

Status: Point in time view as at 22/07/2004.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1989, SCHEDULE 20. (See end of Document for details)

SCHEDULES

SCHEDULE 20

section 153.

AMENDMENTS ABOUT MERGERS AND RELATED MATTERS

Fair Trading Act 1973 (c. 41)

1 F1

Textual Amendments

F1 Sch. 20 paras. 1, 20 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\), s. 1\(1\)](#), {Sch. 1 Pt. 17 Group 5}

2 F2

Textual Amendments

F2 Sch. 20 para. 2 repealed (25.7.2003 for specified purposes, 29.12.2003 for further specified purposes) by [Communications Act 2003 \(c. 21\), ss. 406\(7\), 411, Sch. 19\(1\)](#), (with transitional provisions in Sch. 18); [S.I. 2003/1900, art. 1\(2\), 2\(1\), 3\(1\), Sch. 1](#) (with art. 3(2) (as amended (8.12.2003) by [S.I. 2003/3142, art. 1\(3\)](#))); [S.I. 2003/3142, art. 3\(2\)](#) (with art. 11) and Sch. 20 para. 2(2) expressed to be repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\), s. 1\(1\)](#), {Sch. 1 Pt. 17 Group 5}

[^{F3} In section 63(1) of that Act, for “to 75 of this Act shall have effect in relation to merger references other than” there is substituted “to 75K of this Act shall not have effect in relation to”.]

Textual Amendments

F3 [Sch. 20 para. 3](#) repealed (20.6.2003 for certain purposes and otherwise prosp.) by [2002 c. 40, ss. 278, 279, Sch. 26](#); [S.I. 2003/1397](#), arts. {2(1)}, 3(1), Sch.

[^{F4} In section 66 of that Act—
(a) in subsections (1) and (3), after “the Secretary of State” there is inserted “or the commission”, and
(b) in subsection (4), after “this section” there is inserted “and to section 66A of this Act”.]

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Textual Amendments

F4 Sch. 20 para. 4 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

[^{F5} (1) In section 67 of that Act, in subsection (2)(a), for the words from “any enterprise” to the end there is substituted—

“(i) any enterprise which remains under the same ownership and control, or

(ii) if none of the enterprises remains under the same ownership and control, the enterprise having the assets with the highest value, and”.

(2) In subsection (4) of that section—

(a) after “section 66” there is inserted “or subsection (1) of section 66A”, and

(b) for “that subsection” there is substituted “either of those subsections”.]

Textual Amendments

F5 Sch. 20 para. 5 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

[^{F6} In section 68(4) of that Act, after “the Secretary of State” there is inserted “or, as the case may be, the Commission”.]

Textual Amendments

F6 Sch. 20 para. 6 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

[^{F7} In section 71 of that Act—

(a) in subsection (1) the words “made under section 69(4) of this Act”, and

(b) subsection (2),

are omitted.]

Textual Amendments

F7 Sch. 20 para. 7 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

[^{F8} In section 74(1) of that Act—

(a) the words “and does not impose on the Commission a limitation under section 69(4) of this Act” are omitted, and

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- (b) in paragraph (d), for “paragraph 12” there is substituted “paragraphs 12 and 12A”.]

Textual Amendments

F8 Sch. 20 para. 8 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

- [^{F9}9 In section 75(4) of that Act—
- (a) after “sections 66” there is inserted “66A”, and
- (b) for paragraphs (a) and (b) there is substituted—
- “(a) section 66 shall apply, where an event by which any enterprises cease as between themselves to be distinct enterprises will occur if the arrangements are carried into effect, as if the event had occurred immediately before the date of the reference;
- (aa) section 66A shall apply, where a transaction falling within subsection (2) of that section will occur if the arrangements are carried into effect, as if the transaction had occurred immediately before the date of the reference;
- (b) in section 67(4) the references to subsection (1) of section 66 and subsection (1) of section 66A shall be construed as references to those subsections as modified in accordance with paragraph (a) or (aa) of this subsection;”.]

Textual Amendments

F9 Sch. 20 para. 9 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

- [^{F10}10 Paragraphs 4 to 9 (and the repeals in Schedule 24 corresponding to paragraphs 7 and 8(a)) do not apply in relation to any merger reference made before the passing of this Act.]

