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SCHEDULES

SCHEDULE 5

MISCELLANEOUS MATTERS TO BE DISCLOSED IN NOTES TO COMPANY ACCOUNTS

PART V

CHAIRMAN'S AND DIRECTORS' EMOLUMENTS, PENSIONS AND COMPENSATION FOR LOSS OF OFFICE

Emoluments

- 22 (1) There shall be shown the aggregate amount of the directors' emoluments.
- (2) This amount—
- (a) includes any emoluments paid to or receivable by a person in respect of his services as director of the company or in respect of his services, while director of the company, as director of any subsidiary of it or otherwise in connection with the management of the affairs of the company or any subsidiary of it; and
 - (b) shall distinguish between emoluments in respect of services as director, whether of the company or its subsidiary, and other emoluments.
- (3) For purposes of this paragraph " emoluments", in relation to a director, includes fees and percentages, any sums paid by way of expenses allowance (insofar as those sums are charged to United Kingdom income tax), any contributions paid in respect of him under any pension scheme and the estimated money value of any other benefits received by him otherwise than in cash.
- 23 A company which is neither a holding company nor a subsidiary of another body corporate need not comply with paragraphs 24 to 27 below as respects a financial year in the case of which the amount shown in compliance with paragraph 22 above does not exceed £60.000.
- 24 (1) The following applies as respects the emoluments of the company's chairman; and for this purpose " chairman " means the person elected by the directors to be chairman of their meetings and includes a person who, though not so elected, holds any office (however designated) which in accordance with the company's constitution carries with it functions substantially similar to those discharged by a person so elected.
- (2) If one person has been chairman throughout the financial year, there shall be shown his emoluments, unless his duties as chairman were wholly or mainly discharged outside the United Kingdom.
- (3) Otherwise, there shall be shown with respect to each person who has been chairman during the year his emoluments so far as attributable to the period during which he was chairman, unless his duties as chairman were wholly or mainly discharged outside the United Kingdom.

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- 25 (1) The following applies as respects the emoluments of directors.
- (2) With respect to all the directors (other than any who discharged their duties as such wholly or mainly outside the United Kingdom), there shall be shown—
- (a) the number (if any) who had no emoluments or whose several emoluments amounted to not more than £5,000; and
 - (b) by reference to each pair of adjacent points on a scale whereon the lowest point is £5,000 and the succeeding ones are successive integral multiples of £5,000, the number (if any) whose several emoluments exceeded the lower point but did not exceed the higher.
- (3) If, of the directors (other than any who discharged their duties as such wholly or mainly outside the United Kingdom), the emoluments of one only exceed the relevant amount, his emoluments (so far as so ascertainable) shall also be shown.
- (4) If, of the directors (other than any who discharged their duties as such wholly or mainly outside the United Kingdom), the emoluments of each of two or more exceed the relevant amount, the emoluments of him (or them, in the case of equality) who had the greater or, as the case may be, the greatest shall also be shown.
- (5) " The relevant amount "—
- (a) if one person has been chairman throughout the year, means the amount of his emoluments ; and
 - (b) otherwise, means an amount equal to the aggregate of the emoluments, so far as attributable to the period during which he was chairman, of each person who has been chairman during the year.
- 26 There shall under paragraphs 24 and 25 be brought into account as emoluments of a person all such amounts (other than contributions paid in respect of him under a pension scheme) as in his case are to be included in the amount shown under paragraph 22.

Emoluments waived

- 27 (1) There shall be shown—
- (a) the number of directors who have waived rights to receive emoluments which, but for the waiver, would have fallen to be included in the amount shown under paragraph 22, and
 - (b) the aggregate amount of those emoluments.
- (2) For these purposes—
- (a) it is assumed that a sum not receivable in respect of a period would have been paid at the time at which it was due to be paid,
 - (b) a sum not so receivable that was payable only on demand, being a sum the right to receive which has been waived, is deemed to have been due to be paid at the time of the waiver.

