Companies Act 1985

CHAPTER 6

COMPANIES ACT 1985

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Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 27 June 2019. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

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23 In paragraph 22(2) above, sub-paragraphs (c) to (f) do not...

Excluded transactions

24 (1) In relation to a company’s accounts for a financial...
25 In relation to a company’s accounts for a financial year,...
26 Section 258 of the Companies Act 2006 (power of Secretary...
11 (1) This Part of this Schedule applies to the directors’...

PART VI

12 Policy and practice on payment of creditors

Part 7 — DISCLOSURE REQUIRED BY CERTAIN PUBLICLY-TRADED COMPANIES

13 (1) This Part of this Schedule applies to the directors’...

SCHEDULE 7ZA —

Review objective

1 An operating and financial review must be a balanced and...

Other general requirements

2 The review must include— (a) a statement of the business,...

Details of particular matters

3 (1) To the extent necessary to comply with the general...

4 (1) The review must include— (a) information about environmental matters...

5 The review must also include — (a) information about persons...

6 (1) The review must include analysis using financial and, where...

Reference to and explanation of company's accounts

7 To the extent necessary to comply with the general requirements...

Compliance with standards

8 The review must— (a) state whether it has been prepared...

Application of Schedule to group operating and financial review

9 In relation to a group operating and financial review this...

SCHEDULE 7A —

PART 1 — INTRODUCTORY

1 (1) In the directors’ remuneration report for a financial year...

PART 2 — INFORMATION NOT SUBJECT TO AUDIT

2 Consideration by the directors of matters relating to directors’ remuneration

3 Statement of company’s policy on directors’ remuneration

4 Performance Graph

5 Service contracts

PART 3 — INFORMATION SUBJECT TO AUDIT

6 Amount of each director’s emoluments and compensation in the relevant financial year

7 Share options

8 The information required by sub-paragraph (1) of paragraph 7 in...

9 (1) If, in the opinion of the directors of the...

10 Long term incentive schemes

11 (1) The information required by sub-paragraph (1) of paragraph 10...

12 Pensions

13 Excess retirement benefits of directors and past directors
14 Compensation for past directors
15 Sums paid to third parties in respect of a director’s services

PART 4 — INTERPRETATION AND SUPPLEMENTARY

16 (1) In this Schedule—“amount”, in relation to a gain...
17 (1) For the purposes of this Schedule emoluments paid or...
18 (1) The following applies with respect to the amounts to...
19 (1) The amounts to be shown for any financial year...
20 Where it is necessary to do so for the purpose...
21 This Schedule requires information to be given only so far...

SCHEDULE 7B —
Part 1 — SPECIFIED PERSONS
1 The Secretary of State.
2 The Department of Enterprise, Trade and Investment for Northern Ireland....
3 The Treasury.
5 The Financial Services Authority.
6 The Commissioners of Inland Revenue.

Part 2 — SPECIFIED DESCRIPTIONS OF DISCLOSURES
7 A disclosure for the purpose of assisting a body designated...
8 A disclosure with a view to the institution of, or...
9 A disclosure for the purpose of enabling or assisting the...
10 A disclosure for the purpose of enabling or assisting the...
11 A disclosure for the purpose of enabling or assisting the...
12 A disclosure for the purpose of enabling or assisting the...
13 A disclosure for the purpose of enabling or assisting the...
14 A disclosure in pursuance of any Community obligation.

Part 3 — OVERSEAS REGULATORY BODIES
15 A disclosure is made in accordance with this Part of...
16 A body is within this paragraph if it exercises functions...
17 In determining whether to disclose information to a body in...

SCHEDULE 8 —
PART I — EXEMPTIONS WITH RESPECT TO PREPARATION OF ANNUAL ACCOUNTS OF SMALL COMPANIES
SECTION A — INDIVIDUAL ACCOUNTS
SECTION B — GROUP ACCOUNTS
SECTION C — SUPPLEMENTARY PROVISIONS
PART II — EXEMPTIONS WITH RESPECT TO DIRECTORS’ REPORT
PART III — EXEMPTIONS WITH RESPECT TO DELIVERY OF ACCOUNTS

SECTION C

SUPPLEMENTARY PROVISIONS

Other companies exempt from audit

25A Paragraph 24 above does not apply where the company is...

PART I — GENERAL RULES AND FORMATS
SECTION A

GENERAL RULES

1 (1) Subject to the following provisions of this Schedule—

2 (1) Where in accordance with paragraph 1 a small company’s...

3 (1) Any item required in accordance with paragraph 1 to...

4 (1) In respect of every item shown in a small...

5 Amounts in respect of items representing assets or income may...

5A The directors of a company must, in determining how amounts...

