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## SCHEDULES

### SCHEDULE 2

Section 42(1).

#### MINOR AND CONSEQUENTIAL AMENDMENTS

##### *The Companies Act 1948*

In section 12 of the Act of 1948 for the words from " the registrar of companies for England " to " or Scotland " there shall be substituted the words " the registrar of companies for England if the memorandum states that the registered office of the company is to be situated in England or that it is to be situated in Wales, and to the registrar of companies for Scotland if the memorandum states that the registered office of the company is to be situated in Scotland. ".

In section 13(1) of the Act of 1948 for the words " certify under his hand" there shall be substituted the words " give a certificate authenticated by a seal prepared under section 424(5) of this Act. ".

In section 15(2) of the Act of 1948 for the words " a person named in the articles as a director or secretary of the company " there shall be substituted the words " a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976 ".

In section 38(5)(b) of the Act of 1948 for the words "dealt in or quoted " there shall be substituted the word " listed ".

In section 39(1)(b) of the Act of 1948 for the words "dealt in or quoted " there shall be substituted the word " listed ".

In section 51(1) of the Act of 1948 for the words "dealt in" there shall be substituted the word " listed ".

In section 52(1) of the Act of 1948 at the end of paragraph (a) there shall be inserted the words " whether on account of the nominal value of the share or by way of premium ".

In section 69(4) of the Act of 1948 for the words " certify under his hand " there shall be substituted the words " give a certificate, authenticated by a seal prepared under section 424(5) of this Act, of ".

In section 98(2) of the Act of 1948 for the words "under his hand" there shall be substituted the words " authenticated by a seal prepared under section 424(5) of this Act ".

In section 106E of the Act of 1948 for the words " under his hand " there shall be substituted the words " authenticated by a seal prepared under section 424(5) of this Act ".

In section 149 of the Act of 1948 for subsection (6) there shall be substituted—

“(6) If any balance sheet or profit and loss account of a company, of which a copy is laid before the company in general meeting or is delivered to the registrar of companies, does not comply with the requirements of this section and with the other requirements of this Act as to the matters to be stated in accounts, every person who, at the time when

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the copy is so laid or delivered, is a director of the company shall be guilty of an offence and, in respect of each such offence, shall be liable—

- (a) on conviction on indictment, to a fine ;
- (b) on summary conviction, to a fine not exceeding £400:

Provided that in any proceedings against a person for an offence under this section it shall be a defence for him to prove that he took all reasonable steps for securing compliance with the requirements in question.”.

In section 151(1) of the Act of 1948 for the words "the group accounts laid before a holding company " there shall be substituted the words " the group accounts of a holding company prepared under section 1 of the Companies Act 1976 (taken with section 150 of this Act) " .

In section 152 of the Act of 1948, in subsection (1) for the words " The group accounts laid before a company " there shall be substituted the words " The group accounts of a holding company prepared under section 1 of the Companies Act 1976 (taken with section 150 of this Act) " .

In section 155 of the Act of 1948, in subsection (1) after the words " balance sheet of a company " there shall be inserted the words " and every copy of such a balance sheet which is laid before the company in general meeting or delivered to the registrar of companies in pursuance of section 1 of the Companies Act 1976 ; and in subsection (3) for the words from " which " to " published " there shall be substituted—

- “(a) is laid before the company or delivered to the registrar of companies as mentioned in subsection (1) of this section and is not signed as required by that subsection, or
- (b) not being a copy so laid or delivered, is issued, circulated or published in a case where the balance sheet has not been signed as required by that subsection or where (the balance sheet having been so signed) the copy does not include a copy of the signatures or signature, as the case may be”.

In section 156(1) of the Act of 1948 for the words from the beginning to the words " general meeting " there shall be substituted the words " The profit and loss account of a company prepared under section 1 of the Companies Act 1976 and, so far as not incorporated in the balance sheet or profit and loss account, any group accounts of a holding company prepared under that section taken with section 150 of this Act " .

In section 157(1) of the Act of 1948 for the words "laid before a company in general meeting " there shall be substituted the words " prepared under section 1 of the Companies Act 1976 (or under that section taken with section 150 of this Act) " .

In section 158(1) of the Act of 1948 for the word " which " there shall be substituted the words " of which a copy " .

