1989 No. 216

EUROPEAN COMMUNITIES

European Economic Interest Grouping Regulations (Northern Ireland) 1989

Made	*13th June 1989*
Coming into operation . .	*17th July 1989*

The Department of Economic Development, being a Department designated(**a**) for the purposes of section 2(2) of the European Communities Act 1972(**b**) in relation to measures relating to European Economic Interest Groupings and their members, in exercise of the powers conferred on it by that section and of every other power enabling it in that behalf, hereby makes the following Regulations:—

PART I

GENERAL

Citation and commencement

1. These Regulations may be cited as the European Economic Interest Grouping Regulations (Northern Ireland) 1989 and shall come into operation on 17th July 1989.

Interpretation

2.—(1) In these Regulations—

"the contract" means the contract for the formation of an EEIG;

"the Department" means the Department of Economic Development;

"the EC Regulation" means Council Regulation (EEC) No. 2137/85(**c**) set out in Schedule 1;

"EEIG" means a European Economic Interest Grouping being a grouping formed in pursuance of Article 1 of the EC Regulation;

"officer", in relation to an EEIG, includes a manager, or any other person provided for in the contract as an organ of the EEIG;

"the 1986 Order" means the Companies (Northern Ireland) Order 1986(**d**); and

"the registrar" has the meaning given by regulations 9(1) and 12(1);

and other expressions used in these Regulations and defined by Article 2 of the

(a) S.I. 1988/785
(b) 1972 c. 68; section 2 is subject to Schedule 2 to that Act and is to be read with S.I. 1984/703 (N.I. 3) and S.R. 1984 No. 253
(c) O.J. No. L199, 31.7.1985, p. 1
(d) S.I. 1986/1032 (N.I. 6)

1986 Order have the meanings assigned to them by that Article as if any reference to a company in any such definition were a reference to an EEIG.

(2) A Form referred to in these Regulations by "EEIG" followed by a number means the Form so numbered in Schedule 2.

(3) In these Regulations, "certified translation" means a translation certified to be a correct translation—

(*a*) if the translation was made in the United Kingdom, by—

(i) a notary public in any part of the United Kingdom;

(ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or

(iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or

(*b*) if the translation was made outside the United Kingdom, by—

(i) a notary public;

(ii) a person authorised in the place where the translation was made to administer an oath;

(iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889(**a**);

(iv) a person certified by a person mentioned in sub-paragraph (i), (ii) or (iii) to be known to him to be competent to translate the document into English.

(4) The Interpretation Act (Northern Ireland) 1954(**b**) shall apply to these Regulations as it applies to a Measure of the Northern Ireland Assembly.

PART II

PROVISIONS RELATING TO ARTICLES 1-38 OF THE EC REGULATION

Legal personality (Article 1(3) of the EC Regulation)

3. From the date of registration of an EEIG in Northern Ireland mentioned in a certificate given under regulation 9(5) the EEIG shall, subject to regulation 11, be a body corporate by the name contained in the contract.

Transfer of official address (Article 14 of the EC Regulation)

4.—(1) Notice of any proposal to transfer the official address of an EEIG registered in Northern Ireland to any other place shall, where such transfer would result in a change in the law applicable to the contract under Article 2 of the EC Regulation, be filed at the registry where the EEIG was registered by delivery of a notice in Form EEIG 4 in pursuance of regulation 13(1).

(**a**) 1889 c. 10; section 6 was amended by the Commissioners for Oaths Act 1891 (c. 50) section 2 and extended by the Oaths and Evidence (Overseas Authorities and Countries) Act 1963 (c. 27), section 3

(**b**) 1954 c. 33 (N.I.)

(2) Where the registrar, being the competent authority within the meaning of Article 14(4) of the EC Regulation, receives a notice under paragraph (1) and within the period of two months beginning with its publication in the Belfast Gazette under regulation 15(1) opposes that transfer on the grounds of public interest, that transfer shall not take effect.

Managers (Article 19(2) of the EC Regulation)

5.—(1) A manager of an EEIG registered in Northern Ireland may be a legal person other than a natural person, on condition that it designates one or more natural persons to represent it and notice of particulars of each such person is sent to the registrar in Form EEIG 3 as though he were a manager.

