

## SCHEDULE

Regulation 19

### MINOR AND CONSEQUENTIAL AMENDMENTS

1. The following minor and consequential amendments to the 1985 Act have effect.

#### Commencement Information

- I1** Sch. para. 1 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

2. In subsection (1A) of section 238 (persons entitled to receive copies of accounts and reports)(1)—

- (a) after paragraph (b) insert—

“(ba) (in the case of a quoted company) the operating and financial review for that financial year.”;

- (b) for paragraph (d) substitute—

“(d) the auditors' report on those accounts and that directors' report and (in the case of a quoted company) on that operating and financial review and the auditable part of that directors' remuneration report.”

#### Commencement Information

- I2** Sch. para. 2 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

3. In subsection (1) of section 239 (right to demand copies of accounts and reports)(2)—

- (a) after paragraph (b) insert—

“(ba) (in the case of a quoted company) the last operating and financial review.”; and

- (b) for paragraph (d) substitute—

“(d) the auditors' report on those accounts and that directors' report and (in the case of a quoted company) on that operating and financial review and the auditable part of that directors' remuneration report.”

#### Commencement Information

- I3** Sch. para. 3 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

4. In subsection (1) of section 241 (accounts and reports to be laid before company in general meeting)(3)—

- (a) after paragraph (b) insert—

“(ba) (in the case of a quoted company) the operating and financial review.”; and

- (b) for paragraph (d) substitute—

(1) Section 238 was substituted by section 10 of the Companies Act 1989, and amended by article 12 of S.I.2000/3373, and by regulation 10(4) of S.I. 2002/1986.

(2) Section 239 was substituted by section 10 of the Companies Act 1989, and amended by article 13 of S.I. 2000/3373 and by regulation 10(6) of S.I. 2002/1986.

(3) Section 241 was substituted by section 11 of the Companies Act 1989, and amended by regulation 10(7) of S.I. 2002/1986.

**Changes to legislation:** There are currently no known outstanding effects for the The Companies Act 1985 (Operating and Financial Review and Directors' Report etc.) Regulations 2005. (See end of Document for details)

“(d) the auditors' report on those accounts and that directors' report and (in the case of a quoted company) on that operating and financial review and the auditable part of that directors' remuneration report.”

**Commencement Information**

**I4** Sch. para. 4 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

**5.** In subsection (1) of section 242 (accounts and reports to be delivered to the registrar)(**4**)—

(a) after paragraph (b) insert—

“(ba) (in the case of a quoted company) the operating and financial review;”;

(b) for paragraph (d) substitute—

“(d) the auditors' report on those accounts and that directors' report and (in the case of a quoted company) on that operating and financial review and the auditable part of that directors' remuneration report.”; and

(c) after paragraph (d) insert—

“If any document comprised in those accounts or reports is in a language other than English then, subject to section 710B(6) (delivery of certain Welsh documents without a translation), the directors must annex to the copy of that document delivered a translation of it into English, certified in the prescribed manner to be a correct translation.”

**Commencement Information**

**I5** Sch. para. 5 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

**6.** In subsection (1) of section 245F (power of person authorised to require documents, information and explanations) after “requirements of this Act” insert “(or, where applicable, of Article 4 of the IAS Regulation)”.

**Commencement Information**

**I6** Sch. para. 6 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

**7.** In the Table in section 262A (defined expressions)(**5**), at the appropriate places insert—

“directors' report	section 23”
“group directors' report	section 234”
“group operating and financial review	section 234AA”

(4) Section 242 was substituted by section 11 of the Companies Act 1989, and amended by sections 30(1) and (4) and 35(1) of, and Schedule 2 to, the Welsh Language Act 1993 (c. 38), and by regulation 10(8) of S.I. 2002/1986.

(5) Section 262A was inserted by section 22 of the Companies Act 1989, and amended by regulation 6 of, and paragraph 3 of Schedule 2 to, S.I. 1991/2705, by regulation 5 of, and paragraph 5 of Schedule 2 to, S.I. 1993/3246, by regulation 4(2) of S.I. 1994/233, by regulation 4 of, and paragraph 3 of Schedule 1 to, S.I. 1994/1935, by regulation 12(2) of S.I. 1996/189, by regulation 7 of S.I. 1997/220, by regulation 4(4) of S.I. 1997/2306, by article 16(2) of S.I. 2000/3373, by regulation 10 of S.I. 2002/1986, and by regulation 3 of, and paragraph 21 of Schedule 1 to, S.I. 2004/2947.

“operating and financial review	section 234AA”
“reporting standards and relevant reporting standards	section 256A”

**Commencement Information**

**I7** Sch. para. 7 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

**8.** In Schedule 24 (table of punishment of offences under the 1985 Act), after the entry for section 234A(4)(6) insert—

“234AA(5)	Non-compliance with Part 7 as to operating and financial review and its content; directors individually liable	<ol style="list-style-type: none"> <li>1. On indictment</li> <li>2. Summary</li> </ol>	<p>A fine</p> <p>The statutory maximum</p>
234AB(4)	Laying, circulating or delivering operating and financial review without required signature	Summary	Level 3 on the standard scale”.

**Commencement Information**

**I8** Sch. para. 8 in force at 22.3.2005 (with effect in accordance with reg. 1(3)), see [reg. 1\(2\)](#)

(6) The entry for section 234A(4) was inserted by section 23 of, and paragraph 24 of Schedule 10 to, the Companies Act 1989.

**Changes to legislation:**

There are currently no known outstanding effects for the The Companies Act 1985 (Operating and Financial Review and Directors' Report etc. ) Regulations 2005.