

SCHEDULES

SCHEDULE 5

AUDITORS CEASING TO HOLD OFFICE

PART 2

MISCELLANEOUS

13 Chapter 4 of Part 16 of the Companies Act 2006 is further amended as follows.

Failure to re-appoint auditor: special procedure requirements

14 (1) Section 514 (failure to re-appoint auditor: special procedure required for written resolution) is amended as follows.

(2) For subsections (1) and (2) substitute—

“(1) This section applies where a resolution is proposed as a written resolution of a private company whose effect would be to appoint a person as auditor in place of a person (the “outgoing auditor”) who, at the time the resolution is proposed, is an auditor of the company and who is to cease to hold office at the end of a period for appointing auditors.

But this section does not apply if the auditor is to cease to hold office by virtue of section 510 or 516.

(2) This section also applies where a resolution is proposed as a written resolution of a private company whose effect would be to appoint a person as auditor where, at the time the resolution is proposed, the company does not have an auditor and the person proposed to be appointed is not a person (the “outgoing auditor”) who was an auditor of the company when the company last had an auditor.

But this is subject to subsection (2A).

(2A) This section does not apply (by virtue of subsection (2)) if—

- (a) a period for appointing auditors has ended since the outgoing auditor ceased to hold office,
- (b) the outgoing auditor ceased to hold office by virtue of section 510 or 516, or
- (c) the outgoing auditor has previously had the opportunity to make representations with respect to a proposed resolution under subsection (4) of this section or an intended resolution under section 515(4).”

(3) In subsection (3), for “The” substitute “Where this section applies, the”.

Status: This is the original version (as it was originally enacted).

15 (1) Section 515 (failure to re-appoint auditor: special notice required for resolution at general meeting) is amended as follows.

(2) For subsections (1) and (2) substitute—

“(1) Special notice is required for a resolution at a general meeting of a private company whose effect would be to appoint a person as auditor in place of a person (the “outgoing auditor”) who, at the time the notice is given, is an auditor of the company and who is to cease to hold office at the end of a period for appointing auditors.

But special notice is not required under this subsection if the auditor is to cease to hold office by virtue of section 510 or 516.

(1A) Special notice is required for a resolution at a general meeting of a public company whose effect would be to appoint a person as auditor in place of a person (the “outgoing auditor”) who, at the time the notice is given, is an auditor of the company and who is to cease to hold office at the end of an accounts meeting.

But special notice is not required under this subsection if the auditor is to cease to hold office by virtue of section 510 or 516.

(2) Special notice is required for a resolution at a general meeting of a company whose effect would be to appoint a person as auditor where, at the time the notice is given, the company does not have an auditor and the person proposed to be appointed is not a person (the “outgoing auditor”) who was an auditor of the company when the company last had an auditor.

But this is subject to subsection (2A).

(2A) Special notice is not required under subsection (2) if—

- (a) a period for appointing auditors has ended or (as the case may be) an accounts meeting of the company has been held since the outgoing auditor ceased to hold office,
- (b) the outgoing auditor ceased to hold office by virtue of section 510 or 516, or
- (c) the outgoing auditor has previously had the opportunity to make representations with respect to an intended resolution under subsection (4) of this section or a proposed resolution under section 514(4).”

(3) In subsection (3)—

- (a) omit “such”;
- (b) after “resolution” insert “mentioned in subsection (1), (1A) or (2)”.

Replacement of references to documents being deposited at the company’s registered office

16 (1) Section 516 (resignation of auditor) is amended as follows.

(2) In subsection (1), for the words from “depositing” to the end of the subsection substitute “sending a notice to that effect to the company”.

(3) In subsection (3), for “deposited” substitute “received”.

17 (1) Section 518 (rights of resigning auditor) is amended as follows.

- (2) In subsection (2)—
 - (a) for “deposit” substitute “send”;
 - (b) for “a signed” substitute “an authenticated”.
- (3) In subsection (5), for “of the deposit of” substitute “on which the company receives”.
- 18 (1) Section 519 (statement by auditor to be deposited with company) is amended as follows.
 - (2) In subsection (4), for “deposited” substitute “sent”.
 - (3) In the heading, for “deposited with” substitute “sent to”.
- 19 In section 520(2) (company’s duties in relation to statement), for “deposit” substitute “receipt”.
- 20 In section 521(1) (copy of statement to be sent to registrar), for “deposited” substitute “sent”.