Textual Amendments

F10 Sch. 20 para. 10 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

- [^{F11}11 At the end of section 76 of that Act there is added—
- “(2) In exercising his duty under this section the Director shall take into consideration any representations made to him by persons appearing to him to have a substantial interest in any such arrangements or transactions or by bodies appearing to him to represent substantial numbers of persons who have such an interest.”.]

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Textual Amendments

F11 Sch. 20 para. 11 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

12 **F12**

Textual Amendments

F12 Sch. 20 para. 12 repealed (29.12.2003) by The Enterprise Act 2002 and Media Mergers (Consequential Amendments) Order 2003 (S.I. 2003/3180), art. 2, Sch. para. 4(2) (with art. 3)

13 (1) **F13**

(2) **F14**

Textual Amendments

F13 Sch. 20 para. 13(1) repealed (29.12.2003) by The Enterprise Act 2002 and Media Mergers (Consequential Amendments) Order 2003 (S.I. 2003/3180), art. 2, Sch. para. 4(2) (with art. 3)

F14 Sch. 20 para. 13(2) repealed (22.7.2004) by Statute Law (Repeals) Act 2004 (c. 14), s. 1(1), {Sch. 1 Pt. 17 Group 5}

[^{F15}14 (1) In section 88 of that Act, in subsection (1) for the words from “if requested” to “the relevant parties” there is substituted “to comply with any request of the appropriate Minister or Ministers to consult with any persons mentioned in the request (referred to below in this section as “the relevant parties”)”.

(2) After subsection (2) of that section there is inserted—

“(2A) Where—

- (a) an undertaking is given under this section after the commencement of this subsection, or
- (b) an undertaking given under this section is varied or released after that time,

the Minister to whom the undertaking is or was given shall cause the undertaking or, as the case may be, the variation or release to be published in such manner as the Minister may consider appropriate.”.

(3) In subsection (4) of that section—

- (a) in paragraph (a) for “it” there is substituted “the undertaking is no longer appropriate and either the relevant parties (or any of them) can be released from the undertaking or the undertaking”, and
- (b) in paragraph (b) for “that it” there is substituted “that any person can be so released or that an undertaking”,

and in subsection (5), after “varied” (in both places) there is inserted “or revoked”.

(4) In subsection (6) of that section the words from “the relevant parties” to the “and” immediately following paragraph (c) are omitted.

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- (5) Sub-paragraphs (1) and (4) (and the repeal in Schedule 24 corresponding to sub-paragraph (4)) do not apply in relation to any report made before the passing of this Act.]

Textual Amendments

F15 Sch. 20 para. 14 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

[^{F16}15 (1) In section 89 of that Act, in subsection (1), for paragraphs (a) and (b) there is substituted—

“(a) in the circumstances specified in subsection (1) of any of the following sections—

(i) sections 56, 73 and 75K of this Act, and

(ii) section 10 of the Competition Act 1980,

the Secretary of State makes, has made, or has under consideration the making of, an order under the section in question exercising any of the powers specified in Schedule 8 to this Act, or

(b) in the circumstances specified in subsection (1) of section 12 of the Competition Act 1908 the Secretary of State makes, has made, or has under consideration the making of, an order under subsection (5) of that section exercising any of those powers.”.

(2) In subsection (2) of that section, “Part II of” is omitted.

(3) In subsection (3) of that section, after paragraph (b) there is inserted—

“(bb) require any person to furnish any such information to the Director as may be specified or described in the order;”.

(4) The amendments made by sub-paragraphs (1) to (3) have effect in relation to the making of any order under section 89 of the Fair Trading Act ^{M1}1973 after the passing of this Act, whether the principal order (within the meaning of that section) was made before or after that time.]

Textual Amendments

F16 Sch. 20 para. 15 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

Marginal Citations

M1 1973 c. 41.

[^{F17}16 (1) Section 90 of that Act is amended as follows.

(2) In subsection (1) after “section 74” there is inserted “, section 75K”.