Pensions of directors and past directors

- 28 (1) There shall be shown the aggregate amount of directors' or past directors' pensions.
- (2) This amount does not include any pension paid or receivable under a pension scheme if the scheme is such that the contributions under it are substantially adequate for the maintenance of the scheme ; but, subject to this, it includes any pension paid

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or receivable in respect of any such services of a director or past director as are mentioned in paragraph 22(2), whether to or by him or, on his nomination or by virtue of dependence on or other connection with him, to or by any other person.

- (3) The amount shown shall distinguish between pensions in respect of services as director, whether of the company or its subsidiary, and other pensions.

Compensation to directors for loss of office

- 29 (1) There shall be shown the aggregate amount of any compensation to directors or past directors in respect of loss of office.

- (2) This amount—

- (a) includes any sums paid to or receivable by a director or past director by way of compensation for the loss of office as director of the company or for the loss, while director of the company or on or in connection with his ceasing to be a director of it, of any other office in connection with the management of the company's affairs or of any office as director or otherwise in connection with the management of the affairs of any subsidiary of the company; and
- (b) shall distinguish between compensation in respect of the office of director, whether of the company or its subsidiary, and compensation in respect of other offices.

- (3) References to compensation for loss of office include sums paid as consideration for or in connection with a person's retirement from office.

Supplementary

- 30 (1) The following applies with respect to the amounts to be shown under paragraphs 22, 28 and 29.

- (2) The amount in each case includes all relevant sums paid by or receivable from—

- (a) the company; and
- (b) the company's subsidiaries ; and
- (c) any other person,

except sums to be accounted for to the company or any of its subsidiaries or, by virtue of sections 314 and 315 of this Act (duty of directors to make disclosure on company takeover; consequence of non-compliance), to past or present members of the company or any of its subsidiaries or any class of those members.

- (3) The amount to be shown under paragraph 29 shall distinguish between the sums respectively paid by or receivable from the company, the company's subsidiaries and persons other than the company and its subsidiaries.

- 31 (1) The amounts to be shown for any financial year under paragraphs 22, 28 and 29 are the sums receivable in respect of that year (whenever paid) or, in the case of sums not receivable in respect of a period, the sums paid during that year.

- (2) But where—

- (a) any sums are not shown in a note to the accounts for the relevant financial year on the ground that the person receiving them is liable to account for them as mentioned in paragraph 30(2), but the liability is thereafter wholly or partly released or is not enforced within a period of 2 years; or

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(b) any sums paid by way of expenses allowance are charged to United Kingdom income tax after the end of the relevant financial year, those sums shall, to the extent to which the liability is released or not enforced or they are charged as mentioned above (as the case may be), be shown in a note to the first accounts in which it is practicable to show them and shall be distinguished from the amounts to be shown apart from this provision.

32 Where it is necessary to do so for the purpose of making any distinction required by the preceding paragraphs in an amount to be shown in compliance with this Part, the directors may apportion any payments between the matters in respect of which these have been paid or are receivable in such manner as they think appropriate.

Interpretation

33 (1) The following applies for the interpretation of paragraphs 22 to 32.

(2) A reference to the company's subsidiary—

- (a) in relation to a person who is or was, while a director of the company, a director also, by virtue of the company's nomination (direct or indirect) of any other body corporate, includes (subject to the following sub-paragraph) that body corporate, whether or not it is or was in fact the company's subsidiary, and
- (b) for purposes of paragraphs 22 to 28 (including any provision of this Part referring to paragraph 22) is to a subsidiary at the time the services were rendered, and for purposes of paragraph 29 to a subsidiary immediately before the loss of office as director.

(3) The following definitions apply—

- (a) "pension" includes any superannuation allowance, superannuation gratuity or similar payment,
- (b) "pension scheme" means a scheme for the provision of pensions in respect of services as director or otherwise which is maintained in whole or in part by means of contributions, and
- (c) "contribution", in relation to a pension scheme, means any payment (including an insurance premium) paid for the purposes of the scheme by or in respect of persons rendering services in respect of which pensions will or may become payable under the scheme, except that it does not include any payment in respect of two or more persons if the amount paid in respect of each of them is not ascertainable.

Supplementary

34 This Part of this Schedule requires information to be given only so far as it is contained in the company's books and papers or the company has the right to obtain it from the persons concerned.