

SCHEDULE 3

Article 5

Undertakings and participant equivalents

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Undertakings

1. In this Order, subject to paragraph 4—
 - (a) in relation to an undertaking, “group” means those undertakings which are group undertakings in respect of each other;
 - (b) “group undertaking” has the meaning given by section 1161(5) of the Companies Act 2006(1) but where “undertaking” has the meaning given in this Order;
 - (c) “highest parent undertaking” is the undertaking in the group which is not a subsidiary of any other undertaking in the group;
 - (d) “member” in relation to group undertakings means an undertaking which is part of a group;
 - (e) “parent undertaking”, “subsidiary undertaking” and related expressions have the same meanings as in Part 38 of the Companies Act 2006 but where “undertaking” has the meaning given in this Order;
 - (f) “undertaking” means—
 - (i) an undertaking as defined in section 1161(1) of the Companies Act 2006; and
 - (ii) as if that definition included an unincorporated association that has a charitable purpose,but an undertaking does not include a public body.

Participant equivalents

- 2.—(1) An undertaking is a “participant equivalent” when so provided under this paragraph—
 - (a) for the purposes of Part 2; and
 - (b) for the whole phase.(2) Subject to sub-paragraph (3), for the purposes of Part 2 where an undertaking (“B”)—
 - (a) is a member of a group that is a participant (“G”); and
 - (b) would, if B was not a member of G, have been required to register as a participant under Part 2,B is a participant equivalent as a member of G.
 - (3) Where—
 - (a) B would be a participant equivalent as a member of G under sub-paragraph (2); but
 - (b) G is subject to article 27(2),the provisions of section 1 of Part 3 of Schedule 5 vary sub-paragraph (2).

Participant equivalents: movement between groups during a phase

- 3.—(1) Subject to paragraph 4, where—
 - (a) B was a participant equivalent as a member of a group under paragraph 2; and

(1) 2006 c. 46.

Status: This is the original version (as it was originally made).

(b) during a phase B becomes a member of another participant group of undertakings (“G2”), B is a participant equivalent as a member of G2 for the remainder of that phase.

(2) Paragraph 12 of section 2 of Part 3 of Schedule 5 makes provision in relation to the change described in sub-paragraph (1).

(3) Subject to paragraph 4, where—

- (a) B is a participant equivalent as a member of a group under paragraph 2; and
- (b) during a phase B becomes a member of a group of undertakings which is not a participant (“G3”),

paragraph 10 of section 2 of Part 3 of Schedule 5 makes provision in relation to that change.

(4) Subject to paragraph 4, where—

- (a) B is a participant equivalent as a member of G under paragraph 2; and
- (b) during a phase B together with B’s subsidiary undertakings cease to be a member of G,

paragraph 9 of Part 3 of Schedule 5 makes provision in relation to that change.

Undertakings or groups of undertakings as participants

4. Where during a phase an undertaking or group of undertakings—

- (a) is a member of a group; but
- (b) is a participant separate from the group,

for such time as it is a participant separate from the group, it must be treated as if it was not a member of the group for the phase.