SECTION B

THE REQUIRED FORMATS FOR ACCOUNTS

Preliminary

6 References in this Part of this Schedule to the items...

7 A number in brackets following any item in any of...

8 In the notes following the formats— (a) the heading of...

Balance Sheet Formats

A Called up share capital not paid(1)
C Current assets (I) Stocks (1) Stocks (2) Payments on account...
D Prepayments and accrued income(6)
E Creditors: amounts falling due within one year
F Net current assets (liabilities)(8)
G Total assets less current liabilities
H Creditors: amounts falling due after more than one year
I Provisions for liabilities
J Accruals and deferred income(7)
K Capital and reserves (I) Called up share capital(9)

Balance Sheet Formats

A ASSETS
C Current assets (I) Stocks (1) Stocks (2) Payments on account...
D Prepayments and accrued income(6)
A LIABILITIES
B Provisions for liabilities
C Creditors(10) (1) Bank loans and overdrafts (2) Trade creditors
D Accruals and deferred income(7)

Notes on the balance sheet formats

(1) Called up share capital not paid (Formats 1 and 2,...

Profit and loss account formats

1. Turnover 2. Cost of sales(11) 3. Gross profit or...

Profit and loss account formats

1. Turnover 2. Change in stocks of finished goods and...
Profit and loss account formats
A. Charges
B. Income

Profit and loss account formats
A. Charges
B. Income

Notes on the profit and loss account formats
(11) Cost of sales: distribution costs: administrative expenses (Format 1, items...

PART II — ACCOUNTING PRINCIPLES AND RULES

SECTION A

ACCOUNTING PRINCIPLES

Preliminary
9 Subject to paragraph 15 below, the amounts to be included...

Accounting principles
10 The company shall be presumed to be carrying on business...
11 Accounting policies shall be applied consistently within the same accounts...
12 The amount of any item shall be determined on a...
13 All income and charges relating to the financial year to...
14 In determining the aggregate amount of any item the amount...

Departure from the accounting principles
15 If it appears to the directors of a small company...

SECTION B

HISTORICAL COST ACCOUNTING RULES

Preliminary
16 Subject to sections C and D of this Part of...

Fixed assets
17 Subject to any provision for depreciation or diminution in value...
18 In the case of any fixed asset which has a...
19 (1) Where a fixed asset investment of a description falling...

Rules for determining particular fixed asset items
20 (1) Notwithstanding that an item in respect of “development costs”...
21 (1) The application of paragraphs 17 to 19 in relation...


**Current assets**

22 Subject to paragraph 23, the amount to be included in...

23 (1) If the net realisable value of any current asset...

**Miscellaneous and supplementary provisions**

Excess of money owed over value received as an asset...

24 (1) Where the amount repayable on any debt owed by...

**Assets included at a fixed amount**

25 (1) Subject to the following sub-paragraph, assets which fall to...

**Determination of purchase price or production cost**

26 (1) The purchase price of an asset shall be determined...

27 (1) Subject to the qualification mentioned below, the purchase price...

**Substitution of original stated amount where price or cost unknown**

28 Where there is no record of the purchase price or...

**SECTION C**

**ALTERNATIVE ACCOUNTING RULES**

**Preliminary**

29 (1) The rules set out in section B are referred...

30 Subject to paragraphs 32 to 34, the amounts to be...

**Alternative accounting rules**

31 (1) Intangible fixed assets, other than goodwill, may be included...

**Application of the depreciation rules**

32 (1) Where the value of any asset of a small...

**Additional information to be provided in case of departure from historical cost accounting rules**

33 (1) This paragraph applies where the amounts to be included...

**Revaluation reserve**

34 (1) With respect to any determination of the value of...

**SECTION D**

**FAIR VALUE ACCOUNTING**

**Inclusion of financial instruments at fair value**

34A (1) Subject to sub-paragraphs (2) to (4), financial instruments (including...
Determination of fair value

34B (1) The fair value of a financial instrument is determined...

Inclusion of hedged items at fair value

34C A company may include any assets and liabilities that qualify...

Other assets that may be included at fair value

34D (1) This paragraph applies to— (a) investment property, and

Accounting for changes in value

34E (1) This paragraph applies where a financial instrument is valued...

The fair value reserve

34F (1) The fair value reserve must be adjusted to the...

PART III — NOTES TO THE ACCOUNTS

Preliminary

35 Any information required in the case of any small company...
35A Reserves and dividends

Disclosure of accounting policies

36 The accounting policies adopted by the company in determining the...

Information supplementing the balance sheet

37 Paragraphs 38 to 47 require information which either supplements the...

Share capital and debentures

38 (1) The following information shall be given with respect to...
39 If the company has allotted any shares during the financial...

Fixed assets

40 (1) In respect of each item which is or would...
41 Where any fixed assets of the company (other than listed...

Investments

42 (1) In respect of the amount of each item which...
42A Information about fair value of assets and liabilities
42B (1) Sub-paragraph (2) applies if— (a) the company has financial...
42C Information where investment property and living animals and plants included at fair value

Reserves and provisions

43 (1) Where any amount is transferred— (a) to or from...

Details of indebtedness

44 (1) For the aggregate of all items shown under “creditors”...
45  If any fixed cumulative dividends on the company’s shares are...

Guarantees and other financial commitments

46  (1) Particulars shall be given of any charge on the...

Miscellaneous matters

47  Particulars shall be given of any case where the purchase...

Information supplementing the profit and loss account

48  Paragraphs 49 and 50 require information which either supplements the...

Particulars of turnover

49  (1) If the company has supplied geographical markets outside the...

Miscellaneous matters

50  (1) Where any amount relating to any preceding financial year...