In section 390 of the Act of 1948 for the words " certify under his hand" there shall be substituted the words " give a certificate, authenticated by a seal prepared under section 424(5) of this Act, stating " .

Section 409 of the Act of 1948 shall be renumbered as subsection (1) of that section, and after that subsection there shall be inserted—

- “(2) If any change is made in the corporate name of an oversea company, the company shall, within the prescribed time, deliver to the registrar for registration a return containing the prescribed particulars of the change..”

In section 415 of the Act of 1948 after the words "the foregoing provisions of this Part of this Act" there shall be inserted the words " and sections 9 to 11 of the Companies Act 1976 " .

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In section 417(5)(b) of the Act of 1948 for the words " dealt in or quoted " there shall be substituted the word " listed ".

In section 418(1)(b) of the Act of 1948 for the words "dealt in or quoted " there shall be substituted the word " listed ".

In section 426 of the Act of 1948, in subsection (1) for the words from " copy or extract of any other document" to " registrar " there shall be substituted the words " sealed copy or extract of any other document or any part of any other document ; and in subsection (3) for the words from "certified " to "prove)" there shall be substituted the words " sealed with a seal prepared under section 424(5) of this Act. ".

In section 436 of the Act of 1948, in subsection (1) after the words " this Act" there shall be inserted the words " or the Companies Act 1976 ", and in that subsection and subsection (2) for the words " book of account" there shall be substituted the words " accounting records ".

In section 439 of the Act of 1948 for the words "' limited' or any contraction or imitation of that word " there shall be substituted the words "' limited ' or ' cyfyngedig ', or any contraction or imitation of either of those words ".

In Schedule 1 to the Act of 1948, in regulation 88 in Part I of Table A and article 38 of Table C after the words " section 188 of the Act" there shall be inserted the words " or under section 28 of the Companies Act 1976 ".

In Schedule 1 to the Act of 1948, in regulation 110 in Part I of Table A and article 57 of Table C before the words "The secretary" there shall be inserted the words " Subject to section 21(5) of the Companies Act 1976 ".

In Schedule 1 to the Act of 1948, in regulation 123 in Part I of Table A and article 60 of Table C for the words from " shall cause proper books of account to be kept" to the end there shall be substituted the words " shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976 ".

In Schedule 1 to the Act of 1948, for regulation 124 in Part I of Table A and article 61 of Table C there shall be substituted—

“The accounting records shall be kept at the registered office of the company or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the company.”

In Schedule 1 to the Act of 1948, in regulation 126 in Part I of Table A and article 63 of Table C for the words " sections 148, 150 and 157 of the Act" there shall be substituted the words " sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976 ".

In Schedule 1 to the Act of 1948, in regulation 127 in Part I of Table A and article 64 of Table C after the words " auditors' report" there shall be inserted the words " and directors' report ".

In Schedule 1 to the Act of 1948, in regulation 130 in Part I of Table A and article 65 of Table C for the words from " section 159 " to the end there shall be substituted the words " section 161 of the Act, section 14 of the Companies Act 1967 and sections 13 to 18 of the Companies Act 1976 ".

In Schedule 8 to the Act of 1948, in paragraph 5(2)(c) for the word " quoted" there shall be substituted the word " listed " and for the word " unquoted" there shall be substituted the word " unlisted ".

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In Schedule 8 to the Act of 1948, in paragraph 5A for the word " unquoted " there shall be substituted the word " unlisted ".

In Schedule 8 to the Act of 1948, in paragraph 8 for the word " quoted " in sub-paragraphs (1)(a) and (3) there shall be substituted the word " listed ", for the word " unquoted" in sub-paragraph (1)(a) there shall be substituted the word " unlisted " and for the words " quotation or permission to deal" in sub-paragraph (3) there shall be substituted the word " listing ".

In Schedule 8 to the Act of 1948, in paragraph 11 for the word " unquoted " in sub-paragraph (6A) there shall be substituted the word " unlisted " and for the word " quoted " in sub-paragraph (8) there shall be substituted the word " listed ".

In Schedule 8 to the Act of 1948, in paragraph 12(1)(g) for the word " quoted " there shall be substituted the word " listed " and for the word " unquoted" there shall be substituted the word " unlisted ".

In Schedule 8 to the Act of 1948, in paragraph 28 for the word " quoted" there shall be substituted the word " listed ",

for the words " quotation or permission to deal" there shall be substituted the word " listing " and for the word " unquoted" there shall be substituted the word " unlisted ".

