

SCHEDULE 4

Regulation 5

TRANSITIONAL PROVISIONS

Branch registration

1.—(1) This paragraph applies to any limited company incorporated outside the United Kingdom and Gibraltar which, immediately after 31st December 1992, has a branch in England and Wales which it had there immediately before 1st January 1993.

(2) A company to which this paragraph applies shall be treated for the purposes of paragraph 1(1) of Schedule 21A to the principal Act as having opened on 1st January 1993 any branch which it has in England and Wales immediately after 31st December 1992 and had there immediately before 1st January 1993.

(3) Where a company to which this paragraph applies was a registered overseas company in relation to England and Wales immediately before 1st January 1993, paragraph 1(1) of Schedule 21A to the principal Act shall have effect, in its application by virtue of sub-paragraph (2) above, with the substitution for “one month” of “six months”.

(4) For the purposes of sub-paragraph (3) above, a company is a registered overseas company in relation to England and Wales if it has duly delivered documents to the registrar for England and Wales under section 691 of the principal Act and has not subsequently given notice to him under section 696(4) of that Act that it has ceased to have an established place of business there.

(5) Subject to sub-paragraph (6), sections 691 and 692 of the principal Act shall, in relation to England and Wales, continue to apply to a company to which this paragraph applies (notwithstanding section 690B of that Act) until such time as it has—

- (a) complied with paragraph 1 of Schedule 21A to the principal Act in respect of a branch in England and Wales, or
- (b) ceased to have a branch there.

(6) Sections 691 and 692 of the principal Act shall not however apply to any company to which this paragraph applies, if the company had no place of business in England and Wales immediately prior to 1st December 1992.

(7) This paragraph shall also apply with the substitution for references to England and Wales of references to Scotland.

(8) For the purposes of this paragraph “branch” has the same meaning as in section 698(2) of the principal Act and whether a branch is in England and Wales or Scotland is to be determined in accordance with that section.

2.—(1) This paragraph applies to any limited company incorporated outside the United Kingdom and Gibraltar which—

- (a) has an established place of business in England and Wales both immediately before 1st January 1993 and immediately after 31st December 1992, and
- (b) does not have a branch there immediately after 31st December 1992.

(2) Where, immediately after 31st December 1992, a company to which this paragraph applies has a branch elsewhere in the United Kingdom, sections 691 and 692 of the principal Act shall, in relation to England and Wales, continue to apply to the company (notwithstanding section 690B of that Act) until such time as it gives the registrar for England and Wales notice of the fact that it is a company to which section 690A applies.

(3) In sub-paragraph (2) above, “registrar” has the same meaning as in the principal Act.

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(4) This paragraph shall also apply with the substitution for references to England and Wales of references to Scotland.

(5) For the purposes of this paragraph “branch” has the same meaning as in section 698(2) of the principal Act and whether a branch is in England and Wales or Scotland or Northern Ireland is to be determined in accordance with that section.

3.—(1) Where—

- (a) a company to which paragraph 1 above applies delivers a return under paragraph 1(1) of Schedule 21A to the principal Act in respect of a branch in England and Wales or Scotland,
- (b) the return is the first which the company has delivered under that provision in respect of a branch in that part of Great Britain, (c) immediately before delivering the return, the company was a registered overseas company in relation to that part of Great Britain, and
- (d) the company states in the return that the particulars have previously been delivered in respect of a place of business of the company in that part, giving the company’s registered number,

the documents previously registered under section 691(1)(a) of that Act shall be treated as registered under paragraph 1 of Schedule 21A to that Act in respect of the branch to which the return relates.

(2) For the purposes of this paragraph, a company is a registered overseas company in relation to England and Wales or Scotland if—

- (a) it has duly delivered documents to the registrar for that part of Great Britain under section 691 of the principal Act,
- (b) it has duly complied with any obligation to make a return to that registrar under section 692(1)(a) of that Act, and
- (c) it has not subsequently given notice to that registrar under section 696(4) of that Act that it has ceased to have an established place of business in that part.

(3) For the purposes of this paragraph “branch” has the same meaning as in section 698(2) of the principal Act.

Delivery of accounts and reports: institutions and companies previously subject to section 700

4.—(1) This paragraph applies to any company which—

- (a) immediately after 31st December 1992, is an institution to which Part I of Schedule 21C to the principal Act applies, and
- (b) immediately before 1st January 1993, was a company to which section 700 of that Act applies.

