



# Companies Act 1989

## 1989 CHAPTER 40

### PART VI

#### MERGERS AND RELATED MATTERS

#### 146 .....

F1 .....

##### Textual Amendments

F1 S. 146 repealed (20.6.2003 for certain purposes and otherwise 29.12.2004) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.; S.I. 2004/3233, art. 2, Sch. (with arts. 3-5)

#### 147 Undertakings as alternative to merger reference.

F2 .....

##### Textual Amendments

F2 S. 147 repealed (20.6.2003 for certain purposes and otherwise 29.12.2004) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.; S.I. 2004/3233, art. 2, Sch. (with arts. 3-5)

#### 148 Enforcement of undertakings.

F3 .....

##### Textual Amendments

F3 S. 148 repealed (20.6.2003 for certain purposes and otherwise 29.12.2004) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.; S.I. 2004/3233, art. 2, Sch. (with arts. 3-5)

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*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1989, Part VI. (See end of Document for details)*

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## 149 Temporary restrictions on share dealings.

F4 .....

### Textual Amendments

**F4** S. 149 repealed (20.6.2003 for certain purposes and otherwise 29.12.2004) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.; S.I. 2004/3233, art. 2, Sch. (with arts. 3-5)

## 150 Obtaining control by stages.

F5 .....

### Textual Amendments

**F5** S. 150 repealed (20.6.2003 for certain purposes and otherwise 29.12.2004) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.; S.I. 2004/3233, art. 2, Sch. (with arts. 3-5)

## F6 151 False or misleading information.

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### Textual Amendments

**F6** S. 151 repealed (1.4.2014) by Civil Aviation Act 2012 (c. 19), s. 110(1), Sch. 9 para. 17 (with Sch. 10 paras. 12, 17); S.I. 2013/589, art. 5(1)(b)

## 152 Fees. **U.K.**

F7 .....

### Textual Amendments

**F7** S. 152 repealed (29.12.2004) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2004/3233, art. 2, Sch. (with arts. 3-5)

## 152 Fees. **E+W**

- (1) The Secretary of State may by regulations made by statutory instrument require the payment to him or to the Director of such fees as may be prescribed by the regulations in connection with the exercise by the Secretary of State, the Director and the Commission of their functions under Part V of the <sup>M1</sup>Fair Trading Act 1973.
- (2) The regulations may provide for fees to be payable—
  - (a) in respect of—
    - (i) an application for the consent of the Secretary of State under section 58(1) of the Fair Trading Act 1973 to the transfer of a newspaper or of newspaper assets, and
    - (ii) a notice under section 75A(1) of that Act, and

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- (b) on the occurrence of any event specified in the regulations.
- (3) The events that may be specified in the regulations by virtue of subsection (2)(b) above include—
- (a) the making by the Secretary of State of a merger reference to the Commission under section 64 or 75 of the Fair Trading Act 1973,
  - (b) the announcement by the Secretary of State of his decision not to make a merger reference in any case where, at the time the announcement is made, he would under one of those sections have power to make a such a reference.
- (4) The regulations may also contain provision—
- (a) for ascertaining the persons by whom fees are payable,
  - (b) specifying whether any fee is payable to the Secretary of State or to the Director,
  - (c) for the amount of any fee to be calculated by reference to matters which may include—
    - (i) in a case involving functions of the Secretary of State under sections 57 to 61 of the <sup>M2</sup>Fair Trading Act 1973, the number of newspapers concerned, the number of separate editions (determined in accordance with the regulations) of each newspaper and the average circulation per day of publication (within the meaning of Part V of that Act) of each newspaper, and
    - (ii) in any other case, the value (determined in accordance with the regulations) of any assets concerned,
  - (d) as to the time when any fee is to be paid, and
  - (e) for the repayment by the Secretary of State or the Director of the whole or part of any fee in specified circumstances.
- (5) The regulations may make different provision for different cases.
- (6) Subsections (2) to (5) above do not prejudice the generality of subsection (1) above.
- (7) In determining the amount of any fees to be prescribed by the regulations, the Secretary of State may take into account all costs incurred by him and by the Director in respect of the exercise by him, by the Commission and by the Director of their respective functions—
- (a) under Part V of the Fair Trading Act 1973, and
  - (b) under Parts I, VII and VIII of that Act in relation to merger references or other matters arising under Part V.
- (8) A statutory instrument containing regulations under this section shall be subject to annulment in pursuance of a resolution of either House of Parliament.
- (9) Fees paid to the Secretary of State or the Director under this section shall be paid into the Consolidated Fund.
- (10) In this section—
- “the Commission”,
  - “the Director”, and
  - “merger reference”,
- have the same meaning as in the Fair Trading Act 1973, and “newspaper” has the same meaning as in Part V of that Act.