General

51  (1) Where sums originally denominated in foreign currencies have been...

Dormant companies acting as agents

51A  Where the directors of a company take advantage of the...

PART IV — INTERPRETATION OF SCHEDULE

52  The following paragraphs apply for the purposes of this Schedule...

52A  Financial instruments

52B  (1) The expressions listed in sub-paragraph (2) have the same...

Historical cost accounting rules

53  References to the historical cost accounting rules shall be read...

53A  Investment property

Listed investments

54  (1) “Listed investment” means an investment as respects which there...

Loans

55  A loan is treated as falling due for repayment, and...

Materiality

56  Amounts which in the particular context of any provision of...

Provisions

57  (1) References to provisions for depreciation or diminution in value...

58  References to provisions for liabilities are to any amount retained...
Staff costs

59 (1) “Social security costs” means any contributions by the company...

SCHEDULE 8A —

PART I — BALANCE SHEET FORMATS

1 A small company may deliver to the registrar a copy...

2 The formats referred to in paragraph 1 are as follows—...

Balance Sheet Formats

A Called up share capital not paid
C Current assets (I) Stocks (II) Debtors (1) (III) Investments
D Prepayments and accrued income
E Creditors: amounts falling due within one year
F Net current assets (liabilities)
G Total assets less current liabilities
H Creditors: amounts falling due after more than one year
I Provisions for liabilities
J Accruals and deferred income
K Capital and reserves (I) Called up share capital

Balance Sheet Formats

A ASSETS
C Current assets (I) Stocks (II) Debtors (1) (III) Investments
D Prepayments and accrued income
A LIABILITIES
B Provisions for liabilities
C Creditors (2)
D Accruals and deferred income

Notes on the balance sheet formats

(1) Debtors (Formats 1 and 2, item C.II.) The aggregate amount...

PART II — NOTES TO THE ACCOUNTS

Preliminary

3 Any information required in the case of any small company...

Disclosure of accounting policies

4 The accounting policies adopted by the company in determining the...

Information supplementing the balance sheet

5 (1) The following information shall be given with respect to...
6 If the company has allotted any shares during the financial...

Fixed assets

7 (1) In respect of each item to which a letter...
7A Financial fixed assets
Details of indebtedness

8 (1) For the aggregate of all items shown under “creditors”...

9 General

9A Dormant companies acting as agents

SCHEDULE 9 —

1 .................................

Part I — FORM AND CONTENT OF ACCOUNTS

Supplementary provisions

18A (1) Accounting policies shall be applied consistently within the same...
18B It shall be stated whether the accounts have been prepared...
18C (1) In respect of every item shown in the balance...

Exceptions for certain companies

28A Where a company is entitled to, and has availed itself...

PART II — ACCOUNTS OF BANKING OR INSURANCE GROUP
PART I — INDIVIDUAL ACCOUNTS

CHAPTER 1

GENERAL RULES AND FORMATS

GENERAL RULES

4 (1) In respect of every item shown in the balance...
5 (1) Subject to the following provisions of this paragraph and...
6 (1) Assets shall be shown under the relevant balance sheet...
8 Every profit and loss account of a company shall show...
8A The directors of a company must, in determining how amounts...

THE REQUIRED FORMATS FOR ACCOUNTS

Preliminary

9 (1) References in this Part of this Schedule to the...
10 A number in brackets following any item in any of...

Balance Sheet Format

ASSETS 1. Cash and balances at central [or post office]...
Total assets
LIABILITIES 1. Deposits by banks(11),(20) Repayable on demand With agreed maturity...
Total liabilities
MEMORANDUM ITEMS 1. Contingent liabilities(16) (1) Acceptances and endorsements (2)...
Notes on the balance sheet format and memorandum items

Special rules

11 Subordinated assets
12 Syndicated loans
13 Sale and repurchase transactions
14 Sale and option to resell transactions
15 Managed funds

Profit and Loss Account Formats

FORMAT 1
Vertical layout

FORMAT 2
Horizontal layout

A. Charges
1. Interest payable(2) 2.. Fees and commissions payable(4) 3....

Notes on the profit and loss account formats
Interest receivable (Format 1, item 1; Format 2, item B1)...

CHAPTER II

ACCOUNTING PRINCIPLES AND RULES

ACCOUNTING PRINCIPLES

16 Subject to paragraph 22 below, the amounts to be included...

Accounting principles
17 The company shall be presumed to be carrying on business...
18 Accounting policies shall be applied consistently within the same accounts...
19 The amount of any item shall be determined on a...
20 All income and charges relating to the financial year to...
21 In determining the aggregate amount of any item the amount...

Departure from the accounting principles
22 If it appears to the directors of a company that...

VALUATION RULES
HISTORICAL COST ACCOUNTING RULES

Preliminary
23 Subject to paragraphs 39 to 44F of this Part of...

Fixed assets
24 General rules
25 In the case of any fixed asset which has a...
26 (1) Where a fixed asset investment of a description falling...
27 Development costs
28 Goodwill
29 Intangible and tangible fixed assets
30 Other fixed assets
31 Financial fixed assets

Current assets
32 The amount to be included in respect of loans and...
33 (1) If the net realisable value of any asset referred...
34 (1) Subject to paragraph 33 above, the amount to be...

