



Companies Consolidation (Consequential Provisions) Act 1985

CHAPTER 9

A Table showing the derivation of the provisions of this Act will be found at the end of the Act. The Table has no official status.

ARRANGEMENT OF SECTIONS

Old public companies

Section

1. Meaning of "old public company".
2. Re-registration as public company.
3. Conditions for re-registering under s. 2.
4. Old public company becoming private.
5. Failure by old public company to obtain new classification.
6. Shares of old public company held by itself; charges on own shares.
7. Offers of shares and debentures by old public company.
8. Trading under misleading name.
9. Payment for share capital.

Miscellaneous savings

10. Pre-1901 companies limited by guarantee.
11. Company official seal.
12. Share premiums: retrospective relief.
13. Saving, in case of re-issued debentures, of rights of certain mortgagees.
14. Removal of directors appointed for life pre-1945.
15. Tax-free payments to directors.
16. Statutory declaration of solvency in voluntary winding up.
17. Court's power to control proceedings.
18. Effect of floating charge in winding up.
19. Saving from s. 649 of principal Act.
20. Continued application of certain provisions of 1963 c. 16.

c. 9 *Companies Consolidation (Consequential Provisions)
Act 1985*

Section

21. Priority of old debts in winding up.
22. Saving as to certain old liquidations.
23. Restrictions on shares imposed pre-1982.
24. Saving for conversion of winding up under 1981 s. 107.

Miscellaneous amendments

25. Security of information obtained for official purposes; privilege from disclosure.
26. Industrial and Provident Societies Act 1967.
27. Amendment of Table A.

Repeal of obsolete provisions

28. Stannaries and cost-book companies.

*Repeals, etc. consequential on Companies Acts
consolidation; continuity of law*

29. Repeals.
30. Amendment of post-1948 statutes.
31. Continuity of law.

General

32. Interpretation.
33. Northern Ireland.
34. Commencement.
35. Citation.

SCHEDULES:

Schedule 1—Enactments repealed.

Schedule 2—Amendments of enactments consequential on consolidation of Companies Acts.

ELIZABETH II



Companies Consolidation (Consequential Provisions) Act 1985

1985 CHAPTER 9

An Act to make, in connection with the consolidation of the Companies Acts 1948 to 1983 and other enactments relating to companies, provision for transitional matters and savings, repeals (including the repeal, in accordance with recommendations of the Law Commission, of certain provisions of the Companies Act 1948 which are no longer of practical utility) and consequential amendments of other Acts. [11th March 1985]

BE IT ENACTED by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

Old public companies

1.—(1) For the purposes of the Companies Act 1985 (“the principal Act”) and this Act, an “old public company” is a company limited by shares or by guarantee and having a share capital in respect of which the following conditions are satisfied—

Meaning of
“old public
company”.
1985 c. 6.

- (a) the company either existed on 22nd December 1980 or was incorporated after that date pursuant to an application made before that date,

- 1948 c. 38.
- (b) on that date or, if later, on the day of the company's incorporation the company was not or (as the case may be) would not have been a private company within section 28 of the Companies Act 1948, and
 - (c) the company has not since that date or the day of the company's incorporation (as the case may be) either been re-registered as a public company or become a private company.

1980 c. 22.

(2) References in the principal Act (other than so much of it as is derived from Part I of the Companies Act 1980, and other than section 33 (penalty for trading under misleading name)) to a public company or a company other than a private company are to be read as including (unless the context otherwise requires) references to an old public company, and references in that Act to a private company are to be read accordingly.

Re-registration as public company.

2.—(1) An old public company may be re-registered as a public company if—

- (a) the directors pass a resolution, complying with the following subsection, that it should be so re-registered, and
- (b) an application for the purpose in the prescribed form and signed by a director or secretary of the company is delivered to the registrar of companies together with the documents mentioned in subsection (4) below, and
- (c) at the time of the resolution, the conditions specified in section 3 below are satisfied.

(2) The resolution must alter the company's memorandum so that it states that the company is to be a public company and make such other alterations in it as are necessary to bring it in substance and in form into conformity with the requirements of the principal Act with respect to the memorandum of a public company.

(3) A resolution of the directors under this section is subject to section 380 of the principal Act (copy of resolution to be forwarded to registrar of companies within 15 days).

(4) The documents referred to in subsection (1)(b) are—

- (a) a printed copy of the memorandum as altered in pursuance of the resolution, and
- (b) a statutory declaration in the prescribed form by a director or secretary of the company that the resolution has been passed and that the conditions specified in section 3 of this Act were satisfied at the time of the resolution.

(5) The registrar may accept a declaration under subsection (4)(b) as sufficient evidence that the resolution has been passed and the necessary conditions were satisfied.

(6) Section 47(1) and (3) to (5) of the principal Act apply on an application for re-registration under this section as they apply on an application under section 43 of that Act.

3.—(1) The following are the conditions referred to in section 2(1)(c) (being conditions also relevant under section 4). Conditions for re-registering under s. 2.

(2) At the time concerned, the nominal value of the company's allotted share capital must not be less than the authorised minimum (defined in section 118 of the principal Act).

(3) In the case of all the shares of the company, or of all those of its shares which are comprised in a portion of the share capital which satisfies the condition in subsection (2)—

(a) each share must be paid up at least as to one-quarter of the nominal value of that share and the whole of any premium on it ;

(b) where any of the shares in question or any premium payable on them has been fully or partly paid up by an undertaking given by any person that he or another should do work or perform services for the company or another, the undertaking must have been performed or otherwise discharged ; and

(c) where any of the shares in question has been allotted as fully or partly paid up as to its nominal value or any premium payable on it otherwise than in cash, and the consideration for the allotment consists of or includes an undertaking (other than one to which paragraph (b) applies) to the company, then either—

(i) that undertaking must have been either performed or otherwise discharged, or

(ii) there must be a contract between the company and some person pursuant to which the undertaking is to be performed within 5 years from the time of the resolution.

4.—(1) An old public company may pass a special resolution not to be re-registered under section 2 as a public company ; and section 54 of the principal Act (litigated objection by shareholders) applies to the resolution as it would apply to a special resolution by a public company to be re-registered as private. Old public company becoming private.

(2) If either—

- (a) 28 days from the passing of the resolution elapse without an application being made under section 54 of the principal Act (as applied), or
- (b) such an application is made and proceedings are concluded on the application without the court making an order for the cancellation of the resolution,

the registrar of companies shall issue the company with a certificate stating that it is a private company; and the company then becomes a private company by virtue of the issue of the certificate.

(3) For the purposes of subsection (2)(b), proceedings on the application are concluded—

- (a) except in a case within the following paragraph, when the period mentioned in section 54(7) of the principal Act (as applied) for delivering an office copy of the court's order under that section to the registrar of companies has expired, or
- (b) when the company has been notified that the application has been withdrawn.

(4) If an old public company delivers to the registrar of companies a statutory declaration in the prescribed form by a director or secretary of the company that the company does not at the time of the declaration satisfy the conditions specified in section 3 for the company to be re-registered as public, the registrar shall issue the company with a certificate stating that it is a private company; and the company then becomes a private company by virtue of the issue of the certificate.

(5) A certificate issued to a company under subsection (2) or (4) is conclusive evidence that the requirements of that subsection have been complied with and that the company is a private company.

Failure by old public company to obtain new classification.

5.—(1) If at any time a company which is an old public company has not delivered to the registrar of companies a declaration under section 4(4), the company and any officer of it who is in default is guilty of an offence unless at that time the company—

- (a) has applied to be re-registered under section 2, and the application has not been refused or withdrawn, or
- (b) has passed a special resolution not to be re-registered under that section, and the resolution has not been revoked, and has not been cancelled under section 54 of the principal Act as applied by section 4 above.

(2) A person guilty of an offence under subsection (1) is liable on summary conviction to a fine not exceeding one-fifth of the statutory maximum or, on conviction after continued contravention, to a daily default fine not exceeding one-fiftieth of the statutory maximum for every day on which the subsection is contravened.

6.—(1) The following has effect notwithstanding section 1(2).

(2) References to a public company in sections 146 to 149 of the principal Act (treatment of a company's shares when acquired by itself) do not include an old public company; and references in those sections to a private company are to be read accordingly.

Shares of old public company held by itself; charges on own shares.

(3) In the case of a company which after 22nd March 1982 remained an old public company and did not before that date apply to be re-registered under section 8 of the Act of 1980 as a public company, any charge on its own shares which was in existence on or immediately before that date is a permitted charge for the purposes of Chapter V of Part V of the principal Act and accordingly not void under section 150 of that Act.

7. Section 81 of the principal Act applies to an old public company as if it were a private company such as is mentioned in subsection (1) of that section.

Offers of shares and debentures by old public company.

8.—(1) An old public company is guilty of an offence if it carries on any trade, profession or business under a name which includes, as its last part, the words "public limited company" or "cwmni cyfyngedig cyhoeddus".

Trading under misleading name.

(2) A company guilty of an offence under this section, and any officer of the company who is in default, is liable on summary conviction as for an offence under section 33 of the principal Act.

9.—(1) Subject as follows, sections 99, 101 to 103, 106, 108 and 110 to 115 in Part IV of the principal Act apply to a company whose directors have passed and not revoked a resolution to be re-registered under section 2 of this Act, as those sections apply to a public company.

Payment for share capital.

(2) Sections 99, 101 to 103, 108 and 112 of the principal Act do not apply to the allotment of shares by a company, other than a public company registered as such on its original incorporation, where the contract for the allotment was entered into—

(a) except in a case falling within the following paragraph, on or before 22nd June 1982;

(b) in the case of a company re-registered or registered as a public company in pursuance of—

(i) a resolution to be re-registered under section 43 of the principal Act,

(ii) a resolution to be re-registered under section 2 of this Act, or

(iii) a resolution by a joint stock company that the company be a public company,

being a resolution that was passed on or before 22nd June 1982, before the date on which the resolution was passed.

Miscellaneous savings

10. Section 15 of the principal Act does not apply in the case of companies registered before 1st January 1901.

Pre-1901
companies
limited by
guarantee.

11.—(1) A company which was incorporated before 12th February 1979 and which has such an official seal as is mentioned in section 40 of the principal Act may use the seal for sealing such securities and documents as are there mentioned, notwithstanding anything in any instrument constituting or regulating the company or in any instrument made before that date which relates to any securities issued by the company.

Company
official seal.

(2) Any provision of such an instrument which requires any such securities or documents to be signed shall not apply to the securities or documents if they are sealed with that seal.

12.—(1) The relief given by this section (being a replacement of section 39 of the Companies Act 1981) applies only where a company has issued shares in circumstances to which this section applies before 4th February 1981.

Share
premiums:
retrospective
relief.
1981 c. 62.

(2) Subject as follows, this section applies where the issuing company (that is, the company issuing shares as mentioned in section 130 of the principal Act) has issued at a premium shares which were allotted in pursuance of any arrangement providing for the allotment of shares in the issuing company on terms that the consideration for the shares allotted was to be provided by the issue or transfer to the issuing company of shares in another company or by the cancellation of any shares in that other company not held by the issuing company.

(3) The other company in question must either have been at the time of the arrangement a subsidiary of the issuing company or of any company which was then the issuing company's holding

company or have become such a subsidiary on the acquisition or cancellation of its shares in pursuance of the arrangement.

