Changes to legislation: *The European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016 is up to date with all changes known to be in force on or before 10 December 2020. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes*

STATUTORY INSTRUMENTS

2016 No. 375

COMPANIES

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

Made - - - -	*15th March 2016*
Laid before Parliament	*16th March 2016*
Coming into force in accordance with regulation 1(2)	

The Secretary of State is a Minister designated for the purposes of section 2(2) of the European Communities Act 1972 [F1] in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation [F2].

The Secretary of States makes the following Regulations in exercise of the powers conferred by section 2(2) of the European Communities Act 1972.

F1 1972 c.68. Section 2(2) was amended by section 27(1) of the Legislative and Regulatory Reform Act 2006 (c.51) and by section 3 of and Part 1 of the Schedule to, the European Union (Amendment) Act 2008 (c.7).
F2 S.I. 2007/193.

PART 1

GENERAL INTRODUCTORY PROVISIONS

Citation and commencement

1.—(1) These Regulations may be cited as the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016.

(2) These Regulations come into force on 6th April 2016 other than Parts 2 and 3 which come into force on 30th June 2016.

Interpretation

2. In these Regulations—

"the Act" means the Companies Act 2006 [F3];

"the SE Regulations" means the European Public Limited-Liability Company Regulations 2004 [F4];

"the 2016 Regulations" means the Register of People with Significant Control Regulations 2016 [F5]; and

"SE" means a European Public Limited-Liability Company (or Societas Europaea) within the meaning of the Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company which is to be, or is, registered in the United Kingdom.

F3 2006 c.46.
F4 S.I. 2004/2326; relevant amending instruments are S.I. 2015/1695; 2014/2382 and 2009/2300.
F5 S.I. 2016/339.

PART 2

AMENDMENTS TO THE SE REGULATIONS

3.—(1) The SE Regulations are amended as follows.

(2) In regulation 5(3)—

(a) in sub-paragraph (c), omit "and"; and

(b) in sub-paragraph (d), for "(see regulation 10C)." substitute—

"(see regulation 10C); and

(e) a statement of initial significant control (see section 12A of the 2006 Act)."

(3) In regulation 6(3)—

(a) in sub-paragraph (c), omit "and"; and

(b) in sub-paragraph (d)(ii), for "proposed SE." substitute—

"proposed SE; and

(e) a statement of initial significant control (see section 12A of the 2006 Act)."

(4) In regulation 7(3)—

(a) in sub-paragraph (c), omit "and"; and

(b) in sub-paragraph (d)(ii), for "subsidiary SE." substitute—

"subsidiary SE; and

(e) a statement of initial significant control (see section 12A of the 2006 Act)."

(5) In regulation 8(3)—

(a) in sub-paragraph (c), omit "and"; and

(b) in sub-paragraph (d)(ii), for "company." substitute—

"company; and

(e) a statement of initial significant control (see section 12A of the 2006 Act)."

(6) In regulation 9(3)—

(a) in sub-paragraph (c), omit "and"; and

(b) in sub-paragraph (d)(ii), for "subsidiary SE." substitute—

"subsidiary SE; and

(e) a statement of initial significant control (see section 12A of the 2006 Act)."

(7) In regulation 10(3)—

(a) in sub-paragraph (a), omit "and"; and

(b) in sub-paragraph (b), for "(see regulation 10B)." substitute—

"(see regulation 10B); and

(c) a statement of initial significant control (see section 12A of the 2006 Act)."

(8) After regulation 80D insert—

"**Information within section 790ZF(2): restriction on use or disclosure by an SE**

80DA. In the application to an SE 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."

(9) In regulation 85(2)—

(a) in sub-paragraph (c), in the second place where it appears, omit "and"; and

(b) in sub-paragraph (d), for "Northern Ireland." substitute—

"Northern Ireland; and

(e) a statement of initial significant control (see section 12A of the 2006 Act)."

PART 3

MODIFICATION OF THE ACT IN ITS APPLICATION TO SEs

4. Section 12A of the Act is modified in its application to SEs so that the references to "incorporation" are read as "registration".

5. Section 790M(9)(c) of the Act is modified in its application to SEs so that it reads as follows—

"(c) they were included in a statement of initial significant control delivered to the registrar under regulations 5 to 10 or 85 of the European Public Limited-Liability Company Regulations 2004."

6. Section 790M(10) of the Act is modified in its application to SEs so that references to "incorporation" are read as "registration".

PART 4

MODIFICATION OF THE 2016 REGULATIONS IN THEIR APPLICATION TO SEs

7. Regulation 27 of the 2016 Regulations is modified in its application to SEs so that it reads as follows—

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"**Application by a signatory to a statement of proposed members requiring the registrar to refrain from disclosing an individual's usual residential address information to a credit reference agency**

27.—(1) Where it is proposed to register an SE in the United Kingdom under regulations 5 to 10 of the European Public Limited-Liability Company Regulations 2004, a signatory to the statement of proposed members ("the applicant") may make an application requiring the registrar to refrain from disclosing to a credit reference agency information within section 790ZF(2) of the Act relating to an individual ("R") who proposes to become, on or after the registration of the SE to which the statement relates, a registrable person in relation to the SE.

(2) A signatory to a statement of proposed members may only make an application under paragraph (1) where R has given consent for the signatory to make the application on R's behalf.

(3) The grounds on which an application may be made are that—

(a) the applicant reasonably believes that there is a serious risk that R, or a person who lives with R, will be subjected to violence or intimidation as a result of the proposed activities of the SE to which the statement of proposed members relates; or

(b) a section 243 decision has been made in respect of R which has not ceased to have effect under regulation 15 of the 2009 Regulations.

(4) Where the grounds of the application are those described in paragraph (3)(b), the application must only relate to one individual who proposes to become a registrable person in relation to the proposed SE.

(5) The application must contain—

(a) a statement of the grounds on which the application is made;

(b) confirmation that R consents to the making of the application;

(c) the name and any former name of the applicant;

(d) the usual residential address of the applicant;

(e) the e-mail address of the applicant, if any;

(f) the name of the proposed SE to which the statement of proposed members relates;

(g) the name and any former name of R;

(h) the date of birth of R;

(i) the usual residential address of R;

(j) the e-mail address of R, if any;

(k) where R is a registrable person in relation to another company, the name and registered number of that company; and

(l) where the grounds of the application are those described in paragraph (3)(b), the name and registered number of the company in relation to which the section 243 decision was made, unless the section 243 decision relates to a proposed company which was never incorporated.

(6) Where the grounds of the application are those described in (3)(a), the application must be accompanied by evidence which supports the applicant's statement of the grounds on which the application is made.

(7) The registrar must determine the application and, within 7 days beginning with the date that the determination is made, send to the applicant and to R notice of the determination.