

European Economic Interest Grouping Act, 1993

Principal Act

Act. No. 1993-28	<i>Commencement (LN.1993/176)</i>	1.1.1994
	<i>Assent</i>	16.12.1993

Amending enactments	Relevant current provisions	Commencement date
LN. 1994/041	<i>Corrigendum</i>	1.1.1994
2019/209	ss.2(1)-(2), 3-4, 5(1), 6, 7(1)-(3), 8-9, 10(A1), (1)-(2), 11(2), 12(2)(b), (4), (7), (9), 13(1), (a)-(c), 13(3), 15, 16(1)-(2), 17-18, Schs. 1-4	1.1.2021

Implementing:

Regulation (EEC) No.2137/85

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AN ACT TO GIVE EFFECT IN GIBRALTAR TO COUNCIL REGULATION (EEC)-2137/85 ON THE EUROPEAN ECONOMIC INTEREST GROUPING.

PART I.
GENERAL.

Title and commencement.

1. This Act may be cited as the European Economic Interest Grouping Act, 1993 and shall come into effect on such day as the Governor may by notice in the Gazette appoint and different days may be appointed for different purposes.

Interpretation.

2.(1) In this Act—

“the contract” means the contract for the formation of a GEIG or an EEIG, as the case may be;

“the EC Regulation” means Council regulation (EEC) No.2137/85 on the European Economic Interest Grouping (EEIG);

“EEIG” means a European Economic Interest Grouping, being a grouping—

(a) formed in pursuance of Article 1 of Council Regulation (EEC) No 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG) as it applies in the European Union and as amended from time to time; and

(b) registered in a Member State;

“EEIG establishment” means an establishment of an EEIG where the establishment is registered in Gibraltar;

“GEIG” means a Gibraltar Economic Interest Grouping;

“officer”, in relation to a GEIG or an EEIG, includes a manager, or any other person provided for in the contract as an organ of the GEIG or the EEIG, as the case may be; and

“the Registrar” has the meaning given by section 2 of the Companies Act;

and other expressions used in this Act and defined by section 2 of the Companies Act have the meanings assigned to them by that section as if any reference to a company in such definition were a reference to a GEIG or an EEIG, as the case may be.

(2) Where information is to be sent to the Registrar under this Act, that information shall be presented in such form as the Registrar may determine.

(3) In this Act, “certified translation” means a translation certified to be a correct translation—

(a) if the translation was made in Gibraltar, by—

- (i) a notary public in Gibraltar;
- (ii) a barrister or solicitor of the Supreme Court; or
- (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English;

(b) if the translation was made outside Gibraltar, 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;
- (iv) a person certified by a person mentioned in sub-paragraph (i), (ii) or (iii) of this paragraph to be known to him to be competent to translate the document into English.

PART II.

PROVISIONS RELATING TO ARTICLES 1-38 OF THE EC REGULATION.

3. *Deleted.*

4. *Deleted.*

Managers (article 19(2) of the EC Regulation).

5.(1) A manager of a GEIG 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 as though he were a manager.

(2) Any natural person designated under subsection (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 section 13(1), notice of appointment of any manager and the following particulars with respect to each manager—

- (a)
 - (i) his present forename and surname;
 - (ii) any former forename 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 the address of its registered office or principal office.

(4) In subsection 3(a)—

- (a) “name” means a person’s forename and surname, except that in the case of a peer, or individual usually known by a title, the title may be stated instead of his forename and surname or in addition to either or both of them; and
- (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years, or which has been changed or disused for twenty years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.

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 a GIEG registered under this Act shall cease to be a member if –

- (a) in the case of an individual a bankruptcy order has been made against him in Gibraltar;
- (b) in the case of a partnership–
 - (i) a winding up order has been made against the partnership in Gibraltar;
 - (ii) a bankruptcy order has been made against its members in Gibraltar or a bankruptcy petition presented under section 5 of the Bankruptcy Act;
- (c) in the case of a company, the company goes into liquidation in Gibraltar; or
- (d) in the case of any legal person or partnership, it is otherwise wound up or otherwise ceases to exist after the conclusion of winding up or insolvency.

Competent Authority (article 32(1) of the EC Regulation).

7.(1) The Registrar 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 GEIG in certain circumstances).

(2) The court may, on an application by the Government (which shall be the competent authority for the purposes of article 32(3)), order the winding up of a GEIG, if the GEIG acts contrary to the public interest and it is expedient in the public interest that the GEIG should be wound up and the court is of the opinion that it is just and equitable for it to do so.

(3) The court, on an application by the Government, may prohibit any activity carried on in Gibraltar by a GEIG where such an activity is in contravention of the public interest there.

Winding up and conclusion of liquidation (articles 35 & 36 of the EC Regulation).