(4) Any part of the premiums on the shares so issued which was not transferred to the company's share premium account in accordance with section 56 of the Act of 1948 shall be treated as if that section had never applied to those premiums (and may accordingly be disregarded in determining the sum to be included in the company's share premium account).

(5) Section 133(2) and (3) of the principal Act apply for the interpretation of this section; and for the purposes of this section—

(a) "company" (except in references to the issuing company) includes any body corporate, and

(b) the definition of "arrangement" in section 131(7) of the principal Act applies.

(6) This section is deemed included in Chapter III of Part V of the principal Act for the purpose of the Secretary of State's power under section 134 of that Act to make regulations in respect of relief from the requirements of section 130 of that Act.

13. Whereas by section 104 of the Companies (Consolidation) Act 1908 it was provided that, upon the re-issue of redeemed debentures, the person entitled to the debentures should have the same rights and priorities as if the debentures had not previously been issued:

Saving, in case of re-issued debentures, of rights of certain mortgagees.
1908 c. 69.
1928 c. 45.

And whereas section 45 of the Companies Act 1928 amended section 104 of the Act of 1908 so as to provide (among other things) that the said person should have the same priorities as if the debentures had never been redeemed, but saved, in the case of debentures redeemed before, but re-issued after, 1st November 1929, the rights and priorities of persons under mortgages and charges created before that date:

Now, therefore, where any debentures which were redeemed before the date last mentioned have been re-issued after that date and before the commencement of the Act of 1948 (1st July 1948), or are or have been re-issued after that commencement, the re-issue of the debentures does not prejudice, and is deemed never to have prejudiced, any right or priority which any person would have had under or by virtue of any such mortgage or charge as above referred to if section 104 of the Act of 1908, as originally enacted, had been enacted in the Act of 1948 instead of section 90 of that Act, and in the principal Act instead of section 194 of that Act.

Removal of directors appointed for life pre-1945.

14. Section 303(1) of the principal Act does not, in the case of a private company, authorise the removal of a director holding office for life on 18th July 1945, whether or not subject to retirement under an age limit by virtue of the articles or otherwise.

Tax-free payments to directors.

15. Section 311(1) of the principal Act does not apply to remuneration under a contract which was in force on 18th July 1945 and provides expressly (and not by reference to the articles) for payment of remuneration as mentioned in that subsection; and section 311(2) does not apply to any provision contained in such a contract.

Statutory declaration of solvency in voluntary winding up.

16. In relation to a winding up commenced before 22nd December 1981, section 577 of the principal Act applies in the form of section 283 of the Act of 1948, without the amendment of that section made by section 105 of the Act of 1981.

Court's power to control proceedings.

17. Nothing in section 603 of the principal Act affects the practice or powers of the court as existing immediately before 1st November 1929, with respect to the staying of proceedings against a company registered in England and Wales and in course of being wound up.

Effect of floating charge in winding up.

18. In relation to a charge created on or before 31st December 1947, section 617(1) of the principal Act has effect with the substitution of "6 months" for "12 months".

Saving from s. 649 of principal Act.

19. Nothing in section 649 of the principal Act affects the practice or powers of the court as existing immediately before 1st November 1929, with respect to the costs of an application for leave to proceed with an action or proceeding against a company which is being wound up in England and Wales.

Continued application of certain provisions of 1963 c. 16. 1979 c. 37.

20.—(1) The repeal by the Banking Act 1979 ("the 1979 Act") of the Protection of Depositors Act 1963 ("the 1963 Act") shall not affect, and shall be deemed never to have affected, the application of the following provisions of the 1963 Act to unexempted companies on and after the commencement of Parts I and III of the 1979 Act, that is to say—

(a) sections 6 to 17, and

(b) so far as relevant to the operation of those sections, sections 5 and 22 to 27.

(2) In this section "unexempted company" means any company within the meaning of the 1963 Act which is not excepted by section 2(1) of the 1979 Act from the prohibition on the acceptance of deposits imposed by section 1 of the latter Act.

21. Nothing in this Act affects the priority to which any person may have been entitled under section 319 of the 1948 Act in respect of a debt of any of the descriptions specified in paragraph (a)(ii) of subsection (1) of that section (which included references to profits tax and excess profits tax), or in paragraph (f) or (g) of that subsection (old workmen's compensation cases). Priority of old debts in winding up.

22.—(1) The provisions of the principal Act with respect to winding up (other than sections 635, 658 and 620 as applied for the purposes of section 620 and subsection (2) below) shall not apply to any company of which the winding up commenced before 1st November 1929; but every such company shall be wound up in the same manner and with the same incidents as if the Companies Act 1929, the Act of 1948 and the principal Act (apart from the sections above-mentioned) had not passed; and, for the purposes of the winding up, the Act or Acts under which the winding up commenced shall be deemed to remain in full force. Saving as to certain old liquidations. 1929 c. 23.

(2) A copy of every order staying or sisting the proceedings in a winding up commenced as above shall forthwith be forwarded by the company, or otherwise as may be prescribed, to the registrar of companies, who shall enter the order in his records relating to the company.

23. Where before 3rd December 1981 shares in a company were directed by order of the Secretary of State to be subject to the restrictions imposed by section 174 of the Act of 1948, and the order remains in force at the commencement date, nothing in this Act prevents the continued application of the order with such effect as it had immediately before the repeal of section 174 took effect. Restrictions on shares imposed pre-1982.

24.—(1) The repeal of section 107 of the 1981 Act (conversion of creditors' winding up into members' voluntary winding up, due to circumstances arising in the period April to August 1981) does not affect the enablement for such a conversion by means of a statutory declaration (complying with subsection (2) of the section) delivered to the registrar of companies after the commencement date. Saving for conversion of winding up under 1981 s. 107.

(2) For the purposes of sections 577(4) and 583 of the principal Act (consequences of actual or prospective failure to pay debts in full within the period stated by the directors in the declaration of solvency), the period stated in the declaration in the case of a winding up converted under section 107 is taken to have been 12 months from the commencement of the winding up, unless the contrary is shown.

Miscellaneous amendments

Security of information obtained for official purposes; privilege from disclosure.
1982 c. 50.

25. In the Insurance Companies Act 1982, after section 47 the following sections are inserted—

“ Security of information.

47A.—(1) No information or document relating to a body which has been obtained under section 44(2) to (4) above shall, without the previous consent in writing of that body, be published or disclosed, except to a competent authority, unless the publication or disclosure is required for any of the purposes specified in section 449(1)(a) to (e) of the Companies Act.

(2) The competent authorities for the purposes of this section are the same as those specified in section 449 of that Act.

(3) This section does not extend to Northern Ireland.

Privilege from disclosure.

47B.—(1) A requirement imposed under section 44(2) to (4) above shall not compel the production by any person of a document which he would in an action in the High Court or, in Scotland, in the Court of Session be entitled to refuse to produce on grounds of legal professional privilege or authorise the taking of possession of any such document which is in his possession.

(2) This section does not extend to Northern Ireland.”

Industrial and Provident Societies Act 1967.
1967 c. 48.
1972 c. 67.

26.—(1) The following provisions of this section have effect with regard to the Industrial and Provident Societies Act 1967 (of which certain provisions were amended by section 10 of the Companies (Floating Charges and Receivers) (Scotland) Act 1972).

(2) For section 3 of the Act of 1967 the following shall be substituted—

“ Application to registered societies of provisions relating to floating charges.

3.—(1) Subject to the following provisions of this section, the following provisions of the Companies Act 1985 relating to floating charges, namely Chapter I of Part XVIII together with sections 517(2) and 617(3) (which provisions are in this Part referred to as “the relevant provisions”) shall apply to a registered society as they apply to an incorporated company.

(2) Accordingly (subject as aforesaid) the relevant provisions shall, so far as applicable, apply as if—

(a) references to a company or an incorporated company were references to a registered society;

- (b) references to the registrar and the registrar of companies were references to the registrar under this Act ; and
- (c) references, however expressed, to registration of a floating charge, or registration in accordance with Chapter II of Part XII of the Act of 1985, or delivery to or receipt by the registrar of particulars for registration, were references to the delivery to the registrar of any document required by section 4(1) of this Act to be so delivered.

(3) Where, in the case of a registered society, there are in existence—

- (a) a floating charge created by the society under the relevant provisions as applied by this section, and
- (b) an agricultural charge created by the society under Part II of the Agricultural Credits (Scotland) Act 1929,

and any assets of the society are subject to both charges, sections 463(1)(c) and 464(4)(b) of the Act of 1985 shall have effect for the purpose of determining the ranking with one another of those charges as if the agricultural charge were a floating charge created under the relevant provisions and registered under that Act at the same time as it was registered under Part II of the Act of 1929.

(4) In this section, and in the following provisions of this Part of this Act, “ registered society ” does not include a registered society whose registered office is situated in England and Wales.

(5) In their application to a registered society, the relevant provisions shall have effect with the following modifications—

- (a) in sections 462(2) and 517(2), the references to the Court of Session shall be read as references to any sheriff court ;
- (b) section 462(5) shall be subject only to such provisions of the Act of 1985 as apply (by virtue of section 55 of the principal Act) to registered societies ; and
- (c) in section 466, subsections (4) and (5) and the words “ subsection (4) of ” in subsection (6) shall be omitted.”

1972 c. 67.

(3) Subsections (1) and (2)(a) of section 4 of the Act of 1967 continue in force as amended by paragraph (iv) of section 10 of the Companies (Floating Charges and Receivers) (Scotland) Act 1972.

(4) In sections 4 and 5 of the Act of 1967, for the words "Part I of the Act of 1972" there shall be substituted the words "the relevant provisions of the Companies Act 1985".

Amendment of
Table A.
S.I. 1984/1717.

27. In Table A scheduled to the Companies (Alteration of Table A etc.) Regulations 1984, for the words "the Acts", wherever they occur, there shall be substituted the words "the Act"; and in regulation 1 of the Table (definitions) for "Companies Acts 1948 to 1983" there shall be substituted "Companies Act 1985".

Repeal of obsolete provisions

Stannaries and
cost-book
companies.

28. In the Act of 1948, the following enactments shall cease to have effect—

- in section 218 (courts' winding-up jurisdiction), subsection (4) and, in subsection (5), the words from "An order made under this provision" to "1896";
- section 357 (attachment of debt due to contributory in stannaries court winding-up);
- section 358 (preferential payments in stannaries cases);
- section 359 (provisions as to mine-club funds);
- in section 382 (companies not formed under 1948 Act or its predecessors, but authorised to register), in subsection (1)(b), the words "or being a company within the stannaries";
- in section 384(b) and section 385(b) (documents required for registration), the words "cost-book regulations" in each paragraph;
- in section 394(7) (definition of "instrument"), the words "cost-book regulations";
- in section 424 (registration offices), subsection (4);
- in section 434 (prohibition of partnerships with more than 20 members), in subsection (1), the words from "or is a company" to the end of the subsection;
- section 450 (jurisdiction of stannaries court); and
- in section 455(1) (interpretation), the definition of "the court exercising the stannaries jurisdiction" and, in the definition of "the registrar of companies", the words "or in the stannaries".