(2) Notwithstanding section 699B of the principal Act, sections 700 to 703 of that Act shall continue to apply in relation to any financial year of a company to which this paragraph applies beginning before 1st January 1993.

(3) Schedule 21C to the principal Act shall only have effect to require a company to which this paragraph applies to deliver accounting documents for registration if they have been prepared with reference to a period ending after the end of the last financial year of the company in relation to which sections 700 to 703 of that Act apply.

(4) In this paragraph, “financial year” has the same meaning as in section 700 of the principal Act.

5.—(1) This paragraph applies to any company which—

- (a) immediately after 31st December 1992, is an institution to which Part II of Schedule 21C to the principal Act applies, and

(b) immediately before 1st January 1993, was a company to which section 700 of that Act applies.

(2) Paragraphs 10 and 12(1) of Schedule 21C to the principal Act shall have effect, in relation to any company to which this paragraph applies, with the insertion after “each financial year of the institution” of “ending after 31st December 1992”.

(3) Any date which, immediately before 1st January 1993, is established for the purposes of sections 224 and 225 of the principal Act, as applied by section 701 of that Act, as the accounting reference date of a company to which this paragraph applies shall, immediately after 31st December 1992, be treated as established as the accounting reference date of the company for the purposes of those sections, as applied by paragraph 11 of Schedule 21C to that Act.

(4) In their application to a company to which this paragraph applies, paragraphs 11(a) and 13(2) of Schedule 21C to the principal Act shall have effect with the substitution for “becoming an institution to which this Part of this Schedule applies” of “establishing a place of business in Great Britain”.

6.—(1) This paragraph applies to any company which—

(a) immediately after 31st December 1992, is a company to which Part I of Schedule 21D to the principal Act applies, and

(b) immediately before 1st January 1993, was a company to which Chapter II of Part XXIII of that Act applies.

(2) Notwithstanding section 699B of the principal Act, sections 700 to 703 of that Act shall continue to apply in relation to any financial year of a company to which this paragraph applies beginning before 1st January 1993.

(3) Schedule 21D to the principal Act shall only have effect to require a company to which this paragraph applies to deliver accounting documents for registration if they have been prepared with reference to a period ending after the end of the last financial year of the company in relation to which sections 700 to 703 of that Act apply.

(4) In this paragraph, “financial year” has the same meaning as in section 700 of the principal Act.

7.—(1) This paragraph applies to any company which—

(a) immediately after 31st December 1992, is a company to which Part II of Schedule 21D to the principal Act applies, and

(b) immediately before 1st January 1993, was a company to which section 700 of that Act applies.

(2) Paragraphs 8 and 10(1) of Schedule 21D to the principal Act shall have effect, in relation to a company to which this paragraph applies, with the insertion after “each financial year of the company” of “ending after 31st December 1992”.

(3) Any date which, immediately before 1st January 1993, is established for the purposes of sections 224 and 225 of the principal Act, as applied by section 701 of that Act, as the accounting reference date of a company to which this paragraph applies shall, immediately after 31st December 1992, be treated as established as the accounting reference date of the company for the purposes of those sections, as applied by paragraph 9 of Schedule 21D to that Act.

(4) In its application to a company to which this paragraph applies, paragraphs 9(a) and 12(2) of Schedule 21D to the principal Act shall have effect with the substitution for “becoming a company to which this Part of this Schedule applies” of “establishing a place of business in Great Britain”.

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Delivery of accounts and reports: other institutions and companies

8.—(1) This paragraph applies to an institution to which Part I of Schedule 21C applies and to a company to which Part I of Schedule 21D applies, other than a company to which paragraphs 4 to 7 apply.

(2) Paragraph 1(2) of Schedule 21A and the provisions of Schedules 21C and 21D to the principal Act shall only have effect to require a company to which this paragraph applies to deliver accounting documents for registration if they have been prepared with reference to a period commencing on or after 1st January 1993.

References to enactments and continuance of law

9.—(1) Any reference in any enactment (including any subordinate legislation within the meaning of section 21 of the Interpretation Act 1978⁽¹⁾) to any provision in Part XXIII of the principal Act as unamended by these Regulations shall be construed as including a reference to the corresponding provision inserted by these Regulations with respect to companies to which section 690A and 699A or (as the case may be) section 699AA of that Act applies, unless the context otherwise requires.

(2) This provision made by this paragraph is without prejudice to the operation of the Interpretation Act 1978 or to any amendments effected by Schedule 3 to these Regulations.

(1) 1978 c. 30.