84 to 86.

Commencement Information

I82 Reg. 83 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M36 S.I. 2012/1908; amended by S.I. 2016/621.

84. In regulation 2 (interpretation) ^{M37}—

- (a) before the definition of “the 2006 Act” insert—

““the EC Regulation means Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company;”;

- (b) omit the definition of “SE”;

- (c) after the definition of “XML Gateway” and “XML” insert—

““UK Societas” means a European Public Limited-Liability Company, within the meaning of the EC Regulation, as it had effect immediately before [^{F23}IP completion day], which was registered in the United Kingdom and which on [^{F23}IP completion day] converted to a United Kingdom Societas within the meaning of the EC Regulation.”.

F23 Words in [reg. 84\(c\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [3\(k\)](#)

Commencement Information

I83 Reg. 84 in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

Marginal Citations

M37 Regulation 2 was amended by [S.I. 2016/621](#).

85. In regulation 3 (fees payable in respect of functions relating to the registration of documents by the registrar), for “SEs” substitute “ UK Societates ”.

Commencement Information

I84 [Reg. 85](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1, Sch. 5 para. 1\(1\)](#)

86. In Schedule 1 (the performance of functions relating to the registration of documents by the registrar) ^{M38}—

- (a) for the heading to paragraph 1 substitute “ Words and expressions used in the EC Regulation ”;

- (b) in paragraph 1 (meaning of “the EC Regulation” and words and expressions used in those Regulations)—

- (i) omit sub-paragraph (1);

- (ii) in paragraph (2)—

(aa) for “enactment set out in sub-paragraph (1)” substitute “ EC Regulation ”;

(bb) for “those enactments” substitute “ that enactment ”;

- (c) in paragraph 6 (European public limited liability companies)—

- (i) for the heading substitute “ UK Societates ”;

- (ii) in the words before sub-paragraph (a), for “SEs” substitute “ UK Societates ”;

- (iii) omit sub-paragraph (a);

- (iv) in sub-paragraph (b), for “an SE” substitute “ a UK Societas ”;

(v) omit sub-paragraph (c).

Commencement Information

I85 Reg. 86 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M38 Schedule 1 was amended by S.I. 2016/621.

Amendment of the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016

87. The European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016^{M39}, are amended in accordance with regulations 88 to 95.

Commencement Information

I86 Reg. 87 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M39 S.I. 2016/375; amended by S.I. 2017/693.

88. In regulation 2 (interpretation)—

- (a) in the definition of “SE”, for “which is to be, or is, registered in the United Kingdom” substitute “, as it had effect immediately before [^{F24}IP completion day], which was registered in the United Kingdom”;
- (b) after the definition of “SE” insert—
““UK Societas” means an SE which on [^{F25}IP completion day] converted to a United Kingdom Societas within the meaning of Council Regulation 2157/2001/EC of 8 October 2001 on the Statute of a European Company.”.

F24 Words in reg. 88(a) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(1)(i)

F25 Words in reg. 88(b) substituted (31.12.2020 immediately before IP completion day) by The Companies and Statutory Auditors etc. (Consequential Amendments) (EU Exit) Regulations 2020 (S.I. 2020/523), regs. 1(2), 3(1)(ii)

Commencement Information

I87 Reg. 88 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

89. Omit regulation 4.

Commencement Information

I88 Reg. 89 in force on IP completion day, see reg. 1 and 2020 c. 1, Sch. 5 para. 1(1)

90. In regulation 5—

- (a) for “SEs” substitute “ UK Societates ”;
- (b) in the substituted section (c), after “2004” insert “ as they had effect when the statement was delivered ”.

Commencement Information

I89 [Reg. 90](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

91. In regulation 6, for “SEs” substitute “ UK Societates ”.

Commencement Information

I90 [Reg. 91](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

92. In the heading to Part 4 (modification of the 2016 Regulations in their application to SEs), for “SEs” substitute “ UK Societates ”.

Commencement Information

I91 [Reg. 92](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

93. For regulation 7 substitute—

“7. The 2016 Regulations must be read as though regulations 27 (application by a subscriber to a memorandum of association requiring the registrar to refrain from disclosing an individual's usual residential address information to a credit reference agency) and 38 (application by a subscriber to a memorandum of association requiring the registrar to refrain from using or disclosing an individual's secured information) were omitted.”.

Commencement Information

I92 [Reg. 93](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

94. Omit regulation 8.

Commencement Information

I93 [Reg. 94](#) in force on IP completion day, see [reg. 1](#) and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

95. In regulation 9 ^{M40}—

- (a) for “SEs” substitute “ UK Societates ”;

- (b) in paragraph (3), after “regulation 38”, insert “ as it had effect before [^{F26}IP completion day]”.

F26 Words in [reg. 95\(b\)](#) substituted (31.12.2020 immediately before IP completion day) by [The Companies and Statutory Auditors etc. \(Consequential Amendments\) \(EU Exit\) Regulations 2020 \(S.I. 2020/523\)](#), regs. 1(2), [3\(m\)](#)

Commencement Information

I94 Reg. 95 in force on IP completion day, see reg. 1 and [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Marginal Citations

M40 Regulation 9 was amended by [S.I. 2017/693](#).

Changes to legislation:

There are currently no known outstanding effects for the The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018, PART 2.