Repeals, etc. consequential on Companies Acts consolidation ; continuity of law

29. The enactments specified in the second column of Schedule 1 to this Act are repealed to the extent specified in the third column of the Schedule.

30. The enactments specified in the first column of Schedule 2 to this Act (being enactments passed after the Act of 1948 and containing references to that Act or others of the Companies Acts 1948 to 1983) are amended as shown in the second column of the Schedule. Amendment of post-1948 statutes.

31.—(1) In this section—

Continuity of law.

(a) “ the new Acts ” means the principal Act, the Company Securities (Insider Dealing) Act 1985, the Business Names Act 1985 and this Act ; 1985 c. 8.
1985 c. 7.

(b) “ the old Acts ” means the Companies Acts 1948 to 1983 and any other enactment which is repealed by this Act and replaced by a corresponding provision in the new Acts ; and

(c) “ the commencement date ” means 1st July 1985.

(2) So far as anything done or treated as done under or for the purposes of any provision of the old Acts could have been done under or for the purposes of the corresponding provision of the new Acts, it is not invalidated by the repeal of that provision but has effect as if done under or for the purposes of the corresponding provision ; and any order, regulation or other instrument made or having effect under any provision of the old Acts shall, in so far as its effect is preserved by this subsection, be treated for all purposes as made and having effect under the corresponding provision.

(3) Where any period of time specified in a provision of the old Acts is current immediately before the commencement date, the new Acts have effect as if the corresponding provision had been in force when the period began to run ; and (without prejudice to the foregoing) any period of time so specified and current is deemed for the purposes of the new Acts—

(a) to run from the date or event from which it was running immediately before the commencement date, and

(b) to expire (subject to any provision of the new Acts for its extension) whenever it would have expired if the new Acts had not been passed ;

and any rights, priorities, liabilities, reliefs, obligations, requirements, powers, duties or exemptions dependent on the beginning, duration or end of such a period as above mentioned shall

c. 9 *Companies Consolidation (Consequential Provisions)*
Act 1985

be under the new Acts as they were or would have been under the old.

(4) Where in any provision of the new Acts there is a reference to another provision of those Acts, and the first-mentioned provision operates, or is capable of operating, in relation to things done or omitted, or events occurring or not occurring, in the past (including in particular past acts of compliance with any enactment, failures of compliance, contraventions, offences and convictions of offences), the reference to that other provision is to be read as including a reference to the corresponding provision of the old Acts.

(5) A contravention of any provision of the old Acts committed before the commencement date shall not be visited with any severer punishment under or by virtue of the new Acts than would have been applicable under that provision at the time of the contravention; but—

- (a) where an offence for the continuance of which a penalty was provided has been committed under any provision of the old Acts, proceedings may be taken under the new Acts in respect of the continuance of the offence after the commencement date in the like manner as if the offence had been committed under the corresponding provision of the new Acts; and
- (b) the repeal of any transitory provision of the old Acts (not replaced by any corresponding provision of the new Acts) requiring a thing to be done within a certain time does not affect a person's continued liability to be prosecuted and punished in respect of the failure, or continued failure, to do that thing.

(6) A reference in any enactment, instrument or document (whether express or implied, and in whatever phraseology) to a provision (whether first in force before or after the Act of 1948 or contained in that Act) which is replaced by a corresponding provision of the new Acts is to be read, where necessary to retain for the enactment, instrument or document the same force and effect as it would have had but for the passing of the new Acts, as, or as including, a reference to that corresponding provision.

(7) The generality of subsection (6) is not affected by any specific conversion of references made by this Act, nor by the inclusion in any provision of the new Acts of a reference (whether express or implied, and in whatever phraseology) to the provision of the old Acts corresponding to that provision, or to a provision of the old Acts which is replaced by a corresponding provision of the new.

(8) Nothing in the new Acts affects—

(a) the registration or re-registration of any company under the former Companies Acts, or the continued existence of any company by virtue of such registration or re-registration ; or

(b) the application of—

(i) Table B in the Joint Stock Companies Act 19 & 20 Vict. 1856, or c. 47.

(ii) Table A in the Companies Act 1862, the Companies (Consolidation) Act 1908, the Companies Act 1929 or the Companies Act 1948, 25 & 26 Vict. c. 89. 8 Edw. 7 c. 69.

to any company existing immediately before the commencement date ; or 1929 c. 23. 1948 c. 38.

(c) the operation of any enactment providing for any partnership, association or company being wound up, or being wound up as a company or as an unregistered company under any of the former Companies Acts.

(9) Anything saved from repeal by section 459 of the Act of 1948 and still in force immediately before the commencement date remains in force notwithstanding the repeal of the whole of that Act.

(10) Where any provision of the new Acts was, immediately before the commencement date, contained in or given effect by a statutory instrument (whether or not made under a power in any of the old Acts), then—

(a) the foregoing provisions of this section have effect as if that provision was contained in the old Acts, and

(b) insofar as the provision was, immediately before that date, subject to a power (whether or not under the old Acts) of variation or revocation, nothing in the new Acts is to be taken as prejudicing any future exercise of the power.

(11) The provisions of this section are without prejudice to the operation of sections 16 and 17 of the Interpretation Act 1978 c. 30. 1978 (savings from, and effect of, repeals) ; and for the purposes of section 17(2) of that Act (construction of references to enactments repealed and replaced ; continuity of powers preserved in repealing enactment), any provision of the old Acts which is replaced by a provision of the principal Act, the Company 1985 c. 8. Securities (Insider Dealing) Act 1985 or the Business Names Act 1985 c. 7. 1985 is deemed to have been repealed and re-enacted by that one of the new Acts and not by this Act.

General

Interpretation. **32.** In this Act—

- 1948 c. 38. “ the Act of 1948 ” means the Companies Act 1948,
 1980 c. 22. “ the Act of 1980 ” means the Companies Act 1980,
 1981 c. 62. “ the Act of 1981 ” means the Companies Act 1981, and
 1985 c. 6. “ the principal Act ” means the Companies Act 1985 ;

and expressions used in this Act and also in the principal Act have the same meanings in this Act as in that (the provisions of Part XXVI of that Act to apply accordingly).

Northern
Ireland.

33. Except in so far as it has effect for maintaining the continuity of the law, or—

- (a) repeals any enactment which extends to Northern Ireland, or
 (b) amends any enactment which extends to Northern Ireland (otherwise than by the insertion of provisions expressed not so to extend),

nothing in this Act extends to Northern Ireland.

Commence-
ment.

34. This Act comes into force on 1st July 1985.

Citation.

35. This Act may be cited as the Companies Consolidation (Consequential Provisions) Act 1985.

SCHEDULES

Section 29.

SCHEDULE 1

ENACTMENTS REPEALED

Chapter	Short title	Extent of repeal
1948 c. 38. 1952 c. 33.	Companies Act 1948. Finance Act 1952.	The whole Act. In section 30, subsections (2) and (3); in subsection (5) the words “(2) or (3)”; and in subsection (6) the words from “and subsection (3)” to the end.
1961 c. 46.	Companies (Floating Charges) (Scotland) Act 1961.	Section 7.
1966 c. 18.	Finance Act 1966.	In Schedule 6, in paragraph 14, the words “section 319(1)(a)(ii) of the Companies Act 1948 and in”.
1966 c. 29. 1967 c. 81.	Singapore Act 1966. Companies Act 1967.	In the Schedule, paragraph 14. The whole Act, except so much of Part II as remains unrepealed immediately before the commencement of this Act.
1970 c. 8.	Insolvency Services (Accounting and Investment) Act 1970.	In section 1(3), paragraph (c) (with the “and” immediately preceding it).
1972 c. 67.	Companies (Floating Charges and Receivers) (Scotland) Act 1972.	The whole Act.
1972 c. 68.	European Communities Act 1972.	Section 9.
1973 c. 38. 1973 c. 48.	Social Security Act 1973. Pakistan Act 1973.	In Schedule 27, paragraph 9. In Schedule 3, paragraph 3(1) and (4).
1973 c. 51. 1974 c. 37.	Finance Act 1973. Health and Safety at Work Etc. Act 1974.	In Schedule 19, paragraph 14. Section 79.
1975 c. 18.	Social Security (Consequential Provisions) Act 1975.	In Schedule 2, paragraph 7.
1975 c. 45.	Finance (No. 2) Act 1975.	In Part IV of Schedule 12, paragraph 6(1)(e).
1975 c. 60.	Social Security Pensions Act 1975.	In Schedule 4, paragraph 3.
1976 c. 47.	Stock Exchange (Completion of Bargains) Act 1976.	Sections 1 to 4. Section 7(3).

c. 9 *Companies Consolidation (Consequential Provisions)*
Act 1985

Chapter	Short title	Extent of repeal
1976 c. 60.	Insolvency Act 1976.	In section 1(1), the words "the winding up of companies and". Section 9. Section 14(3). In section 14(6), the word "9". In Part I of Schedule 1, the heading "The Companies Act 1948" and the entries under that heading; and in Part II of that Schedule in paragraph 1, sub-paragraph (c), in paragraph 2, sub-paragraph (c), paragraph 6, and in paragraph 7, sub-paragraph (b). In Schedule 2, paragraphs 3 and 4.
1976 c. 69. 1979 c. 53.	Companies Act 1976. Charging Orders Act 1979.	The whole Act. In section 4, the words "and in section 325 of the Companies Act 1948", and the words "in each case".
1980 c. 22. 1981 c. 54.	Companies Act 1980. Supreme Court Act 1981.	The whole Act. In Schedule 5, the entry relating to the Companies Act 1948.
1981 c. 62. 1981 c. 63.	Companies Act 1981. Betting and Gaming Duties Act 1981.	The whole Act. In section 30(1), the word "or" at the end of paragraph (b), and paragraph (c). In section 30(2), paragraph (c).
1981 c. 65.	Trustee Savings Banks Act 1981.	In Schedule 6, the entry under "COMPANIES ACT 1948".
1982 c. 4.	Stock Transfer Act 1982.	In Schedule 2, paragraphs 4 and 5.
1982 c. 46. 1982 c. 48.	Employment Act 1982. Criminal Justice Act 1982.	Section 1. In section 46(4)(a) the words from "except" to "1981".
1982 c. 50.	Insurance Companies Act 1982.	In Schedule 4, paragraph 14.
1983 c. 50.	Companies (Beneficial Interests) Act 1983.	The whole Act.
1983 c. 53.	Car Tax Act 1983.	In Schedule 1, in paragraph 4(1), the word "or" at the end of sub-paragraph (b), and sub-paragraph (c); and in that Schedule, in paragraph 4(2), sub-paragraph (c).
1983 c. 55.	Value Added Tax Act 1983.	In Schedule 7, in paragraph 12(1), the word "or" at the end of sub-paragraph (b), and sub-paragraph (c); and in that Schedule, in paragraph 12(2), sub-paragraph (c).