8.(1) Where a GEIG is wound up as an unregistered company under Part VIII of the Companies Act, the provisions of Part VIII shall apply in relation to the GEIG as if any reference in that Act to a director or past director of a company included a reference to manager of the GEIG and any other person who has or has had control or management of the GEIG's business, and with the modification that in section 283(1) after the words "all the provisions" there shall be inserted the words "of council Regulation (EEC) No 2137/85 and".

(2) At the end of the period of three months beginning with the date of receipt by the Registrar of a notice of the conclusion of the liquidation of a GEIG, the GEIG shall be dissolved.

PART III.
REGISTRATION, ETC. ,
(ARTICLE 39 OF THE EC REGULATION).

Amendment of the register on conversion and issue of certificate of conversion.

9.(1) The Registrar must, within the period beginning with IP completion day and ending at the end of the day after the day on which IP completion day falls, amend the name of a grouping which is converted from an EEIG to a GEIG under Article 1 of the EC Regulation to reflect that conversion on the register.

(2) But the Registrar is not required to amend the name of a grouping for the purposes of subsection (1) in documents and particulars relating to that grouping and filed with the Registrar before IP completion day.

(3) The Registrar must issue a certificate to the GEIG (a “certificate of conversion”) to confirm that the GEIG has converted, on IP completion day, pursuant to Article 1 of the EC Regulation.

(4) The certificate of conversion must be-

(a) signed by the Registrar or authenticated by the Registrar’s official seal; and

(b) issued to the GEIG within the period of 21 days beginning with IP completion day.

(5) Any communication or notice may be addressed to a GEIG at its official address as notified to the Registrar or in the case of any change of that address at any new official address notified to the Registrar.

(6) Where, before IP completion day, a transfer proposal in relation to a grouping has been drawn up, filed and published under Article 14, subsections (1) to (4) do not apply in relation to that grouping, until such time as the Registrar is satisfied that the transfer did not take effect before IP completion day.

(7) Subsection (8) applies in relation to an EEIG-

(a) which immediately before IP completion day is registered in a Member State pursuant to a transfer of its official address from Gibraltar to that Member State in accordance with Article 14; but

(b) whose registration in Gibraltar has not been terminated before IP completion day.

(8) The Registrar must delete the registration of an EEIG to which this paragraph applies as soon as reasonably practicable.

(9) In this section, “Article 14” means Article 14 of Council Regulation (EEC) No. 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG) as it applied in the European Union immediately before IP completion day.

Prohibition on registration of certain names.

10.(A1) This section applies for the purposes of registering-

- (a) a new name under section 11; or
- (b) an EEIG establishment under section 12.

(1) A GEIG or an EEIG establishment shall not be registered in Gibraltar by a name which includes any of the following words or expression, or abbreviations thereof, that is to say, “limited”, “unlimited” or “public limited company”.

(2) In determining for the purposes of section 17(1)(c) of the Companies Act (as applied by section 18 of, and Schedule 4 to, this Act) whether one name is the same as another, there is to be disregarded the words “European Economic Interest Grouping”, or Gibraltar Economic Interest Grouping or the initials “EEIG” or “GEIG” or their authorised equivalents in official languages of the Economic Community other than English, the authorised equivalents being set out in Schedule 3 to this Act.

Change of name.

11.(1) Section 10(2) applies in determining under section 19A(1) of the Companies Act¹ as applied by section 18 of, and Schedule 4 to, this Act whether a name is the same as or too like another.

(2) Where a GEIG or an EEIG establishment changes its name, the Registrar shall, subject to the provision of section 17 of the Companies Act which apply by virtue of section 18 of, and Schedule 4 to, this Act and section 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.

(3) The 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 Gibraltar.

¹ 1930-07

12.(1) The Registrar for the purpose of registration under this section of an EEIG establishment situated in Gibraltar, where the EEIG's official address is outside Gibraltar, shall be the Registrar within the meaning of section 278 of the Companies Act.

(2) For the purpose of registration under subsection (1) there shall be delivered within one month of the establishment becoming so situated in Gibraltar to the Registrar 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;
- (b) a registration form containing a statement of the names and particulars set out in the first paragraph of article 5 and in article 10 of the EC Regulation.

(3) Subsection (2) shall not apply where an establishment is already registered in Gibraltar under subsection (1).

(4) The Registrar shall not register an EEIG establishment under this section unless he is satisfied that all the requirements of this Act, including payment of the prescribed fees, 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 as sufficient evidence of compliance.

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

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

(7) *Deleted.*

(8) If an EEIG fails to comply with any provision of subsection (2), 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.

(9) For the purposes of carrying out the obligation at subsection (2)(b), the first paragraph of Article 5 of the EC Regulation must be read as if references in that paragraph to “the grouping” or “a grouping” were references to “the EEIG” or “an EEIG”.