Miscellaneous and supplementary provisions
35 Excess of money owed over value received as an asset item
36 Determination of cost
37 (1) Subject to the qualification mentioned below, the cost of...
38 Substitution of original amount where price or cost unknown
ALTERNATIVE ACCOUNTING RULES

Preliminary
39 (1) The rules set out in paragraphs 24 to 38...
40 Subject to paragraphs 42 to 44, the amounts to be...

Alternative accounting rules
41 (1) Intangible fixed assets, other than goodwill, may be included...

Application of the depreciation rules
42 (1) Where the value of any asset of a company...

Additional information to be provided in case of departure from historical cost accounting rules
43 (1) This paragraph applies where the amounts to be included...

Revaluation reserve
44 (1) With respect to any determination of the value...

FAIR VALUE ACCOUNTING

Inclusion of financial instruments at fair value
44A (1) Subject to sub-paragraphs (2) to (4), financial instruments (including...

Determination of fair value
44B (1) The fair value of a financial instrument is determined...

Inclusion of hedged items at fair value
44C A company may include any assets and liabilities that qualify...

Other assets that may be included at fair value
44D (1) This paragraph applies to – (a) investment property, and

Accounting for changes in value
44E (1) This paragraph applies where a financial instrument is valued...

The fair value reserve
44F (1) The fair value reserve must be adjusted to the...

ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

45 (1) Subject to the following sub-paragraphs, amounts to be included...
46 (1) Subject to sub-paragraph (2), any difference between the amount...

CHAPTER III

NOTES TO THE ACCOUNTS

Preliminary
47 (1) Any information required in the case of a company...

General
48 Disclosure of accounting policies
49 It shall be stated whether the accounts have been prepared...
50 Sums denominated in foreign currencies
50A Reserves and dividends

Information supplementing the balance sheet
51 Share capital and debentures
52 If the company has allotted any shares during the financial...
53 (1) With respect to any contingent right to the allotment...
54 (1) If the company has issued any debentures during the...
55 Fixed assets
56 Where any fixed assets of the company (other than listed...
In relation to any amount which is included under Assets...

There shall be disclosed separately the amount of:

- Information about fair value of assets and liabilities
- Where the company has derivatives that it has not included...
- (1) Sub-paragraph (2) applies if— (a) the company has financial...
- Information where investment property and living animals and plants included at fair value

- Reserves and provisions
- Provision for taxation
- Maturity analysis
- Debt and other fixed income securities
- Subordinated liabilities
- Fixed cumulative dividends
- Details of assets charged
- Guarantees and other financial commitments
- Memorandum items: Group undertakings
- Transferable securities
- Leasing transactions
- Assets and liabilities denominated in a currency other than sterling (or the currency in which the accounts are drawn up)
- Sundry assets and liabilities
- Unmatured forward transactions
- Miscellaneous matters

Information supplementing the profit and loss account

- Separate statement of certain items of income and expenditure
- Particulars of tax
- Particulars of income
- Particulars of staff
- Management and agency services
- Subordinated liabilities
- Sundry income and charges
- Miscellaneous matters

CHAPTER IV

INTERPRETATION OF PART I

- General
- Financial instruments
- (1) The expressions listed in sub-paragraph (2) have the same...
- Loans
- Materiality
- Provisions
- Scots land tenure
- Staff costs

PART II — CONSOLIDATED ACCOUNTS

- Undertakings to be included in consolidation
- Foreign currency translation
- Any income and expenditure of undertakings included in the consolidation...
- Information as to undertaking in which shares held as a result of financial assistance operation

Part III
PART III — ADDITIONAL DISCLOSURE: RELATED UNDERTAKINGS

Part IV — ADDITIONAL DISCLOSURE: EMOLUMENTS AND OTHER BENEFITS OF DIRECTORS AND OTHERS

Loans, quasi-loans and other dealings

2 Where a banking company, or a company which is the...

Other transactions, arrangements and agreements

3 Where a banking company, or a company which is the...

SCHEDULE 9A —

PART I — INDIVIDUAL ACCOUNTS

CHAPTER I

GENERAL RULES AND FORMATS

General Rules

2 (1) Any item required in accordance with paragraph 1 above...
3 (1) In respect of every item shown in the balance...
4 Subject to the provisions of this Schedule, amounts in respect...
5 Every profit and loss account of a company shall show...
6 (1) The provisions of this Schedule which relate to long...
6A The directors of a company must, in determining how amounts...

The Required Formats for Accounts

Preliminary

7 (1) References in this Part of this Schedule to the...
8 A number in brackets following any item in either of...
9 (1) (1) In the profit and loss account format set out...In the profit and loss account format set out below—...

Balance Sheet Format

ASSETS

LIABILITIES

Notes on the balance sheet format

Called up share capital not paid (Assets items A and...

Special rules for balance sheet format

10 Additional items
11 Managed funds
12 Deferred acquisition costs

Profit and loss account format

1 Technical account General business (1) Earned premiums, net of reinsurance—...

II Technical account Long term business (1) Earned premiums, net of...

III Non-technical account (1) Balance on the general business technical account...