SCHEDULE 2

AMENDMENTS OF ENACTMENTS CONSEQUENTIAL ON CONSOLIDATION OF COMPANIES ACTS

Enactment	Amendment
Landlord and Tenant Act 1954 (c. 56): Section 42(1)	For the words from "Companies Act 1948" to the end of the subsection substitute "Companies Act 1985 by section 736 of that Act".
Baking Industry (Hours of Work) Act 1954 (c. 57): Section 11	For "Companies Act 1948" substitute "Companies Act 1985".
Opticians Act 1958 (c. 32): Section 27(3)	For "paragraph (a) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State".
Prevention of Fraud (Investments) Act 1958 (c. 45): Section 2	<p>For subsection (2), to the end of sub-paragraph (d), substitute—</p> <p>"(2) For the purpose of determining whether or not a person has contravened any of the restrictions imposed by section 1 of this Act, no account shall be taken of his having done any of the following things (whether as a principal or as an agent), that is to say—</p> <p>(a) effecting transactions with, or through the agency of—</p> <p>(i) such a person as is mentioned in paragraph (a), paragraph (b) or paragraph (c) of the preceding subsection, or a person acting on behalf of such a person as is so mentioned, or</p> <p>(ii) the holder of a licence;</p> <p>(b) issuing any prospectus to which—</p> <p>(i) section 56 of the Companies Act 1985 applies or would apply if not excluded by paragraph (b) of subsection (5) of that section, or</p> <p>(ii) section 72 of that Act applies or would apply if not excluded by paragraph (b) of subsection (6) of that section or by section 76 of that Act;</p> <p>(c) issuing any document relating to securities of a corporation incorporated in Great Britain which is not a registered company, being a document which—</p> <p>(i) would, if the corporation were a registered company, be a prospectus</p> "

Enactment

Amendment

to which section 56 of the Companies Act 1985 applies or would apply if not excluded by paragraph (b) of subsection (5) of that section, and

(ii) contains all the matters and is issued with the consents which, by virtue of sections 72 to 75 of that Act, it would have to contain and be issued with if the corporation were a company incorporated outside Great Britain and the document were a prospectus issued by that company; and

(a) issuing any form of application for shares in, or debentures of, a corporation together with—

(i) a prospectus which complies with the requirements of section 56 of the Companies Act 1985, or is not required to comply with it because excluded by paragraph (b) of subsection (5) of that section, or complies with the requirements of Chapter II of Part III of that Act relating to prospectuses and is not issued in contravention of sections 74 and 75 of that Act, or

(ii) in the case of a corporation incorporated in Great Britain which is not a registered company, a document containing all the matters and issued with the consents mentioned in paragraph (c)(ii) of this subsection”.

Section 12

... ..

(a) For “Board of Trade” (twice) substitute “Secretary of State”.

(b) For “the Board” substitute “Secretary of State”.

(c) In subsection (2)—

(i) for the words from the beginning to “subsection (2)” substitute “Sections 434 to 436 of the Companies Act 1985, subsection (1) of section 437 of that Act and so much of subsection (3)”, and

(ii) for “section one hundred and sixty-four” substitute “section 431”.

Section 14

... ..

(a) “(a) in relation to any distribution of a prospectus to which section 56 of the Companies Act 1985 applies or would apply if not excluded by paragraph (b) of subsection (5) of that section or section 72 of that Act applies or would apply if not excluded by paragraph (b) of subsection (6) of that section or by section 76 of that Act, or in relation to any distribution of a document relating to securities of a corporation incorporated in Great Britain which is not a registered company, being a document which—

(i) would, if the corporation were a registered company, be a prospectus to which the said section 56 applies or would apply if not excluded as aforesaid, and

Enactment	Amendment
	<p>(ii) contains all the matters and is issued with the consents which, by virtue of sections 72 to 75 of that Act it would have to contain and be issued with if the corporation were a company incorporated outside Great Britain and the document were a prospectus issued by that company;</p>
	<p>(b) in relation to any issue of a form of application for shares in, or debentures of, a corporation, together with—</p>
	<p>(i) a prospectus which complies with the requirements of section 56 of the Companies Act 1985 or is not required to comply therewith because excluded by paragraph (b) of subsection (5) of that section, or complies with the requirements of Chapter II of Part III of that Act relating to prospectuses and is not issued in contravention of sections 74 and 75 of that Act, or</p>
	<p>(ii) in the case of a corporation incorporated in Great Britain which is not a registered company, a document containing all the matters and issued with the consents mentioned in paragraph (a)(i) of this subsection, or in connection with a bona fide invitation to a person to enter into an underwriting agreement with respect to the shares or debentures, or”.</p>
	<p>(c) in subsection (3)(a)(iii), for “section one hundred and fifty-four of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.</p>
Section 16	In subsection (2)(a), for “Companies Act 1948” substitute “Companies Act 1985”.
Section 26	In subsection (1)—
	(a) in the definition of “prospectus”, for “Companies Act 1948” substitute “Companies Act 1985”;
	(b) in the definition of “registered company”, after the words “registered under” insert “the Companies Act 1985”, and for “section four hundred and fifty-five of the Companies Act 1948” substitute “section 735(3) of the Companies Act 1985”;
	(c) in the definition of “statutory corporation”, for “Companies Act 1948” substitute “Companies Act 1985”.
Agricultural Marketing Act 1958 (c. 47):	
Schedule 2	(a) In paragraph 4(1) for “Part IX of the Companies Act 1948” substitute “Part XXI of the Companies Act 1985”;
	(b) In paragraph 4(2), for “section three hundred and ninety-nine of the Companies Act 1948” substitute “sections 666 to 669 of the Companies Act 1985”.
	(c) For paragraph 4(3) substitute— “(3) Section 668 shall not apply, and section 669 shall apply as if in paragraph (a) of that section the words “or any member of it as such” were omitted.”

Enactment	Amendment
Horticulture Act 1960 (c. 22): Section 14(3)	For " paragraph (a) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State " .
Corporate Bodies' Contracts Act 1960 (c. 46): Section 2	For " Companies Act 1948 " substitute " Companies Act 1985 " .
Charities Act 1960 (c. 58): Section 8(3)	For " paragraph (a) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State " .
Section 30(1) Professions Supplementary to Medicine Act 1960 (c. 66): Schedule 1, Part III	For " Companies Act 1948 " substitute " Companies Act 1985 " .
Building Societies Act 1962 (c. 37): Section 22(8) Section 50(5) Section 55(5) Section 86(1)(e)	In paragraph 18(4), for " paragraph (a) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State " .
Section 86(2)	For " Companies Act 1948 " substitute " Companies Act 1985 " .
Section 92(4)	The same amendment.
Section 103 Schedule 1	The same amendment.
Schedule 3	For " paragraph (a) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State " .
Section 86(2)	For " paragraph (b) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 " substitute " section 389(1)(b) of the Companies Act 1985 " .
Section 92(4)	For " Section four hundred and forty-eight of the Companies Act 1948 " substitute " Section 727 of the Companies Act 1985 " .
Section 103 Schedule 1	For " Companies Act 1948 " substitute " Companies Act 1985 " .
Schedule 3	In paragraphs 5 (twice) and 6(3), for " Companies Act 1948 " substitute " Companies Act 1985 " .
Schedule 3	In paragraph 12(1)(b), for " section 406 of the Companies Act 1948 " substitute " section 744 of the Companies Act 1985 " .

Enactment	Amendment
Transport Act 1962 (c. 46): Section 24(2)	For " paragraph (a) of subsection (1) of section one hundred and sixty-one of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State ".
Section 92	In the definition of " subsidiary ", for " section one hundred and fifty-four of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 ".
Betting, Gaming and Lotteries Act 1963 (c. 2): Section 55(1)	In the definition of " qualified accountant ", for " section 161(1)(a) of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State ".
Schedule 2	(a) In paragraph 24(1), for " section 1 of the Companies Act 1976 " substitute " section 241 of the Companies Act 1985 ".
	(b) In paragraph 24(2), for " section 14(3), (4) and (6) of the Companies Act 1967 " substitute—
	" the following provisions of the Companies Act 1985—
	section 236(2), as read with section 262 (matters to be stated in auditors' report), and
	section 237(1) and (4) (responsibilities of auditors in preparing their report) " .
Stock Transfer Act 1963 (c. 18):	
Section 1(4)	In paragraph (a), for " Companies Act 1948 " substitute " Companies Act 1985 " .
Section 2	(a) In subsection (2), for " section 79(1) of the Companies Act 1948 " substitute " section 184 of the Companies Act 1985 " .
	(b) In subsection (3)(a), for " section 75 of the Companies Act 1948 " substitute " section 183(1) and (2) of the Companies Act 1985 " .
Harbours Act 1964 (c. 40):	
Section 42	(a) In subsection (6), for " Companies Acts 1948 to 1981 " substitute " Companies Act 1985 " ; and for " those Acts " substitute " that Act " .
	(b) In subsection (7)(a), for " Companies Acts 1948 to 1981 " substitute " Companies Act 1985 " .
	(c) In subsection (9), for " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 " .

Enactment	Amendment
Housing Act 1964 (c. 56):	For "section 161(1)(a) of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State".
Trading Stamps Act 1964 (c. 71):	For "Companies Act 1948" substitute "Companies Act 1985".
Hairdressers (Registration) Act 1964 (c. 89):	For "section 161(1)(a) of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State".
Industrial and Provident Societies Act 1965 (c. 12):	For "Companies Act 1948" substitute "Companies Act 1985". The same amendment; and for "Act of 1948" substitute "Act of 1985". (a) In subsection (1), for "section 141 of the Companies Act 1948" substitute "section 378 of the Companies Act 1985". (b) In subsection (4), for "Companies Act 1948" substitute "Companies Act 1985". For "Companies Act 1948" substitute "Companies Act 1985". In the definition of "Companies Acts", the same amendment.
Section 55 Section 74	In paragraph (b), for "section 161(1)(a) of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State".
Cereals Marketing Act 1965 (c. 14):	In paragraph 13(3), for "section 161(1)(a) of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State".
Teaching Council (Scotland) Act 1965 (c. 19):	In paragraph (d), for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Coal Industry Act 1965 (c. 82):	In paragraph (d), for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".