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 shall be filed within fifteen days or, in the case of an EEIG, thirty 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) for a GEIG, the names of the managers and the particulars referred to in section 5(3), 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) for an EEIG, the documents and particulars required by the Registrar;
- (c) in the case of paragraph (b), the closure of an EEIG establishment or a GEIG, except where section 12(1) applies,

together with the prescribed fee.

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

(3) If any GEIG or EEIG fails to comply with any provision of subsection (1), the GEIG or 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 5 on the standard scale, and if the failure to comply with any such provision continues after conviction, the GEIG or 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, on payment of the prescribed fee,—

- (a) inspect any documents or particulars kept by the Registrar under this Act, 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.

15. The Registrar must cause to be published in the Gazette—

- (a) any amendments (stated in full) to the particulars which must be included in the contract for the formation of a grouping pursuant to the first paragraph of Article 5 of the EC Regulation and which are filed with the Registrar;
- (b) notice (stated in full) of the termination of a grouping's registration;
- (c) in the case of those documents and particulars referred to in Article 7(b) to (j) of the EC Regulation, a notice stating the name of the GEIG or the EEIG, the description of the documents or particulars and the date of receipt.

GEIG and EEIG establishment Identification.

16.(1) If a GEIG or an EEIG establishment 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 a GEIG or an EEIG establishment 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.

PART IV.**SUPPLEMENTAL PROVISIONS.****Application of the Business Names Registration Act and of the Business Trades and Professions (Registration) Act, 1989.**

17. The Business Names Registration Act² and the Business Trades and Professions (Registration) Act³, 1989, shall apply in relation to a GEIG or an EEIG establishment which carries on business in Gibraltar as if the GEIG or EEIG establishment were a company formed and registered under the Companies Act.

Application of the Companies Act.

18. The provisions of the Companies Act specified in Schedule 4 to this Act shall apply to GEIGs or EEIG establishments, registered or in the process of being registered under this Act, as if they were companies formed and registered or in the process of being registered under the Companies Act, and as if in those provisions any reference to the Companies Act included a reference to this Act and any reference to a registered office included a reference to an official

² 1918-21

³ 1989-05

address, but subject to any limitations mentioned in relation to those provisions in that Schedule and the omission of any reference to a daily default fine.

Regulations.

19. The Government may make regulations for the purpose of better giving effect to the provision of this Act and in particular but without prejudice the generality of the foregoing may:

- (a) subject to article 39(1), make regulations in respect of fees payable for the purposes set out in that article;
- (b) for the purpose of—
 - (i) reflecting amendments to, additions to or deletions from the Companies Act;
 - (ii) giving effect to any relevant regulations made under the Companies Act;
 - (iii) reflecting amendments to, additions to or deletions from any Act referred to in this Act;

make regulations amending, adding to or deleting from this Act.

SCHEDULE 1.

Deleted.

SCHEDULE 2.

Deleted.

SCHEDULE 3

Section 10(2)

**AUTHORISED EQUIVALENTS IN COMMUNITY OFFICIAL LANGUAGES OF
“EUROPEAN ECONOMIC INTEREST GROUPING” AND “EEIG”**

DANISH:	Europæiske økonomiske Firmagrupper (EOFG)
DUTCH:	Europese Economische Samenwerkingsverbanden (EESV)
FRENCH:	Groupeement Européen d'intérêt économique (GEIE)
GERMAN:	Europäische Wirtschaftliche Interessengemeinschaft (EWIV)
GREEK:	Oikovouikou Oko nou (EOOE) (written Phonetically in letters of the Latin alphabet as “Evropaikos omilos econornicou skopou (EOOS)”)
IRISH:	Grúpail Eorpach un Leas Eacnamaíoch (GELE)
ITALIAN:	Gruppo Europeo di Interesse Economico (GEIE)
PORTUGUESE:	Arupamento Europeu de Interesse Economico (AEIE)
SPANISH:	Agrupación Europea de Interés Economico (AEIE)

SCHEDULE 4.

Section 18

Provisions of Companies Act applying to GEIGs and EEIG establishments

1. Section 17(1), (c) to (e), (2), (3) and (4) and (6) as if it referred to EEIGs or their establishment registered under this Act.
2. Section 19A(1) to (4).
3. Part III, for the purpose of the creation and regulation of charges to which it applies.
4. Schedule 10, paras 1 and 2, paras 4, 6 and 11 as they refer to inspectors appointed under paras 1 and 2 as applied by section 18 of this Act and this Schedule, paras 7-9, 16-20.
5. Sections 242-253 and 299-305.
6. Sections 277 and 278.
7. Sections 278A, 278B, 278C and 280 as if they referred to documents and particulars delivered to or furnished by the Registrar under this Act.
8. Section 306.