Notes on the profit and loss account format

Gross premiums written (General business technical account: item I.1. (a) Long...
CHAPTER II

ACCOUNTING PRINCIPLES AND RULES

Accounting Principles

Preliminary
13 Subject to paragraph 19 below, the amounts to be included...

Accounting principles
14 The company shall be presumed to be carrying on business...
15 Accounting policies shall be applied consistently within the same accounts...
16 The amount of any item shall be determined on a...
17 All income and charges relating to the financial year to...
18 In determining the aggregate amount of any item the amount...

Departure from accounting principles
19 If it appears to the directors of a company that...
19A Valuation

Current Value Accounting Rules

Preliminary
20 Subject to paragraphs 27 to 29 below—
21 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

Valuation of assets: general
22 (1) Subject to paragraph 24 below, investments falling to be...
23 (1) Intangible assets other than goodwill may be shown at...

Alternative valuation of fixed-income securities
24 (1) This paragraph applies to debt securities and other fixed-income...

Meaning of “current value”
25 (1) Subject to sub-paragraph (5) below, in the case of...
26 (1) In the case of land and buildings, current value...

Application of the depreciation rules
27 (1) Where— (a) the value of any asset of a...

Additional information to be provided
28 (1) This paragraph applies where the amounts to be included...

Revaluation reserve
29 (1) Subject to sub-paragraph (7) below, with respect to any...

VALUATION AT FAIR VALUE
29A Inclusion of financial instruments at fair value
29B Determination of fair value
29C Inclusion of hedged items at fair value
29D Other assets that may be included at fair value
29E Accounting for changes in value
29F The fair value reserve

Historical Cost Accounting Rules

Preliminary
30 Subject to paragraphs 20 to 29 above, the amounts to...

Valuation of assets
31 General rules
32 In the case of any asset included under Assets item...
33 (1) This paragraph applies to any asset included under Assets...
34 (1) This paragraph applies to assets included under Assets items...
35 Development costs
36 Goodwill

Miscellaneous and supplemental
37 Excess of money owed over value received as an asset item
38 Assets included at a fixed amount
39 Determination of cost
40 (1) Subject to the qualification mentioned below, the cost of...
41 Substitution of original amount where price or cost unknown

Rules for Determining Provisions
42 Preliminary
43 Technical provisions
44 Provision for unearned premiums
45 Provision for unexpired risks
46 Long term business provision

Provisions for claims outstanding
47 General business
48 (1) Explicit discounting or deductions to take account of investment...
49 Long term business
50 Equalisation reserves
51 Accounting on a non-annual basis
52 (1) The excess of the premiums written over the claims...
53 (1) The figures shown in the technical account or in...

CHAPTER III
NOTES TO THE ACCOUNTS

Preliminary
54 (1) Any information required in the case of any company...

General
55 Disclosure of accounting policies
56 It shall be stated whether the accounts have been prepared...
57 Sums denominated in foreign currencies
58 Reserves and dividends

Information supplementing the balance sheet
58 Share capital and debentures
59 If the company has allotted any shares during the financial...
60 (1) With respect to any contingent right to the allotment...
61 (1) If the company has issued any debentures during the...
62 Assets
63 Where any assets of the company (other than listed investments)...
64 In relation to any amount which is included under Assets...
65 Investments
65A Information about fair value of assets and liabilities
65B Where the company has derivatives that it has not included...
65C (1) Sub-paragraph (2) applies if— (a) the company has financial...
65D Information where investment property and living animals and plants included at fair value
66 Reserves and provisions
67 Provision for taxation
68 Details of indebtedness
69 If any fixed cumulative dividends on the company’s shares are...
70 Guarantees and other financial commitments
71 Dealings with or interests in group undertakings
72 Miscellaneous matters

**Information supplementing the profit and loss account**
73 Separate statement of certain items of income and expenditure
74 Particulars of tax
75 Particulars of business
76 (1) As regards long term business, the company shall disclose—...
77 (1) Subject to sub-paragraph (2) below, there shall be disclosed...
78 Commissions
79 Particulars of staff
80 Miscellaneous matters

**CHAPTER IV**

**INTERPRETATION OF PART I**

81 General
81A Financial instruments
81B (1) The expressions listed in sub-paragraph (2) have the same...
82 Loans
83 Materiality
84 Provisions
85 Scots land tenure
86 Staff costs

**CONSOLIDATED ACCOUNTS**

**SCHEDULE 4A TO APPLY PART I OF THIS SCHEDULE WITH MODIFICATIONS**

1 (1) In its application to insurance groups, Schedule 4A shall...

**MODIFICATIONS OF PART I OF THIS SCHEDULE FOR PURPOSES OF PARAGRAPH 1**

2 (1) For the purposes of paragraph 1 above, Part I...

**SCHEDULE 10 —**

**Recent issues**

1 (1) This paragraph applies where a company prepares individual accounts...
Turnover and profitability

2 (1) This paragraph applies where a company prepares group accounts...

Labour force and wages paid

3 (1) This paragraph applies where a company prepares individual or...

SCHEDULE 10A —

Introduction

1 The provisions of this Schedule explain expressions used in section...

Voting rights in an undertaking

2 (1) In section 258(2)(a) and (d) and (3A)(a) the references to...

