



Corporation Tax Act 2009

2009 CHAPTER 4

PART 12

OTHER RELIEF FOR EMPLOYEE SHARE ACQUISITIONS

CHAPTER 1

INTRODUCTION

Interpretation

1004 Groups, consortiums and commercial associations of companies

- (1) This section applies for the purposes of this Part.
- (2) Two companies are members of the same group if one is a 51% subsidiary of the other or both are 51% subsidiaries of a third company.
- (3) “Group transfer” means a transfer of a business, or a part of a business, from one company that is a member of a group to another company that is, or two or more companies that are, members of the group.
- (4) A company is a parent company of another company if that other company is its 51% subsidiary.
- (5) A company (“the consortium company”) is owned by a consortium if—
 - (a) five or fewer companies (“the shareholding companies”) between them beneficially own at least 75% of the consortium company's ordinary share capital, and
 - (b) each of the shareholding companies beneficially owns at least 10% of that capital.
- (6) Each shareholding company is a member of the consortium.

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- (7) For the purposes of subsection (5) the shareholdings of members of a group of companies are to be treated as held by a single company.
- (8) And, in such a case, a member of the group of companies is a member of the consortium if the member beneficially owns some of the consortium company's ordinary share capital.
- (9) “Commercial association of companies” means a company together with such of its associated companies (as defined in [^{F1}section 449 of CTA 2010]) as carry on businesses that are of such a nature that the businesses of the company and the associated companies, taken together, may be reasonably considered to make up a single composite undertaking.

Textual Amendments

- F1** Words in s. 1004(9) substituted (with effect in accordance with s. 1184(1) of the amending Act) by [Corporation Tax Act 2010 \(c. 4\), s. 1184\(1\), Sch. 1 para. 665](#) (with [Sch. 2](#))

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Blanket amendment words substituted by [S.I. 2011/1043 art. 34](#)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 322(2A)(zb) inserted by [2016 c. 24 s. 73\(5\)](#)
- s. 934(1A)(1B) inserted by [2023 c. 30 Sch. 2 para. 12\(2\)](#)
- s. 962(3A) inserted by [2023 c. 30 Sch. 2 para. 12\(5\)\(b\)](#)
- s. 962A(3A) inserted by [2023 c. 30 Sch. 2 para. 12\(6\)\(b\)](#)
- s. 963(1A) inserted by [2023 c. 30 Sch. 2 para. 12\(7\)\(a\)](#)
- s. 1058B(5)(ea) inserted by [2023 c. 20 Sch. para. 57](#)
- s. 1094(2A)-(2C) inserted by [2012 c. 14 Sch. 3 para. 13\(3\)](#)
- s. 1106(4A)-(4C) inserted by [2012 c. 14 Sch. 3 para. 14\(3\)](#)
- s. 1138A applied by [S.I. 2024/348 reg. 3](#)