Enactment	Amendment
National Health Service Act 1966 (c. 8): Section 8(2)	In paragraph (e), for “ section 161(1)(a) of the Companies Act 1948 by the Board of Trade ” substitute “ section 389(1)(a) of the Companies Act 1985 by the Secretary of State ”.
Universities (Scotland) Act 1966 (c. 13): Section 12(2)	In paragraph (e), for “ section 161(1)(a) of the Companies Act 1948 by the Board of Trade ” substitute “ section 389(1)(a) of the Companies Act 1985 by the Secretary of State ”.
General Rate Act 1967 (c. 9): Section 32A(6)	In the definition of “ subsidiary ”, for “ section 154 of the Companies Act 1948 ” substitute “ section 736 of the Companies Act 1985 ”.
Agriculture Act 1967 (c. 22): Section 19(3)	For “ section 161(1)(a) of the Companies Act 1948 by the Board of Trade ” substitute “ section 389(1)(a) of the Companies Act 1985 by the Secretary of State ”.
Housing Subsidies Act 1967 (c. 29): Section 32(1)	In the definition of “ insurance company ”, for “ paragraph 24 of Schedule 8 to the Companies Act 1948 ” substitute “ paragraph 28 of Schedule 9 to the Companies Act 1985 ”.
Development of Inventions Act 1967 (c. 32): Section 12(3)	For “ section 161(1)(a) of the Companies Act 1948 by the Board of Trade ” substitute “ section 389(1)(a) of the Companies Act 1985 by the Secretary of State ”.
Companies Act 1967 (c. 81): Section 90	For this section substitute the following— “ Sum- 90.—(1) Summary proceedings for an offence under this Part may (without mary prejudice to any jurisdiction exercisable apart from this subsection) be taken proceed- against a body corporate at any place at which the body has a place of business, ings. and against any other person at any place at which he is for the time being. (2) Notwithstanding anything in section 127(1) of the Magistrates’ Courts Act 1980, an information relating to an offence under this Part which is triable by a magistrates’ court in England and Wales may be so tried if it is laid at any time within 3 years after the commission of the offence and within 12

Enactment	Amendment
Hearing Aid Council Act 1968 (c. 50): Section 12(3)	<p>months after the date on which evidence sufficient in the opinion of the Director of Public Prosecutions, the Secretary of State or the Industrial Assurance Commissioner (as the case may be) to justify the proceedings comes to his knowledge.</p> <p>(3) Summary proceedings in Scotland for an offence under this Part shall not be commenced after the expiration of 3 years from the commission of the offence.</p> <p>Subject to this (and notwithstanding anything in section 331 of the Criminal Procedure (Scotland) Act 1975), such proceedings may (in Scotland) be commenced at any time within 12 months after the date on which evidence sufficient in the Lord Advocate's opinion to justify the proceedings comes to his knowledge or, where such evidence was reported to him by the Secretary of State or the Industrial Assurance Commissioner, within 12 months after the date on which it came to the knowledge of the former or the latter (as the case may be); and subsection (3) of that section applies for the purpose of this subsection as it applies for the purposes of that section.</p> <p>(4) For purposes of this section, a certificate of the Director of Public Prosecutions, the Lord Advocate, the Secretary of State or the Industrial Assurance Commissioner (as the case may be) as to the date on which such evidence came to his knowledge is conclusive evidence."</p>
Friendly and Industrial and Provident Societies Act 1968 (c. 55): Section 7(1)	<p>For "Board of Trade for the purposes of paragraph (a) of subsection (1) of section 161 of the Companies Act 1948" substitute "Secretary of State for the purposes of section 389(1)(a) of the Companies Act 1985".</p>
Section 8(2)	<p>For "section 161(1)(a) of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State"; and for "by the Board of Trade under section 161(1)(b)" substitute "by the Secretary of State under section 389(1)(b)".</p> <p>In paragraph (b), for "section 161(2) of the Companies Act 1948" substitute "section 389(6) of the Companies Act 1985".</p>

Enactment	Amendment
Transport Act 1968 (c. 73):	For " section 161(1)(a) of the Companies Act 1948 by the Board of Trade " substitute " section 389(1)(a) of the Companies Act 1985 by the Secretary of State ".
Section 14(2)	For " section 154(5) of the Companies Act 1948 " substitute " section 744 of the Companies Act 1985 ".
Section 69(11)	In the definition of " subsidiary ", for " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 ".
Section 92(1)	For " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 "; and for " section 150(4) " substitute " section 736(5)(b) ".
Post Office Act 1969 (c. 48):	For " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 ".
Section 86(2)	For " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 ".
Development of Tourism Act 1969 (c. 51):	For " section 362(4) of the Companies Act 1948 " substitute " section 660(5) of the Companies Act 1985 (or the previous corresponding provision of the Companies Act 1948) ".
Section 14(2)	For " Companies Act 1948 " substitute " Companies Act 1985 ".
Insolvency Services (Accounting and Investment) Act 1970 (c. 8):	For " proviso (b) to section 54(1) of the Companies Act 1948 " substitute " section 153(4)(b) of the Companies Act 1985 ".
Section 4	For " Companies Act 1948 " substitute " Companies Act 1985 ".
Taxes Management Act 1970 (c. 9):	The same amendment.
Section 108(2)	For " section 244 of the Companies Act 1948 " substitute " section 538 of the Companies Act 1985 ".
Income and Corporation Taxes Act 1970 (c. 10):	For " Companies Act 1948 " substitute " Companies Act 1985 ".
Section 64A	
Section 242(1)	
Section 247(7)	
Section 265(5)	
Section 272(2)	

Enactment	Amendment
Section 280(3)	For "section 66 of the Companies Act 1948" substitute "section 135 of the Companies Act 1985".
Section 343(9)	For "Companies Act 1948" substitute "Companies Act 1985".
Section 482(10)	For "section 455 of the Companies Act 1948" substitute "Part XXVI of the Companies Act 1985".
Agriculture Act 1970 (c. 40):	
Section 20(2)	For "section 161(1)(a) of the Companies Act 1948 by the Board of Trade" substitute "section 389(1)(a) of the Companies Act 1985 by the Secretary of State".
Section 24(3)	For "Companies Act 1948" substitute "Companies Act 1985".
Atomic Energy Authority Act 1971 (c. 11):	
Section 14	For "Companies Acts 1948 to 1967" substitute "Companies Act 1985".
Coal Industry Act 1971 (c. 16):	
Section 10(3)	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985"; and for "subsection (4) of section 150 of that Act" substitute "subsection (5)(b) of that section".
Redemption of Standard Securities (Scotland) Act 1971 (c. 45):	
Section 2	For "section 89 of the Companies Act 1948" substitute "section 193 of the Companies Act 1985".
Investment and Building Grants Act 1971 (c. 51):	
Section 1(7)	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Prevention of Oil Pollution Act 1971 (c. 60):	
Section 15	(a) In subsection (1), for "section 412 or section 437 of the Companies Act 1948" substitute "section 695 or section 725 of the Companies Act 1985".
.	(b) In subsection (3), for "sections 412 and 437 of the Companies Act 1948" substitute "sections 695 and 725 of the Companies Act 1985".

Enactment	Amendment
Finance Act 1971 (c. 68): Section 31(4)	For " section 30 of the Finance Act 1952 " substitute " section 614 of the Companies Act 1985 (with paragraph 3 of Schedule 19 to that Act). "
Finance Act 1972 (c. 41): Schedule 16	In paragraph 13(5), for " Companies Act 1948 " substitute " Companies Act 1985 ".
Gas Act 1972 (c. 60): Section 23(7)	For " section 161(1)(a) of the Companies Act 1948 " substitute " section 389 (1)(a) of the Companies Act 1985 ".
Section 48(1)	(a) In the definition of " company ", for " Companies Act 1948 " substitute " Companies Act 1985 ".
...	(b) In the definition of " holding company ", for " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 ".
...	(c) In the definition of " subsidiary ", for " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 "; and for " section 150(4) of that Act " substitute " subsection (5)(b) of that section ".
Land Charges Act 1972 (c. 61): Section 3(8)	Omit " and ", and insert at the end of the subsection " and sections 395 to 398 of the Companies Act 1985 ".
Industry Act 1972 (c. 63): Section 10	For " Companies Act 1948 by section 154 " substitute " Companies Act 1985 by section 736 ".
Coal Industry Act 1973 (c. 8): Section 12(1)	For " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 "; and for " subsection (4) of section 150 of that Act " substitute " subsection (5)(b) of that section ".
Water Act 1973 (c. 37): Schedule 3	In paragraph 39(2)(a), for " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".

Enactment	Amendment
Fair Trading Act 1973 (c. 41): Section 92	<p>For subsections (2) and (3) substitute—</p> <p>“(2) The matters which may be so specified or described are any matters which in the case of a company registered under the Companies Act 1985 (or the previous corresponding legislation)—</p> <p>(a) could in accordance with sections 432 and 433 of that Act be investigated by an inspector appointed under section 432, or</p> <p>(b) could in accordance with section 442 of that Act, or in accordance with any provisions as applied by section 443(1), be investigated by an inspector appointed under section 442.</p> <p>(3) For purposes connected with any investigation made by an inspector appointed under this section—</p> <p>(a) sections 434 to 436 of the Companies Act 1985 (or those sections as applied by section 443(1)) shall have effect as they do for the purposes of any investigation under section 432 or 442 of that Act, and</p> <p>(b) the provisions of that Act referred to in this and the last preceding subsection shall be taken to extend throughout the United Kingdom.”</p> <p>For “section 154 of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.</p>
Section 137(5)	<p>For “section 154 of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.</p>
Hallmarking Act 1973 (c. 43): Schedule 4	<p>In paragraph 19, sub-paragraph (2), for “section 161(1)(a) of the Companies Act 1948” substitute “section 389(1)(a) of the Companies Act 1985”.</p>
Finance Act 1973 (c. 51): Section 47	<p>(a) In subsection (2)(a), for “Companies Act 1948” substitute “Companies Act 1985”.</p> <p>(b) In subsection (3), for “section 12 of the Companies Act 1948” substitute “section 10(1) of the Companies Act 1985”; and for “the said section 12” substitute “section 12 of the Companies Act 1985”.</p> <p>In paragraph 11, for “section 206 of the Companies Act 1948” substitute “section 425 of the Companies Act 1985”.</p>
Merchant Shipping Act 1974 (c. 43): Section 2(9)	<p>In the definition of “group”, for “section 154 of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.</p>

Enactment	Amendment
Housing Act 1974 (c. 44): Section 12	In the definition of "subsidiary", for "Companies Act 1948" substitute "Companies Act 1985".
Section 22(1)	The same amendment.
Section 24(4)	For "section 141 of the Companies Act 1948" substitute "section 378 of the Companies Act 1985"; and in paragraph (b) of the subsection, for "section 143 of the Companies Act 1948" substitute "section 380 of the Companies Act 1985".
Section 25(1)	For "Companies Act 1948" substitute "Companies Act 1985".
Friendly Societies Act 1974 (c. 46): Section 36(1)	For "section 161(1)(g) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985"; and for "section 161(1)(b)" substitute "section 389(1)(b)".
Section 87(2)	For "Companies Act 1948" substitute "Companies Act 1985".
Section 111(1)	For "Companies Acts 1948 to 1967" substitute "Companies Act 1985".
Trade Union and Labour Relations Act 1974 (c. 52): Section 2(2)	For "Companies Act 1948" substitute "Companies Act 1985".
Section 3(4)	For "section 434 of the Companies Act 1948" substitute "section 716 of the Companies Act 1985".
Section 4(4)	For "section 75 or 117 of the Companies Act 1948" substitute "section 183(1) or 360 of the Companies Act 1985".
Section 30(1)	In the definition of "special register body", for "Companies Act 1948" substitute "Companies Act 1985".
Schedule 2	(a) In paragraph 6, for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985"; and for "section 161(1)(b)" substitute "section 389(1)(b)".
Finance Act 1975 (c. 7): Section 48(5)	(b) In paragraph 8, for "section 161(1)(b) of the Companies Act 1948" substitute "section 389(1)(b) of the Companies Act 1985".
...	In paragraph (b), for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".