Right to appoint or remove a majority of the directors

3 (1) In section 258(2)(b) the reference to the right to...

Right to exercise dominant influence

4 (1) For the purposes of section 258(2)(c) an undertaking shall...

Rights exercisable only in certain circumstances or temporarily incapable of exercise

5 (1) Rights which are exercisable only in certain circumstances shall...

Rights held by one person on behalf of another

6 Rights held by a person in a fiduciary capacity shall...

7 (1) Rights held by a person as nominee for another...

Rights attached to shares held by way of security

8 Rights attached to shares held by way of security shall...

Rights attributed to parent undertaking

9 (1) Rights shall be treated as held by a parent...

Disregard of certain rights

10 The voting rights in an undertaking shall be reduced by...

Supplementary

11 References in any provision of paragraphs 6 to 10 to...

SCHEDULE 11 —

1 Paragraphs 2 to 6 below apply where a company has...

Modifications where accounts prepared in accordance with special provisions for banking companies

2 Section 264(2) shall apply as if the reference to paragraph...

3 Section 269 shall apply as if: (a) there were substituted...
4 Sections 270(2) and 275 shall apply as if the references...
5 Sections 272 and 273 shall apply as if in section...
6 Section 276 shall apply as if the references to paragraphs...

 Modifications where accounts prepared in accordance
 with special provisions for insurance companies

7 Section 264(2) shall apply as if for the words in...
8 Section 269 shall apply as if the reference to paragraph...
9 In the case of Companies Act accounts, sections 270(2) and...
10 Sections 272 and 273 shall apply as if the references...
11 Section 276 shall apply as if the references to paragraphs...
12 Sections 272 and 273 apply as if in section 272(3)—....
13 Section 275 applies as if—(a) for subsection (1) there...

SCHEDULE 12 — . . .

SCHEDULE 13 — Provisions Supplementing and Interpreting Sections 324 to 328

Part I
1 (1) A reference to an interest in shares or debentures...
2 Where property is held on trust and any interest in...
3 (1) A person is taken to have an interest in...
4 A person is taken to be interested in shares or...
5 Where a person is entitled to exercise or control the...
6 (1) A person is taken to have an interest in...
7 Persons having a joint interest are deemed each of them...
8 It is immaterial that shares or debentures in which a...
9 So long as a person is entitled to receive, during...
10 A person is to be treated as uninterested in shares...
11 (1) There is to be disregarded an interest of a...
12 There is to be disregarded any interest—
13 Delivery to a person’s order of shares or debentures in...

Part II
14 (1) An obligation imposed on a person by section 324(1)...
15 (1) An obligation imposed on a person by section 324(2)...
16 In reckoning, for purposes of paragraphs 14 and 15, any...

Part III
17 (1) Where an event of whose occurrence a director is,...
18 (1) An obligation imposed on a director by virtue of...
19 (1) Where an event of whose occurrence a director is,...
20 In this Part, a reference to price paid or received...

Part IV
21 The register must be so made up that the entries...
22 An obligation imposed by section 325(2) to (4) must be...
23 The nature and extent of an interest recorded in the...
24 The company is not, by virtue of anything done for...
25 The register shall—(a) if the company’s register of members...
26 (1) Any member of the company or other person may...
27 The company shall send notice in the prescribed form to...
28 Unless the register is in such a form as to...
29 The register shall be produced at the commencement of the...

SCHEDULE 14 —
Part I — COUNTRIES AND TERRITORIES IN WHICH OVERSEAS BRANCH REGISTER MAY BE KEPT

Part II — GENERAL PROVISIONS WITH RESPECT TO OVERSEAS BRANCH REGISTERS

1. (1) A company keeping an overseas branch register shall give...
2. (1) An overseas branch register is deemed to be part...
3. (1) A competent court in a country or territory where...
4. (1) The company shall— (a) transmit to its registered office...
5. Subject to the above provisions with respect to the duplicate...
6. A company may discontinue to keep an overseas branch register,...
7. Subject to the provisions of this Act, any company may,...
8. An instrument of transfer of a share registered in an...

Part III — PROVISIONS FOR BRANCH REGISTERS OF OVERSEAS COMPANIES TO BE KEPT IN GREAT BRITAIN

9. (1) If by virtue of the law in force in...

SCHEDULE 15 — .................................

Schedule 15A —
Part I — EXCEPTIONS

1. Section 381A does not apply to— (a) a resolution under...

Part II — ADAPTATION OF PROCEDURAL REQUIREMENTS

Introductory

2. (1) In this Part of this Schedule (which adapts certain...

Section 95 (disapplication of pre-emption rights)

3. (1) The following adaptations have effect in relation to a...

Section 153 (financial assistance for purchase of company’s own shares or those of holding company)

4. In relation to a written resolution giving approval under section...

Sections 164, 165 and 167 (authority for off-market purchase or contingent purchase contract of company’s own shares)

5. (1) The following adaptations have effect in relation to a...

Section 173 (approval for payment out of capital)

6. (1) The following adaptations have effect in relation to a...