(3) For subsection (5) there is substituted—

“(5) Nothing in any order to which this section applies shall have effect so as to—

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- (a) cancel or modify conditions in licences granted—
 - (i) under a patent granted under the Patents Act 1949 or the Patents Act 1977 or a European Patent (UK) (within the meaning of the Patents Act 1977), or
 - (ii) in respect of a design registered under the Registered Designs Act 1949,
 by the proprietor of the patent or design, or
- (b) require an entry to be made in the register of patents or the register of designs to the effect that licences under such a patent or such a design are to be available as of right.”.]

Textual Amendments

F17 Sch. 20 para. 16 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

- 17 In section 132(1) of that Act, after “85(6)” there is inserted “ section 93B ”.
- 18 (1) In Schedule 3 to that Act, in paragraph 16(2) for “75” there is substituted “ “73 ”.
- (2) This paragraph does not apply in relation to any report made before the passing of this Act.
- [^{F18}19 (1) Schedule 8 to that Act is amended as follows.
- (2) After paragraph 9 there is inserted—
- “9A (1) An order may require a person supplying goods or services to publish—
- (a) any such accounting information in relation to the supply of the goods and services, and
 - (b) any such information in relation to—
 - (i) the quantities of goods or services supplied, or
 - (ii) the geographical areas in which they are supplied,
 as may be specified or described in the order.
- (2) In this paragraph “accounting information”, in relation to a supply of goods or services, means information as to—
- (a) the costs of the supply, including fixed costs and overheads,
 - (b) the manner in which fixed costs and overheads are calculated and apportioned for accounting purposes of the supplier, and
 - (c) the income attributable to the supply.”.
- (3) After paragraph 12 there is inserted—
- “12A An order may require any person to furnish any such information to the Director as may be specified or described in the order.

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12B An order may require any activities to be carried on separately from any other activities.

12C An order may prohibit or restrict the exercise of any right to vote exercisable by virtue of the holding of any shares, stock or securities.”.]

Textual Amendments

F18 Sch. 20 para. 19 repealed (20.6.2003 for certain purposes and otherwise prosp.) by 2002 c. 40, ss. 278, 279, Sch. 26; S.I. 2003/1397, arts. {2(1)}, 3(1), Sch.

20 **F19**

Textual Amendments

F19 Sch. 20 paras. 1, 20 repealed (22.7.2004) by Statute Law (Repeals) Act 2004 (c. 14), s. 1(1), {Sch. 1 Pt. 17 Group 5}

Competition Act 1980 (c. 21)

F2021

Textual Amendments

F20 Sch. 20 paras. 21-24 repealed (1.3.2000) by 1998 c. 41, s. 74(1)(3), Sch. 12 para. 13, Sch. 14 Pt.I; S.I. 2000/344, art. 2, Sch.

F2122

Textual Amendments

F21 Sch. 20 paras. 21-24 repealed (1.3.2000) by 1998 c. 41, s. 74(1)(3), Sch. 12 para. 13, Sch. 14 Pt.I; S.I. 2000/344, art. 2, Sch.

F2223

Textual Amendments

F22 Sch. 20 paras. 21-24 repealed (1.3.2000) by 1998 c. 41, s. 74(1)(3), Sch. 12 para. 13, Sch. 14 Pt.I; S.I. 2000/344, art. 2, Sch.

F2324

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Textual Amendments

F23 Sch. 20 paras. 21-24 repealed (1.3.2000) by 1998 c. 41, s. 74(1)(3), Sch. 12 para. 13, **Sch. 14 Pt.I**; S.I. 2000/344, art. 2, **Sch.**

Telecommunications Act 1984 (c. 12)

- 25 (1) In section 13(9) of the Telecommunications Act 1984, after “Commission)” there is inserted “ together with section 24 of the Competition Act 1980 (modification of provisions about performance of Commission’s functions) ”.
- (2) The Monopolies and Mergers Commission (Performance of Functions) Order 1989 shall have effect as if sub-paragraph (1) above had come into force immediately before the making of the Order.

Financial Services Act 1986 (c. 60)

^{F24}26

Textual Amendments

F24 Sch. 20 para. 26 repealed (1.12.2001) by S.I. 2001/3649, **arts. 1, 75(o)**

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