Enactment	Amendment
Social Security Act 1975 (c. 14): Schedule 18	(a) In paragraph 2(1), for "section 319 of the Companies Act 1948" substitute "section 614 of the Companies Act 1985, taken with paragraph 8 of Schedule 19 to that Act"; (b) In paragraph 3(1), for the words "the following" and paragraphs (a) and (b) substitute "sections 196 and 475 of the Companies Act 1985".
Farriers Registration Act 1975 (c. 35): Schedule 1, Part I	In paragraph 12(2)(e) for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Finance (No. 2) Act 1975 (c. 45): Section 36(4)	For "section 150(4) of the Companies Act 1948" substitute "section 736(5)(b) of the Companies Act 1985".
Schedule 12, Part IV	In paragraph 6(1), for "Companies Act 1948" substitute "Companies Act 1985"; and— (a) in sub-paragraphs (a) to (d), for "107", "124", "125" and "126" substitute respectively "287", "363", "364" and "365"; (b) omit sub-paragraph (e); (c) in sub-paragraphs (f) to (h), for "200(4)", "407" and "409" substitute respectively "288(2)", "691" and "692"; (d) in sub-paragraph (i), for "section 410" substitute "Chapter II of Part XXIII"; and (e) in sub-paragraphs (j) and (k), for "411" and "416" substitute respectively "693" and "699".
Prescription and Limitation (Scotland) Act 1975 (c. 52): Section 9(1)	In paragraph (b), for "section 318 of the Companies Act 1948" substitute "section 613 of the Companies Act 1985".
Industry Act 1975 (c. 68): Section 37(1)	In the definitions of "holding company" and "subsidiary", for "section 154 of the Companies Act 1948" (twice) substitute "section 736 of the Companies Act 1985"; and in the definition of "wholly-owned subsidiary", for "section 150(4) of the Companies Act 1948" substitute "section 736(5)(b) of the Companies Act 1985".

Enactment	Amendment
Schedule 1	In paragraph 19, for "Section 209 of the Companies Act 1948" substitute "Sections 428 to 430 of the Companies Act 1985"; and for "that section" substitute "those sections".
Schedule 2	In paragraph 7(2), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Scottish Development Agency Act 1975 (c. 69): Section 25(1)	In the definitions of "holding company" and "subsidiary", for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985"; and in the definition of "wholly-owned subsidiary", for "section 150(4) of the Companies Act 1948" substitute "section 736(5)(b) of the Companies Act 1985".
Schedule 1	In paragraph 19, for "Section 209 of the Companies Act 1948" substitute "Sections 428 to 430 of the Companies Act 1985"; and for "that section" substitute "those sections".
Welsh Development Agency Act 1975 (c. 70): Section 27(1)	In the definitions of "holding company" and "subsidiary", for "section 154 of the Companies Act 1948" (twice) substitute "section 736 of the Companies Act 1985"; and in the definition of "wholly-owned subsidiary", for "section 150(4) of the Companies Act 1948" substitute "section 736(5)(b) of the Companies Act 1985".
Schedule 1	In paragraph 22, for "Section 209 of the Companies Act 1948" substitute "Sections 428 to 430 of the Companies Act 1985"; and for "that section" substitute "those sections".
Petroleum and Submarine Pipe-lines Act 1975 (c. 74): Section 10(4)	For "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Section 48	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985"; and for "section 150(4) of the said Act of 1948" substitute "section 736(5)(b) of the said Act of 1985".

Enactment	Amendment
Policyholders Protection Act 1975 (c. 75):	
Section 5(1)	In paragraph (a), for "Companies Act 1948" substitute "Companies Act 1985".
Section 15(1)	For "section 238 of the Companies Act 1948" substitute "section 532 of the Companies Act 1985".
Section 16	(a) In subsection (1)(b), for "Companies Act 1948" substitute "Companies Act 1985".
	(b) In subsection (1)(c), for "section 206 of the Companies Act 1948" substitute "section 425 of the Companies Act 1985".
Section 20	(c) In subsection (6), in paragraph (c) of the definition of "the relevant time", for "section 206 of the Companies Act 1948" substitute "section 425 of the Companies Act 1985".
Section 27	For subsection (8) substitute— " (8) In subsections (3) to (7) above, "company" includes any body corporate. "
Section 29	For "section 111 of the Companies Act 1967" substitute "section 449 of the Companies Act 1985".
Schedule 1	The same amendment.
Airports Authority Act 1975 (c. 78):	
Section 8(2)	In paragraph 14(3), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Development Land Tax Act 1976 (c. 24):	
Section 33(1)	For "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Section 42(4)	For "section 244 of the Companies Act 1948" substitute "section 538 of the Companies Act 1985".
Theatres Trust Act 1976 (c. 27):	
Schedule	For paragraph (c) substitute— " (c) section 614 of the Companies Act 1985, with paragraph 2 of Schedule 19 to that Act".
Restrictive Trade Practices Act 1976 (c. 34):	
Section 33	In paragraph 14, for "paragraph (a) of subsection (1) of section 161 of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Section 43(1)	For "Companies Act 1948" (twice) substitute "Companies Act 1985".
	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".

Enactment	Amendment
Stock Exchange (Completion of Bargains) Act 1976 (c. 47): Section 7	For subsection (2) substitute— “(2) In this Act “ stock exchange nominee ” means the person designated by the Secretary of State by order under section 185(4) of the Companies Act 1985.”
Resale Prices Act 1976 (c. 53): Section 27	In the definition of “ interconnected bodies corporate ”, for “ section 154 of the Companies Act 1948 ” substitute “ section 736 of the Companies Act 1985 ”.
Insolvency Act 1976 (c. 60): Section 2	For this section substitute— “ 2.—(1) The Secretary of State may cause any accounts sent to him under section 92 of the Bankruptcy Act 1914 or section 543 of the Companies Act 1985 to be audited. (2) So much of section 92(3) of the Act of 1914 and section 543(4) of the Act of 1985 as enables the Secretary of State to call for vouchers and information and to require the production of and to inspect books and accounts applies whether or not he decides to cause an account to be audited and extends to production and inspection at the premises of the trustee or liquidator. (3) Where the Secretary of State decides not to cause an account to be audited, section 92(4) of the Act of 1914 and section 543(5) of the Act of 1985 apply as if the subsection in each case required copies of the accounts to be filed or delivered for filing forthwith; and the liquidator shall comply with section 543(5) when notified of the decision. (4) Only the copy filed with the court shall be open to inspection under section 92(4) of the Act of 1914 or section 543(5) of the Act of 1985.”
Section 3(3) Section 10(1)	In paragraph (b), for “ Companies Act 1948 ” substitute “ Companies Act 1985 ”. In paragraph (b), for “ section 365 of the Companies Act 1948 ” substitute “ section 663 of the Companies Act 1985 ”.
Schedule 1, Part II Industrial Common Ownership Act 1976 (c. 78): Section 2(5)	In paragraph 1, for “ bankruptcy petition or winding-up ” substitute “ or bankruptcy ”. For “ section 455(1) of the Companies Act 1948 ” substitute “ section 735 of the Companies Act 1985 ”; and for “ Companies Act 1948 ” (the second time) substitute “ Companies Act 1985 ”.

Enactment	Amendment
Dock Work Regulation Act 1976 (c. 79): Schedule 1	In paragraph 11(1)(e), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Aircraft and Shipbuilding Industries Act 1977 (c. 3): Section 3(5)	For "Section 209 of the Companies Act 1948" substitute "Sections 428 to 430 of the Companies Act 1985".
Section 17(8)	For "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Section 23(8)	For "Companies Act 1948" substitute "Companies Act 1985".
Section 56(1)	(a) In the definition of "equity share capital", for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
	(b) In the definition of "holding company", for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
	(c) In the definition of "subsidiary", for "Companies Act 1948" substitute "Companies Act 1985".
	(d) In the definition of "wholly-owned subsidiary", for "section 150 of the Companies Act 1948" substitute "section 736(5)(b) of the Companies Act 1985".
Nuclear Industry (Finance) Act 1977 (c. 7): Section 3	For "Companies Act 1948" substitute "Companies Act 1985".
Patents Act 1977 (c. 37): Section 88(3)	For "Companies Act 1948" substitute "Companies Act 1985".
Section 114(2)	In paragraph (a), the same amendment.
Section 131	In paragraph (d), the same amendment.
Coal Industry Act 1977 (c. 39): Section 14(1)	For "section 150(4) of the Companies Act 1948" substitute "section 736(5)(b) of the Companies Act 1985".

Enactment	Amendment
Insurance Brokers (Registration) Act 1977 (c. 46):	For "section 161(1)(b) of the Companies Act 1948" substitute "section 389(1)(b) of the Companies Act 1985". In the definition of "recognised body of accountants", for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Section 11(4)	
Section 29(1)	For "Sections 150(4) and 154 of the Companies Act 1948" substitute "Section 736 of the Companies Act 1985".
Participation Agreements Act 1978 (c. 1):	
Section 1(4)	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Commonwealth Development Corporation Act 1978 (c. 2):	
Section 9A(6)(b)	For "section 154 of the Companies Act 1948" substitute "the Companies Act 1985"; and for "section 150 of the Companies Act 1948 and section 144 of" substitute "the Companies Act 1985 and".
Shipbuilding (Redundancy Payments) Act 1978 (c. 11):	
Section 1(4)	In paragraph 1(2), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Co-operative Development Agency Act 1978 (c. 21):	
Schedule 2	For paragraph (c) substitute— “(c) section 614 of, and Schedule 19 to, the Companies Act 1985.”
Employment Protection (Consolidation) Act 1978 (c. 44):	
Section 121(1)	For "section 317 of the Companies Act 1948" substitute "section 612 of the Companies Act 1985".
Section 122(7)	

Enactment	Amendment
Section 125(2)	For paragraph (c) substitute— “(c) section 614 of the Companies Act 1985, with Schedule 19 to that Act”.
Capital Gains Tax Act 1979 (c. 14):	
Section 9(3)	In paragraph (b), for “section 154 of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.
Section 149(7)	For “Companies Act 1948” substitute “Companies Act 1985”.
Credit Unions Act 1979 (c. 34):	
Section 6(1)	For “section 222(d) of the Companies Act 1948” substitute “section 517(1)(e) of the Companies Act 1985”; and after the word “seven” insert “(or, in the case of section 517(1)(e) of the Act of 1985, for the word ‘two’)”.
Nurses, Midwives and Health Visitors Act 1979 (c. 36):	
Schedule 4	In paragraph 3, for “section 161(1)(a) of the Companies Act 1948” substitute “section 389(1)(a) of the Companies Act 1985”.
Banking Act 1979 (c. 37):	
Section 6(3)	In paragraph (b), for “Part IX of the Companies Act 1948” substitute “Part XXI of the Companies Act 1985”.
Section 17(6)	In paragraph (a), for “section 154 of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.
Section 18	(a) In subsection (1), for “Companies Act 1948” substitute “Companies Act 1985”. (b) For subsection (2) substitute— “(2) If a petition is presented by the Bank by virtue of this section for the winding up of a recognised bank or licensed institution which, apart from this subsection, would be excluded from being an unregistered company for the purposes of Part XXI of the Companies Act 1985 by virtue of— (a) paragraph (c) of section 665 of that Act (partnerships with less than 8 members), or (b) paragraph (d) of that section (limited partnerships), the court has jurisdiction, and the Companies Act 1985 has effect, as if the institution concerned were an unregistered company within the meaning of Part XXI of that Act.”