Section 319 (approval of director’s service contract)

7. In relation to a written resolution approving any such term...

Section 337 (funding of director’s expenditure in performing his duties)

8. In relation to a written resolution giving approval under section...

SCHEDULE 15B —

1. Meeting of transferee company
2. Draft terms of merger
Documents and information to be made available
Directors’ report
Expert’s report
Inspection of documents
Transferor company holding its own shares
Securities other than shares to which special rights are attached
Date and consequences of the compromise or arrangement
Exceptions

(1) The following sub-paragraphs apply where the scheme is a...

Transferor company or companies holding shares in the transferor company

(1) Where the scheme is a Case 1 Scheme and...
(1) Where the scheme is a Case 3 Scheme and—...
(1) Where the scheme is a Case 1 Scheme and...

Liability of transferee companies for the default of another

SCHEDULE 15C — Specified persons
1 The Secretary of State.
2 The Department of Enterprise, Trade and Investment for Northern Ireland....
3 The Treasury.
3A The Commissioners for Her Majesty’s Revenue and Customs.
4 The Lord Advocate.
5 The Director of Public Prosecutions.
6 The Director of Public Prosecutions for Northern Ireland.
6A The Director of the Serious Fraud Office.
7 The Financial Conduct Authority.
7A The Prudential Regulation Authority.
7C The registrar of companies.
7D The Gangmasters and Labour Abuse Authority.
8 A constable.
9 A procurator fiscal.
10 The Scottish Ministers.

SCHEDULE 15D — Disclosures
1 A disclosure for the purpose of enabling or assisting a...
2 A disclosure for the purpose of enabling or assisting an...
3 A disclosure for the purpose of enabling or assisting a...
4 A disclosure for the purpose of enabling or assisting a...
5 A disclosure for the purpose of enabling or assisting a...
6 A disclosure for the purpose of enabling or assisting a...
7 A disclosure for the purpose of enabling or assisting a...
8 A disclosure for the purpose of enabling or assisting a...
9 A disclosure for the purpose of enabling or assisting the...
10 A disclosure for the purpose of enabling or assisting the...
11 A disclosure for the purpose of enabling or assisting the...
12 A disclosure for the purpose of enabling or assisting the...
13 A disclosure for the purpose of enabling or assisting the...
13A A disclosure for the purpose of enabling or assisting the...
14 A disclosure for the purpose of enabling or assisting the...
15 A disclosure for the purpose of enabling or assisting the...
16 A disclosure for the purpose of enabling or assisting organs...
17 A disclosure for the purpose of enabling or assisting the...
18 .............
19 A disclosure with a view to the institution of, or...
20 A disclosure for the purpose of enabling or assisting an...
21 A disclosure for the purpose of enabling or assisting the...
22 A disclosure for the purpose of enabling or assisting the...
23 A disclosure for the purpose of enabling or assisting the...
24 A disclosure by the Gambling Commission to the National Audit...
25 A disclosure for the purposes of enabling or assisting a...
26 A disclosure for the purpose of enabling or assisting an...
27 A disclosure for the purpose of enabling or assisting a...
27A A disclosure for the purpose of enabling or assisting the...
28 A disclosure for the purpose of enabling or assisting the...
29 .............
30 A disclosure for the purpose of enabling or assisting a...
31 (1) A disclosure for the purpose of enabling or assisting...
32 A disclosure for the purpose of enabling or assisting a...
33 A disclosure with a view to the institution of, or...
34 A disclosure for the purpose of enabling or assisting a...
35 A disclosure for the purpose of enabling or assisting a...
36 A disclosure for the purpose of enabling or assisting an...
37 .............
38 A disclosure for the purpose of enabling or assisting a...
39 (1) A disclosure for the purpose of enabling or assisting...
40 A disclosure for the purpose of enabling or assisting the...
41 A disclosure with a view to the institution of, or...
42 A disclosure with a view to the institution of, or...
43 A disclosure with a view to the institution of, or...
44 A disclosure for the purposes of proceedings before the Financial...
44A A disclosure for the purposes of proceedings before the Pensions...
45 A disclosure for the purpose of enabling or assisting a...
46 (1) A disclosure with a view to the institution of,...
47 (1) A disclosure with a view to the institution of,...
48 A disclosure for the purpose of the provision of a...
49 A disclosure in pursuance of any EU obligation.
50 Disclosures

SCHEDULE 16 — ..............................

SCHEDULES 17–19 — ..............................

SCHEDULE 20 — ..............................
   Part I —   
   Part II — CROWN DISCLAIMER UNDER SECTION 656
5 The court shall not under section 657 make a vesting...
6 The person must by the order be made subject—
7 A creditor or sub-lessee declining to accept a vesting order...
8 If there is no person claiming under the company who...
9 For the purposes of paragraph 5 above, a heritable security...

SCHEDULE 21 — ..............................
Interpretation

1 In this Schedule— “registration” means registration in pursuance of section...

Vesting of property

2 All property belonging to or vested in the company at...

Existing liabilities

3 Registration does not affect the company’s rights or liabilities in...

Pending actions at law

4 (1) All actions and other legal proceedings which at the...

The company’s constitution

5 (1) All provisions contained in any Act of Parliament or...
6 (1) All the provisions of this Act apply to the...

