

SCHEDULE 5

AUDITORS

Appointment

4.—(1) Every company must appoint an auditor or auditors in accordance with this paragraph.

(2) [^{F1}Subject to sub-paragraphs (6) and (7), a company] must, at each general meeting at which the company's annual report is laid, appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next general meeting at which an annual report is laid.

(3) [^{F2}Subject to sub-paragraph (6), the first] auditors of a company may be appointed by the directors of the company at any time before the first general meeting of the company at which an annual report is laid; and auditors so appointed are to hold office until the conclusion of that meeting.

(4) Where no appointment is made under sub-paragraph (3), the first auditors of any company may be appointed by the company in general meeting.

[^{F3}(5) Subject to sub-paragraph (5A), no rules made under section 340 of the Act (appointment of auditors) apply in relation to open-ended investment companies.

(5A) Rules may be made under section 340 of the Act in relation to open-ended investment companies [^{F4}that are UCITS].]

[^{F5}(6) On the date on which the holding of an annual general meeting is dispensed with in accordance with regulation 37A, any auditor or auditors appointed in accordance with sub-paragraph (2) or (3) ceases to hold office and the directors must forthwith re-appoint the auditor or auditors or appoint a new auditor or auditors.]

[^{F6}(7) The directors of any company which does not hold annual general meetings must appoint the auditor or auditors.]

Textual Amendments

- F1** Words in Sch. 5 para. 4(2) substituted (6.4.2005) by [The Open-Ended Investment Companies \(Amendment\) Regulations 2005 \(S.I. 2005/923\)](#), regs. 1, **2(9)(a)**
- F2** Words in Sch. 5 para. 4(3) substituted (6.4.2005) by [The Open-Ended Investment Companies \(Amendment\) Regulations 2005 \(S.I. 2005/923\)](#), regs. 1, **2(9)(b)**
- F3** Sch. 5 para. 4(5)(5A) substituted for Sch. 5 para. 4(5) (1.7.2011) by [The Undertakings for Collective Investment in Transferable Securities Regulations 2011 \(S.I. 2011/1613\)](#), regs. 1, **3(9)**
- F4** Words in Sch. 5 para. 4(5A) substituted (31.12.2020) by [The Collective Investment Schemes \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/325\)](#), regs. 1(2), **52(13)** (with savings in S.I. 2019/680, reg. 11); 2020 c. 1, Sch. 5 para. 1(1)
- F5** Sch. 5 para. 4(6) inserted (6.4.2005) by [The Open-Ended Investment Companies \(Amendment\) Regulations 2005 \(S.I. 2005/923\)](#), regs. 1, **2(9)(c)**
- F6** Sch. 5 para. 4(7) inserted (6.4.2005) by [The Open-Ended Investment Companies \(Amendment\) Regulations 2005 \(S.I. 2005/923\)](#), regs. 1, **2(9)(d)**

Changes to legislation:

There are currently no known outstanding effects for the The Open-Ended Investment Companies Regulations 2001, Paragraph 4.