Enactment	Amendment
Section 19	<p>(a) For subsection (5) substitute— “(5) Nothing in subsection (1) above prohibits the disclosure to the Secretary of State of information relating to a body corporate to which section 432 or 442 of the Companies Act 1985 applies, if it appears to the Bank that there may be circumstances relating to the body corporate in which the Secretary of State might wish to appoint inspectors under— (a) any of paragraphs (a) to (c) of subsection (2) of the said section 432 (investigation of cases of fraud, etc.), or (b) the said section 442 (investigation of ownership of companies, etc.).”</p> <p>(b) In subsection (8)(a), for “165”, “172” and “1948” substitute respectively “432”, “442”, and “1985”.</p>
Section 20	<p>(a) In subsection (1)— (i) in paragraph (a), for “109”, “110”, “1967” and “111” substitute respectively “447”, “448”, “1985” and “449”; and (ii) in paragraph (b), for “164”, “165”, “172” and “1948” substitute respectively “431”, “432”, “442” and “1985”.</p> <p>(b) in subsection (3)— (i) in paragraph (a), for “section 111 of the Companies Act 1967” substitute “section 449 of the Companies Act 1985”; and (ii) in paragraph (b), for “111” substitute “449”.</p>
Section 28	<p>(a) In subsection (4), in paragraph (a), for “Part IX of the Companies Act 1948” substitute “Part XXI of the Companies Act 1985”.</p>
Section 31	<p>(b) In subsection (6), in paragraph (b)(iv), for “Part V or Part IX of the Companies Act 1948” substitute “Part XX or Part XXI of the Companies Act 1985”.</p>
Section 36	<p>In subsection (7), for “section 365 of the Companies Act 1948” substitute “section 663 of the Companies Act 1985”.</p>
Section 40	<p>In subsection (7)(a), for “section 150(4) of the Companies Act 1948” substitute “section 736 of the Companies Act 1985”.</p> <p>(a) In subsection (4)— (i) in paragraph (a), for “section 407(1) of the Companies Act 1948” substitute “section 691(1) of the Companies Act 1985”; and (ii) in paragraph (b), for “407(1)” substitute “691(1)”. (b) In subsection (5)—</p>

Enactment	Amendment
	(i) in paragraph (a), for "section 409 of the Companies Act 1948" substitute "section 692 of the Companies Act 1985"; and (ii) in paragraph (b), for "subsection (2) of section 413" substitute "subsection (4) of section 696".
(c)	In subsection (6), for "section 407, section 409 and subsection (2) of section 413 of the Companies Act 1948" substitute "section 691, section 692 and subsection (4) of section 696 of the Companies Act 1985".
Section 48(1)	For "Companies Act 1948" substitute "Companies Act 1985".
Section 49(2)	The same amendment.
Section 50(1)	(a) In the definition of "debenture", for "Companies Act 1948" substitute "Companies Act 1985". (b) In the definition of "subsidiary", for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Schedule 3	In paragraph 8, for sub-paragraph (a) substitute— " (a) at the time of its application for recognition is either a company within the meaning of the Companies Act 1985 or any other body corporate having its place of central management and control in the United Kingdom (having in either case been such on 9th November 1978 and so continued since that date)".
Schedule 5	In paragraph 4(4), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985"; and for "section 161(1)(b)" substitute "section 389(1)(b)".
Estate Agents Act 1979 (c. 38):	
Section 14	(a) In subsection (6)— (i) in paragraph (a), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985"; (ii) in paragraph (b), for "section 161(1)(b) of the Companies Act 1948" substitute "section 389(1)(b) of the Companies Act 1985"; and (iii) in paragraph (c), for "section 13(1) of the Companies Act 1967" substitute "section 389(2) of the Companies Act 1985". (b) In subsection (7), for "by subsection (2), subsection (3) or subsection (4) of either section 161 of the Companies Act 1948 or" substitute "either by subsection (6), subsection (7) or subsection (8) of section 389 of the Companies Act 1985 or by subsection (2), subsection (3) or subsection (4) of".

Enactment	Amendment
Crown Agents Act 1979 (c. 43): Section 22(6)	For " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".
Section 31	In the definition of " subsidiary ", for " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 "; and in the definition of " wholly-owned subsidiary ", for " section 150(4) of the Companies Act 1948 " substitute " section 736(5)(b) of the Companies Act 1985 ".
Weights and Measures Act 1979 (c. 45): Section 10(3)	For " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".
Competition Act 1980 (c. 21): Section 11(3)	In paragraph (f), for " Companies Act 1948 " substitute " Companies Act 1985 ".
Section 12(4)	The same amendment.
British Aerospace Act 1980 (c. 26): Section 3(3)	In paragraph (b), for " Companies Acts 1948 to 1980 " substitute " Companies Act 1985 ".
Section 4	(a) In subsection (3), for " section 40(2)(d) of the Companies Act 1980 " substitute " section 264(3)(d) of the Companies Act 1985 "; and for " section 40(2)(c) " substitute " section 264(3)(c) ".
Section 9(1)	(b) In subsection (7), for " Companies Acts 1948 to 1980 " substitute " Companies Act 1985 ".
Section 9(1)	In paragraph (a), for " Companies Act 1948 " substitute " Companies Act 1985 ".
Industry Act 1980 (c. 33): Section 2(4)	For " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 ".
Section 3	(a) In subsection (5), for " Companies Acts 1948 to 1980 " substitute " Companies Act 1985 ".
Section 3	(b) In subsection (7), for " Companies Act 1948 " substitute " Companies Act 1985 "; and for " section 154 of the said Act of 1948 " substitute " section 736 of the said Act of 1985 ".
Transport Act 1980 (c. 34): Section 47	(a) In subsection (2), for " section 56 of the Companies Act 1948 " substitute " section 130 of the Companies Act 1985 ".
Section 47	(b) In subsection (5), the same amendment.

Enactment	Amendment
Section 48(4)	For " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 " .
Education (Scotland) Act 1980 (c. 44): Section 111(3)	In paragraph (e), for " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 " .
Finance Act 1980 (c. 48): Schedule 10	(a) In paragraph 10(1)(b), for " section 206 of the Companies Act 1948 " substitute " section 425 of the Companies Act 1985 " . (b) In paragraph 10(1)(c), for " section 209 of the said Act of 1948 " substitute " sections 428 to 430 of the said Act of 1985 " .
Housing Act 1980 (c. 51): Schedule 16	In paragraph 3(2), for " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 " ; and for " section 161(1)(b) " substitute " section 389(1)(b) " .
Schedule 19	In paragraph 17(2), for " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 " .
Civil Aviation Act 1980 (c. 60): Section 4(3) Section 5(5)	In paragraph (b), for " Companies Acts 1948 to 1980 " substitute " Companies Act 1985 " . The same amendment.
Local Government, Planning and Land Act 1980 (c. 65): Section 100(1)	For " section 150(4) of the Companies Act 1948 " substitute " section 736(5)(b) of the Companies Act 1985 " . The same amendment.
Section 141(7) Section 170	(a) In subsection (1)(d), the same amendment. (b) In subsection (2), the same amendment.
Schedule 31	In paragraph 11(2), for " section 161 of the Companies Act 1948 " substitute " section 389 of the Companies Act 1985 " .

Enactment	Amendment
English Industrial Estates Corporation Act 1981 (c. 13): Section 7(3)	For " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".
National Film Finance Corporation Act 1981 (c. 15): Section 7(3)	For " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".
Schedule 2	In paragraph 3(3), for " Companies Act 1948 " substitute " Companies Act 1985 ".
Film Levy Finance Act 1981 (c. 16): Schedule 1	In paragraph 7(3), for " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".
Licensing (Alcohol Education and Research) Act 1981 (c. 28): Section 10(2)	In paragraph (a), for " section 161(1)(a) of the Companies Act 1948 " substitute " section 389(1)(a) of the Companies Act 1985 ".
Finance Act 1981 (c. 35): Section 55(4)	For " Companies Act 1948 " substitute " Companies Act 1985 ".
British Telecommunications Act 1981 (c. 38): Section 85(2)	For " section 154 of the Companies Act 1948 " substitute " section 736 of the Companies Act 1985 "; and for " section 150(4) of that Act " substitute " subsection (5)(b) of that section ".
Supreme Court Act 1981 (c. 54): Section 40A(2)	For " section 325 of the Companies Act 1948 " substitute " section 621 of the Companies Act 1985 ".

Enactment	Amendment
Transport Act 1981 (c. 56):	(a) In subsection (2), for "sections 39 and 40 of the Companies Act 1980" substitute "sections 263 and 264 of the Companies Act 1985".
Section 11	...
Section 13(6)	...
Section 14(3)	...
New Towns Act 1981 (c. 64):	...
Section 68(2)	...
Trustee Savings Banks Act 1981 (c. 65):	...
Section 24(2)	...
Section 31	...
Section 54	...
Schedule 2	...
Broadcasting Act 1981 (c. 68):	...
Section 12(4)	...
Section 42(2)	...
Section 63(1)	...
...	...

Enactment	Amendment
Schedule 7	In paragraph 8(2), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Agricultural Training Board Act 1982 (c. 9): Section 8(2)	In paragraph (e), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Industrial Training Act 1982 (c. 10): Section 8(2)	In paragraph (e), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Civil Aviation Act 1982 (c. 16): Section 15(2)(a)	For "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Section 23(3)	For "Companies Act 1948" substitute "Companies Act 1985"; and for "section 407(1)(c) of the said Act of 1948" substitute "section 691(1)(b)(ii) of the said Act of 1985".
Section 105(1)	In the definition of "subsidiary", for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Oil and Gas (Enterprise) Act 1982 (c. 23): Section 2	(a) In subsection (4), for "section 56 of the Companies Act 1948" substitute "section 130 of the Companies Act 1985"; for "Part III of the Companies Act 1980" substitute "Part VIII of the Companies Act 1985"; and for "the said section 56" substitute "the said section 130". (b) In subsection (8), for "Companies Acts 1948 to 1981" substitute "Companies Act 1985".
Section 10	(a) In subsection (4), for "section 56 of the Companies Act 1948" substitute "section 130 of the Companies Act 1985"; for "Part III of the Companies Act 1980" substitute "Part VIII of the Companies Act 1985"; and for "the said section 56" substitute "the said section 130". (b) In subsection (8), for "Companies Acts 1948 to 1981" substitute "Companies Act 1985".

Enactment	Amendment
Iron and Steel Act 1982 (c. 25):	
Section 24	(a) In subsection (3), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985". (b) In subsection (4)(b), for the words from "the Companies Act 1948 (as amended)" to "this Act" substitute "the Companies Act 1985".
Section 37	(c) In subsection (5), for "section 157 of the Companies Act 1948" substitute "section 235 of the Companies Act 1985". (a) In the definition of "company", for "Companies Act 1948" substitute "Companies Act 1985". (b) In the definition of "subsidiary", for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Schedule 4	(a) Throughout the Schedule, for "the Companies Acts 1948 to 1980", "the Companies Act 1948" and "the Companies Act 1967" substitute "the Companies Act"; and at the end of paragraph 1 insert "(which in this Schedule means the Companies Act 1985)". (b) In paragraph 2, for "134" substitute "370". (c) In paragraph 3(5), for "143" substitute "380". (d) In paragraph 3(6), for "14(7)" substitute "387(1)". (e) In paragraph 5, for "section 184" substitute "sections 303 and 304 (and also section 14 of the Companies Consolidation (Consequential Provisions) Act 1985)". (f) In paragraph 7, for "subsection (1) of section 23" substitute "section 17(1)". (g) In paragraph 8, for "66" substitute "135"; and— (i) in sub-paragraph (a), for "69" substitute "138", (ii) in sub-paragraph (b), for "69(3) and (4)" substitute "138(3) and (4)", and (iii) in sub-paragraph (c), for "67, 68, 70 and 71" substitute "136, 137, 140 and 141".
Civil Jurisdiction and Judgments Act 1982 (c. 27):	
Schedule 5	In paragraph 1, for "Companies Act 1948" substitute "Companies Act 1985".
Local Government (Finance) Act 1982 (c. 32):	
Section 31(5)	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".
Finance Act 1982 (c. 39):	
Schedule 9	In paragraph 3(5), for "Part III of the Companies Act 1980" substitute "Part VIII of the Companies Act 1985".