Capital structure

7 Provisions of this Act with respect to—

Supplementary

8 Nothing in paragraphs 5 to 7 authorises a company to...
9 None of the provisions of this Act, and none of...

SCHEDULE 21A —

1 Duty to register
2 Particulars required
3 The particulars referred to in paragraph 1(1)(b) are—
4 The particulars referred to in paragraph 1(1)(c) are—
4A Where a confidentiality order made under section 723B is in...
5 Documents required
6 (1) The second documents referred to in paragraph 1(2) are—...
7 Alterations
8 (1) Sub-paragraph (2) below applies where— (a) a company’s return...
9 (1) If an individual in respect of whom a confidentiality...

SCHEDULE 21B —

1 (1) This paragraph applies where a company which becomes a...
2 (1) This paragraph applies where a company which becomes a...

SCHEDULE 21C —

Part I — INSTITUTIONS REQUIRED TO PREPARE ACCOUNTS UNDER PARENT LAW

1 Scope of Part and Interpretation
2 Duty to deliver copies in Great Britain
3 (1) An institution to which this Part of this Schedule...
4 Where an institution’s parent law permits it to discharge an...
5 (1) Neither paragraph 2 nor paragraph 3 shall require an...
6 Registrar to whom documents to be delivered
Penalty for non-compliance

Interpretation

PART II — INSTITUTIONS NOT REQUIRED TO PREPARE ACCOUNTS UNDER PARENT LAW

Scope of Part and Interpretation
Preparation of accounts and reports
Sections 390 to 392 of the Companies Act 2006 apply...
Duty to deliver accounts and reports
Time for delivery
Registrar to whom documents to be delivered
Penalty for non-compliance

PART II — COMPANIES REQUIRED TO MAKE DISCLOSURE UNDER PARENT LAW
Scope of Part
Duty to deliver copies in Great Britain
Paragraph 2 above shall not require documents to be delivered...
Time for delivery
Penalty for non-compliance
Interpretation

PART II — COMPANIES NOT REQUIRED TO MAKE DISCLOSURE UNDER PARENT LAW
Scope of Part
Preparation of accounts and reports
Sections 390 to 392 of the Companies Act 2006 apply...
Duty to deliver accounts and reports
Paragraph 10 shall not require documents to be delivered in...
Time for delivery
Penalty for non-compliance

SCHEDULE 22

SCHEDULE 23

SCHEDULE 24

SCHEDULE 25

Relief from section 56 in respect of group reconstructions.
Changes to legislation:
Companies Act 1985 is up to date with all changes known to be in force on or before 27 June 2019. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.

Changes and effects yet to be applied to:
- Pt. 23 Ch. 3 inserted by 1989 c. 40 Sch. 15 (This amendment not applied to legislation.gov.uk. Sch. 15 has fallen without ever being in force by virtue of the repeal of Pt. 4 (1.10.2009) by 2006 c. 46, s. 1180, Sch. 16; S.I. 2008/2860, art. 3(v), Sch. 1)
- Pt. 18 repealed by 2007 asp 3 s. 46(1)
- s. 159A inserted by 1989 c. 40 s. 133(2) (This amendment not applied to legislation.gov.uk. S. 133 repealed (1.10.2009) without ever being in force by 2006 c. 46, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1)
- s. 160(3) repealed by 1989 c. 40 s. 133(3)(a)Sch. 24 (This amendment not applied to legislation.gov.uk. S. 133 repealed (1.10.2009) without ever being in force by 2006 c. 46, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1)
- s. 160(4) words substituted by 1989 c. 40 s. 133(3)(b) (This amendment not applied to legislation.gov.uk. S. 133 repealed (1.10.2009) without ever being in force by 2006 c. 46, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1)
- s. 466(6) words inserted by 1989 c. 40 s. 140(7)
- s. 466(4)(5) repealed by 1989 c. 40 s. 140(8)Sch. 24
- s. 466(6) words repealed by 1989 c. 40 s. 140(8)Sch. 24
- s. 696 substituted by 1989 c. 40 Sch. 19 para. 13 (This amendment not applied to legislation.gov.uk. Sch. 19 para. 13 repealed (1.10.2009) without ever being in force by 2006 c. 46, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1)

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

Whole provisions yet to be inserted into this Act (including any effects on those provisions):
- s. 380(4ZB) inserted by 2006 c. 50 Sch. 8 para. 75(3) (This amendment not applied to legislation.gov.uk. Sch. 8 para. 75 repealed (1.10.2009) by S.I. 2009/1941, arts. 1, 2(2), Sch. 2)
- s. 396(1)(a)(ii) words repealed (cond.) by 2000 asp 5 Sch. 12 para. 46(2) (a)(3)(4)Sch. 13 Pt. 1 (The commencement of sch. 12 para. 46(2)(a) is conditional upon whether or not Companies Act, 1989 (c. 40), s. 92 is in force, see sch. 12 para. 46(3)(4). 1989 c. 40, Pt. 4 (ss. 92-107) was repealed without ever being in force (1.10.2009) by 2006 c. 46, s. 1180, Sch. 16; S.I. 2008/2860, arts. 3, 4, Sch. 1)