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- (11) References in this section to Part V of the Fair Trading Act 1973 and to merger references under section 64 or 75 of that Act or under that Part [<sup>F8</sup>include sections 32 to 34 of the Water Industry Act 1991 and any reference under section 32 of that Act].

#### Extent Information

- E1** This version of this provision extends to England and Wales only; a separate version has been created for Scotland and Northern Ireland.

#### Textual Amendments

- F8** Words in s. 152(11) substituted (E.W.) (1. 12. 1991) by [Water Consolidation \(Consequential Provisions\) Act 1991 \(c. 60, SIF 130\)](#), ss. 2(1), 4(2), [Sch. 1 para. 52](#)

#### Marginal Citations

- M1** 1973 c. 41.  
**M2** 1973 c. 41.

## 152 Fees. **S+N.I.**

- (1) The Secretary of State may by regulations made by statutory instrument require the payment to him or to the Director of such fees as may be prescribed by the regulations in connection with the exercise by the Secretary of State, the Director and the Commission of their functions under Part V of the <sup>M3</sup>Fair Trading Act 1973.
- (2) The regulations may provide for fees to be payable—
- (a) in respect of—
    - (i) an application for the consent of the Secretary of State under section 58(1) of the Fair Trading Act 1973 to the transfer of a newspaper or of newspaper assets, and
    - (ii) a notice under section 75A(1) of that Act, and
  - (b) on the occurrence of any event specified in the regulations.
- (3) The events that may be specified in the regulations by virtue of subsection (2)(b) above include—
- (a) the making by the Secretary of State of a merger reference to the Commission under section 64 or 75 of the Fair Trading Act 1973,
  - (b) the announcement by the Secretary of State of his decision not to make a merger reference in any case where, at the time the announcement is made, he would under one of those sections have power to make a such a reference.
- (4) The regulations may also contain provision—
- (a) for ascertaining the persons by whom fees are payable,
  - (b) specifying whether any fee is payable to the Secretary of State or to the Director,
  - (c) for the amount of any fee to be calculated by reference to matters which may include—
    - (i) in a case involving functions of the Secretary of State under sections 57 to 61 of the <sup>M4</sup>Fair Trading Act 1973, the number of newspapers concerned, the number of separate editions (determined in accordance with the regulations) of each newspaper and the average circulation

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- per day of publication (within the meaning of Part V of that Act) of each newspaper, and
- (ii) in any other case, the value (determined in accordance with the regulations) of any assets concerned,
- (d) as to the time when any fee is to be paid, and
- (e) for the repayment by the Secretary of State or the Director of the whole or part of any fee in specified circumstances.
- (5) The regulations may make different provision for different cases.
- (6) Subsections (2) to (5) above do not prejudice the generality of subsection (1) above.
- (7) In determining the amount of any fees to be prescribed by the regulations, the Secretary of State may take into account all costs incurred by him and by the Director in respect of the exercise by him, by the Commission and by the Director of their respective functions—
- (a) under Part V of the Fair Trading Act 1973, and
- (b) under Parts I, VII and VIII of that Act in relation to merger references or other matters arising under Part V.
- (8) A statutory instrument containing regulations under this section shall be subject to annulment in pursuance of a resolution of either House of Parliament.
- (9) Fees paid to the Secretary of State or the Director under this section shall be paid into the Consolidated Fund.
- (10) In this section—
- “the Commission”,
- “the Director”, and
- “merger reference”,
- have the same meaning as in the Fair Trading Act 1973, and “newspaper” has the same meaning as in Part V of that Act.
- (11) References in this section to Part V of the Fair Trading Act 1973 and to merger references under section 64 or 75 of that Act or under that Part include sections 29 and 30 of the <sup>M5</sup>Water Act 1989 and any reference under section 29 of that Act.

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**Extent Information**

- E2** This version of this provision extends to Scotland and Northern Ireland only; a separate version has been created for England and Wales only.
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**Marginal Citations**

- M3** 1973 c. 41.  
**M4** 1973 c. 41.  
**M5** 1989 c. 15.

**153 Other amendments about mergers and related matters.**

Schedule 20 to this Act has effect.

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 1989, Part VI.