In Schedule 14 to the Act of 1948 for the words " to one hundred and twenty-nine" and " one hundred and forty-seven " there shall be substituted respectively the words " one hundred and twenty-six and one hundred and twenty-eight " and " one hundred and forty-nine ".

#### *The Betting, Gaming and Lotteries Act 1963*

In Schedule 2 to the Betting, Gaming and Lotteries Act 1963, in paragraph 24(1) for the words " section 148 of the Companies Act 1948 applies, then, whenever " there shall be substituted the words " section 1 of the Companies Act 1976 applies, then, whenever a copy of ".

#### *The Protection of Depositors Act 1963*

In section 13(4) of the Protection of Depositors Act 1963 for the words " required by Part IV of that Act " there shall be substituted the words " of which a copy is required by section 1 of the Companies Act 1976 " and for the words " that Act" there shall be substituted the words " the said Act of 1948 ".

In section 16(1)(d) of the Protection of Depositors Act 1963 for the words " section 147 of the Companies Act 1948 (books of account)" there shall be substituted the words " section 12 of the Companies Act 1976 (accounting records) " and for the words " books kept pursuant to that section " there shall be substituted the words " records kept pursuant to that section ".

#### *The Companies Act 1967*

In section 14 of the Act of 1967—

- (a) in subsection (1) for the words "laid before the company in general meeting during their tenure of office " there shall be substituted the words " prepared under section 1 of the Companies Act 1976 (or under that section taken with section 150 of the principal Act), of which, in accordance with section 1(6) of the said Act of 1976, a copy is laid before the company in general meeting during their tenure of office ";
- (b) in subsection (4) for the words " books of account" wherever they occur there shall be substituted the words " accounting records ".

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In section 15(1) of the Act of 1967 for the words " laid before it in general meeting " there shall be substituted the words " prepared under section 1 of the Companies Act 1976 (or under that section taken with section 150 of the principal Act) ".

For section 23 of the Act of 1967 there shall be substituted—

“**23** (1) In respect of any failure, in the case of a company, to comply with the requirements of section 157(1) of the principal Act or of the foregoing provisions of this Part of this Act, every person who was a director of the company immediately before the end of the relevant period shall be guilty of an offence and liable—

- (a) on conviction on indictment, to a fine ;
- (b) on summary conviction, to a fine not exceeding £400 ;

Provided that in any proceedings against a person for an offence under this section it shall be a defence for him to prove that he took all reasonable steps for securing compliance with the requirements in question.

(2) In subsection (1) of this section " the relevant period " means the period which, in relation to the accounting reference period by reference to which, in accordance with section 1 of the Companies Act 1976, the financial year in question was determined, is the period allowed for laying and delivering accounts determined in accordance with sections 6 and 7 of that Act”.

In section 25(2)(a) and (b) of the Act of 1967 for the word " quotation " there shall be substituted the word " listing ".

In section 27(9) of the Act of 1967 for the words " to fulfilment " there shall be substituted the words " in fulfilment ".

In section 33(10) of the Act of 1967 for the word " quotation " there shall be substituted the word " listing ".

In Schedule 3 to the Act of 1967 for the words " section 410 of the principal Act " there shall be substituted the words " section 9 of the Companies Act 1976 ".

#### *The Insurance Companies Act 1974*

In section 17(1) of the Insurance Companies Act 1974 for the words " Companies Acts 1948 to 1967 " there shall be substituted the words " Companies Acts 1948 to 1976 ".

In section 46(1)(c) of the Insurance Companies Act 1974 for the words from " section " to " produce books " there shall be substituted the words " section 12 of the Companies Act 1976 with respect to the keeping of accounting records, has failed to satisfy that obligation or to produce records ".

In section 75(2) of the Insurance Companies Act 1974 after the words " 425 " there shall be inserted the words " and sections 9 to 11 of the Companies Act 1976 " and for the words " that Act " there shall be substituted the words " the said Act of 1948 ".

#### *The Stock Exchange (Completion of Bargains) Act 1976*

In section 3(3) and (4) of the Stock Exchange (Completion of Bargains) Act 1976 for the words " Companies Acts 1948 to 1967 " there shall be substituted the words " Companies Acts 1948 to 1976 ".