Enactment	Amendment
Duchy of Cornwall Management Act 1982 (c. 47): Section 9(2)	For "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Transport Act 1982 (c. 49): Section 7	For "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985"; and for "section 150(4)" substitute "section 736(5)(b)".
Section 13(2)	For "Companies Act 1948" substitute "Companies Act 1985".
Insurance Companies Act 1982 (c. 50):	
Section 7(1)	Throughout the Act, for "Companies Act 1948" substitute "Companies Act".
Section 10(5)	For "455" substitute "735".
Section 21(1)	The same amendment.
Section 48	For "Companies Acts 1948 to 1981" substitute "Companies Act".
Section 49(7)	(a) In subsection (1), for "Section 37(1) of the Companies Act 1967" substitute "Section 438(1) of the Companies Act".
Section 50(3)	(b) In subsection (3), for "section 37(1) of the said Act of 1967" substitute "section 438(1) of the Companies Act".
Section 53	For "206 or 208" substitute "425 or 427".
Section 54(1)	For "75" (the first time) substitute "183(1)".
Section 55	For "that Act of 1948" substitute "the Companies Act".
Section 56	(a) In paragraph (a), for "222 and 223 or section 399" substitute "518 or sections 667 to 669". (b) In paragraph (c), for "section 12 of the Companies Act 1976" substitute "sections 221 and 222 of the Companies Act". (a) In subsection (5), for "(1) and (2) of section 246" substitute "(1) to (3) of section 540". (b) In subsection (6), for "333(1) of the said Act of 1948" substitute "631 of the Companies Act". (a) In subsection (4)— (i) for "Subsections (2) and (3) of section 263" substitute "Section 556(3)", and (ii) for "section 263 of the said Act of 1948" substitute "section 556 of the Companies Act". (b) In subsection (7), for "245(1) of the said Act of 1948" substitute "539(1) of the Companies Act".

Enactment	Amendment
Section 59	(a) In subsection (1), for "365" substitute "663".
Section 71	(b) In subsection (2), for "365 of the said Act of 1948" substitute "663 of the Companies Act"; and in paragraph (b) of the subsection, for "319 of the said Act of 1948" substitute "614 of, and Schedule 19 to, the Companies Act". After subsection (4), insert— " (4A) A person who publishes or discloses any information or document in contravention of section 47A above shall be guilty of an offence under section 449 of the Companies Act and liable accordingly."
Section 87	(a) In subsection (1), for "section 406 of the Companies Act 1948" substitute "the Companies Act".
Section 89	(b) In subsection (2), for paragraphs (a) and (b) substitute— " (a) sections 691 to 693, 695 to 698, 700 to 703 and 708 of the Companies Act."
Section 96(1)	(a) In subsection (1), for "434" substitute "716". (b) In subsection (2), the same amendment. (a) After the definition of "chief executive" insert— " "the Companies Act" means the Companies Act 1985". (b) In the definition of "holding company", for "154" substitute "736". (c) At the end of the definition of "former Companies Acts" add "and the Companies Acts 1948 to 1983".
Section 100	(d) In the definition of "insolvent", for "222 and 223 or section 399" substitute "517 and 518 or section 666". (e) In the definition of "registrar of companies", for "meaning given in section 455 of" substitute "the same meaning as in". (f) In the definition of "subsidiary", for "154" substitute "736". In subsection (3), after "Act" insert "except sections 47A, 47B and 71(4A)".
Pilotage Act 1983 (c. 21):	For "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Finance Act 1983 (c. 28):	
Schedule 5	(a) In paragraph 5(4), for "Companies Act 1948" substitute "Companies Act 1985". (b) In paragraph 10(4)(a), for "Companies Act 1980" substitute "Companies Act 1985"; and for "section 4" (twice) substitute "section 117". (c) In paragraph 20(2), for "section 455 of the Companies Act 1948" substitute "section 735 of the Companies Act 1985".

Enactment	Amendment
National Heritage Act 1983 (c. 47): Schedule 3	In paragraph 12(6)(a), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Car Tax Act 1983 (c. 53): Schedule 1	In paragraph 4, in both sub-paragraphs (1)(c) and (2)(c), for "section 319 of the Companies Act 1948" substitute "section 614 of the Companies Act 1985, with Schedule 19 to that Act"; and for "section 94 of the Act of 1948" substitute "section 196 of the Act of 1985".
Medical Act 1983 (c. 54): Schedule 1	In paragraph 18(3), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985".
Value Added Tax Act 1983 (c. 55): Section 29(8) Schedule 7	For "Companies Act 1948" substitute "Companies Act 1985". In paragraph 12, in both sub-paragraphs (1)(c) and (2)(c), for "section 319 of the Companies Act 1948" substitute "section 614 of the Companies Act 1985, with Schedule 19 to that Act"; and for "section 94 of the Act of 1948" substitute "section 196 of the Act of 1985".
Telecommunications Act 1984 (c. 12): Section 60(3)	For "Companies Act 1948" substitute "Companies Act 1985 or the enactments thereby replaced".
Section 61(4) Section 66	In paragraph (b), for "Companies Acts 1948 to 1981" substitute "Companies Act 1985". (a) In subsection (3), for "section 40(2)(d) of the Companies Act 1980" substitute "section 264(3)(d) of the Companies Act 1985"; and for "section 40(2)(c)" substitute "section 264(3)(c)".
Section 68 Section 70	(b) In subsection (6), for "Companies Acts 1948 to 1981" substitute "Companies Act 1985". In subsection (1), for "Companies Act 1948" substitute "Companies Act 1985". (a) In subsection (1), for "Schedule 4 to the Companies Act 1948" substitute "Schedule 3 to the Companies Act 1985". (b) In subsection (3)(a), for "section 41 of the said Act of 1948" substitute "section 64(1) of the Companies Act 1985". (c) In subsection (5)(a), for "sections 37 to 46 of the said Act of 1948" substitute "Chapter I of Part III of the Companies Act 1985".

Enactment	Amendment
Section 73(1) Schedule 5	<p>For "Companies Act 1948" substitute "Companies Act 1985".</p> <p>In paragraph 51, substitute the following for sub-paragraphs (1) and (2)—</p> <p>"(1) Where a distribution is proposed to be declared during the accounting reference period of the successor company which includes the transfer date or before any accounts are laid or filed in respect of that period, sections 270 to 274 and 275(7) of the Companies Act 1985 (accounts relevant for determining whether a distribution may be made by a company without contravening Part VIII of that Act) shall have effect as if—</p> <p>(a) the reference in section 270(2) to the company's accounts, and</p> <p>(b) references in section 273 to initial accounts,</p> <p>included references to such accounts as, on the assumptions stated in sub-paragraph (3) below, would have been prepared under Part VII of that Act in respect of the relevant year."</p>
County Courts Act 1984 (c. 28): Section 98(3)	<p>For "sections 325 and 326 of the Companies Act 1948" substitute "sections 621 and 622 of the Companies Act 1985".</p>
Housing and Building Control Act 1984 (c. 29): Schedule 4	<p>(a) In paragraph 11(1), for "section 161(1)(a) of the Companies Act 1948" substitute "section 389(1)(a) of the Companies Act 1985"; and for "section 161(1)(b)" substitute "section 389(1)(b)".</p> <p>(b) In paragraph 11(2), for "section 154 of the Companies Act 1948" substitute "section 736 of the Companies Act 1985".</p>
Food Act 1984 (c. 30): Section 51(2)	<p>In paragraph (a), for "1948" substitute "1985"; and for "Part IV" substitute "Part XI".</p>
Capital Transfer Tax Act 1984 (c. 51): Section 13(5) Section 103(2) Section 234(3)	<p>For "Companies Act 1948" substitute "Companies Act 1985".</p> <p>The same amendment.</p> <p>In paragraph (b), the same amendment.</p>

TABLE OF DERIVATIONS

Notes:

The following abbreviations are used in this Table:—

- “ 1948 ” = Companies Act 1948 (c. 38).
- “ 1967 ” = Companies Act 1967 (c. 81).
- “ SECOPA ” = Stock Exchange (Completion of Bargains) Act 1976 (c. 47).
- “ 1980 ” = Companies Act 1980 (c. 22).
- “ 1981 ” = Companies Act 1981 (c. 62).

1. The entry “ Drafting ” in the right-hand column indicates that the section in question does not reproduce any specific provision of an Act repealed by the Act, but is required for accuracy in the Act’s provisions.

2. Section 28 of the Act effects certain repeals in the Companies Act 1948 in pursuance of recommendations of the Law Commission, and does not form part of the consolidation of the Companies Acts.

3. Section 31 of the Act, with the side-note “ Continuity of law ”, contains savings and transitional provisions of the character to be found in any conventional consolidation. It does not reproduce any specific provision of an Act repealed by the Act.

4. The entry “ Consequential ” in the right-hand column indicates amendments of enactments (and, in the case of section 27, a statutory instrument) required to maintain their consistency with provisions of the consolidation.

<i>Provision</i>	<i>Derivation</i>
1	1980 s. 8(1), (2); 1981 s. 113.
2	1980 s. 8(3)–(7).
3	1980 s. 8(11).
4	1980 ss. 8(8)–(10), (12), 11(1).
5	1980 s. 9.
6	1980 ss. 37(12), 38(1), (2)(d).
7	1980 s. 15(5).
8	1980 s. 76(1), (4).
9	1980 s. 31(1)(b), (2).
10	1948 s. 21.
11	SECOPA s. 2(2).
12	1981 ss. 36(3), 39, 40(4)–(7), 41.
13	1948 s. 91.
14	1948 s. 184(1) proviso.
15	1948 s. 189.
16	1981 s. 105(2).
17	1948 s. 308(2).
18	1948 s. 322(1) proviso.
19	1948 s. 350(2).
20	1980 s. 83.
21	Drafting.

**c. 9 Companies Consolidation (Consequential Provisions)
Act 1985**

<i>Provision</i>	<i>Derivation</i>
22	1948 s. 460.
23	1981 s. 91(8).
24	1981 s. 107.
25	1967 ss. 111, 116(1); 1974 c. 49 Sch. 1; 1981 ss. 103(3), 104(1)-(3); 1982 c. 50 Sch. 5 para. 6.
26	1967 c. 48 s. 3; 1972 c. 67 s. 10.
27	Consequential.
28	See Note 2 above.
29	—
30	Consequential.
31	See Note 3 above.
32	Drafting.
33-35	—
Sch. 1	—
Sch. 2	Consequential.

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