
STATUTORY INSTRUMENTS

2008 No. 373

**The Companies (Revision of Defective
Accounts and Reports) Regulations 2008**

PART 5

PUBLICATION, LAYING AND DELIVERY OF REVISED ACCOUNTS ETC

Publication of revised accounts and reports

12.—(1) This regulation has effect where the directors have prepared revised accounts or a revised report under section 454 of the 2006 Act and copies of the original annual accounts or report have been sent to any person under section 423 or 146 of that Act.

(2) The directors must send to any such person—

- (a) in the case of a revision by replacement, a copy of the revised accounts, or (as the case may be) the revised report, together with a copy of the auditor's report on those accounts, or (as the case may be) on that report, or
- (b) in the case of a revision by supplementary note, a copy of that note together with a copy of the auditor's report on the revised accounts, or (as the case may be) on the revised report,

not more than 28 days after the date of revision.

(3) The directors must also, not more than 28 days after the revision, send a copy of the revised accounts or (as the case may be) revised report, together with a copy of the auditor's report on those accounts or (as the case may be) on that report, to any person who is not a person entitled to receive a copy under paragraph (2) but who is, as at the date of revision—

- (a) a member of the company,
- (b) a holder of the company's debentures, or
- (c) a person who is entitled to receive notice of general meetings,

unless the company would be entitled at that date to send to that person a summary financial statement under section 426 of the 2006 Act (option to provide summary financial statement). Section 423(2) to (4) of that Act apply to this paragraph as they apply to section 423(1).

(4) Section 425 of the 2006 Act (default in sending out copies of accounts and reports: offences) applies to a default in complying with this regulation as if the provisions of this regulation were provisions of section 423 and as if the references in that section to "the company" and "every officer of the company who is in default" were a reference to each of the directors who approved the revised accounts under regulation 4 or revised report under regulation 5 or 6.

(5) Where, prior to the date of revision of the original annual accounts, the company had completed sending out copies of those accounts under section 423 of the 2006 Act, references in that Act to the day on which accounts are sent out under section 423 are to be construed as referring to the day on which the original accounts were sent out (applying section 423(5) as necessary) notwithstanding that those accounts have been revised; where the company had not completed, prior

to the date of revision, the sending out of copies of those accounts under that section, such references are to the day, or the last day, on which the revised accounts are sent out.

Laying of revised accounts or a revised report

13.—(1) This regulation has effect where the directors of a public company have prepared revised accounts or a revised report under section 454 of the 2006 Act and copies of the original annual accounts or report have been laid before a general meeting under section 437 of that Act.

(2) A copy of the revised accounts or (as the case may be) the revised report, together with a copy of the auditor's report on those accounts, or (as the case may be) on that report, must be laid before the next general meeting of the company held after the date of revision at which any annual accounts for a financial year are laid, unless the revised accounts, or (as the case may be) the revised report, have already been laid before an earlier general meeting.

(3) Section 438 of the 2006 Act (public companies: offence of failure to lay accounts and reports) applies with respect to a failure to comply with the requirements of this regulation as it has effect with respect to a failure to comply with the requirements of section 437 of that Act but as if—

- (a) the reference in section 438(1) to “the period allowed” was a reference to the period between the date of revision of the revised accounts or (as the case may be) the revised report and the date of the next general meeting of the company held after the date of revision at which any annual accounts for a financial year are laid; references in section 438(1) and (2) to “that period” are to be construed accordingly; and
- (b) the references in section 438(3) to “the documents in question” and “this Part” were, respectively, a reference to the documents referred to in paragraph (2) and the provisions of Part 15 of the 2006 Act as applied by these Regulations.

Delivery of revised accounts or a revised report

14.—(1) This regulation has effect where the directors have prepared revised accounts or a revised report under section 454 of the 2006 Act and a copy of the original annual accounts or report has been delivered to the registrar under section 441(1) of that Act.

(2) The directors of the company must, within 28 days of the date of revision, deliver to the registrar—

- (a) in the case of a revision by replacement, a copy of the revised accounts or (as the case may be) the revised report, together with a copy of the auditor's report on those accounts or (as the case may be) on that report, or
- (b) in the case of a revision by supplementary note, a copy of that note, together with a copy of the auditor's report on the revised accounts or (as the case may be) on the revised report.

(3) Sections 451 (default in filing accounts and reports: offences) and 452 (default in filing accounts: court order) of the 2006 Act apply with respect to a failure to comply with the requirements of this regulation as they apply with respect to a failure to comply with the requirements of section 441 of that Act but as if—

- (a) the references in section 451(1) and in section 452(1)(a) to “the period for filing those accounts and reports” were references to the period of 28 days referred to in paragraph (2); the references in section 451(1) and (2) to “that period” are to be construed accordingly, and
- (b) the references in section 451(3) to “the documents in question” and “this Part” were, respectively, a reference to the documents referred to in paragraph (2) and the provisions of Part 15 of the 2006 Act as applied by these Regulations.