(2) Any natural person designated under paragraph (1) shall be subject to the same liabilities as if he himself were a manager.

(3) There shall be delivered to the registrar in accordance with the provisions of regulation 13(1) notice of appointment of any manager and the following particulars with respect to each manager—

(*a*) (i) his present Christian name and surname;

(ii) any former Christian name or surname;

(iii) his usual residential address;

(iv) his nationality;

(v) his business occupation (if any); and

(vi) the date of his birth; and

(*b*) in the case of a legal person other than a natural person, its name and registered or principal office.

(4) Article 297(2) of the 1986 Order applies as regards the meaning of "Christian name", "surname" and "former Christian name or surname".

Cessation of membership (Article 28(1) of the EC Regulation)

6. For the purposes of national law on liquidation, winding up, insolvency or cessation of payments, a member of an EEIG registered under these Regulations shall cease to be a member if—

(*a*) in the case of an individual, an order of adjudication of bankruptcy has been made against him in Northern Ireland; or

(*b*) in the case of a partnership, a winding up order has been made against the partnership in Northern Ireland; or

(*c*) in the case of a company, the company goes into liquidation in Northern Ireland; or

(*d*) in the case of any legal person or partnership, it is otherwise wound up or otherwise ceases to exist after insolvency or the conclusion of winding up.

Competent authority (Articles 32(1) and (3) and 38 of the EC Regulation)

7.—(1) The Department shall be the competent authority for the purposes of making an application to the court under Article 32(1) of the EC Regulation (winding up of EEIG in certain circumstances).

(2) The court may, on an application by the Department, order the winding up of an EEIG which has its official address in Northern Ireland, if

the EEIG acts contrary to the public interest and it is expedient in the public interest that the EEIG should be wound up and the court is of the opinion that it is just and equitable for it to be so.

(3) The court, on an application by the Department, shall be the competent authority for the purposes of prohibiting under Article 38 of the EC Regulation any activity carried on in Northern Ireland by an EEIG where such an activity is in contravention of the public interest there.

Winding up and conclusion of liquidation (Articles 35 and 36 of the EC Regulation)

8.—(1) Notwithstanding Article 615(*c*) of the 1986 Order an EEIG which consists of less than 8 members shall be an unregistered company for the purposes of Part XXI of the 1986 Order and may accordingly be wound up under that Part.

(2) Where an EEIG is wound up as an unregistered company under Part XXI of the 1986 Order, the provisions of Part XXI shall apply in relation to the EEIG as if any reference in that Order to a director or past director of a company included a reference to a manager of the EEIG and any other person who has or has had control or management of the EEIG's business and with the modification that in Article 616(1) after the words "all the provisions" there shall be added the words "of Council Regulation (EEC) No. 2137/85 and".

(3) At the end of the period of three months beginning with the day of receipt by the registrar of a notice of the conclusion of the liquidation of an EEIG, the EEIG shall be dissolved.

PART III

REGISTRATION ETC (ARTICLE 39 OF THE EC REGULATION)

Registration of EEIG whose official address is in Northern Ireland

9.—(1) The registrar for the purposes of registration of an EEIG in Northern Ireland where its official address is in Northern Ireland shall be the registrar within the meaning of the 1986 Order and the contract shall be delivered to the registrar or other officer performing under that Order the duty of registration of companies in Northern Ireland, if the contract states that the official address of the EEIG is in Northern Ireland.

(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), 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.

(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) may be in the other language provided that it is accompanied by a certified translation into English.

(9) Where a proposal by an EEIG to transfer its official address to a place in Northern Ireland has been published under Article 14(1) of the EC Regulation, the registrar 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 Northern Ireland 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 Northern Ireland under regulation 9 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".

(2) In determining for the purposes of Article 36(1)(*c*) of the 1986 Order (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.

Change of name

11.—(1) Regulation 10(2) applies in determining under Article 38(2) of the 1986 Order 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 Article 36 of the 1986 Order which apply by virtue of regulation 18 of, and Schedule 4 to, these Regulations and regulation 10) 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.